

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-K**

(Mark One)

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended **December 31, 2023**

or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: **1-13107**

**AUTONATION, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**73-1105145**

(I.R.S. Employer Identification No.)

**200 SW 1st Ave**

**Fort Lauderdale, Florida**

(Address of principal executive offices)

**33301**

(Zip Code)

**( 954) 769-6000**

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, Par Value \$0.01 Per Share	AN	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☐ No ☒

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the new registrant was required to submit such files). Yes ☐ No ☒

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of June 30, 2023, the last business day of the registrant's most recently completed second fiscal quarter, the aggregate market value of the common stock of the registrant held by non-affiliates was approximately \$ 4.7 billion based on the closing price of the common stock on the New York Stock Exchange on such date (for the purpose of this calculation, the registrant assumed that each of its directors, executive officers, and greater than 10% stockholders was an affiliate of the registrant as of June 30, 2023).

As of February 14, 2024, the registrant had 41,660,637 shares of common stock outstanding.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the registrant's Proxy Statement relating to its 2024 Annual Meeting of Stockholders to be filed with the SEC within 120 days after the end of the fiscal year ended December 31, 2023, are incorporated herein by reference in Part III.



AUTONATION, INC.

FORM 10-K

FOR THE FISCAL YEAR ENDED DECEMBER 31, 2023

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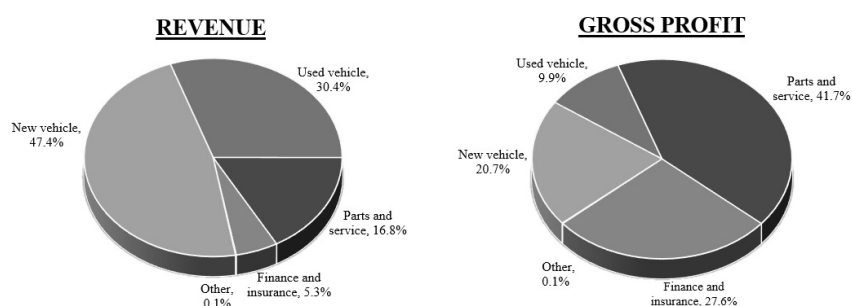
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**PART I****ITEM 1. BUSINESS****General**

AutoNation, Inc., through its subsidiaries, is one of the largest automotive retailers in the United States. As of December 31, 2023, we owned and operated 349 new vehicle franchises from 252 stores located in the United States, predominantly in major metropolitan markets in the Sunbelt region. Our stores, which we believe include some of the most recognizable and well-known in our key markets, sell 34 different new vehicle brands. The core brands of new vehicles that we sell, representing approximately 88% of the new vehicles that we sold in 2023, are manufactured by Toyota (including Lexus), Honda, Ford, General Motors, BMW, Mercedes-Benz, Stellantis, and Volkswagen (including Audi and Porsche). As of December 31, 2023, we also owned and operated 53 AutoNation-branded collision centers, 19 AutoNation USA used vehicle stores, 4 AutoNation-branded automotive auction operations, 3 parts distribution centers, a mobile automotive repair and maintenance business, and an auto finance company.

We offer a diversified range of automotive products and services, including new vehicles, used vehicles, “parts and service” (also referred to as “After-Sales”), which includes automotive repair and maintenance services as well as wholesale parts and collision businesses, and automotive “finance and insurance” products (also referred to as “Customer Financial Services”), which include vehicle service and other protection products, as well as the arranging of financing for vehicle purchases through third-party finance sources. We also offer indirect financing on certain vehicles we sell through our captive finance company. The following charts present the contribution to total revenue and gross profit by each of new vehicle, used vehicle, parts and service, and finance and insurance sales in 2023.



For convenience, the terms “AutoNation,” “Company,” and “we” are used to refer collectively to AutoNation, Inc. and its subsidiaries, unless otherwise required by the context. Our store and other operations are conducted by our subsidiaries.

**Reportable Segments**

As of December 31, 2023, we had three reportable segments: Domestic, Import, and Premium Luxury. These segments are comprised of retail automotive franchises that sell the following new vehicle brands:

Domestic		Import		Premium Luxury	
Buick	Ford	Acura	Mazda	Alfa Romeo	Land Rover
Cadillac	GMC	Fiat	Nissan	Aston Martin	Lexus
Chevrolet	Jeep	Genesis	Subaru	Audi	Maserati
Chrysler	Lincoln	Honda	Toyota	Bentley	Mercedes-Benz
Dodge	Ram	Hyundai	Volkswagen	BMW	MINI
		Infiniti	Volvo	Jaguar	Porsche

The following table sets forth information regarding our new vehicle revenues and retail new vehicle unit sales for the year ended, and the number of franchises owned as of, December 31, 2023:

	New Vehicle Revenues (in millions)	Retail New Vehicle Unit Sales	% of Total Retail New Vehicle Units Sold	Franchises Owned
Domestic:				
Ford, Lincoln	\$ 1,367.7	25,859	10.6	35
Chevrolet, Buick, Cadillac, GMC	1,200.0	24,794	10.1	40
Chrysler, Dodge, Jeep, Ram	957.3	16,818	6.9	80
Domestic Total	3,525.0	67,471	27.6	155
Import:				
Toyota	1,819.0	47,467	19.4	19
Honda	1,085.0	30,968	12.7	24
Nissan	165.8	5,111	2.1	7
Hyundai	291.3	8,218	3.4	11
Subaru	305.6	8,810	3.6	8
Other Import	329.3	7,494	3.0	21
Import Total	3,996.0	108,068	44.2	90
Premium Luxury:				
Mercedes-Benz	1,848.1	22,485	9.2	38
BMW	1,663.2	22,928	9.4	16
Lexus	415.2	7,792	3.2	3
Audi	417.3	6,680	2.7	9
Jaguar Land Rover	413.6	4,278	1.7	22
Other Premium Luxury	489.0	4,844	2.0	16
Premium Luxury Total	5,246.4	69,007	28.2	104
	\$ 12,767.4	244,546	100.0	349

The franchises in each segment also sell used vehicles, parts and automotive repair and maintenance services, and automotive finance and insurance products. For the year ended December 31, 2023, Premium Luxury revenue represented 38% of total revenue, Import revenue represented 29% of total revenue, and Domestic revenue represented 28% of total revenue. For additional financial information regarding our three reportable segments, refer to Note 22 of the Notes to Consolidated Financial Statements set forth in Part II, Item 8 of this Form 10-K.

Except to the extent that differences among reportable segments are material to an understanding of our business taken as a whole, the description of our business in this report is presented on a consolidated basis.

## Business Strategy

We seek to create long-term value for our stockholders and to be the best-run, most profitable automotive retailer and provider of personalized transportation services in the United States. We believe that the significant scale of our operations, our digital customer experience, and the quality of our managerial talent allow us to achieve efficiencies in our key markets. To achieve and sustain operational excellence, we are pursuing the following strategies:

- *We strive to be the nation's most comprehensive provider of transportation solutions to meet the mobility needs of our current and future customers through a comprehensive, unique suite of transportation solutions.*

We seek to maximize the performance and utilization of our assets through operational excellence and expand through the development and/or acquisition of key capabilities, products, and resources. We achieve this by both optimizing our existing business and capturing new and developing opportunities. We continue to invest in strategic partnerships and broaden our offerings to evolve with the changing automotive retail industry and to

widen our access to new and expanding sales channels for vehicles, parts and service, financing, and personal transportation services.

AutoNation Finance, our captive auto finance company, provides financing to qualified retail customers on certain new and used vehicles we sell. Through AutoNation Finance, we have further extended our relationship with our customers beyond the car-buying experience. In September 2023, we discontinued acquiring installment contracts from third-party independent dealers and are now exclusively focused on increasing finance penetration in our stores.

We also pursue opportunities to penetrate the extensive After-Sales service market and respond to our customers' needs by broadening the reach of our existing After-Sales network. AutoNation Mobile Service, our mobile solution for automotive repair and maintenance services, offers customers the convenience of services and repairs at their home, workplace, or on-site for fleet vehicles. In 2023, we launched AutoNationParts.com, a new e-commerce website enabling customers to purchase high-quality automotive parts and accessories at competitive prices, shipped directly to their homes.

Additionally, we have minority ownership stakes in Waymo, the self-driving technology company of Alphabet Inc., and TrueCar, Inc., a leading automotive digital marketplace that lets auto buyers and sellers connect to its nationwide network of certified dealers. These investments signal our continued commitment to emerging technologies that impact the automotive industry.

We also continue to actively pursue acquisitions and new store opportunities that meet our strategic and financial objectives. We expect that these offerings, initiatives, partnerships, and acquisitions will continue to expand and strengthen the AutoNation retail brand, improve the customer experience, provide new growth opportunities, and enable us to expand our footprint in our core and other markets.

- *Hire, train, and retain the best talent available to build dynamic teams to serve our customers.*

At AutoNation, nothing drives our success more than how we hire, train, and retain great people. We value the dignity of all employees and are committed to maintaining a work environment where all associates are valued and treated with respect. Our associates are at the core of our performance, by driving innovation and meeting the needs of our more than 11 million customers while protecting and enhancing AutoNation's brand and reputation. See "Human Capital Resources" and "Corporate Social Responsibility – Our Workplace" below for more information about how we invest in our associates to help us prepare leaders with the vision, integrity, and expertise that enhance our operational excellence every day, drive store profitability, and create both positive employee and customer experiences.

- *Continue to provide an industry-leading automotive retail customer experience in our stores and through our digital channels .*

We seek to deliver a consistently superior customer experience by offering a broad selection of inventory, customer-friendly, transparent sales and service processes, vehicle financing, and competitive pricing. We believe that this will benefit us by increasing customer loyalty and will encourage our customers to bring their vehicles to our stores for all of their vehicle service, maintenance, and collision repair needs and also by driving repeat and referral vehicle sales business.

We continue to make significant investments to provide a seamless, end-to-end customer experience in our stores and through our digital channels, and to improve our ability to generate business through those channels. We have enhanced the AutoNation Express experience - our integrated retailing solution that provides customers with a seamless and intuitive omnichannel vehicle shopping and purchase experience - by continuing to build omnichannel digital capabilities that provide a personalized digital customer experience online and in-store. Our customers are able to complete key automotive retail- and service-related transactions online through our digital channels such as selecting a vehicle with a guaranteed price, scheduling a test drive, calculating payment options, receiving a certified trade-in or purchase offer for a vehicle that a customer wants to sell, applying for financing, selecting vehicle protection products, scheduling in-store pick up or home delivery, arranging service appointments, receiving service updates, paying for maintenance and repair services, and signing paperwork

electronically. We also utilize proprietary tools that leverage real-time customer data to guide and personalize the customer experience.

- *Continue to invest in the AutoNation retail brand to enhance our strong customer satisfaction and expand our market share.*

AutoNation is a brand that connects people and places. We continue to invest in the AutoNation retail brand, promoting personal transportation for America's drivers, leading the charge to make transformational change in the automotive industry, and driving out cancer coast to coast. We are committed to delivering easy, transparent, and customer-centric services for our customers' personal transportation needs.

The AutoNation retail brand includes our AutoNation USA used vehicle stores. We continue to expand our AutoNation USA used vehicle store footprint throughout the country. These stores play an integral part of both our long-term growth plans and the achievement of scale, scope, and density in markets to better serve and meet the needs of customers. AutoNation USA stores continue to leverage the AutoNation brand, scale, exceptional used vehicle sourcing capabilities, and proven customer-centric processes to differentiate our Company and capture a larger share of the used vehicle market.

The AutoNation retail brand extends to other products and services, as well. We offer AutoNation-branded Customer Financial Services products (including extended service and maintenance contracts and other vehicle protection products), parts and accessories, and vehicle financing, as well as collision repair services at AutoNation-branded collision centers, and auction services at AutoNation-branded automotive auctions. We also offer our One Price used vehicle centralized pricing and appraisal strategy, and our "We'll Buy Your Car" program under which customers receive a guaranteed trade-in offer honored for 7 days or 500 miles at any of our locations.

- *Leverage our significant scale and cost structure to improve our operating efficiency .*

As one of the largest automotive retailers in the United States, we are uniquely positioned to leverage our significant scale so that we are able to achieve competitive operating margins by centralizing and streamlining various business processes. We strive to manage our new and used vehicle inventories so that our stores' supply and mix of vehicles are in line with seasonal sales trends and also minimize our carrying costs. We are able to self-source a significant portion of our used vehicle inventory through our "We'll Buy Your Car" program, and quickly make available such used vehicles through optimization of our reconditioning capabilities at our parts and service departments. Additionally, we are able to improve financial controls and lower servicing costs by maintaining many key store-level accounting and administrative activities in our shared service center located in Irving, Texas. We also leverage our digital capabilities to drive cost reductions and increased efficiency for the long-term success of our business. Finally, we leverage our scale to reduce costs related to purchasing certain equipment, supplies, and services through national vendor relationships.

Our business benefits from a well-diversified portfolio of automotive retail franchises. In 2023, approximately 44% of our segment income for reportable segments was generated by Premium Luxury franchises, approximately 34% by Import franchises, and approximately 22% by Domestic franchises. We believe that our business also benefits from diverse revenue streams generated by our new and used vehicle sales, parts and service business, and finance and insurance sales. Our higher-margin parts and service business has historically been less sensitive to macroeconomic conditions as compared to new and used vehicle sales. In addition, we have been able to attain industry-leading finance and insurance gross profit per vehicle retailed as we have increased the penetration of products sold per vehicle.

Our capital allocation strategy is focused on growing long-term value per share. We invest capital in our business to maintain and upgrade our existing facilities and to build new facilities for existing franchises and new AutoNation USA used vehicle stores, as well as for other strategic and technology initiatives. We also deploy capital opportunistically to complete acquisitions or investments, build facilities for newly awarded franchises, and/or repurchase our common stock and/or debt. Our capital allocation decisions are based on factors such as the expected rate of return on our investment, the market price of our common stock versus our view of its intrinsic value, the market price of our debt, the potential impact on our capital structure, our ability to complete acquisitions that meet our strategic objectives, market and vehicle brand criteria and/or return on investment threshold, and limitations set forth in our debt agreements. For additional information

regarding our capital allocation, refer to "Liquidity and Capital Resources – Capital Allocation" in Part II, Item 7 of this Form 10-K.

## Operations

Each of our stores acquires new vehicles for retail sale either directly from the applicable automotive manufacturer or distributor or through dealer trades with other stores of the same brand franchise. We generally acquire used vehicles from customers, primarily through trade-ins and our "We'll Buy Your Car" program, as well as through auctions, lease terminations, and other sources, and we generally recondition used vehicles acquired for retail sale in our parts and service departments. Used vehicles that we do not sell at our stores generally are sold at wholesale prices through auctions. See also "Inventory Management" in Part II, Item 7 of this Form 10-K.

Our stores provide a wide range of vehicle maintenance, repair, and collision repair services, including manufacturer recall repairs and other warranty work that can be performed only at franchised dealerships and customer-pay service work. Our parts and service departments also recondition used vehicles acquired by our used vehicle departments and perform preparatory work and accessory installation on new vehicles acquired by our new vehicle departments. We also offer product and accessory lines that are integrated into our parts and service operations. In 2023, we launched AutoNationParts.com, a new e-commerce website enabling customers to purchase high-quality automotive parts and accessories at competitive prices, shipped directly to their homes. In addition to our retail business, we also have wholesale parts operations, which sell automotive parts to both collision repair shops and independent vehicle repair providers.

We offer a wide variety of automotive finance and insurance products to our customers. We primarily arrange for our customers to finance vehicles through installment loans or leases with third-party lenders, including the vehicle manufacturers' and distributors' captive finance subsidiaries, and receive a commission payable to us from the lender. Our exposure to loss in connection with financing arrangements with third-party lenders generally is limited to the commissions that we receive. We also originate and service consumer auto finance loans through our captive finance company. See the risk factor *"We are subject to various risks associated with originating and servicing auto finance loans through indirect lending to customers, any of which could have an adverse effect on our business"* in Part I, Item 1A of this Form 10-K for additional information.

We also offer our customers various vehicle protection products, including extended service contracts, maintenance programs, guaranteed auto protection (known as "GAP," this protection covers the shortfall between a customer's loan balance and insurance payoff in the event of a casualty), "tire and wheel" protection, and theft protection products, many of which are AutoNation-branded. These products are underwritten and administered by independent third parties, including the vehicle manufacturers' and distributors' captive finance subsidiaries. We sell the products on a commission basis, and we also participate in future underwriting profit for certain products pursuant to retrospective commission arrangements with the issuers of those products.



As of December 31, 2023, we operated stores in the following states:

State	Number of Retail Stores <sup>(1)</sup>	Number of Franchises	Number of Other Locations <sup>(2)</sup>	% of Total Revenue
Florida	49	59	19	25
Texas	46	62	17	19
California	42	59	2	19
Colorado	20	31	1	6
Arizona	16	18	4	6
Washington	14	19	3	5
Georgia	17	24	4	4
Nevada	12	13	1	4
Maryland	14	16	3	3
Illinois	7	8	1	2
Tennessee	7	7	1	2
South Carolina	10	13	1	1
Ohio	4	4	3	1
North Carolina	1	—	—	1
Virginia	2	2	—	1
Alabama	3	6	—	1
Minnesota <sup>(3)</sup>	1	1	—	—
New York <sup>(3)</sup>	3	6	—	—
New Mexico <sup>(3)</sup>	1	—	—	—
Missouri <sup>(3)</sup>	1	—	—	—
New Jersey <sup>(3)</sup>	1	1	—	—
Total	271	349	60	100

<sup>(1)</sup> Includes franchised dealerships and AutoNation USA used vehicle stores.

<sup>(2)</sup> Includes collision centers, automotive auction operations, and parts distribution centers.

<sup>(3)</sup> Revenue represented less than 1% of total revenue.

## Agreements with Vehicle Manufacturers

### Framework Agreements

We have entered into framework and related agreements with most major vehicle manufacturers and distributors. These agreements, which are in addition to the franchise agreements described below, contain provisions relating to our management, operation, advertising and marketing, and acquisition and ownership structure of automotive stores franchised by such manufacturers. These agreements contain certain requirements pertaining to our operating performance (with respect to matters such as sales volume, sales effectiveness, and customer satisfaction or loyalty), which, if we do not satisfy, adversely impact our ability to make further acquisitions of such manufacturers' stores or could result in us being compelled to take certain actions, such as divesting a significantly underperforming store, subject to applicable state franchise laws. Additionally, these agreements set limits (nationally, regionally, and in local markets) on the number of stores that we may acquire of the particular manufacturer and contain certain restrictions on our ability to name and brand our stores. Some of these framework agreements give the manufacturer or distributor the right to acquire at fair market value, or the right to compel us to sell, the automotive stores franchised by that manufacturer or distributor under specified circumstances in the event of a change in control of our Company (generally including certain material changes in the composition of our Board of Directors during a specified time period, the acquisition of 20% or more of the voting stock of our Company by another vehicle manufacturer or distributor, or the acquisition of 50% or more of our voting stock by a person, entity, or group not affiliated with a vehicle manufacturer or distributor) or other extraordinary corporate transactions such as a merger or sale of all or substantially all of our assets. In addition, we have granted certain manufacturers the right to acquire, at fair market value, our automotive dealerships franchised by such manufacturers in specified circumstances in the event of our default under certain of our debt agreements.

## **Franchise Agreements**

We operate each of our new vehicle stores under a franchise agreement with a vehicle manufacturer or distributor. The franchise agreements grant the franchised automotive store a non-exclusive right to sell the manufacturer's or distributor's brand of vehicles and offer related parts and service within a specified market area. These franchise agreements grant our stores the right to use the relevant manufacturer's or distributor's trademarks in connection with their operations, and they also impose numerous operational requirements and restrictions relating to inventory levels, working capital levels, the sales process, marketing and branding, showroom and service facilities, signage, personnel, changes in management, and monthly financial reporting, among other things. The contractual terms of our stores' franchise agreements provide for various durations, ranging from one year to no expiration date, and in certain cases manufacturers have undertaken to renew such franchises upon expiration so long as the store is in compliance with the terms of the agreement. We generally expect our franchise agreements to survive for the foreseeable future and, when the agreements do not have indefinite terms, anticipate routine renewals of the agreements without substantial cost or modification. Our stores' franchise agreements provide for termination of the agreement by the manufacturer or non-renewal for a variety of causes (including performance deficiencies in such areas as sales volume, sales effectiveness, and customer satisfaction or loyalty). However, in general, the states in which we operate have automotive dealership franchise laws that provide that, notwithstanding the terms of any franchise agreement, it is unlawful for a manufacturer to terminate or not renew a franchise unless "good cause" exists. It generally is difficult, outside of bankruptcy, for a manufacturer to terminate, or not renew, a franchise under these laws, which were designed to protect dealers. In addition, in our experience and historically in the automotive retail industry, dealership franchise agreements are rarely involuntarily terminated or not renewed by the manufacturer outside of bankruptcy. From time to time, certain manufacturers assert sales and customer satisfaction performance deficiencies under the terms of our framework and franchise agreements. We generally work with these manufacturers to address the asserted performance issues. For additional information, please refer to the risk factor captioned *"We are subject to restrictions imposed by, and significant influence from, vehicle manufacturers that may adversely impact our business, financial condition, results of operations, cash flows, and prospects, including our ability to acquire additional stores"* in Part I, Item 1A of this Form 10-K.

## **Regulations**

We operate in a highly regulated industry. A number of state and federal laws and regulations affect our business. In every state in which we operate, we must obtain various licenses in order to operate our businesses, including dealer, sales and finance, and insurance licenses issued by state regulatory authorities. Numerous laws and regulations govern how we conduct our business, including those relating to our sales, operations, finance and insurance, advertising, indirect auto financing, origination and servicing of consumer auto finance loans, and employment practices. These laws and regulations include state franchise laws and regulations, federal and state consumer protection laws and regulations, privacy laws, escheatment laws, anti-money laundering laws, and other extensive laws and regulations applicable to new and used motor vehicle dealers and auto finance companies, as well as a variety of other laws and regulations. These laws also include federal and state wage and hour, anti-discrimination, and other employment practices laws. See the risk factor *"Our operations are subject to extensive governmental laws and regulations. If we are found to be in purported violation of or subject to liabilities under any of these laws or regulations, or if new laws or regulations are enacted that adversely affect our operations, our business, operating results, and prospects could suffer"* in Part I, Item 1A of this Form 10-K.

## **Automotive and Other Laws and Regulations**

Our operations are subject to the National Traffic and Motor Vehicle Safety Act, Federal Motor Vehicle Safety Standards promulgated by the United States Department of Transportation, and the rules and regulations of various state motor vehicle regulatory agencies. In addition, automotive dealers are subject to regulation by the Federal Trade Commission (the "FTC"). The imported automobiles, parts, and accessories we purchase are subject to United States customs duties and, in the ordinary course of our business we may, from time to time, be subject to claims for duties, penalties, liquidated damages, or other charges. Further, our captive finance company operations are subject to regulations and supervision by the Consumer Financial Protection Bureau (the "CFPB"). Among other things, the CFPB is authorized to take action to prevent auto finance companies from engaging in unfair, deceptive, or abusive acts and practices and to issue rules requiring enhanced disclosures concerning consumer financial products and services. In addition, state attorneys general have authority under their respective laws and regulations, and under the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act"), enacted in 2010, to investigate and/or regulate certain aspects of our operations.

Our financing activities with customers, including our origination and servicing activities through our captive finance company, are subject to the federal Truth-in-Lending Act, Consumer Leasing Act, Equal Credit Opportunity Act, Fair Credit Reporting Act, federal and state prohibitions against unfair, deceptive, and abusive acts and practices, and various other federal laws and regulations, as well as state and local motor vehicle finance laws, leasing laws, collection, repossession, and installment finance laws, usury laws, and other installment sales and leasing laws and regulations. Among other things, these laws and regulations regulate finance and other fees and charges that may be imposed or received in connection with motor vehicle retail installment sales and leasing, require specific disclosures to consumers, define the rights to collect payments and repossess and sell collateral, and govern the sale and terms of ancillary products. Claims arising out of actual or alleged violations of law or regulation may be asserted against us by individuals, a class of individuals, or governmental entities and may expose us to significant damages or other penalties, including fines and revocation or suspension of our licenses to conduct our operations. See the risk factor *“Our operations are subject to extensive governmental laws and regulations. If we are found to be in purported violation of or subject to liabilities under any of these laws or regulations, or if new laws or regulations are enacted that adversely affect our operations, our business, operating results, and prospects could suffer”* in Part I, Item 1A of this Form 10-K for additional information.

#### **Environmental, Health, and Safety Laws and Regulations**

Our operations involve the use, handling, storage, and contracting for recycling and/or disposal of materials such as motor oil and filters, transmission fluids, antifreeze, refrigerants, paints, thinners, batteries, cleaning products, lubricants, degreasing agents, tires, and fuel. Consequently, our business is subject to a complex variety of federal, state, and local requirements that regulate the environment and public health and safety.

Most of our stores utilize aboveground storage tanks and, to a lesser extent, underground storage tanks, primarily for petroleum-based products. Storage tanks are subject to periodic testing, containment, upgrading, and removal under the Resource Conservation and Recovery Act and its state law counterparts. Clean-up or other remedial action may be necessary in the event of leaks or other discharges from storage tanks or other sources. In addition, water quality protection programs under the federal Water Pollution Control Act (commonly known as the Clean Water Act), the Safe Drinking Water Act, and comparable state and local programs govern certain discharges from some of our operations. Similarly, certain air emissions from operations, such as auto body painting, may be subject to the federal Clean Air Act and related state and local laws. Certain health and safety standards promulgated by the Occupational Safety and Health Administration of the United States Department of Labor and related state agencies also apply.

Some of our stores are parties to proceedings under the Comprehensive Environmental Response, Compensation, and Liability Act, or CERCLA, typically in connection with materials that were sent to former recycling, treatment, and/or disposal facilities owned and operated by independent businesses. The remediation or clean-up of facilities where the release of a regulated hazardous substance occurred is required under CERCLA and other laws.

We have a proactive strategy related to environmental, health, and safety laws and regulations, which includes contracting with third-party vendors to inspect our facilities routinely in an effort to ensure compliance. We incur significant costs to comply with applicable environmental, health, and safety laws and regulations in the ordinary course of our business. We do not anticipate, however, that the costs of such compliance will have a material adverse effect on our business, results of operations, cash flows, or financial condition, although such outcome is possible given the nature of our operations and the extensive environmental, health, and safety regulatory framework. We do not have any material known environmental commitments or contingencies.

#### **Markets and Competition**

We operate in a highly competitive industry. We believe that the principal competitive factors in the automotive retail business are location, service, price, selection, and online and mobile offerings. Each of our markets includes a large number of well-capitalized competitors that have extensive automotive retail managerial experience and strong retail locations and facilities.

New vehicle unit volume benefited from increases in new vehicle inventory levels due to higher levels of manufacturer vehicle production. The increasing supply and availability of new vehicle inventory has adversely impacted market demand for used vehicles, particularly for higher-priced used vehicles. According to industry sources, as of December 31, 2023, there were approximately 16,800 franchised automotive dealerships, which sell both new and used vehicles, in the United

States. In addition, we estimate that there were approximately twice as many independent used vehicle dealers in the United States. We continue to expand our footprint and increase scope and scale through both the acquisition of new dealerships and franchises and through the expansion of our AutoNation USA used vehicle stores. We face competition from (i) several public companies that operate numerous automotive retail stores or collision centers on a regional or national basis, including franchised dealers that sell new and used vehicles, non-franchised dealers that sell only used vehicles, and manufacturers that sell directly to customers, (ii) private companies that operate automotive retail stores or collision centers in our markets, (iii) electric vehicle manufacturers who sell directly to consumers, and (iv) online and mobile sales platforms. We compete with dealers that sell the same vehicle brands that we sell, as well as dealers and certain manufacturers that sell other vehicle brands that we do not represent in a particular market. Our new vehicle store competitors have franchise agreements with the various vehicle manufacturers and, as such, generally have access to new vehicles on the same terms as we have. We also compete with other dealers for qualified employees, including general managers and sales and service personnel.

In general, the vehicle manufacturers have designated marketing and sales areas within which only one franchised dealer of a given vehicle brand may operate. Under most framework agreements with vehicle manufacturers, the ability to acquire multiple dealers of a given vehicle brand within a particular market is limited. Dealers are also restricted by various state franchise laws from relocating stores or establishing new stores of a particular vehicle brand within any area that is served by another dealer of the same vehicle brand, and generally need the manufacturer to approve any relocation or the grant of a new franchise. However, to the extent that a market has multiple dealers of a particular vehicle brand, as most of our key markets do with respect to most vehicle brands we sell, we face significant intra-brand competition.

We also compete with independent automobile service shops, service center chains, collision service operations, and wholesale parts outlets. We believe that the principal competitive factors in the parts and service business are price, location, expertise with the particular vehicle lines, and customer service. We also compete with a broad range of financial institutions in our finance and insurance business. We believe that the principal competitive factors in the finance and insurance business are product selection, convenience, price, contract terms, and the ability to finance vehicle protection and aftermarket products.

We also operate in the auto finance sector of the consumer finance market. This sector is primarily comprised of banks, captive finance divisions of new car manufacturers, credit unions, and independent finance companies. According to industry sources, this sector represented more than \$1 trillion in outstanding receivables as of December 31, 2023. Our primary competitors in this sector are banks and credit unions that offer direct and indirect financing to customers purchasing vehicles.

### **Insurance and Bonding**

Our business exposes us to the risk of liabilities arising out of our operations. For example, liabilities may arise out of claims of employees, customers, or other third parties for personal injury or property damage occurring in the course of our operations. We could also be subject to fines and civil and criminal penalties in connection with alleged violations of federal and state laws or regulatory requirements.

The automotive retail business is also subject to substantial risk of property loss due to the significant concentration of property values at store locations. In our case in particular, our operations are concentrated in states and regions in which natural disasters and severe weather events (such as hailstorms, hurricanes, earthquakes, fires, tornadoes, snowstorms, and landslides) may subject us to substantial risk of property loss and operational disruption. Under self-insurance programs, we retain various levels of aggregate loss limits, per claim deductibles, and claims-handling expenses as part of our various insurance programs, including property and casualty, automobile, workers' compensation, and employee medical benefits. Costs in excess of this retained risk per claim may be insured under various contracts with third-party insurance carriers. We estimate the ultimate costs of these retained insurance risks based on actuarial evaluations and historical claims experience, adjusted for current trends and changes in claims-handling procedures. The level of risk we retain may change in the future as insurance market conditions or other factors affecting the economics of our insurance purchasing change. Although we have, subject to certain limitations and exclusions, substantial insurance, we cannot assure you that we will not be exposed to uninsured or underinsured losses that could have a material adverse effect on our business, financial condition, results of operations, or cash flows.

Provisions for retained losses and deductibles are made by charges to expense based upon periodic evaluations of the estimated ultimate liabilities on reported and unreported claims. The insurance companies that underwrite our insurance require that we secure certain of our obligations for deductible reimbursements with collateral. Our collateral requirements are set by the insurance companies and, to date, have been satisfied by posting surety bonds, letters of credit, and/or cash deposits. Our collateral requirements may change from time to time based on, among other things, our claims experience.

### **Seasonality**

In a stable environment, our operations generally experience higher volumes of vehicle unit sales in the second and third quarters of each year due in part to consumer buying trends and the introduction of new vehicle models. Also, demand for vehicles and light trucks is generally lower during the winter months than in other seasons, particularly in regions of the United States where stores may be subject to adverse winter conditions. However, we typically experience higher sales of Premium Luxury vehicles, which have higher average selling prices and gross profit per vehicle retailed, in the fourth quarter. Revenue and operating results may be impacted significantly from quarter to quarter by changing economic conditions, vehicle manufacturer incentive programs, and actual or threatened severe weather events.

### **Trademarks**

We own a number of registered service marks and trademarks, including, among other marks, AutoNation® and AutoNation USA®. Pursuant to agreements with vehicle manufacturers, we have the right to use and display manufacturers' trademarks, logos, and designs at our stores and in our advertising and promotional materials, subject to certain restrictions. We also have licenses pursuant to various agreements with third parties authorizing the use and display of the marks and/or logos of such third parties, subject to certain restrictions. The current registrations of our service marks and trademarks are effective for varying periods of time, which we may renew periodically, provided that we comply with all applicable laws.

### **Human Capital Resources**

#### *Purpose and Culture*

At AutoNation, our associates are our greatest asset. As of December 31, 2023, we employed approximately 25,300 full-time and part-time employees, whom we refer to as "associates," approximately 170 of whom were covered by collective bargaining agreements. We believe our people are the foundation of our success as an organization at AutoNation, and we are committed to ensuring we create an environment where all associates feel valued, respected, and empowered to achieve their highest potential. Our Board of Directors and its Committees provide oversight on a broad range of human capital management topics, including corporate culture, diversity, inclusion, compensation, and benefits.

In 2022, we launched our "Go Be Great" company-wide initiative, which characterizes the collective drive, ambition, and determination of our associates to be the best each and every day, leading the way in customer service excellence. The initiative focuses on multiple aspects of our talent efforts, including recruitment and retention in each of our markets from retail sales and service technicians to corporate positions. AutoNation provides comprehensive benefits packages, extensive on-the-job training, and opportunities for career growth, inspiring employees to "Go Be Great."

#### *Talent Acquisition, Development, and Retention*

Creating opportunities for employee recognition, mentoring, and advancement is a key initiative in our human resources efforts. We provide a range of formal and informal learning programs, which are designed to help our associates continuously grow and strengthen their skills throughout their careers. See "Corporate Social Responsibility – Our Workplace" below for more information on human capital measures and objectives that we focus on in managing the business.

### **Corporate Social Responsibility**

As one of the largest automotive retailers in the United States and one of America's most admired companies, AutoNation was founded on the values of honesty, respect, and responsibility, which we believe extend to our stakeholders, which include our stockholders, our customers, our associates, and the communities in which we operate. AutoNation's dedication to fundamental principles of good corporate stewardship has been a cornerstone of our business.

## *The Environment*

We are committed to managing our environmental impact and continually work to reduce it where practicable. The following highlights some of our environmental stewardship initiatives:

- *Driving Electrified:* As America transitions increasingly toward electric vehicles ("EV"), we have added and continue to add EV charging capabilities at many of our locations, many of which offer EV charging free of charge to customers. In addition, given the growing popularity of EVs, we have also created a "Driving Electrified" section of our purchasing website to help customers shop and compare different vehicles.
- *Product offering:* We offer a wide variety of environmentally friendly vehicles, including electric and hybrid vehicles. We expect our manufacturer partners to continue to enhance their offerings of these types of vehicles.
- *Building and maintenance:* As we build new facilities and expand our AutoNation USA network, we take various measures to reduce our environmental impact, such as improving energy efficiency, reducing water consumption, sourcing materials locally, improving air quality, and pursuing alternative energy sources for our facilities. Our corporate headquarters building in Fort Lauderdale, Florida, is LEED Gold Certified, and is one of several LEED certified properties that we occupy.
- *Recycling:* In addition to adhering to recycling statutes, we try to maximize our recycling efforts where practicable, whether water, oil, tire rubber, scrap metal, paper, plastic, car batteries, radiator cores, or other materials.
- *Stewardship:* We have implemented an Environmental, Health and Safety Compliance Program, which includes training and consulting support at our dealerships and other operating entities.

## *Our Communities*

We are committed to supporting the communities in which we operate. We encourage our associates to be active members in the communities where they live and work through volunteerism and charitable giving. Cancer touches nearly everyone and that is why supporting cancer research and treatment is so important to us. We have transformed our brand through our "Drive Pink" initiative. More than a charitable focus on cancer research and treatment, Drive Pink is a core element of our corporate culture and has impacted customers, associates, and our communities in meaningful ways.

We fund national cancer research and treatment facilities from coast to coast through our philanthropic activities. Through the combined efforts of our 25,300 associates, vendors, partners, customers, and executive leadership, we have raised and donated over \$40 million to support the world-class AutoNation Institute for Breast Cancer Research and Care, the Moffitt Cancer Center, the Breast Cancer Research Foundation, Cleveland Clinic, and other leading cancer facilities.

Our presence is felt at local community-based cancer events, as teams of our associates represent AutoNation at runs, walks, and other fundraisers. Yearly, AutoNation celebrates Drive Pink Across America Day by providing our associates with opportunities to deliver thousands of "Totes for Hope" bags stuffed with comfort items for children and adults undergoing cancer care at hospitals in our markets.

Vehicles sold at our AutoNation locations are fitted with "DRV PNK" license plate frames as a symbol of our commitment to "driving out" cancer. Millions of "DRV PNK" license plate frames have been distributed to date.

## *Our Business and Our Customers*

We are proud to be America's most admired automotive retailer, and we strive to create transparency and establish unparalleled trust with our customers or others with whom we do business.

- *Ethical standards:* We have a Code of Business Ethics in place to help support our commitment to business ethics and responsibility. This Code describes our standards of business conduct and the steps AutoNation takes to ensure that our standards are understood and followed. Each AutoNation associate throughout the organization is expected to comply with the standards set forth in the Code. We also maintain a 24-hour Alert-Line for associates to anonymously report any Company policy violations under our Business Ethics Program.

- *Customer satisfaction:* We seek to deliver a consistently superior customer experience by offering a broad selection of inventory, customer-friendly, transparent sales and service processes, and competitive pricing in a clean and safe environment. We measure customer satisfaction and loyalty on a regular basis with a mission to deliver a peerless customer experience.
- *Supplier relationships and sustainable procurement :* We purchase products and services at a fair value regardless of the manufacturer or provider, while conducting our operations according to high standards of business conduct and all applicable legal requirements. We are also a member of an affiliate of the National Minority Supplier Development Council, which focuses on advancing business opportunities for certified minority business enterprises.

#### *Our Workplace*

AutoNation values the dignity of all employees and is committed to maintaining a work environment where all associates are valued and treated with respect.

- *Respect in the Workplace:* At AutoNation, we provide equal employment and promotional opportunities for all associates, as well as any individual applying for employment without regard to race, religion, sex, sexual orientation, gender identity or expression, national origin, age, disability, or any other protected characteristic as defined by applicable federal, state, or local law. We are committed to maintaining a work environment free from sexual and other harassment.
- *Diversity:* We endeavor to attract and retain diverse and talented people throughout our Company by engaging in diversity and inclusion initiatives, including our ONE AutoNation Program and other programs specifically designed to develop diverse groups of leaders and to recruit current and former military personnel, among others.
- *Training:* We offer job-specific training programs, such as our General Management University, which is aimed at developing our existing and future leaders, and other training programs designed for high-potential associates to facilitate development of our up-and-coming talent. We offer e-commerce training, webinar events that present opportunities for associates to learn actionable tips on innovative ways to get results on the job, and individual development plans to target the specific needs of our associates. These types of courses help foster our culture of continual learning and growth, which in turn enriches the work environment for all our associates.
- *Employee benefits:* We offer a variety of employee benefits, such as competitive salaries/compensation plans, incentive compensation potential, and health and welfare benefits. Many of the valuable benefits we offer are free to our associates, including an innovative "Drive Pink"-inspired, Company-paid cancer insurance plan that provides financial assistance to associates and their eligible dependents who are diagnosed with cancer. This Company-paid benefit is offered by fewer than 5% of companies nationally and it underscores our commitment to driving out cancer.
- *Healthy living:* We encourage our associates and their families to be mindful of their physical and mental health, and we offer programs that provide free and confidential support services for a multitude of issues, such as legal, family/marital, and stress/anxiety, among others. We also provide a complimentary biometric screening for our associates and their spouses to raise their awareness of certain factors that can affect their health and increase the risk for heart disease, diabetes, or stroke. In addition, employees are eligible to receive annual company contributions to a health savings account from the company based on the type of coverage selected.

#### *Corporate Governance*

Our Board of Directors is committed to sound corporate governance principles and practices, which are set forth in our Corporate Governance Guidelines that serve as a framework within which our Board conducts its operations. The Corporate Governance and Nominating Committee of our Board is charged with reviewing annually, or more frequently as appropriate, the Guidelines and recommending to our Board appropriate changes in light of applicable laws and regulations, the governance standards identified by leading governance authorities, and our Company's evolving needs.

Our Board of Directors consists of a diverse group of leaders. Many of them have experience serving as executive officers or on boards and board committees of major companies. Many of them also have extensive corporate finance and investment banking experience as well as a broad understanding of capital markets. A majority of our Board of Directors is independent, and each of the members of our audit, compensation, and corporate governance and nominating committees is

independent. Each of our directors must stand for re-election annually and are elected by a majority of our shareholders. In addition, Rick L. Burdick, one of our independent directors, currently serves as our Chairman of the Board.

#### *Investor Relations*

Our relationship with our shareholders is an important part of AutoNation's success. We have an investor outreach program committed to engaging with current and prospective stockholders and obtaining their perspectives. Our integrated outreach team engages proactively with our stockholders by participating in activities such as quarterly financial results conference calls, industry conferences and events, and one-on-one meetings.

#### **Information about our Executive Officers**

The following sets forth certain information regarding our executive officers as of February 16, 2024.

<b>Name</b>	<b>Age</b>	<b>Position</b>	<b>Years with AutoNation</b>	<b>Years in Automotive Industry</b>
Michael Manley	59	Chief Executive Officer and Director	3	36
Thomas A. Szlosek	60	Executive Vice President and Chief Financial Officer	1	1
Gianluca Camplone	54	Chief Operating Officer, Precision Parts Business, and Executive Vice President, Head of Mobility, Business Strategy, and Development	2	26
C. Coleman Edmunds	59	Executive Vice President, General Counsel and Corporate Secretary	28	28
Lisa Esparza	54	Executive Vice President and Chief Human Resource Officer	2	2
Dave Koehler	55	Chief Operating Officer, Non-Franchise Business	12	31
Jeff Parent	59	Chief Operating Officer	1	26

**Michael Manley** has served as our Chief Executive Officer and as a member of our Board since November 1, 2021. Prior to joining AutoNation, Mr. Manley served as Head of Americas and as a member of the Group Executive Council for Stellantis N.V., one of the largest automotive original equipment manufacturers in the world, from January 2021 until October 2021. From July 2018 until January 2021, he served as Chief Executive Officer of Fiat Chrysler Automobiles N.V. ("FCA"), a predecessor to Stellantis N.V. Mr. Manley joined DaimlerChrysler (a predecessor to FCA) in 2000 and, prior to becoming FCA's Chief Executive Officer, served in a number of management-level roles with increasing responsibility overseeing various aspects of FCA's operations, including as Executive Vice President - International Sales & Marketing, Business Development and Global Product Planning Operations, Chief Executive Officer of Jeep, Chief Executive Officer of Ram, Chief Operating Officer for the Asia Pacific region, and FCA Global Executive Council member. Mr. Manley currently serves on the Board of Directors of Dover Corporation (NYSE: DOV), a diversified global manufacturer and solutions provider delivering innovative equipment and components, consumable supplies, aftermarket parts, software and digital solutions, and support services.

**Thomas A. Szlosek** has served as our Executive Vice President and Chief Financial Officer since August 2023. Mr. Szlosek is responsible for overseeing the finance department and for all financial controls and external reporting, financial planning and analysis, and accounting, as well as the tax, internal audit, treasury, investor relations, and corporate real estate functions. He is also responsible for our shared service center in Irving, Texas. Prior to joining AutoNation, Mr. Szlosek served as Executive Vice President and Chief Financial Officer at Avantor, Inc., a leading global provider of mission-critical products and services to customers in the life sciences, education and government, advanced technologies, and applied materials industries, from December 2018 until August 2023. Prior to joining Avantor, Mr. Szlosek served as the Senior Vice President and Chief Financial Officer of Honeywell International, a diversified technology and manufacturing company, from April 2014 to August 2018.

**Gianluca Camplone** has served as our Chief Operating Officer, Precision Parts Business, and Executive Vice President, Head of Mobility, Business Strategy, and Development since March 2022. Mr. Camplone is responsible for overseeing the Company's business strategy, corporate development, and Parts teams. Prior to joining AutoNation, Mr. Camplone was a Senior Partner at McKinsey & Company, a global management consulting firm, from December 1996 to February 2022,



where he was the leader in their Advanced Industries global practice and Private Equity Industrial practice in North America.

**C. Coleman Edmunds** has served as our Executive Vice President, General Counsel and Corporate Secretary since April 2017. From October 2007 through March 2017, Mr. Edmunds served as our Senior Vice President, Deputy General Counsel and Assistant Secretary. He joined AutoNation in November 1996. Prior to joining AutoNation, Mr. Edmunds was in private practice with the international law firm of Baker & McKenzie.

**Lisa Esparza** has served as our Executive Vice President and Chief Human Resource Officer since September 2022. Prior to joining AutoNation, Ms. Esparza served as Chief Human Resource Officer of Essilor North America, part of EssilorLuxottica, the global leader in the design, manufacture, and distribution of ophthalmic lenses, frames, and sunglasses, from July 2019 to June 2022. From 2017 to 2019, Ms. Esparza served as Chief Human Resources Officer at Par Pacific Holdings, Inc. (NYSE: PARR), which owns and operates market-leading energy and infrastructure businesses. In addition, Ms. Esparza has held various human resources leadership roles at Celanese, Flowserve, Ingersoll-Rand, and Eaton with global responsibilities.

**Dave Koehler** has served as our Chief Operating Officer, Non-Franchised Business since March 2022. Mr. Koehler is responsible for overseeing AutoNation USA, AutoNation Mobile Service, AutoNation Auto Auctions, and the AutoNation Collision business. Previously, Mr. Koehler was the Eastern Region President for our stores located in Alabama, Florida, Georgia, Illinois, Maryland, Minnesota, New York, Ohio, Tennessee, and Virginia from May 2019 to February 2022. Prior to being promoted to Eastern Region President in May 2019, Mr. Koehler held several key positions within AutoNation, including General Manager, Market President, and Senior Vice President of Sales between 2011 to 2019.

**Jeff Parent** has served as our Chief Operating Officer since October 2023. Mr. Parent oversees AutoNation's day-to-day operations and works as part of the leadership team to execute the company's strategic vision and drive operational excellence. Prior to joining AutoNation, Mr. Parent served as President and General Manager of Gulf States Toyota, Inc., one of the world's largest independent distributors of Toyota vehicles and parts, from February 2017 until October 2023. Prior to joining Gulf States Toyota as a Senior Vice President in 2010, Mr. Parent held various senior executive positions at Nissan Canada Inc., Volkswagen of America, Inc., and VW Credit, Inc.

#### **Available Information**

Our website is located at [www.autonation.com](http://www.autonation.com), and our Investor Relations website is located at [investors.autonation.com](http://investors.autonation.com). The information on or accessible through our websites and social media channels is not incorporated by reference in this Annual Report on Form 10-K. Our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to reports filed or furnished pursuant to Sections 13(a) and 15(d) of the Securities Exchange Act of 1934, as amended, are available, free of charge, on our Investor Relations website as soon as reasonably practicable after we electronically file such material with, or furnish it to, the Securities and Exchange Commission (the "SEC").

**ITEM 1A. RISK FACTORS**

Our business, financial condition, results of operations, cash flows, and prospects, and the prevailing market price and performance of our common stock may be adversely affected by a number of factors, including the matters discussed below. Certain statements and information set forth in this Annual Report on Form 10-K, including, without limitation, statements regarding our strategic acquisitions, initiatives, partnerships, or investments, including AutoNation USA, AutoNation Finance, and AutoNation Mobile Service; statements regarding our investments in digital and online capabilities and mobility solutions; statements regarding our expectations for the future performance of our business and the automotive retail industry; as well as other written or oral statements made from time to time by us or by our authorized executive officers on our behalf that describe our objectives, goals, or plans constitute “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements other than statements of historical fact, including statements that describe our objectives, plans or goals are, or may be deemed to be, forward-looking statements. Words such as “anticipate,” “expect,” “intend,” “goal,” “target,” “project,” “plan,” “believe,” “continue,” “may,” “will,” “could,” and variations of such words and similar expressions are intended to identify such forward-looking statements. Our forward-looking statements reflect our current expectations concerning future results and events, and they involve known and unknown risks, uncertainties and other factors that are difficult to predict and may cause our actual results, performance, or achievements to be materially different from any future results, performance, or achievements expressed or implied by these statements. These forward-looking statements speak only as of the date of this report, and we undertake no obligation to revise or update these statements to reflect subsequent events or circumstances. The risks, uncertainties, and other factors that our stockholders and prospective investors should consider include, but are not limited to, the following:

**Risks Related to Economic Conditions**

***The automotive retail industry is sensitive to changing economic conditions and various other factors, including, but not limited to, unemployment levels, consumer confidence, fuel prices, interest rates, and tariffs. Our business and results of operations are substantially dependent on new and used vehicle sales levels in the United States and in our particular geographic markets, as well as the gross profit margins that we can achieve on our sales of vehicles, all of which are very difficult to predict.***

We believe that many factors affect sales of new and used vehicles and automotive retailers' gross profit margins in the United States and in our particular geographic markets, including the economy, fuel prices, credit availability, interest rates, consumer confidence, consumer shopping preferences and the success of third-party online and mobile sales platforms, the level of personal discretionary spending, labor force participation and unemployment rates, the state of housing markets, vehicle production levels and capacity, auto emission and fuel economy standards, the rate of inflation, currency exchange rates, tariffs, manufacturer incentives (and consumers' reaction to such offers), intense industry competition, the prospects of war, other international conflicts or terrorist attacks, global pandemics, severe weather events, product quality, affordability and innovation, the number of consumers whose vehicle leases are expiring, the length of consumer loans on existing vehicles, and the rise of ride-sharing applications. Changes in interest rates can significantly impact new and used vehicle sales and vehicle affordability due to the direct relationship between interest rates and monthly loan payments, a critical factor for many vehicle buyers, and the impact interest rates have on customers' borrowing capacity and disposable income. Sales of certain vehicles, particularly trucks and sport utility vehicles that historically have provided us with higher gross profit per vehicle retailed, are sensitive to fuel prices and the level of construction activity. In addition, rapid changes in fuel prices can cause shifts in consumer preferences which are difficult to accommodate given the long lead-time of inventory acquisition. The imposition of new tariffs, quotas, duties, or other restrictions or limitations could increase prices for vehicles and/or parts imported into the United States and adversely impact demand for such vehicles and/or parts. Our vehicle sales, service, and collision businesses could also be adversely affected by changes in the automotive industry driven by new technologies, distribution channels, or products, including ride-sharing applications, subscription services, autonomous and electric vehicles, and accident avoidance technology.

Approximately 15.6 million, 13.9 million, and 15.1 million new vehicles, including retail and fleet vehicles, were sold in the United States in 2023, 2022, and 2021, respectively. Our performance may differ from the performance of the automotive retail industry due to particular economic conditions and other factors in the geographic markets in which we operate. Economic conditions and the other factors described above may also materially adversely impact our sales of parts and

automotive repair and maintenance services and automotive finance and insurance products and our ability to approve/provide financing to customers.

### **Risks Related to Vehicle Manufacturers and Other Third-Party Suppliers**

#### ***Our new vehicle sales are impacted by the incentive, marketing, and other programs of vehicle manufacturers.***

Most vehicle manufacturers from time to time establish various marketing and sales incentive programs designed to spur consumer demand for their vehicles, particularly during periods of excess supply and/or in a flat or declining new vehicle sales market. These programs impact our operations, particularly our sales of new vehicles. Since these programs are often not announced in advance, they can be difficult to plan for when ordering inventory. Furthermore, manufacturers may modify and discontinue these marketing and incentive programs from time to time, which could have a material adverse effect on our results of operations and cash flows.

In prior years, our new vehicle unit volume and new vehicle gross profit on a per vehicle retailed basis were adversely impacted by certain manufacturers' disruptive marketing and sales incentive programs based upon store-level growth targets established by those manufacturers (commonly referred to as "stair-step" incentive programs), which result in multi-tier pricing and adversely impact our ability to compete with other dealers. If those manufacturers continue to use such incentive programs or if other manufacturers adopt similar incentive programs, our operating results could be adversely impacted.

#### ***We are dependent upon the success and continued financial viability of the vehicle manufacturers and distributors with which we hold franchises. In addition, we rely on various third-party suppliers for key products and services.***

The success of our stores is dependent on vehicle manufacturers in several key respects. First, we rely exclusively on the various vehicle manufacturers for our new vehicle inventory. Our ability to sell new vehicles is dependent on a vehicle manufacturer's ability to design, manufacture, and allocate to our stores an attractive, high-quality, and desirable product mix at the right time and at the right price in order to satisfy customer demand. Second, manufacturers generally support their franchisees by providing direct financial assistance in various areas, including, among others, floorplan assistance and advertising assistance. Third, manufacturers provide product warranties and, in some cases, service contracts to customers.

Our stores perform warranty and service contract work for vehicles under manufacturer product warranties and service contracts, and direct bill the manufacturer as opposed to invoicing the store customer. At any particular time, we have significant receivables from manufacturers for warranty and service work performed for customers. In addition, we rely on manufacturers to varying extents for original equipment manufactured replacement parts, training, product brochures and point of sale materials, and other items for our stores. Our business, results of operations, and financial condition could be materially adversely affected as a result of any event that has a material adverse effect on the vehicle manufacturers or distributors that are our primary franchisors.

The core brands of vehicles that we sell, representing approximately 88% of the new vehicles that we sold in 2023, are manufactured by Toyota (including Lexus), Honda, Ford, General Motors, BMW, Mercedes-Benz, Stellantis, and Volkswagen (including Audi and Porsche). We are subject to a concentration of risk in the event of adverse events or financial distress, including bankruptcy, impacting one or more of these manufacturers.

Vehicle manufacturers may be adversely impacted by economic downturns or recessions, significant declines in the sales of their new vehicles, natural disasters, increases in interest rates, adverse fluctuations in currency exchange rates, declines in their credit ratings, liquidity concerns, labor strikes or similar disruptions (including within their major suppliers), supply shortages or rising raw material costs, rising employee benefit costs, vehicle recall campaigns, adverse publicity that may reduce consumer demand for their products (including due to bankruptcy), product defects, litigation, poor product mix or unappealing vehicle design, governmental laws and regulations (including fuel economy requirements), tariffs and other import product restrictions, the rise of ride-sharing applications, or other adverse events. These and other risks could materially adversely affect any manufacturer and impact its ability to profitably design, market, produce, or distribute new vehicles, which in turn could materially adversely affect our ability to obtain or finance our desired new vehicle inventories, our ability to take advantage of manufacturer financial assistance programs, our ability to collect in full or on a timely basis our manufacturer warranty and other receivables, and/or our ability to obtain other goods and services provided by the impacted manufacturer. In addition, vehicle recall campaigns could materially adversely affect our business, results of operations, and financial condition.

Our business could be materially adversely impacted by the bankruptcy of a major vehicle manufacturer or related lender. For example, (i) a manufacturer in bankruptcy could attempt to terminate all or certain of our franchises, in which case we may not receive adequate compensation for our franchises, (ii) consumer demand for such manufacturer's products could be materially adversely affected, (iii) a lender in bankruptcy could attempt to terminate our floorplan financing and demand repayment of any amounts outstanding, (iv) we may be unable to arrange financing for our customers for their vehicle purchases and leases through such lender, in which case we would be required to seek financing with alternate financing sources, which may be difficult to obtain on similar terms, if at all, (v) we may be unable to collect some or all of our significant receivables that are due from such manufacturer or lender, and we may be subject to preference claims relating to payments made by such manufacturer or lender prior to bankruptcy, and (vi) such manufacturer may be relieved of its indemnification obligations with respect to product liability claims. Additionally, any such bankruptcy may result in us being required to incur impairment charges with respect to the inventory, fixed assets, right-of-use assets, and intangible assets related to certain franchises, which could adversely impact our results of operations and financial condition.

Further, we rely on various third-party suppliers for key products and services. If those suppliers fail to deliver products or services on a timely basis and at reasonable prices for any reason, we could face difficulties operating our business and our results of operations and financial condition could be adversely impacted.

***We are subject to restrictions imposed by, and significant influence from, vehicle manufacturers that may adversely impact our business, financial condition, results of operations, cash flows, and prospects, including our ability to acquire additional stores.***

Vehicle manufacturers and distributors with whom we hold franchises have significant influence over the operations of our stores. The terms and conditions of our framework, franchise, and related agreements and the manufacturers' interests and objectives may, in certain circumstances, conflict with our interests and objectives. For example, manufacturers can set performance standards with respect to sales volume, sales effectiveness, and customer satisfaction or loyalty, and can influence our ability to acquire additional stores, the naming and marketing of our stores, our digital channels, our selection of store management, product stocking and advertising spending levels, and the level at which we capitalize our stores. Manufacturers also impose minimum facility requirements that can require significant capital expenditures. Manufacturers may also have certain rights to restrict our ability to provide guaranties of our operating companies, pledges of the capital stock of our subsidiaries, and liens on our assets, which could adversely impact our ability to obtain financing for our business and operations on favorable terms or at desired levels. From time to time, we are precluded under agreements with certain manufacturers from acquiring additional franchises, or subject to other adverse actions, to the extent we are not meeting certain performance criteria at our existing stores (with respect to matters such as sales volume, sales effectiveness, and customer satisfaction or loyalty) until our performance improves in accordance with the agreements, subject to applicable state franchise laws.

Manufacturers also have the right to establish new franchises or relocate existing franchises, subject to applicable state franchise laws. The establishment or relocation of franchises in our markets could have a material adverse effect on the financial condition, results of operations, cash flows, and prospects of our stores in the market in which the franchise action is taken.

Our framework, franchise, and related agreements also grant the manufacturer the right to terminate or compel us to sell our franchise for a variety of reasons (including uncured performance deficiencies, any unapproved change of ownership or management, or any unapproved transfer of franchise rights or impairment of financial standing or failure to meet capital requirements), subject to applicable state franchise laws. From time to time, certain major manufacturers assert sales and customer satisfaction performance deficiencies under the terms of our framework and franchise agreements. Additionally, our framework agreements contain restrictions regarding a change in control, which may be outside of our control. See "Agreements with Vehicle Manufacturers" in Part I, Item 1 of this Form 10-K. While we believe that we will be able to renew all of our franchise agreements, we cannot guarantee that all of our franchise agreements will be renewed or that the terms of the renewals will be favorable to us. We cannot assure you that our stores will be able to comply with manufacturers' sales, customer satisfaction, loyalty, performance, facility, and other requirements in the future, which may affect our ability to acquire new stores or renew our franchise agreements, or subject us to other adverse actions, including termination or compelled sale of a franchise, any of which could have a material adverse effect on our financial condition, results of operations, cash flows, and prospects. Furthermore, we rely on the protection of state franchise laws in the states in

which we operate and if those laws are repealed or weakened, our framework, franchise, and related agreements may become more susceptible to termination, non-renewal, or renegotiation.

In addition, we have granted certain manufacturers the right to acquire, at fair market value, our automotive dealerships franchised by that manufacturer in specified circumstances in the event of our default under certain of our debt agreements.

#### **Risks Related to Strategic Initiatives**

***We are investing significantly in various strategic initiatives, including the planned expansion of our AutoNation USA stores, our AutoNation Finance business, and our AutoNation Mobile Service business, and if they are not successful, we will have incurred significant expenses without the benefit of improved financial results.***

We have invested and will continue to invest substantial resources in marketing activities with the goals of, among other things, extending and enhancing the AutoNation retail brand and attracting consumers to our own digital channels. We are also investing significantly in various strategic initiatives, including the planned expansion of our AutoNation USA used vehicle stores, our AutoNation Finance business, and our AutoNation Mobile Service business. These strategic initiatives may be impacted by a number of variables, including customer adoption, availability of used vehicle inventory, demand for our branded products, market conditions, and our ability to identify, acquire, and build out suitable locations in a timely manner. There can be no assurance that these initiatives will be successful or that the amount we invest in these initiatives will result in improved financial results. If our initiatives are not successful, we will have incurred significant expenses without the benefit of improved financial results, and we may be required to incur impairment charges.

***If we are not able to maintain and enhance our retail brands and reputation or to attract consumers to our own digital channels, or if events occur that damage our retail brands, reputation, or sales channels, our business and financial results may be harmed.***

We have made significant investments to build an excellent reputation as an automotive retailer in the United States in a highly competitive industry. All of our Domestic and Import stores are unified under the AutoNation retail brand. We believe that our continued success will depend on our ability to maintain and enhance the value of our retail brands across all of our sales channels, including in the communities in which we operate, and to attract consumers to our own digital channels.

Consumers are increasingly shopping for new and used vehicles, automotive repair and maintenance services, and other automotive products and services online and through mobile applications, including through third-party online and mobile sales platforms, with which we compete. We have invested and will continue to invest substantial resources on offering our vehicles and services through digital channels. There can be no assurance that our initiatives and investments in digital channels will be successful or result in improved financial performance. We face increased competition for market share from other automotive retailers and sales platforms, including electric vehicle manufacturers who sell directly to consumers, that have also invested substantial resources on offering their vehicles and services through digital channels. If we fail to preserve the value of our retail brands, maintain our reputation, or attract consumers to our own digital channels, our business could be adversely impacted.

In addition, an isolated business incident at a single store could materially adversely affect our other stores, retail brands, reputation, and sales channels, particularly if such incident results in adverse publicity, governmental investigations, or litigation. The growing use of social media by consumers increases the speed and extent that information and opinions can be shared, and negative posts or comments on social media about AutoNation or any of our stores could materially damage our retail brands, reputation, and sales channels.

***We are subject to various risks associated with originating and servicing auto finance loans through indirect lending to customers, any of which could have an adverse effect on our business.***

We originate and service consumer auto finance loans through AutoNation Finance, our captive auto finance company. We are subject to various risks in this business, including the risk that our borrowers do not repay their loans and that the vehicle collateral securing the payment of their loans may not be sufficient to ensure full repayment. Credit losses are an inherent risk of our auto loan portfolio, and changes in the availability or cost of financing, such as our securitized funding sources or warehouse facilities, to support the origination of auto loans receivable could adversely affect our results of

operations. In addition, finance companies are highly regulated by governmental authorities, as discussed in the risk factors under the heading, "Risks Related to Legal, Regulatory, and Compliance Matters."

#### **Risks Related to Legal, Regulatory, and Compliance Matters**

***New laws, regulations, or governmental policies in response to climate change, including fuel economy and greenhouse gas emission standards, or changes to existing standards, could adversely impact our business, results of operations, financial condition, cash flow, and prospects.***

Concerns over the long-term impacts of climate change have led and will continue to lead to governmental initiatives aimed to mitigate those impacts. Consumers may also change their behavior as a result of these concerns. We will need to respond to new laws and regulations as well as consumer preferences resulting from climate change concerns which may affect vehicle manufacturers' ability to produce cost effective vehicles. Laws and regulations enacted that directly or indirectly affect vehicle manufacturers (through an increase in the cost of production or their ability to produce satisfactory products) or our business (through an impact on our inventory availability, cost of sales, operations, or demand for the products we sell) could materially adversely impact our business, results of operations, financial condition, cash flow, and prospects.

In addition, vehicle manufacturers are subject to government-mandated fuel economy and greenhouse gas, or GHG, emission standards, which continue to change and become more stringent over time. Significant increases in fuel economy requirements or new federal or state restrictions on emissions of carbon dioxide that may be imposed on vehicles and automobile fuels could adversely affect demand for vehicles, annual miles driven, or the products we sell.

***We are subject to numerous legal and administrative proceedings, which, if the outcomes are adverse to us, could materially adversely affect our business, results of operations, financial condition, cash flows, and prospects.***

We are involved, and will continue to be involved, in numerous legal proceedings arising out of the conduct of our business, including litigation with customers, wage and hour and other employment-related lawsuits, and actions brought by governmental authorities. Some of these lawsuits purport or may be determined to be class or collective actions and seek substantial damages or injunctive relief, or both, and some may remain unresolved for several years. We do not believe that the ultimate resolution of these matters will have a material adverse effect on our business, results of operations, financial condition, cash flows, or prospects. However, the results of these matters cannot be predicted with certainty, and an unfavorable resolution of one or more of these matters could have a material adverse effect on our business, results of operations, financial condition, cash flows, and prospects.

***Our operations are subject to extensive governmental laws and regulations. If we are found to be in purported violation of or subject to liabilities under any of these laws or regulations, or if new laws or regulations are enacted that adversely affect our operations, our business, operating results, and prospects could suffer.***

The automotive retail and finance industry, including our facilities and operations, is subject to a wide range of federal, state, and local laws and regulations, such as those relating to motor vehicle sales, retail installment sales, leasing, finance and insurance products, indirect auto financing, origination and servicing of consumer auto finance loans, vehicle protection products, advertising, licensing, consumer protection, consumer privacy, escheatment, anti-money laundering, the environment, vehicle emissions and fuel economy, health and safety, and employment practices. With respect to motor vehicle sales, retail installment sales, leasing, finance and insurance products, vehicle protection products, and advertising, we are subject to various laws and regulations, the violation of which could subject us to consumer class action or other lawsuits or governmental investigations and adverse publicity, in addition to administrative, civil, or criminal sanctions. With respect to our indirect auto financing and origination and servicing of consumer auto finance loans through our captive finance company, we are subject to extensive governmental laws and regulations relating to finance companies that could subject us to regulatory enforcement actions, including consent orders or similar orders where we may be required to revise the practices of our captive finance company, remunerate customers, or pay fines. In addition, as the assignee of consumer loans previously originated by third-party independent dealers prior to October 2023, our captive finance company could be named as a co-defendant in litigation initiated by consumers primarily against a specific dealer. Our captive finance company may also be involved in litigation with dealers or other third-party service providers, which could materially adversely impact our business, operating results, and prospects. With respect to employment practices, we are subject to various laws and

regulations, including complex federal, state, and local wage and hour and anti-discrimination laws. We are also subject to lawsuits and governmental investigations alleging violations of these laws and regulations, including purported class action lawsuits, which could result in significant liability, fines, and penalties. See the risk factor *"We are subject to numerous legal and administrative proceedings, which, if the outcomes are adverse to us, could materially adversely affect our business, results of operations, financial condition, cash flows, and prospects"* above. The violation of other laws and regulations to which we are subject also can result in administrative, civil, or criminal sanctions against us, which may include a cease and desist order against the subject operations or even revocation or suspension of our license to operate the subject business, as well as significant fines and penalties. We currently devote significant resources to comply with applicable federal, state, and local regulation of health, safety, environmental, zoning, and land use regulations, and we may need to spend additional time, effort, and money to keep our operations and existing or acquired facilities in compliance therewith. In addition, we may be subject to broad liabilities arising out of contamination at our currently and formerly owned or operated facilities, at locations to which hazardous substances were transported from such facilities, and at such locations related to entities formerly affiliated with us. Although for some such liabilities we believe we are entitled to indemnification from other entities, we cannot assure you that such entities will view their obligations as we do or will be able to satisfy them. Failure to comply with applicable laws and regulations or the unfavorable resolution of one or more lawsuits, regulatory enforcement actions, or governmental investigations may have an adverse effect on our business, results of operations, financial condition, cash flows, and prospects.

The Dodd-Frank Act established the CFPB, an independent federal agency funded by the United States Federal Reserve with broad regulatory powers and limited oversight from the United States Congress. Although automotive dealers are generally excluded from the Dodd-Frank Act, the CFPB could engage in additional, indirect regulation of automotive dealers, in particular, their sale and marketing of finance and insurance products, through its regulation of automotive finance companies and other financial institutions. Further, the CFPB has supervisory authority over certain non-bank lenders, including automotive finance companies, such as our captive finance company. The CFPB can use this authority to conduct supervisory examinations or initiate enforcement actions and/or litigation to ensure compliance with various federal consumer protection laws. The CFPB, other federal agencies, state governmental authorities, and individuals could assert claims arising out of actual or alleged violations of law, which could expose us to significant damages or other penalties, including revocation or suspension of the licenses necessary to conduct business and fines, in addition to adverse publicity.

The Dodd-Frank Act also provided the FTC with new and expanded authority regarding automotive dealers, and the FTC has implemented an enforcement initiative relating to the advertising practices of automotive dealers. In January 2024, the FTC published the Combatting Auto Retail Scams Final Rule ("CARS Rule"), which prohibits certain automotive sales and marketing practices and establishes significant new dealer disclosure and record-keeping requirements broadly applicable throughout the car-buying process. The FTC has since stayed the CARS Rule's original July 30, 2024 effective date, pending resolution of a judicial challenge to the Rule. The ultimate probability of success, and the timing of the resolution of, the judicial challenge or other potential challenges to the CARS Rule's implementation is uncertain. To the extent that the CARS Rule ultimately becomes effective, it would introduce new administrative burdens that would likely increase our costs and could potentially expose us to significant damages, other penalties, and/or adverse publicity.

Regulation from the CFPB, other federal agencies, or state agencies could lead to significant changes in the manner that dealers are compensated for arranging customer financing, and while it is difficult to predict how any such changes might impact us, any adverse changes could have a material adverse impact on our finance and insurance business and results of operations.

#### **Risks Related to Cybersecurity**

***A failure of our information systems or any security breach or unauthorized disclosure of confidential information could have a material adverse effect on our business.***

Our business is dependent upon the efficient operation of our information systems. We rely on our information systems to manage, among other things, our sales, inventory, and service efforts, including through our digital channels, and customer information, as well as to prepare our consolidated financial and operating data. The failure of our information systems to perform as designed or the failure to maintain and enhance or protect the integrity of these systems could disrupt our business operations, impact sales and results of operations, expose us to customer or third-party claims, or result in adverse publicity. Additionally, we collect, process, and retain sensitive and confidential customer information in the normal course of our



business. Despite the security measures we have in place and any additional measures we may implement in the future, our facilities and systems, and those of our third-party service providers, could experience security breaches, computer viruses, lost or misplaced data, programming errors, human errors, acts of vandalism, or other events. For example, several well-known retailers have disclosed high-profile security breaches involving sophisticated and highly targeted attacks on their company's infrastructure or their customers' data, which were not recognized or detected until after such retailers had been affected notwithstanding the preventative measures such retailers had in place. Any security breach or event resulting in the misappropriation, loss, or other unauthorized disclosure of confidential information, whether by us directly or our third-party service providers, could damage our reputation, expose us to the risks of litigation and liability, disrupt our business, or otherwise adversely affect our results of operations.

#### **Risks Relating to our Indebtedness**

***Our debt agreements contain certain financial ratios and other restrictions on our ability to conduct our business, and our substantial indebtedness could adversely affect our financial condition and operations and prevent us from fulfilling our debt service obligations.***

The credit agreement governing our revolving credit facility and the indentures relating to our senior unsecured notes contain covenants that limit the discretion of our management with respect to various business matters. These covenants place restrictions on, among other things, our ability to incur additional indebtedness, to create liens or other encumbrances, to make investments, and to sell or otherwise dispose of assets and to merge or consolidate with other entities. A failure by us to comply with the obligations contained in any of our debt agreements could result in an event of default, which could permit acceleration of the related debt as well as acceleration of debt under other debt agreements that contain cross-acceleration or cross-default provisions. If any debt is accelerated, our liquid assets may not be sufficient to repay in full such indebtedness and our other indebtedness. Additionally, we have granted certain manufacturers the right to acquire, at fair market value, our automotive stores franchised by those manufacturers in specified circumstances in the event of our default under our debt agreements.

Under our credit agreement, we are required to remain in compliance with a maximum leverage ratio and a minimum interest coverage ratio. See "Liquidity and Capital Resources — Restrictions and Covenants" in Part II, Item 7 of this Form 10-K. If our earnings decline, we may be unable to comply with the financial ratios required by our credit agreement. In such case, we would seek an amendment or waiver of a covenant of our credit agreement or consider other options, such as raising capital through an equity issuance to pay down debt, which could be dilutive to stockholders. There can be no assurance that our lenders would agree to an amendment or waiver of a covenant of our credit agreement. In the event we obtain an amendment or waiver of a covenant of our credit agreement, we would likely incur additional fees and higher interest expense.

As of December 31, 2023, we had \$4.0 billion of total non-vehicle long-term debt, \$3.4 billion of vehicle floorplan financing, and \$209.4 million of non-recourse debt under our warehouse facilities. Our substantial indebtedness could have important consequences. For example:

- We may have difficulty satisfying our debt service obligations and, if we fail to comply with these requirements, an event of default could result;
- We may be required to dedicate a substantial portion of our cash flow from operations to make required payments on indebtedness, thereby reducing the availability of cash flow for working capital, capital expenditures, acquisitions, strategic initiatives, investments, and other general corporate activities;
- A downgrade in our credit ratings could negatively impact the interest rate payable on certain of our senior notes and could negatively impact our ability to issue, or the interest rates for, commercial paper notes;
- Covenants relating to our indebtedness may limit our ability to obtain financing for working capital, capital expenditures, acquisitions, investments, originating auto loans receivable, and other general corporate activities;
- Covenants relating to our indebtedness may limit our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate;
- We may be more vulnerable to the impact of economic downturns and adverse developments in our business;



- We may be placed at a competitive disadvantage against any less leveraged competitors;
- Our variable interest rate debt will fluctuate with changing market conditions and, accordingly, our interest expense will increase if interest rates rise;
- An increase in our leverage ratio could negatively impact the applicable margins on interest rates charged for borrowings under our revolving credit facility; and
- Future share repurchases may be limited by the maximum leverage ratio and/or minimum interest coverage ratio described above.

The occurrence of any one of these events could have a material adverse effect on our business, financial condition, results of operations, prospects, and ability to satisfy our debt service obligations.

***We are subject to interest rate risk in connection with our vehicle floorplan payables, revolving credit facility, commercial paper program, and warehouse facilities that could have a material adverse effect on our profitability.***

Our vehicle floorplan payables, revolving credit facility, and warehouse facilities are subject to variable interest rates, and the interest rate for our commercial paper notes varies based on duration and market conditions. Accordingly, our interest expense will fluctuate with changing market conditions and will increase if interest rates rise. Instability or disruptions of the capital markets, including credit markets, or the deterioration of our financial condition due to internal or external factors, could restrict or prohibit our access to capital markets and increase our financing costs. In addition, our net new vehicle inventory carrying expense (new vehicle floorplan interest expense net of floorplan assistance that we receive from automotive manufacturers) may increase due to changes in interest rates, inventory levels, and manufacturer assistance. We cannot assure you that a significant increase in interest rates or inventory levels or decrease in manufacturer floorplan assistance would not have a material adverse effect on our business, financial condition, results of operations, or cash flows.

#### **Risks Relating to Accounting Matters**

***Goodwill and other intangible assets comprise a significant portion of our total assets. We must test our goodwill and other intangible assets for impairment at least annually, which could result in a material, non-cash write-down of goodwill or franchise rights and could have a material adverse impact on our results of operations and shareholders' equity.***

Goodwill and indefinite-lived intangible assets are subject to impairment assessments at least annually (or more frequently when events or changes in circumstances indicate that an impairment may have occurred) by applying a fair-value based test. Our principal intangible assets are goodwill and our rights under our franchise agreements with vehicle manufacturers. A decrease in our market capitalization or profitability increases the risk of goodwill impairment. Negative or declining cash flows or a decline in actual or planned revenues for our stores increases the risk of franchise rights impairment. An impairment loss could have a material adverse impact on our results of operations and shareholders' equity. See Note 19 of the Notes to Consolidated Financial Statements for more information.

***Our minority equity investments with readily determinable fair values are required to be measured at fair value each reporting period, which could adversely impact our results of operations and financial condition. The carrying value of our minority equity investment that does not have a readily determinable fair value is required to be adjusted for observable price changes or impairments, both of which could adversely impact our results of operations and financial condition.***

Our minority equity investments with readily determinable fair values are required to be measured at fair value each reporting period. Changes in the fair values of the underlying equity securities could result in unrealized gains or losses related to these investments. A material decrease in the fair values of these equity investments could adversely impact our results of operations and financial condition.

We have elected to measure our minority equity investment that does not have a readily determinable fair value using a measurement alternative permitted by accounting standards, and we recorded the equity investment at cost to be subsequently adjusted for observable price changes or impairment, if any. There may be future issuances of identical or similar equity

securities by the same issuer that would result in observable price changes that could result in upward or downward adjustments to this equity investment. A material downward adjustment to or impairment of this equity investment could adversely impact our results of operations and financial condition.

#### **Risks Relating to our Stockholders**

***Our largest stockholders, as a result of their ownership stakes in us, may have the ability to exert substantial influence over actions to be taken or approved by our stockholders. In addition, future share repurchases and fluctuations in the levels of ownership of our largest stockholders could impact the volume of trading, liquidity, and market price of our common stock.***

Based on filings made with the SEC through February 14, 2024, William H. Gates III beneficially owns approximately 23.7% of the outstanding shares of our common stock, through holdings by Cascade Investment, L.L.C. ("Cascade"), which is solely owned by Mr. Gates. As a result, Cascade may have the ability to exert substantial influence over actions to be taken or approved by our stockholders, including the election of directors and any transactions involving a change of control.

Based on filings made with the SEC through February 14, 2024, ESL Investments, Inc. together with certain of its investment affiliates (collectively, "ESL") beneficially owns approximately 10.6% of the outstanding shares of our common stock. As a result, ESL may also have the ability to exert substantial influence over actions to be taken or approved by our stockholders, including the election of directors and any transactions involving a change of control.

In the future, our largest stockholders may acquire or dispose of shares of our common stock and thereby increase or decrease their ownership stake in us. Significant fluctuations in the levels of ownership of our largest stockholders could impact the volume of trading, liquidity, and market price of our common stock.

In the aggregate, based on filings made with the SEC through February 14, 2024, William H. Gates III and ESL beneficially own approximately 34.3% of our outstanding shares. Future share repurchases by the Company, together with any future share purchases by our affiliates, will reduce our "public float" (shares owned by non-affiliate stockholders and available for trading). Such reduction in our public float could decrease the volume of trading and liquidity of our common stock, could lead to increased volatility in the market price of our common stock, or could adversely impact the market price of our common stock.

#### **General Risk Factors**

***Natural disasters and adverse weather events, including the effects of climate change, can disrupt our business.***

Our stores are concentrated in states and regions in the United States, including primarily Florida, Texas, and California, in which actual or threatened natural disasters and severe weather events (such as hailstorms, hurricanes, earthquakes, fires, tornadoes, snowstorms, and landslides) may disrupt our store operations, which may adversely impact our business, results of operations, financial condition, and cash flows. The effects of climate change may serve as a risk multiplier increasing the frequency, severity, and duration of natural disasters and adverse weather events that may affect our business operations. In addition to business interruption, the automotive retail business is subject to substantial risk of property loss due to the significant concentration of property values at store locations.

We cannot assure you that we will not be exposed to uninsured or underinsured losses that could have a material adverse effect on our business, financial condition, results of operations, or cash flows. In addition, natural disasters and adverse weather events, including the effects of climate change, may adversely impact new vehicle production and the global automotive supply chain, which in turn could materially adversely impact our business, results of operations, financial conditions, and cash flows.

#### **ITEM 1B. UNRESOLVED STAFF COMMENTS**

None.

## ITEM 1C. CYBERSECURITY

### *Risk Management and Strategy*

We have developed and continue to enhance our cybersecurity governance program to help protect the security of our computer systems, software, networks, and other technology assets against material risks from cybersecurity threats, including unauthorized attempts to access confidential information or to disrupt or degrade our business operations. Our cybersecurity governance program is strategically integrated into our broader risk management framework and aims to (1) proactively manage cyber and information security risks at AutoNation, (2) implement the internal controls required by cybersecurity regulatory requirements as well as AutoNation's information security control objective documents and information security standards, and (3) improve the efficiency, maturity, and effectiveness of technology functions and processes.

We regularly evaluate new and emerging risks and ever-changing legal and compliance requirements and examine the effectiveness and maturity of our cyber defenses through various means, including internal audits, targeted testing, incident response exercises, maturity assessments, and industry benchmarking. We also dedicate significant resources that are designed to secure our systems and to protect confidential information, such as firewalls, endpoint protection, and behavior analysis tools, among others, and engage with a range of external experts, including cybersecurity assessors, consultants, and auditors in evaluating and testing our risk management systems. In addition, we annually perform a risk assessment of our third-party service providers.

To date, risks from cybersecurity threats have not materially affected us, and we currently do not expect that the risks from cybersecurity threats are reasonably likely to materially affect us, including our business strategy, results of operations, or financial condition. Despite our efforts to ensure the integrity of our computer systems, software, networks, and other technology assets, we may not be able to anticipate, detect, or recognize threats to our systems and assets, or to implement effective preventive measures against all cyber threats, especially because the techniques used are increasingly sophisticated, change frequently, are complex, and are often not recognized until launched. See the risk factor "*A failure of our information systems or any security breach or unauthorized disclosure of confidential information could have a material adverse effect on our business*" in Part I, Item 1A of this Form 10-K.

### *Governance*

Our Board of Directors is acutely aware of the critical nature of managing risks associated with cybersecurity threats and oversees risks associated with cybersecurity threats. The Board's Audit Committee is central to the Board's oversight of cybersecurity risks and bears the primary responsibility for this area. The Audit Committee is composed of independent directors with diverse expertise including, risk management, technology, and finance, equipping them to oversee cybersecurity risks effectively.

Our Chief Information Security Officer ("CISO") plays a pivotal role in informing the Audit Committee on cybersecurity risks. He provides comprehensive briefings to the Audit Committee on a quarterly basis or as needed. These briefings encompass a broad range of topics, including emerging threats, the status of ongoing cybersecurity initiatives, and incident reports and learnings from any cybersecurity events. The Audit Committee actively participates and offers guidance in strategic decisions related to cybersecurity. This involvement helps ensure that cybersecurity considerations are integrated into our broader strategic objectives.

Our CISO is responsible for assessing, monitoring, and managing our cybersecurity risks. With over 25 years of experience in the field of cybersecurity, including extensive experience as an enterprise CISO, his in-depth knowledge and experience are instrumental in developing and executing our cybersecurity strategies. Our CISO oversees our cybersecurity governance programs, tests our compliance with applicable standards, remediates known risks, and leads our employee cybersecurity training program.

Our CISO is continually informed about the latest developments in cybersecurity, including potential threats and innovative risk management techniques. This ongoing knowledge acquisition is crucial for the effective prevention, detection, mitigation, and remediation of cybersecurity incidents. In the event of a cybersecurity incident, our CISO is equipped with a well-defined incident response plan. This plan includes immediate actions to mitigate the impact and long-term strategies for remediation and prevention of future incidents.

Our CISO regularly informs our Chief Executive Officer and Chief Financial Officer of all aspects related to cybersecurity risks and incidents. This helps ensure that the highest levels of management are kept abreast of the cybersecurity posture and potential risks facing the Company. Furthermore, significant cybersecurity matters and strategic risk management decisions are escalated to our Board of Directors, ensuring that they have comprehensive oversight and can provide guidance on critical cybersecurity issues.

**ITEM 2. *PROPERTIES***

We lease our current corporate headquarters facility in Fort Lauderdale, Florida, pursuant to a lease expiring on December 31, 2029. We also own or lease numerous facilities relating to our operations under each of our operating segments. These facilities are located in the following 21 states: Alabama, Arizona, California, Colorado, Florida, Georgia, Illinois, Maryland, Minnesota, Missouri, Nevada, New Jersey, New Mexico, New York, North Carolina, Ohio, South Carolina, Tennessee, Texas, Virginia, and Washington. These facilities consist primarily of automobile showrooms, display lots, service facilities, collision repair centers, parts distribution centers, supply facilities, automobile storage lots, parking lots, and offices. We believe that our facilities are sufficient for our current needs and are in good condition in all material respects.

**ITEM 3. *LEGAL PROCEEDINGS***

See Note 20 of the Notes to Consolidated Financial Statements for information about our legal proceedings, which is incorporated herein by reference.

**ITEM 4. *MINE SAFETY DISCLOSURES***

Not applicable.

## PART II

### ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

#### Market Information, Holders, and Dividends

Our common stock is traded on the New York Stock Exchange under the symbol "AN." As of February 14, 2024, there were 1,058 holders of record of our common stock. A substantially greater number of holders of our common stock are "street name" or beneficial holders, whose shares are held of record by banks, brokers, and other financial institutions.

We have not declared or paid any cash dividends on our common stock during our two most recent fiscal years. We do not currently anticipate paying cash dividends for the foreseeable future.

#### Issuer Purchases of Equity Securities

The table below sets forth information with respect to shares of common stock repurchased by AutoNation, Inc. during the three and twelve months ended December 31, 2023.

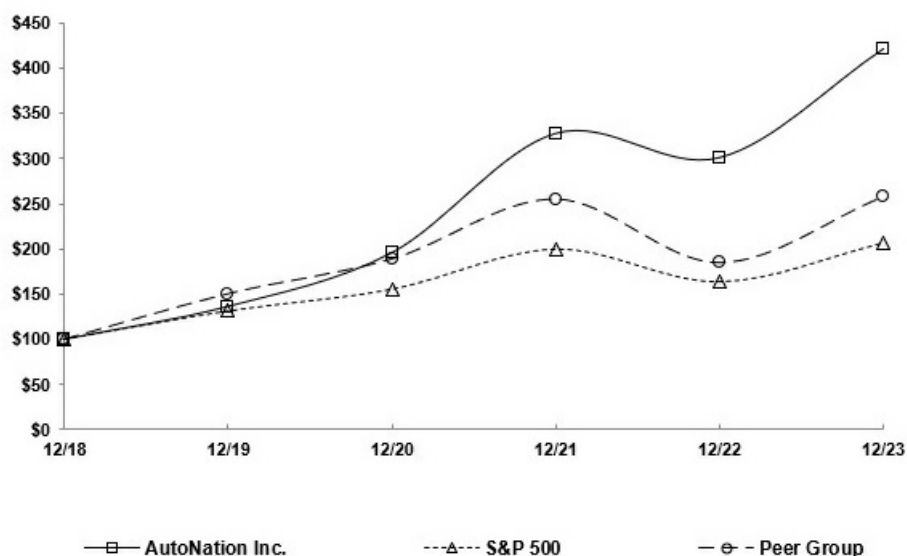
Period	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs <sup>(1)</sup>	Approximate Dollar Value of Shares That May Yet Be Purchased Under the Plans or Programs (in millions) <sup>(1)</sup>
October 1, 2023 – October 31, 2023	528,161	\$ 128.70	528,161	\$ 404.0
November 1, 2023 – November 30, 2023	356,492	\$ 133.36	356,492	\$ 356.4
December 1, 2023 – December 31, 2023	265,024	\$ 134.64	265,024	\$ 320.8
Total for three months ended December 31, 2023	1,149,677		1,149,677	
Total for twelve months ended December 31, 2023	6,412,129		6,412,129	

- (1) Our Board of Directors from time to time authorizes the repurchase of shares of our common stock up to a certain monetary limit. In 2023, all of the shares that we repurchased were repurchased under our stock repurchase program. As of February 14, 2024, \$320.8 million remained available under our stock repurchase limit. Our stock repurchase program does not have an expiration date.

## Stock Performance Graph

The following graph and table compare the cumulative total stockholder return on our common stock from December 31, 2018 through December 31, 2023 with the performance of: (i) the Standard & Poor's ("S&P") 500 Index and (ii) a self-constructed peer group consisting of other public companies in the automotive retail market, referred to as the "Public Auto Retail Peer Group." The Public Auto Retail Peer Group consists of Asbury Automotive Group, Inc., CarMax, Inc., Group 1 Automotive, Inc., Lithia Motors, Inc., Penske Automotive Group, Inc., and Sonic Automotive, Inc., and these companies are weighted by market capitalization. We have created these comparisons using data supplied by Research Data Group, Inc. The comparisons reflected in the graph and table are not intended to forecast the future performance of our stock and may not be indicative of future performance. The graph and table assume that \$100 was invested on December 31, 2018 in each of our common stock, the S&P 500 Index, and the Public Auto Retail Peer Group and that any dividends were reinvested.

**Comparison of Five-Year Cumulative Return for AutoNation, Inc., the S&P 500 Index, and the Public Auto Retail Peer Group**



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	12/2018	12/2019	12/2020	12/2021	12/2022	12/2023
AutoNation Inc.	100.00	136.22	195.49	327.31	300.56	420.67
S&P 500	100.00	131.49	155.68	200.37	164.08	207.21
Public Auto Retail Peer Group	100.00	150.43	189.02	255.33	184.91	258.16

## **ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

The following discussion should be read in conjunction with Part I, including matters set forth in the "Risk Factors" section of this Form 10-K, and our Consolidated Financial Statements and notes thereto included in Part II, Item 8 of this Form 10-K. This section of this Form 10-K includes discussion of year-to-year comparisons between 2023 and 2022. Discussion of year-to-year comparisons between 2022 and 2021 can be found in "Management's Discussion and Analysis of Financial Conditions and Results of Operations" in Part II, Item 7 of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2022.

Except to the extent that differences among reportable segments are material to an understanding of our business taken as a whole, we present the discussion in Management's Discussion and Analysis of Financial Condition and Results of Operations on a consolidated basis.

### **Overview**

AutoNation, Inc., through its subsidiaries, is one of the largest automotive retailers in the United States. As of December 31, 2023, we owned and operated 349 new vehicle franchises from 252 stores located in the United States, predominantly in major metropolitan markets in the Sunbelt region. Our stores, which we believe include some of the most recognizable and well known in our key markets, sell 34 different new vehicle brands. The core brands of new vehicles that we sell, representing approximately 88% of the new vehicles that we sold in 2023, are manufactured by Toyota (including Lexus), Honda, Ford, General Motors, BMW, Mercedes-Benz, Stellantis, and Volkswagen (including Audi and Porsche). As of December 31, 2023, we also owned and operated 53 AutoNation-branded collision centers, 19 AutoNation USA used vehicle stores, 4 AutoNation-branded automotive auction operations, 3 parts distribution centers, a mobile automotive repair and maintenance business, and an auto finance company.

We offer a diversified range of automotive products and services, including new vehicles, used vehicles, "parts and service" (also referred to as "After-Sales"), which includes automotive repair and maintenance services as well as wholesale parts and collision businesses, and automotive "finance and insurance" products (also referred to as "Customer Financial Services"), which include vehicle service and other protection products, as well as the arranging of financing for vehicle purchases through third-party finance sources. We also offer indirect financing on certain vehicles we sell through our captive finance company.

As of December 31, 2023, we had three reportable segments: Domestic, Import, and Premium Luxury. Our Domestic segment is comprised of retail automotive franchises that sell new vehicles manufactured by General Motors, Ford, and Stellantis. Our Import segment is comprised of retail automotive franchises that sell new vehicles manufactured primarily by Toyota, Honda, Hyundai, Subaru, and Nissan. Our Premium Luxury segment is comprised of retail automotive franchises that sell new vehicles manufactured primarily by Mercedes-Benz, BMW, Audi, Lexus, and Jaguar Land Rover. The franchises in each segment also sell used vehicles, parts and automotive repair and maintenance services, and automotive finance and insurance products.

For the year ended December 31, 2023, new vehicle sales accounted for 47% of our total revenue and 21% of our total gross profit. Used vehicle sales accounted for 30% of our total revenue and 10% of our total gross profit. Our parts and service operations, while comprising 17% of our total revenue, contributed 42% of our total gross profit. Our finance and insurance sales, while comprising 5% of our total revenue, contributed 28% of our total gross profit.

### **Market Conditions**

Full-year U.S. industry new vehicle unit sales were 15.6 million in 2023, as compared to 13.9 million in 2022, and 15.1 million in 2021. Although still below historical levels, new vehicle inventory levels continued to increase during 2023 due to higher levels of manufacturer vehicle production. The increasing supply and availability of new vehicle inventory, which varies by make and model, has resulted in moderation of new vehicle margins, which we expect will continue in 2024. Additionally, the increased availability of new vehicles and an increase in manufacturer new vehicle incentives, including low-interest financing and customer rebates, has adversely impacted market demand for used vehicles, particularly for higher-priced, nearly new vehicle inventory.

In October 2023, the United Auto Workers (“UAW”) ended its six-week long strike against General Motors (“GM”), Stellantis (the parent company of Chrysler), and Ford after reaching tentative agreements with the manufacturers, which were ultimately ratified by UAW membership in November 2023. We have 32 GM stores, 23 Chrysler stores, and 34 Ford stores in our portfolio. There were no material impacts to our results during 2023.

## Results of Operations

We had net income of \$1.0 billion and diluted earnings per share of \$22.74 in 2023, as compared to net income of \$1.4 billion and diluted earnings per share of \$24.29 in 2022.

Our total gross profit decreased 3% during 2023, as compared to 2022, driven by decreases in new vehicle gross profit of 22% and used vehicle gross profit of 8%. New vehicle gross profit was adversely impacted by a decrease in gross profit per vehicle retailed (“PVR”) resulting from increasing supply and availability of new vehicle inventory, which has resulted in moderation of pricing and margins. Used vehicle gross profit was adversely impacted by a decrease in used vehicle unit volume due in part to a decrease in market demand for used vehicles, particularly for higher-priced, nearly new vehicle inventory resulting from the increased availability of new vehicles. The decreases in gross profit were partially offset by an increase in parts and service gross profit of 13%, as compared to 2022, due to increases in gross profit from customer-pay service, warranty service, and the preparation of vehicles for sale.

SG&A expenses increased largely due to acquisitions and newly opened stores and expenditures associated with investments in technology and strategic initiatives. Floorplan interest expense increased due to higher average interest rates and higher average floorplan balances. Other interest expense increased due to higher average interest rates and higher average debt balances.

Net income during 2023 was adversely impacted by an after-tax loss of \$12.4 million from hailstorms and other natural catastrophes. Net income during 2022 was adversely impacted by the recognition of an initial credit loss expense of \$25.8 million (after-tax) associated with the auto loans receivable acquired as part of our acquisition of a captive auto finance company. During 2022, net income benefited from after-tax gains related to business/property divestitures, net of asset impairments, of \$11.1 million.

## Inventory Management

Our new and used vehicle inventories are stated at the lower of cost or net realizable value in our Consolidated Balance Sheets. We monitor our vehicle inventory levels based on current economic conditions and seasonal sales trends.

Our new vehicle inventory units at December 31, 2023 and 2022, were approximately 35,300 and 18,100, respectively. We have typically not experienced significant losses on the sale of new vehicle inventory, in part due to incentives provided by manufacturers to promote sales of new vehicles and our inventory management practices. We monitor our new vehicle inventory values as compared to net realizable values. We had no new vehicle inventory write-downs at December 31, 2023 and December 31, 2022.

We recondition the majority of used vehicles acquired for retail sale in our parts and service departments and capitalize the related costs to the used vehicle inventory. We monitor our used vehicle inventory values as compared to net realizable values. Typically, used vehicles that are not sold on a retail basis are sold at wholesale auctions. Our used vehicle inventory balance was net of cumulative write-downs of \$12.2 million at December 31, 2023, and \$7.4 million at December 31, 2022.

Parts, accessories, and other inventory are carried at the lower of cost or net realizable value. We estimate the amount of potentially damaged and/or obsolete inventory based upon historical experience, manufacturer return policies, and industry trends. Our parts, accessories, and other inventory balance was net of cumulative write-downs of \$7.8 million at December 31, 2023, and \$7.4 million at December 31, 2022.

## Critical Accounting Estimates

We prepare our Consolidated Financial Statements in conformity with U.S. generally accepted accounting principles (“U.S. GAAP”), which require us to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts



of revenue and expenses during the reporting period. We evaluate our estimates on an ongoing basis and we base our estimates on historical experience and various other assumptions we believe to be reasonable. Actual outcomes could differ materially from those estimates in a manner that could have a material effect on our Consolidated Financial Statements. Set forth below are the accounting estimates that we have identified as critical to our business operations and an understanding of our results of operations, based on the high degree of judgment or complexity in their application. See Note 1 of the Notes to Consolidated Financial Statements for a discussion of other significant accounting policies.

### ***Goodwill***

Goodwill for our reporting units is tested for impairment annually on April 30 or more frequently when events or changes in circumstances indicate that the carrying value of a reporting unit exceeds its fair value. We may first perform a qualitative assessment to determine whether it is more likely than not that a reporting unit is impaired. When assessing goodwill for impairment, our decision to perform a qualitative assessment for an individual reporting unit is influenced by a number of factors, including the carrying value of the reporting unit's goodwill, the significance of the excess of the reporting unit's estimated fair value over carrying value at the last quantitative assessment date, the amount of time in between quantitative fair value assessments, macroeconomic conditions, automotive industry and market conditions, and our operating performance.

If we do not perform a qualitative assessment, or if we determine that it is not more likely than not that the fair value of the reporting unit exceeds its carrying amount, we calculate the estimated fair value of the reporting unit using an "income" valuation approach, which discounts projected free cash flows of the reporting unit at a computed weighted average cost of capital as the discount rate. The income valuation approach requires the use of significant estimates and assumptions, which include revenue growth rates and future operating margins used to calculate projected future cash flows, weighted average cost of capital, and future economic and market conditions. In connection with this process, we also reconcile the estimated aggregate fair values of our reporting units to our market capitalization, including consideration of a control premium based upon our stock price and/or average stock price over a reasonable period as of the measurement date. We base our cash flow forecasts on our knowledge of the automotive industry, our recent performance, our expectations of our future performance, and other assumptions we believe to be reasonable but that are unpredictable and inherently uncertain. Actual future results may differ from those estimates. We also make certain judgments and assumptions in allocating shared assets and liabilities to determine the carrying values for each of our reporting units.

Under accounting standards, we chose to make a qualitative evaluation about the likelihood of goodwill impairment for our annual impairment testing as of April 30, 2023 and 2022, and we determined that it was not more likely than not that the fair values of our reporting units were less than their carrying amounts. As of December 31, 2023, we have \$234.5 million of goodwill related to the Domestic reporting unit, \$526.6 million related to the Import reporting unit, \$482.1 million related to the Premium Luxury reporting unit, \$139.6 million related to the Mobile Service reporting unit, \$78.4 million related to the AutoNation Finance reporting unit, and \$4.6 million related to the Collision Centers reporting unit.

### ***Other Intangible Assets***

Our principal identifiable intangible assets are individual store rights under franchise agreements with vehicle manufacturers, which have indefinite lives and are tested for impairment annually as of April 30 or more frequently when events or changes in circumstances indicate that impairment may have occurred. We may first perform a qualitative assessment to determine whether it is more likely than not that a franchise right asset is impaired. The quantitative impairment test for franchise rights requires the comparison of the franchise rights' estimated fair value to carrying value by store. Fair values of rights under franchise agreements are estimated using unobservable (Level 3) inputs by discounting expected future cash flows of the store. The forecasted cash flows contain inherent uncertainties, including significant estimates and assumptions related to growth rates, margins, working capital requirements, capital expenditures, and cost of capital, for which we utilize certain market participant-based assumptions, using third-party industry projections, economic projections, and other marketplace data we believe to be reasonable.

We elected to perform quantitative tests for our annual franchise rights impairment testing as of April 30, 2023 and 2022, and no impairment charges resulted from these quantitative tests.

If the fair value of each of our franchise rights had been determined to be a hypothetical 10% lower as of the valuation date of April 30, 2023, the resulting impairment charge would have been less than \$0.5 million. The effect of a hypothetical 10% decrease in fair value estimates is not intended to provide a sensitivity analysis of every potential outcome.

**Reported Operating Data**

(\$ in millions, except per vehicle data)	Years Ended December 31,						
			2023 vs. 2022				
	2023	2022	Variance Favorable / (Unfavorable)	% Variance	2021	Variance Favorable / (Unfavorable)	% Variance
<b>Revenue:</b>							
New vehicle	\$ 12,767.4	\$ 11,754.4	\$ 1,013.0	8.6	\$ 12,081.7	\$ (327.3)	(2.7)
Retail used vehicle	7,639.5	9,020.9	(1,381.4)	(15.3)	8,062.4	958.5	11.9
Wholesale	559.0	640.9	(81.9)	(12.8)	576.4	64.5	11.2
Used vehicle	8,198.5	9,661.8	(1,463.3)	(15.1)	8,638.8	1,023.0	11.8
Finance and insurance, net	1,418.8	1,437.3	(18.5)	(1.3)	1,384.5	52.8	3.8
Total variable operations <sup>(1)</sup>	22,384.7	22,853.5	(468.8)	(2.1)	22,105.0	748.5	3.4
Parts and service	4,533.7	4,100.6	433.1	10.6	3,706.6	394.0	10.6
Other	30.5	30.9	(0.4)		32.4	(1.5)	
Total revenue	\$ 26,948.9	\$ 26,985.0	\$ (36.1)	(0.1)	\$ 25,844.0	\$ 1,141.0	4.4
<b>Gross profit:</b>							
New vehicle	\$ 1,061.8	\$ 1,366.6	\$ (304.8)	(22.3)	\$ 1,201.6	\$ 165.0	13.7
Retail used vehicle	493.1	538.3	(45.2)	(8.4)	622.3	(84.0)	(13.5)
Wholesale	14.9	14.8	0.1		65.8	(51.0)	
Used vehicle	508.0	553.1	(45.1)	(8.2)	688.1	(135.0)	(19.6)
Finance and insurance	1,418.8	1,437.3	(18.5)	(1.3)	1,384.5	52.8	3.8
Total variable operations <sup>(1)</sup>	2,988.6	3,357.0	(368.4)	(11.0)	3,274.2	82.8	2.5
Parts and service	2,139.3	1,900.3	239.0	12.6	1,672.7	227.6	13.6
Other	3.6	8.0	(4.4)		5.7	2.3	
Total gross profit	5,131.5	5,265.3	(133.8)	(2.5)	4,952.6	312.7	6.3
Selling, general, and administrative expenses	3,253.2	3,026.1	(227.1)	(7.5)	2,876.2	(149.9)	(5.2)
Depreciation and amortization	220.5	200.3	(20.2)		193.3	(7.0)	
Other (income) expense, net	5.9	14.4	8.5		(19.7)	(34.1)	
Operating income	1,651.9	2,024.5	(372.6)	(18.4)	1,902.8	121.7	6.4
<b>Non-operating income (expense) items:</b>							
Floorplan interest expense	(144.7)	(41.4)	(103.3)		(25.7)	(15.7)	
Other interest expense	(181.4)	(134.9)	(46.5)		(93.0)	(41.9)	
Other income (loss), net	24.4	(14.7)	39.1		24.3	(39.0)	
Income from continuing operations before income taxes	\$ 1,350.2	\$ 1,833.5	\$ (483.3)	(26.4)	\$ 1,808.4	\$ 25.1	1.4
<b>Retail vehicle unit sales:</b>							
New vehicle	244,546	229,971	14,575	6.3	262,403	(32,432)	(12.4)
Used vehicle	274,019	299,806	(25,787)	(8.6)	304,364	(4,558)	(1.5)
	518,565	529,777	(11,212)	(2.1)	566,767	(36,990)	(6.5)
<b>Revenue per vehicle retailed:</b>							
New vehicle	\$ 52,209	\$ 51,113	\$ 1,096	2.1	\$ 46,043	\$ 5,070	11.0
Used vehicle	\$ 27,879	\$ 30,089	\$ (2,210)	(7.3)	\$ 26,489	\$ 3,600	13.6
<b>Gross profit per vehicle retailed:</b>							
New vehicle	\$ 4,342	\$ 5,942	\$ (1,600)	(26.9)	\$ 4,579	\$ 1,363	29.8
Used vehicle	\$ 1,800	\$ 1,795	\$ 5	0.3	\$ 2,045	\$ (250)	(12.2)
Finance and insurance	\$ 2,736	\$ 2,713	\$ 23	0.8	\$ 2,443	\$ 270	11.1
Total variable operations <sup>(2)</sup>	\$ 5,734	\$ 6,309	\$ (575)	(9.1)	\$ 5,661	\$ 648	11.4

<sup>(1)</sup> Total variable operations includes new vehicle, used vehicle (retail and wholesale), and finance and insurance results.

<sup>(2)</sup> Total variable operations gross profit per vehicle retailed is calculated by dividing the sum of new vehicle, retail used vehicle, and finance and insurance gross profit by total retail vehicle unit sales.



	Years Ended December 31,		
	2023 (%)	2022 (%)	2021 (%)
Revenue mix percentages:			
New vehicle	47.4	43.6	46.7
Used vehicle	30.4	35.8	33.4
Parts and service	16.8	15.2	14.3
Finance and insurance, net	5.3	5.3	5.4
Other	0.1	0.1	0.2
Total	100.0	100.0	100.0
Gross profit mix percentages:			
New vehicle	20.7	26.0	24.3
Used vehicle	9.9	10.5	13.9
Parts and service	41.7	36.1	33.8
Finance and insurance	27.6	27.3	28.0
Other	0.1	0.1	—
Total	100.0	100.0	100.0
Operating items as a percentage of revenue:			
Gross profit:			
New vehicle	8.3	11.6	9.9
Used vehicle-retail	6.5	6.0	7.7
Parts and service	47.2	46.3	45.1
Total	19.0	19.5	19.2
Selling, general, and administrative expenses	12.1	11.2	11.1
Operating income	6.1	7.5	7.4
Other operating items as a percentage of total gross profit:			
Selling, general, and administrative expenses	63.4	57.5	58.1
Operating income	32.2	38.4	38.4
	December 31,		
	2023	2022	
Days supply:			
New vehicle (industry standard of selling days)	36 days	19 days	
Used vehicle (trailing calendar month days)	39 days	31 days	

## Same Store Operating Data

We have presented below our operating results on a same store basis to reflect our internal performance. The “Same Store” amounts presented below include the results of our stores for the identical months in each period presented in the comparison, commencing with the first full month in which the store was owned by us. Results from divested stores are excluded from both current and prior periods. Therefore, the amounts presented in the year 2022 column that is being compared to the year 2023 column may differ from the amounts presented in the year 2022 column that is being compared to the year 2021 column. We believe the presentation of this information provides a meaningful comparison of period-over-period results of our operations.

	Years Ended December 31,				Years Ended December 31,			
(\$ in millions, except per vehicle data)			Variance	% Variance			Variance	% Variance
	2023	2022	Favorable / (Unfavorable)		2022	2021	Favorable / (Unfavorable)	
Revenue:								
New vehicle	\$ 12,572.1	\$ 11,698.7	\$ 873.4	7.5	\$ 11,400.6	\$ 12,034.9	\$ (634.3)	(5.3)
Retail used vehicle	7,385.6	8,959.6	(1,574.0)	(17.6)	8,637.9	8,027.7	610.2	7.6
Wholesale	544.5	633.6	(89.1)	(14.1)	616.3	574.9	41.4	7.2
Used vehicle	7,930.1	9,593.2	(1,663.1)	(17.3)	9,254.2	8,602.6	651.6	7.6
Finance and insurance, net	1,385.5	1,430.2	(44.7)	(3.1)	1,388.3	1,380.7	7.6	0.6
Total variable operations <sup>(1)</sup>	21,887.7	22,722.1	(834.4)	(3.7)	22,043.1	22,018.2	24.9	0.1
Parts and service	4,431.8	4,073.3	358.5	8.8	3,966.0	3,644.6	321.4	8.8
Other	30.1	30.5	(0.4)		30.3	32.5	(2.2)	
Total revenue	\$ 26,349.6	\$ 26,825.9	\$ (476.3)	(1.8)	\$ 26,039.4	\$ 25,695.3	\$ 344.1	1.3
Gross profit:								
New vehicle	\$ 1,048.4	\$ 1,361.8	\$ (313.4)	(23.0)	\$ 1,326.9	\$ 1,198.0	\$ 128.9	10.8
Retail used vehicle	477.1	536.1	(59.0)	(11.0)	516.8	620.0	(103.2)	(16.6)
Wholesale	16.3	15.9	0.4		17.1	65.8	(48.7)	
Used vehicle	493.4	552.0	(58.6)	(10.6)	533.9	685.8	(151.9)	(22.1)
Finance and insurance	1,385.5	1,430.2	(44.7)	(3.1)	1,388.3	1,380.7	7.6	0.6
Total variable operations <sup>(1)</sup>	2,927.3	3,344.0	(416.7)	(12.5)	3,249.1	3,264.5	(15.4)	(0.5)
Parts and service	2,097.9	1,882.4	215.5	11.4	1,832.0	1,647.1	184.9	11.2
Other	3.4	7.9	(4.5)		7.6	5.7	1.9	
Total gross profit	\$ 5,028.6	\$ 5,234.3	\$ (205.7)	(3.9)	\$ 5,088.7	\$ 4,917.3	\$ 171.4	3.5
Retail vehicle unit sales:								
New vehicle	240,327	229,098	11,229	4.9	223,479	261,556	(38,077)	(14.6)
Used vehicle	263,642	297,970	(34,328)	(11.5)	286,908	303,082	(16,174)	(5.3)
Total	503,969	527,068	(23,099)	(4.4)	510,387	564,638	(54,251)	(9.6)
Revenue per vehicle retailed:								
New vehicle	\$ 52,312	\$ 51,064	\$ 1,248	2.4	\$ 51,014	\$ 46,013	\$ 5,001	10.9
Used vehicle	\$ 28,014	\$ 30,069	\$ (2,055)	(6.8)	\$ 30,107	\$ 26,487	\$ 3,620	13.7
Gross profit per vehicle retailed:								
New vehicle	\$ 4,362	\$ 5,944	\$ (1,582)	(26.6)	\$ 5,937	\$ 4,580	\$ 1,357	29.6
Used vehicle	\$ 1,810	\$ 1,799	\$ 11	0.6	\$ 1,801	\$ 2,046	\$ (245)	(12.0)
Finance and insurance	\$ 2,749	\$ 2,714	\$ 35	1.3	\$ 2,720	\$ 2,445	\$ 275	11.2
Total variable operations <sup>(2)</sup>	\$ 5,776	\$ 6,314	\$ (538)	(8.5)	\$ 6,332	\$ 5,665	\$ 667	11.8

<sup>(1)</sup> Total variable operations includes new vehicle, used vehicle (retail and wholesale), and finance and insurance results.

<sup>(2)</sup> Total variable operations gross profit per vehicle retailed is calculated by dividing the sum of new vehicle, retail used vehicle, and finance and insurance gross profit by total retail vehicle unit sales.

	Years Ended December 31,		Years Ended December 31,	
	2023 (%)	2022 (%)	2022 (%)	2021 (%)
Revenue mix percentages:				
New vehicle	47.7	43.6	43.8	46.8
Used vehicle	30.1	35.8	35.5	33.5
Parts and service	16.8	15.2	15.2	14.2
Finance and insurance, net	5.3	5.3	5.3	5.4
Other	0.1	0.1	0.2	0.1
Total	100.0	100.0	100.0	100.0
Gross profit mix percentages:				
New vehicle	20.8	26.0	26.1	24.4
Used vehicle	9.8	10.5	10.5	13.9
Parts and service	41.7	36.0	36.0	33.5
Finance and insurance	27.6	27.3	27.3	28.1
Other	0.1	0.2	0.1	0.1
Total	100.0	100.0	100.0	100.0
Operating items as a percentage of revenue:				
Gross profit:				
New vehicle	8.3	11.6	11.6	10.0
Used vehicle-retail	6.5	6.0	6.0	7.7
Parts and service	47.3	46.2	46.2	45.2
Total	19.1	19.5	19.5	19.1

## New Vehicle

(\$ in millions, except per vehicle data)	Years Ended December 31,							
	2023 vs. 2022				2022 vs. 2021			
			Variance	%			Variance	%
	2023	2022	Favorable / (Unfavorable)	Variance	2021		Favorable / (Unfavorable)	Variance
<b>Reported:</b>								
Revenue	\$ 12,767.4	\$ 11,754.4	\$ 1,013.0	8.6	\$ 12,081.7		\$ (327.3)	(2.7)
Gross profit	\$ 1,061.8	\$ 1,366.6	\$ (304.8)	(22.3)	\$ 1,201.6		\$ 165.0	13.7
Retail vehicle unit sales	244,546	229,971	14,575	6.3	262,403		(32,432)	(12.4)
Revenue per vehicle retailed	\$ 52,209	\$ 51,113	\$ 1,096	2.1	\$ 46,043		\$ 5,070	11.0
Gross profit per vehicle retailed	\$ 4,342	\$ 5,942	\$ (1,600)	(26.9)	\$ 4,579		\$ 1,363	29.8
Gross profit as a percentage of revenue	8.3%	11.6%			9.9%			
Inventory days supply (industry standard of selling days)	36 days	19 days						

	Years Ended December 31,							
	2023 vs. 2022				2022 vs. 2021			
			Variance	%			Variance	%
	2023	2022	Favorable / (Unfavorable)	Variance	2022	2021	Favorable / (Unfavorable)	Variance
<b>Same Store:</b>								
Revenue	\$ 12,572.1	\$ 11,698.7	\$ 873.4	7.5	\$ 11,400.6	\$ 12,034.9	\$ (634.3)	(5.3)
Gross profit	\$ 1,048.4	\$ 1,361.8	\$ (313.4)	(23.0)	\$ 1,326.9	\$ 1,198.0	\$ 128.9	10.8
Retail vehicle unit sales	240,327	229,098	11,229	4.9	223,479	261,556	(38,077)	(14.6)
Revenue per vehicle retailed	\$ 52,312	\$ 51,064	\$ 1,248	2.4	\$ 51,014	\$ 46,013	\$ 5,001	10.9
Gross profit per vehicle retailed	\$ 4,362	\$ 5,944	\$ (1,582)	(26.6)	\$ 5,937	\$ 4,580	\$ 1,357	29.6
Gross profit as a percentage of revenue	8.3%	11.6%			11.6%	10.0%		

The following discussion of new vehicle results is on a same store basis. The difference between reported amounts and same store amounts in the above tables of \$195.3 million, \$55.7 million, and \$46.8 million in new vehicle revenue and \$13.4 million, \$4.8 million, and \$3.6 million in new vehicle gross profit for 2023, 2022, and 2021, respectively, is related to acquisition and divestiture activity, as applicable in a given year.

### 2023 compared to 2022

Same store new vehicle revenue increased during 2023, as compared to 2022, due to increases in same store unit volume and same store revenue PVR. Same store unit volume benefited from increasing supply of new vehicle inventory, particularly for Import manufacturers, an increase in manufacturer incentives including low-interest financing and rebates, and sustained consumer demand.

Same store revenue PVR increased during 2023, as compared to 2022, primarily due to increases in manufacturers' suggested retail prices ("MSRP"), partially offset by a shift in mix toward Import vehicles that have relatively lower average selling prices.

Same store gross profit PVR decreased during 2023, as compared to 2022, primarily due to increasing supply and availability of new vehicle inventory, which when combined with higher average vehicle costs and stable consumer demand, has resulted in moderation of pricing and margins.



### **Net New Vehicle Inventory Carrying Benefit (Expense)**

The following table details net new vehicle inventory carrying benefit (expense), consisting of new vehicle floorplan interest expense, net of floorplan assistance earned (amounts received from manufacturers specifically to support store financing of new vehicle inventory). Floorplan assistance is accounted for as a component of new vehicle gross profit in accordance with U.S. GAAP.

(\$ in millions)	Years Ended December 31,				
	2023	2022	Variance 2023 vs. 2022	2021	Variance 2022 vs. 2021
Floorplan assistance	\$ 125.8	\$ 108.9	\$ 16.9	\$ 121.4	\$ (12.5)
New vehicle floorplan interest expense	(132.1)	(35.5)	(96.6)	(22.3)	(13.2)
Net new vehicle inventory carrying benefit (expense)	\$ (6.3)	\$ 73.4	\$ (79.7)	\$ 99.1	\$ (25.7)

#### *2023 compared to 2022*

During 2023, we had a net new vehicle inventory carrying expense of \$6.3 million compared to a net new vehicle inventory carrying benefit of \$73.4 million in 2022.

Floorplan interest rates are variable and, therefore, increase and decrease with changes in the underlying benchmark interest rates. We have had a net new vehicle inventory carrying benefit since 2020 when the Federal Reserve cut interest rates to near 0%. Additionally, over this same period, our average floorplan balances have been significantly lower than historical standards due to manufacturers' new vehicle inventory supply constraints. With the increases in interest rates and new vehicle inventory supply, floorplan interest expense has increased, resulting in a net new vehicle inventory carrying expense for 2023. Increases to floorplan interest expense were partially offset by an increase in floorplan assistance due to an increase in the average floorplan assistance rate per unit and an increase in unit volume. If interest rates remain at their current levels or continue to increase without a corresponding increase in floorplan assistance or a decrease in average new vehicle inventory levels, we would expect that we will continue to incur a net new vehicle inventory carrying expense.

## Used Vehicle

(\$ in millions, except per vehicle data)	Years Ended December 31,							
	2023 vs. 2022				2022 vs. 2021			
			Variance				Variance	
	2023	2022	Favorable / (Unfavorable)	% Variance	2021		Favorable / (Unfavorable)	% Variance
<b>Reported:</b>								
Retail revenue	\$ 7,639.5	\$ 9,020.9	\$ (1,381.4)	(15.3)	\$ 8,062.4		\$ 958.5	11.9
Wholesale revenue	559.0	640.9	(81.9)	(12.8)	576.4		64.5	11.2
Total revenue	\$ 8,198.5	\$ 9,661.8	\$ (1,463.3)	(15.1)	\$ 8,638.8		\$ 1,023.0	11.8
Retail gross profit	\$ 493.1	\$ 538.3	\$ (45.2)	(8.4)	\$ 622.3		\$ (84.0)	(13.5)
Wholesale gross profit	14.9	14.8	0.1		65.8		(51.0)	
Total gross profit	\$ 508.0	\$ 553.1	\$ (45.1)	(8.2)	\$ 688.1		\$ (135.0)	(19.6)
Retail vehicle unit sales	274,019	299,806	(25,787)	(8.6)	304,364		(4,558)	(1.5)
Revenue per vehicle retailed	\$ 27,879	\$ 30,089	\$ (2,210)	(7.3)	\$ 26,489		\$ 3,600	13.6
Gross profit per vehicle retailed	\$ 1,800	\$ 1,795	\$ 5	0.3	\$ 2,045		\$ (250)	(12.2)
Gross profit as a percentage of retail revenue	6.5%	6.0%			7.7%			
Inventory days supply (trailing calendar month days)	39 days	31 days						

	Years Ended December 31,							
	2023 vs. 2022				2022 vs. 2021			
			Variance				Variance	
	2023	2022	Favorable / (Unfavorable)	% Variance	2022	2021	Favorable / (Unfavorable)	% Variance
<b>Same Store:</b>								
Retail revenue	\$ 7,385.6	\$ 8,959.6	\$ (1,574.0)	(17.6)	\$ 8,637.9	\$ 8,027.7	\$ 610.2	7.6
Wholesale revenue	544.5	633.6	(89.1)	(14.1)	616.3	574.9	41.4	7.2
Total revenue	\$ 7,930.1	\$ 9,593.2	\$ (1,663.1)	(17.3)	\$ 9,254.2	\$ 8,602.6	\$ 651.6	7.6
Retail gross profit	\$ 477.1	\$ 536.1	\$ (59.0)	(11.0)	\$ 516.8	\$ 620.0	\$ (103.2)	(16.6)
Wholesale gross profit	16.3	15.9	0.4		17.1	65.8	(48.7)	
Total gross profit	\$ 493.4	\$ 552.0	\$ (58.6)	(10.6)	\$ 533.9	\$ 685.8	\$ (151.9)	(22.1)
Retail vehicle unit sales	263,642	297,970	(34,328)	(11.5)	286,908	303,082	(16,174)	(5.3)
Revenue per vehicle retailed	\$ 28,014	\$ 30,069	\$ (2,055)	(6.8)	\$ 30,107	\$ 26,487	\$ 3,620	13.7
Gross profit per vehicle retailed	\$ 1,810	\$ 1,799	\$ 11	0.6	\$ 1,801	\$ 2,046	\$ (245)	(12.0)
Gross profit as a percentage of retail revenue	6.5%	6.0%			6.0%	7.7%		

The following discussion of used vehicle results is on a same store basis. The difference between reported amounts and same store amounts in the above tables of \$253.9 million, \$61.3 million, and \$34.7 million in retail used vehicle revenue and \$16.0 million, \$2.2 million, and \$2.3 million in retail used vehicle gross profit for 2023, 2022, and 2021, respectively, is related to acquisition and divestiture activity, as well as the opening of AutoNation USA stores, as applicable in a given year.

### 2023 compared to 2022

Same store retail used vehicle revenue decreased during 2023, as compared to 2022, due to a decrease in same store unit volume and a decrease in same store revenue PVR. The decrease in same store unit volume, particularly for mid- to higher-priced used vehicles, is due in part to the shift in mix from used vehicles to new vehicles as a result of increasing supply of new vehicle inventory, an increase in manufacturer new vehicle incentives including low-interest financing and customer rebates, and moderation of new vehicle pricing. In addition, used vehicle unit volume was adversely impacted by lower availability of lower-priced used vehicles.

Same store revenue PVR decreased during 2023, as compared to 2022, primarily due to a shift in mix towards lower-priced entry-level vehicles.

Same store gross profit PVR increased slightly during 2023, as compared to 2022, primarily due to a disciplined sourcing and pricing strategy as we focused on efficient internal sourcing of our used vehicle inventory and balancing gross profit PVR and unit volume. The increase in gross profit PVR was partially offset by the shift in mix towards lower-priced entry-level vehicles, which have a lower average gross profit PVR, and continued normalization of used vehicle value trends.

## Parts & Service

(\$ in millions)	Years Ended December 31,							
	2023 vs. 2022				2022 vs. 2021			
			Variance				Variance	
	2023	2022	Favorable / (Unfavorable)	% Variance	2021		Favorable / (Unfavorable)	% Variance
<b>Reported:</b>								
Revenue	\$ 4,533.7	\$ 4,100.6	\$ 433.1	10.6	\$ 3,706.6		\$ 394.0	10.6
Gross profit	\$ 2,139.3	\$ 1,900.3	\$ 239.0	12.6	\$ 1,672.7		\$ 227.6	13.6
Gross profit as a percentage of revenue	47.2%	46.3%			45.1%			

	Years Ended December 31,							
	2023 vs. 2022				2022 vs. 2021			
			Variance				Variance	
	2023	2022	Favorable / (Unfavorable)	% Variance	2022	2021	Favorable / (Unfavorable)	% Variance
<b>Same Store:</b>								
Revenue	\$ 4,431.8	\$ 4,073.3	\$ 358.5	8.8	\$ 3,966.0	\$ 3,644.6	\$ 321.4	8.8
Gross profit	\$ 2,097.9	\$ 1,882.4	\$ 215.5	11.4	\$ 1,832.0	\$ 1,647.1	\$ 184.9	11.2
Gross profit as a percentage of revenue	47.3%	46.2%			46.2%	45.2%		

Parts and service revenue is primarily derived from vehicle repairs paid directly by customers or via reimbursement from manufacturers and others under warranty programs, as well as from wholesale parts sales, collision services, and the preparation of vehicles for sale.

The following discussion of parts and service is on a same store basis. The difference between reported amounts and same store amounts in the above tables of \$101.9 million, \$27.3 million, and \$62.0 million in parts and service revenue and \$41.4 million, \$17.9 million, and \$25.6 million in parts and service gross profit for 2023, 2022, and 2021, respectively, is related to acquisition and divestiture activity, as well as the opening of AutoNation USA stores, as applicable in a given year.

### 2023 compared to 2022

During 2023, same store parts and service revenue increased compared to the same period in 2022, primarily due to increases in revenue associated with customer-pay service of \$157.6 million, the preparation of vehicles for sale of \$84.3 million, and warranty service of \$67.0 million.

During 2023, same store parts and service gross profit increased compared to the same period in 2022, primarily due to increases in gross profit associated with customer-pay service of \$94.0 million, warranty service of \$50.3 million, and the preparation of vehicles for sale of \$42.6 million. Revenue and gross profit associated with customer-pay service benefited from higher value repair orders. Warranty service revenue and gross profit benefited from higher value repair orders and improved parts and labor rates. Revenue and gross profit associated with the preparation of vehicles for sale benefited from higher value repair orders and an increase in repair order volume.

## Finance and Insurance

(\$ in millions, except per vehicle data)	Years Ended December 31,							
	2023 vs. 2022				2022 vs. 2021			
			Variance				Variance	
	2023	2022	Favorable / (Unfavorable)	% Variance	2021		Favorable / (Unfavorable)	% Variance
<b>Reported:</b>								
Revenue and gross profit	\$ 1,418.8	\$ 1,437.3	\$ (18.5)	(1.3)	\$ 1,384.5	\$	52.8	3.8
Gross profit per vehicle retailed	\$ 2,736	\$ 2,713	\$ 23	0.8	\$ 2,443	\$	270	11.1

	Years Ended December 31,							
	2023 vs. 2022				2022 vs. 2021			
			Variance				Variance	
	2023	2022	Favorable / (Unfavorable)	% Variance	2022	2021	Favorable / (Unfavorable)	% Variance
<b>Same Store:</b>								
Revenue and gross profit	\$ 1,385.5	\$ 1,430.2	\$ (44.7)	(3.1)	\$ 1,388.3	\$ 1,380.7	\$ 7.6	0.6
Gross profit per vehicle retailed	\$ 2,749	\$ 2,714	\$ 35	1.3	\$ 2,720	\$ 2,445	\$ 275	11.2

Revenue on finance and insurance products represents commissions earned by us for the placement of: (i) loans and leases with financial institutions in connection with customer vehicle purchases financed, (ii) vehicle service contracts with third-party providers, and (iii) other vehicle protection products with third-party providers. We sell these products on a commission basis, and we also participate in the future underwriting profit on certain products pursuant to retrospective commission arrangements with the issuers of those products.

The following discussion of finance and insurance results is on a same store basis. The difference between reported amounts and same store amounts in finance and insurance revenue and gross profit in the above tables of \$33.3 million, \$7.1 million, and \$3.8 million for 2023, 2022, and 2021, respectively, is related to acquisition and divestiture activity, as well as the opening of AutoNation USA stores, as applicable in a given year.

As we continue to grow our AutoNation Finance business and increase our finance penetration rates associated with vehicles sold through our stores, we expect that income related to arranging customer financing will shift to AutoNation Finance. See "Corporate and Other" for additional information related to AutoNation Finance.

### 2023 compared to 2022

Same store finance and insurance revenue and gross profit decreased during 2023, as compared to 2022, due to a decrease in used vehicle unit volume, partially offset by increases in new vehicle unit volume and finance and insurance gross profit PVR. The increase in finance and insurance gross profit PVR was primarily due to an increase in product penetration and a shift in mix from used vehicles to new vehicles, which typically generate a higher average finance and insurance gross profit PVR. The increases in finance and insurance gross profit PVR were partially offset by a decrease in gross profit per transaction associated with arranging customer financing and a decrease in finance penetration.

## Segment Results

In the following table of financial data, revenue and segment income of our reportable segments are reconciled to consolidated revenue and consolidated operating income, respectively.

(\$ in millions)	Years Ended December 31,						
	2023 vs. 2022				2022 vs. 2021		
	2023	2022	Variance Favorable / (Unfavorable)	% Variance	2021	Variance Favorable / (Unfavorable)	% Variance
<b>Revenue:</b>							
Domestic	\$ 7,573.2	\$ 7,987.5	\$ (414.3)	(5.2)	\$ 7,959.9	\$ 27.6	0.3
Import	7,880.9	7,690.3	190.6	2.5	7,798.5	(108.2)	(1.4)
Premium Luxury	10,266.4	10,278.1	(11.7)	(0.1)	9,229.9	1,048.2	11.4
Total	25,720.5	25,955.9	(235.4)	(0.9)	24,988.3	967.6	3.9
Corporate and other	1,228.4	1,029.1	199.3	19.4	855.7	173.4	20.3
Total consolidated revenue	<u>\$ 26,948.9</u>	<u>\$ 26,985.0</u>	<u>\$ (36.1)</u>	<u>(0.1)</u>	<u>\$ 25,844.0</u>	<u>\$ 1,141.0</u>	<u>4.4</u>
<b>Segment income<sup>(1)</sup>:</b>							
Domestic	\$ 415.4	\$ 565.3	\$ (149.9)	(26.5)	\$ 595.8	\$ (30.5)	(5.1)
Import	635.0	734.2	(99.2)	(13.5)	714.7	19.5	2.7
Premium Luxury	836.5	969.1	(132.6)	(13.7)	837.4	131.7	15.7
Total	1,886.9	2,268.6	(381.7)	(16.8)	2,147.9	120.7	5.6
Corporate and other	(379.7)	(285.5)	(94.2)		(270.8)	(14.7)	
Floorplan interest expense	144.7	41.4	(103.3)		25.7	(15.7)	
Operating income	<u>\$ 1,651.9</u>	<u>\$ 2,024.5</u>	<u>\$ (372.6)</u>	<u>(18.4)</u>	<u>\$ 1,902.8</u>	<u>\$ 121.7</u>	<u>6.4</u>
<b>Retail new vehicle unit sales:</b>							
Domestic	67,471	66,375	1,096	1.7	76,211	(9,836)	(12.9)
Import	108,068	95,886	12,182	12.7	118,863	(22,977)	(19.3)
Premium Luxury	69,007	67,710	1,297	1.9	67,329	381	0.6
	<u>244,546</u>	<u>229,971</u>	<u>14,575</u>	<u>6.3</u>	<u>262,403</u>	<u>(32,432)</u>	<u>(12.4)</u>
<b>Retail used vehicle unit sales:</b>							
Domestic	84,552	97,642	(13,090)	(13.4)	105,031	(7,389)	(7.0)
Import	91,146	100,131	(8,985)	(9.0)	103,418	(3,287)	(3.2)
Premium Luxury	75,334	83,858	(8,524)	(10.2)	83,447	411	0.5
Other	22,987	18,175	4,812		12,468	5,707	
	<u>274,019</u>	<u>299,806</u>	<u>(25,787)</u>	<u>(8.6)</u>	<u>304,364</u>	<u>(4,558)</u>	<u>(1.5)</u>

<sup>(1)</sup> Segment income represents income for each of our reportable segments and is defined as operating income less floorplan interest expense.

## Domestic

The Domestic segment operating results included the following:

	Years Ended December 31,							
	2023 vs. 2022				2022 vs. 2021			
			Variance	%		Variance	%	
(\$ in millions)	2023	2022	Favorable / (Unfavorable)	Variance	2021	Favorable / (Unfavorable)	Variance	
Revenue:								
New vehicle	\$ 3,525.0	\$ 3,409.1	\$ 115.9	3.4	\$ 3,601.8	\$ (192.7)	(5.4)	
Used vehicle	2,428.4	3,022.3	(593.9)	(19.7)	2,875.0	147.3	5.1	
Parts and service	1,184.7	1,092.7	92.0	8.4	1,007.6	85.1	8.4	
Finance and insurance, net	432.0	460.3	(28.3)	(6.1)	469.1	(8.8)	(1.9)	
Other	3.1	3.1	—		6.4	(3.3)		
Total Revenue	<u>\$ 7,573.2</u>	<u>\$ 7,987.5</u>	<u>\$ (414.3)</u>	<u>(5.2)</u>	<u>\$ 7,959.9</u>	<u>\$ 27.6</u>	<u>0.3</u>	
Segment income	\$ 415.4	\$ 565.3	\$ (149.9)	(26.5)	\$ 595.8	\$ (30.5)	(5.1)	
Retail new vehicle unit sales	67,471	66,375	1,096	1.7	76,211	(9,836)	(12.9)	
Retail used vehicle unit sales	84,552	97,642	(13,090)	(13.4)	105,031	(7,389)	(7.0)	

### 2023 compared to 2022

Domestic revenue decreased during 2023, as compared to 2022, primarily due to decreases in used vehicle unit volume and used vehicle revenue PVR. The decrease in used vehicle unit volume is due in part to a shift in mix from used vehicles to new vehicles and lower availability of lower-priced used vehicles. The decrease in used vehicle revenue PVR is primarily due to a shift in mix towards lower-priced entry-level vehicles. Decreases in Domestic revenue were partially offset by an increase in new vehicle revenue PVR due to increases in MSRP, an increase in new vehicle unit volume due to increasing supply of new vehicle inventory and sustained consumer demand, and an increase in parts and service revenue associated with customer-pay service and warranty service. Additionally, Domestic revenue benefited from the acquisitions we completed in 2022 and 2023.

Domestic segment income decreased during 2023, as compared to 2022, primarily due to decreases in new vehicle gross profit and finance and insurance gross profit. New vehicle gross profit was adversely impacted by continued moderation of pricing and margins resulting from the increasing supply of new vehicle inventory. Finance and insurance gross profit was adversely impacted by the decrease in used vehicle unit volume. Domestic segment income was also adversely impacted by an increase in floorplan interest expense. Decreases in segment income were partially offset by increases in parts and service gross profit associated with customer-pay service and warranty service.

## Import

The Import segment operating results included the following:

(\$ in millions)	Years Ended December 31,						
	2023 vs. 2022				2022 vs. 2021		
	2023	2022	Variance		2021	Variance	
			Favorable / (Unfavorable)	% Variance		Favorable / (Unfavorable)	% Variance
Revenue:							
New vehicle	\$ 3,996.0	\$ 3,473.0	\$ 523.0	15.1	\$ 3,969.8	\$ (496.8)	(12.5)
Used vehicle	2,222.2	2,652.7	(430.5)	(16.2)	2,370.5	282.2	11.9
Parts and service	1,150.1	1,050.9	99.2	9.4	950.0	100.9	10.6
Finance and insurance, net	490.1	494.1	(4.0)	(0.8)	489.6	4.5	0.9
Other	22.5	19.6	2.9		18.6	1.0	
Total Revenue	\$ 7,880.9	\$ 7,690.3	\$ 190.6	2.5	\$ 7,798.5	\$ (108.2)	(1.4)
Segment income	\$ 635.0	\$ 734.2	\$ (99.2)	(13.5)	\$ 714.7	\$ 19.5	2.7
Retail new vehicle unit sales	108,068	95,886	12,182	12.7	118,863	(22,977)	(19.3)
Retail used vehicle unit sales	91,146	100,131	(8,985)	(9.0)	103,418	(3,287)	(3.2)

### 2023 compared to 2022

Import revenue increased during 2023, as compared to 2022, primarily due to an increase in new vehicle unit volume due to the increasing supply of new vehicle inventory and sustained consumer demand, as well as an increase in new vehicle revenue PVR, which benefited from increases in MSRP. Import revenue also benefited from an increase in parts and service revenue associated with customer-pay service and the preparation of vehicles for sale, as well as the acquisitions we completed in 2022 and 2023. Increases in Import revenue were partially offset by decreases in used vehicle unit volume, due in part to a shift in mix from used vehicles to new vehicles and lower availability of lower-priced used vehicles, and used vehicle revenue PVR, primarily due to a shift in mix towards lower-priced entry-level vehicles.

Import segment income decreased during 2023, as compared to 2022, primarily due to decreases in new vehicle gross profit PVR, which was adversely impacted by continued moderation of pricing and margins resulting from the increasing supply of new vehicle inventory. Import segment income was also adversely impacted by an increase in SG&A expenses, largely driven by the acquisitions we completed in 2022 and 2023, and an increase in floorplan interest expense. Decreases in segment income were partially offset by an increase in new vehicle unit volume and an increase in parts and service gross profit associated with customer-pay service and the preparation of vehicles for sale.



### Premium Luxury

The Premium Luxury segment operating results included the following:

(\$ in millions)	Years Ended December 31,							
	2023 vs. 2022				2022 vs. 2021			
			Variance				Variance	
	2023	2022	Favorable / (Unfavorable)	% Variance	2021		Favorable / (Unfavorable)	% Variance
Revenue:								
New vehicle	\$ 5,246.4	\$ 4,872.3	\$ 374.1	7.7	\$ 4,510.1	\$	362.2	8.0
Used vehicle	2,979.5	3,499.8	(520.3)	(14.9)	3,067.4		432.4	14.1
Parts and service	1,593.1	1,448.6	144.5	10.0	1,246.7		201.9	16.2
Finance and insurance, net	446.2	453.8	(7.6)	(1.7)	401.0		52.8	13.2
Other	1.2	3.6	(2.4)		4.7		(1.1)	
Total Revenue	<u>\$ 10,266.4</u>	<u>\$ 10,278.1</u>	<u>\$ (11.7)</u>	<u>(0.1)</u>	<u>\$ 9,229.9</u>	<u>\$</u>	<u>1,048.2</u>	<u>11.4</u>
Segment income	\$ 836.5	\$ 969.1	\$ (132.6)	(13.7)	\$ 837.4	\$	131.7	15.7
Retail new vehicle unit sales	69,007	67,710	1,297	1.9	67,329		381	0.6
Retail used vehicle unit sales	75,334	83,858	(8,524)	(10.2)	83,447		411	0.5

### 2023 compared to 2022

Premium Luxury revenue decreased during 2023, as compared to 2022, primarily due to a decrease in used vehicle unit volume, due in part to a shift in mix from used vehicles to new vehicles and lower availability of lower-priced used vehicles, and a decrease in used vehicle revenue PVR, primarily due to a shift in mix towards lower-priced entry-level vehicles. Decreases in Premium Luxury revenue were partially offset by an increase in new vehicle revenue PVR, which benefited from increases in MSRP, an increase in new vehicle unit volume, primarily due to increasing supply of new vehicle inventory and sustained consumer demand, and an increase in parts and service revenue associated with customer-pay service and warranty service.

Premium Luxury segment income decreased during 2023, as compared to 2022, primarily due to a decrease in new vehicle gross profit PVR, which was adversely impacted by continued moderation of pricing and margins resulting from the increasing supply of new vehicle inventory. Premium Luxury segment income was also adversely impacted by increases in floorplan interest and SG&A expenses. Decreases in Premium Luxury segment income were partially offset by increases in parts and service gross profit associated with customer-pay service and warranty service.

### Corporate and other

Corporate and other results included the following:

(\$ in millions)	Years Ended December 31,							
	2023 vs. 2022				2022 vs. 2021			
			Variance	%			Variance	%
	2023	2022	Favorable / (Unfavorable)	Variance	2021		Favorable / (Unfavorable)	Variance
Revenue:								
Used vehicle	\$ 568.4	\$ 487.0	\$ 81.4	16.7	\$ 325.9	\$	161.1	49.4
Parts and service	605.8	508.4	97.4	19.2	502.3		6.1	1.2
Finance and insurance, net	50.5	29.1	21.4	73.5	24.8		4.3	17.3
Other	3.7	4.6	(0.9)	(19.6)	2.7		1.9	70.4
Revenue	\$ 1,228.4	\$ 1,029.1	\$ 199.3	19.4	\$ 855.7	\$	173.4	20.3
Income (loss)	\$ (379.7)	\$ (285.5)	\$ (94.2)		\$ (270.8)	\$	(14.7)	

“Corporate and other” is comprised of our other businesses, including AutoNation USA used vehicle stores, collision centers, parts distribution centers, auction operations, our mobile automotive repair and maintenance business, and our auto finance company, all of which do not meet the quantitative thresholds for reportable segments, as well as unallocated corporate overhead expenses and other income items.

As of December 31, 2023, we had 53 AutoNation-branded collision centers, 19 AutoNation USA stores, 4 AutoNation-branded automotive auction operations, 3 parts distribution centers, a mobile automotive repair and maintenance business, referred to as AutoNation Mobile Service, and an auto finance company, referred to as AutoNation Finance.

Revenue from “Corporate and other” increased during 2023, as compared to the same period in 2022, primarily due to increases in revenue from AutoNation USA stores, AutoNation Mobile Service, and collision centers.

The loss from “Corporate and other” increased during 2023, as compared to the same period in 2022, primarily due to expenditures associated with acquisitions, newly opened AutoNation USA stores, and investments in technology and strategic initiatives, as well as an increase in deferred compensation obligations as a result of changes in market performance of the underlying investments and an increase in self-insurance losses related to hailstorms and other natural catastrophes. The increases in loss from “Corporate and other” were partially offset by increases in gross profit from collision centers, AutoNation USA stores, and AutoNation Mobile Service. In addition, the loss from “Corporate and other” in 2022 was adversely impacted by recognition of an initial credit loss expense of \$34.2 million associated with the auto loans receivable portfolio we acquired as part of the auto finance company acquisition completed in the fourth quarter of 2022.

### AutoNation USA Stores

During 2023, we opened six AutoNation USA used vehicle stores and currently have over 20 stores under development. These stores play an integral part of both our long-term growth plans and the achievement of scale, scope, and density in markets to better serve and meet the needs of customers. A number of variables may impact the implementation of our expansion plans, including customer adoption, market conditions, availability of used vehicle inventory, availability and cost of building supplies and materials, and our ability to identify, acquire, and build out suitable locations in a timely manner.

### AutoNation Mobile Service

During 2023, we acquired RepairSmith, a mobile solution for automotive repair and maintenance services, which we rebranded to AutoNation Mobile Service. Revenue and gross profit from this business are included within “parts and service.”

### AutoNation Finance

AutoNation Finance, our captive auto finance company, provides financing to qualified retail customers on certain vehicles we sell. AutoNation Finance operating results include the interest and fee income generated by auto loans

receivable less the interest expense associated with the debt issued to fund these receivables, a provision for estimated credit losses on the auto loans receivable originated or acquired, direct expenses, and gains or losses on the sale of loans receivable. Interest income on auto loans receivable is recognized over the contractual term of the related loans.

In September 2023, we discontinued acquiring installment contracts from third-party independent dealers. We plan to continue to increase finance penetration rates for retail vehicle sales through our stores, which we expect will favorably impact the operating results of our auto finance business over time. AutoNation Finance results are included in "Other (Income) Expense, Net" in our Consolidated Statements of Income. See Notes 5 and 10 of the Notes to Consolidated Financial Statements for more information on auto loans receivable, the related allowance for credit losses, and the related debt of our auto finance company.

## Selling, General, and Administrative Expenses

Our SG&A expenses consist primarily of compensation, including store and corporate salaries, commissions, and incentive-based compensation, as well as advertising (net of reimbursement-based manufacturer advertising rebates), and store and corporate overhead expenses, which include occupancy costs, outside service costs, information technology expenses, service loaner and rental inventory expenses, legal, accounting, and professional services, and general corporate expenses. The following table presents the major components of our SG&A.

(\$ in millions)	Years Ended December 31,							
	2023 vs. 2022				2022 vs. 2021			
	2023	2022	Variance Favorable / (Unfavorable)	% Variance	2021	Variance Favorable / (Unfavorable)	% Variance	
<b>Reported:</b>								
Compensation	\$ 2,126.9	\$ 2,061.3	\$ (65.6)	(3.2)	\$ 2,017.1	\$ (44.2)	(2.2)	
Advertising	243.5	184.3	(59.2)	(32.1)	170.3	(14.0)	(8.2)	
Store and corporate overhead	882.8	780.5	(102.3)	(13.1)	688.8	(91.7)	(13.3)	
Total	<u>\$ 3,253.2</u>	<u>\$ 3,026.1</u>	<u>\$ (227.1)</u>	<u>(7.5)</u>	<u>\$ 2,876.2</u>	<u>\$ (149.9)</u>	<u>(5.2)</u>	
<b>SG&amp;A as a % of total gross profit:</b>								
Compensation	41.4	39.1	(230)	bps	40.7	160	bps	
Advertising	4.8	3.6	(120)	bps	3.5	(10)	bps	
Store and corporate overhead	17.2	14.8	(240)	bps	13.9	(90)	bps	
Total	<u>63.4</u>	<u>57.5</u>	<u>(590)</u>	<u>bps</u>	<u>58.1</u>	<u>60</u>	<u>bps</u>	

### 2023 compared to 2022

SG&A expenses increased in 2023, as compared to 2022, primarily due to acquisitions and newly opened stores, expenditures associated with investments in technology and strategic initiatives, an increase in advertising expenses to support our used vehicle internal sourcing strategy, an increase in deferred compensation obligations of \$35.8 million as a result of changes in market performance of the underlying investments, and self-insurance losses of \$21.5 million related to hailstorms and other natural catastrophes. SG&A expenses also increased due to severance expenses we recognized during the fourth quarter of 2023 of \$6.6 million. Increases in SG&A expenses were partially offset by a decrease in performance-driven compensation expense. As a percentage of total gross profit, SG&A expenses increased to 63.4% during 2023, from 57.5% in 2022, primarily due to gross margin pressure and an increase in SG&A expenses related to newly acquired and opened stores, investments in technology and strategic initiatives, an increase in deferred compensation obligations, and hail-related losses.

### Other (Income) Expense, Net (Operating)

Other (Income) Expense, Net includes the gains or losses associated with business/property divestitures, legal settlements, and asset impairments, among other items, and the results of our captive auto finance company, including net interest margin, the provision for expected credit losses, direct expenses, and gains or losses on the sale of loans receivable. See "Segment Results - Corporate and other" above and Notes 5 and 10 of the Notes to Consolidated Financial Statements for more information about our auto finance company.

During 2022, we recognized an initial credit loss expense of \$34.2 million associated with the acquired loan portfolio of CIG Financial, the auto finance company we acquired in the fourth quarter of 2022. We also recognized a net gain of \$16.3 million related to business/property divestitures.

## **Non-Operating Income (Expenses)**

### ***Floorplan Interest Expense***

Floorplan interest rates are variable and, therefore, increase and decrease with changes in the underlying benchmark interest rates.

Floorplan interest expense was \$144.7 million in 2023 and \$41.4 million in 2022. The increase in floorplan interest expense of \$103.3 million in 2023, as compared to 2022, was the result of higher average interest rates and higher average vehicle floorplan balances.

### ***Interest Expense***

Interest expense includes the interest related to non-vehicle long-term debt and finance lease obligations. Other interest expense was \$181.4 million in 2023 compared to \$134.9 million in 2022. The increase in interest expense of \$46.5 million was driven by higher average interest rates and higher average debt balances.

### ***Other Income (Loss), Net***

During 2023 and 2022, we recognized a net gain of \$16.4 million and a net loss of \$19.4 million, respectively, related to changes in the cash surrender value of corporate-owned life insurance ("COLI") for deferred compensation plan participants as a result of changes in market performance of the underlying investments. Gains and losses related to the COLI are substantially offset by corresponding increases and decreases, respectively, in the deferred compensation obligations, which are reflected in SG&A expenses.

During 2023 and 2022, we recorded a unrealized gain of \$5.2 million and \$2.9 million, respectively, related to the change in fair value of the underlying securities of our minority equity investments. During the period that we hold our minority equity investments, unrealized gains and losses will be recorded as the fair market values of securities with readily determinable fair values change over time, or as observable price changes are identified for securities without readily determinable fair values. See Note 19 of the Notes to Consolidated Financial Statements for more information.

### ***Income Tax Provision***

Income taxes are provided based upon our anticipated underlying annual blended federal and state income tax rates, adjusted, as necessary, for any discrete tax matters occurring during the period. As we operate in various states, our effective tax rate is also dependent upon our geographic revenue mix. Our effective income tax rate was 24.4% in 2023 and 24.9% in 2022.

## **Discontinued Operations**

Discontinued operations are related to stores that were sold or terminated prior to January 1, 2014. Results from discontinued operations, net of income taxes, were primarily related to a gain on the sale of real estate in the first quarter of 2023 associated with a store that was closed prior to January 1, 2014.

## **Liquidity and Capital Resources**

We manage our liquidity to ensure access to sufficient funding at acceptable costs to fund our ongoing operating requirements and future capital expenditures while continuing to meet our financial obligations. We believe that our cash and cash equivalents, funds generated through operations, and amounts available under our revolving credit facility, commercial paper program, and secured used vehicle floorplan facilities will be sufficient to fund our working capital requirements, service our debt, pay our tax obligations and commitments and contingencies, and meet any seasonal operating requirements for the foreseeable future. Depending on market conditions, we may from time to time issue debt, including in private or public offerings, to augment our liquidity, to reduce our cost of capital, or for general corporate purposes.

### Available Liquidity Resources

We had the following sources of liquidity available for the years ended December 31, 2023 and 2022:

(In millions)	December 31, 2023	December 31, 2022
Cash and cash equivalents	\$ 60.8	\$ 72.6
Revolving credit facility	\$ 1,899.2 <sup>(1)</sup>	\$ 1,799.6
Secured used vehicle floorplan facilities <sup>(2)</sup>	\$ 0.9	\$ 0.3

<sup>(1)</sup> At December 31, 2023, we had \$0.8 million of letters of credit outstanding. In addition, we use the revolving credit facility under our credit agreement as a liquidity backstop for borrowings under the commercial paper program. We had \$440.0 million of commercial paper notes outstanding at December 31, 2023. See Note 10 of the Notes to Consolidated Financial Statements for additional information.

<sup>(2)</sup> Based on the eligible used vehicle inventory that could have been pledged as collateral. See Note 6 of the Notes to Consolidated Financial Statements for additional information.

In the ordinary course of business, we are required to post performance and surety bonds, letters of credit, and/or cash deposits as financial guarantees of our performance primarily relating to insurance matters. At December 31, 2023, surety bonds, letters of credit, and cash deposits totaled \$142.2 million, including the \$0.8 million of letters of credit issued under our revolving credit facility. We do not currently provide cash collateral for outstanding letters of credit.

In February 2022, we filed an automatic shelf registration statement with the SEC that enables us to offer for sale, from time to time and as the capital markets permit, an unspecified amount of common stock, preferred stock, debt securities, warrants, subscription rights, depositary shares, stock purchase contracts, and units.

On July 18, 2023, we amended and restated our unsecured credit agreement to, among other things, (1) increase the revolving credit facility (the “facility”) commitment from \$1.8 billion to \$1.9 billion, (2) extend the maturity date of the facility to July 18, 2028, (3) allow for the maximum leverage ratio covenant to increase from 3.75x to 4.25x for four fiscal quarters in the event that we complete a material acquisition, and (4) replace the maximum capitalization ratio covenant with a minimum interest coverage ratio covenant.

### Capital Allocation

Our capital allocation strategy is focused on growing long-term value per share. We invest capital in our business to maintain and upgrade our existing facilities and to build new facilities for existing franchises and new AutoNation USA used vehicle stores, as well as for other strategic and technology initiatives. We also deploy capital opportunistically to complete acquisitions or investments, build facilities for newly awarded franchises, and/or repurchase our common stock and/or debt. Our capital allocation decisions are based on factors such as the expected rate of return on our investment, the market price of our common stock versus our view of its intrinsic value, the market price of our debt, the potential impact on our capital structure, our ability to complete acquisitions that meet our market and vehicle brand criteria and/or return on investment threshold, and limitations set forth in our debt agreements.

#### Share Repurchases

Our Board of Directors from time to time authorizes the repurchase of shares of our common stock up to a certain monetary limit. A summary of shares repurchased under our share repurchase program authorized by our Board of Directors follows:

(In millions, except per share data)	2023	2022	2021
Shares repurchased	6.4	15.6	22.3
Aggregate purchase price <sup>(1)</sup>	\$ 863.6	\$ 1,710.2	\$ 2,303.2
Average purchase price per share	\$ 134.68	\$ 109.86	\$ 103.18

<sup>(1)</sup> 2023 excludes excise tax accrual imposed under the Inflation Reduction Act of \$8.1 million.

The decision to repurchase shares at any given point in time is based on such factors as the market price of our common stock versus our view of its intrinsic value, the potential impact on our capital structure (including compliance with our maximum leverage ratio and other financial covenants in our debt agreements as well as our available liquidity), and the expected return on competing uses of capital such as acquisitions or investments, capital investments in our current businesses, or repurchases of our debt.

As of December 31, 2023, \$320.8 million remained available under our stock repurchase limit most recently authorized by our Board of Directors.

#### *Capital Expenditures*

The following table sets forth information regarding our capital expenditures over the past three years:

<b>(In millions)</b>	<b>2023</b>	<b>2022</b>	<b>2021</b>
Purchases of property and equipment, including operating lease buy-outs	\$ 410.3	\$ 329.0	\$ 215.7

At December 31, 2023, we owned approximately 79% of our new vehicle franchise store locations with a net book value of \$2.4 billion, as well as other properties associated with our collision centers, AutoNation USA used vehicle stores, parts distribution centers, auction operations, and other excess properties with a net book value of \$744.0 million. None of these properties are mortgaged or encumbered.

We continue to expand our AutoNation USA used vehicle stores. The planned expansion may be impacted by a number of variables, including customer adoption, market conditions, availability of used vehicle inventory, availability and cost of building supplies and materials, and our ability to identify, acquire, and build out suitable locations in a timely manner.

#### *Acquisitions and Divestitures*

During 2023, we acquired a mobile solution for automotive repair and maintenance, and we also purchased seven stores. During 2022, we acquired an auto finance company, and we also purchased four stores. During 2021, we purchased 20 stores and four collision centers.

We divested one store during 2023. During 2022, we divested three stores and terminated two franchises. During 2021, we divested three stores and 18 collision centers.

<b>(In millions)</b>	<b>2023</b>	<b>2022</b>	<b>2021</b>
Cash used in business acquisitions, net <sup>(1)</sup>	\$ (271.4)	\$ (191.6)	\$ (432.7)
Cash received from business divestitures, net	\$ 23.2	\$ 55.2	\$ 48.7

<sup>(1)</sup> Excludes finance leases.

## Debt

The following table sets forth our non-vehicle long-term debt as of December 31, 2023 and 2022:

Debt Description	Maturity Date	Interest Payable	(in millions)	
			2023	2022
3.5% Senior Notes	November 15, 2024	May 15 and November 15	\$ 450.0	\$ 450.0
4.5% Senior Notes	October 1, 2025	April 1 and October 1	450.0	450.0
3.8% Senior Notes	November 15, 2027	May 15 and November 15	300.0	300.0
1.95% Senior Notes	August 1, 2028	February 1 and August 1	400.0	400.0
4.75% Senior Notes	June 1, 2030	June 1 and December 1	500.0	500.0
2.4% Senior Notes	August 1, 2031	February 1 and August 1	450.0	450.0
3.85% Senior Notes	March 1, 2032	March 1 and September 1	700.0	700.0
Revolving credit facility	July 18, 2028	Monthly	—	—
Finance leases and other debt	Various dates through 2041		362.2	375.5
			3,612.2	3,625.5
Less: unamortized debt discounts and debt issuance costs			(21.9)	(26.0)
Less: current maturities			(462.4)	(12.6)
Long-term debt, net of current maturities			\$ 3,127.9	\$ 3,586.9

Our 3.5% Senior Notes due 2024 will mature on November 15, 2024, and were, therefore, reclassified to current during the fourth quarter of 2023.

We had \$440.0 million and \$50.0 million of commercial paper notes outstanding as of December 31, 2023 and 2022, respectively. On August 16, 2023, we increased the maximum aggregate principal amount that may be outstanding at any time under the commercial paper program from \$1.0 billion to \$1.9 billion.

We had non-recourse debt under our warehouse facilities of \$209.4 million at December 31, 2023, and \$181.8 million at December 31, 2022, and non-recourse debt under term securitizations of consolidated variable interest entities ("VIEs") of \$50.5 million at December 31, 2023, and \$146.9 million at December 31, 2022.

A downgrade in our credit ratings could negatively impact the interest rate payable on our 3.5% Senior Notes, 4.5% Senior Notes, 3.8% Senior Notes, and 4.75% Senior Notes and could negatively impact our ability to issue, or the interest rates for, commercial paper notes. Additionally, an increase in our leverage ratio could negatively impact the interest rates charged for borrowings under our revolving credit facility.

See Note 10 of the Notes to Consolidated Financial Statements for more information on our non-vehicle long-term debt, commercial paper, and non-recourse debt.

### Restrictions and Covenants

Our amended and restated credit agreement and the indentures for our senior unsecured notes contain customary covenants that place restrictions on us, including our ability to incur additional or guarantee other indebtedness, to create liens or other encumbrances, to engage in sale and leaseback transactions, to sell (or otherwise dispose of) assets, and to merge or consolidate with other entities. Our failure to comply with the covenants contained in our amended and restated credit agreement and the indentures for our senior unsecured notes could result in the acceleration of other indebtedness of AutoNation.

Under our amended and restated credit agreement, we are required to remain in compliance with a maximum leverage ratio and a minimum interest coverage ratio. The leverage ratio is a contractually defined amount principally reflecting non-vehicle debt divided by a measure of earnings. The interest coverage ratio is a contractually defined amount reflecting a measure of earnings divided by certain interest expense principally associated with vehicle floorplan payable and non-vehicle debt. The specific terms of the leverage and interest coverage ratios can be found in our amended and restated credit agreement, which is filed with our Quarterly Report on Form 10-Q for the quarter ended June 30, 2023.



As of December 31, 2023, we were in compliance with the covenants under our credit agreement and the indentures for our senior unsecured notes. At December 31, 2023, our leverage and interest coverage ratios were as follows:

	December 31, 2023	
	Requirement	Actual
Leverage ratio	≤ 3.75x	2.19x
Interest coverage ratio	≥ 3.00x	6.06x

#### **Vehicle Floorplan Payable**

The components of vehicle floorplan payable are as follows:

(In millions)	2023	2022
Vehicle floorplan payable - trade	\$ 1,760.0	\$ 946.6
Vehicle floorplan payable - non-trade	1,622.4	1,162.7
Vehicle floorplan payable	<u>\$ 3,382.4</u>	<u>\$ 2,109.3</u>

Vehicle floorplan facilities are due on demand, but in the case of new vehicle inventories, are generally paid within several business days after the related vehicles are sold. Vehicle floorplan facilities are primarily collateralized by vehicle inventories and related receivables. See Note 6 of the Notes to Consolidated Financial Statements for more information on our vehicle floorplan payable.

#### **Cash Flows**

The following table summarizes the changes in our cash provided by (used in) operating, investing, and financing activities:

(In millions)	Years Ended December 31,		
	2023	2022	2021
Net cash provided by operating activities	\$ 724.0	\$ 1,668.1	\$ 1,627.7
Net cash used in investing activities	\$ (569.9)	\$ (479.3)	\$ (460.3)
Net cash used in financing activities	\$ (172.5)	\$ (1,154.0)	\$ (1,676.5)

#### **Cash Flows from Operating Activities**

Our primary sources of operating cash flows result from the sale of vehicles, finance and insurance products, and parts and automotive repair and maintenance services, proceeds from vehicle floorplan payable-trade, and collections on auto loans receivable for vehicles sold through our stores. Our primary uses of cash from operating activities are repayments of vehicle floorplan payable-trade, purchases of inventory, personnel-related expenditures, originations of loans receivable for vehicles sold through our stores, and payments related to taxes and leased properties.

##### *2023 compared to 2022*

Net cash provided by operating activities decreased during 2023, as compared to 2022, primarily due to an increase in working capital requirements, a decrease in earnings, and an increase in originations of loans receivable for vehicles sold through our stores.

#### **Cash Flows from Investing Activities**

Net cash flows from investing activities consist primarily of cash used in capital additions and activity from business acquisitions, business divestitures, property dispositions, originations and collections of auto loans receivable acquired through third-party dealers, and other transactions.

We will make facility and infrastructure upgrades and improvements from time to time as we identify projects that are required to maintain our current business or that we expect to provide us with acceptable rates of return.

*2023 compared to 2022*

Net cash used in investing activities increased during 2023, as compared to 2022, primarily due to an increase in purchases of property and equipment, an increase in cash used in acquisitions, and a decrease in cash received from business divestitures, partially offset by an increase in proceeds from the sale of auto loans receivable and an increase in net cash inflows related to auto loans receivable acquired through third-party dealers.

***Cash Flows from Financing Activities***

Net cash flows from financing activities primarily include repurchases of common stock, debt activity, and changes in vehicle floorplan payable-non-trade.

*2023 compared to 2022*

During 2023, we repurchased 6.4 million shares of common stock for an aggregate purchase price of \$863.6 million (average purchase price per share of \$134.68), excluding the excise tax imposed under the Inflation Reduction Act. During 2022, we repurchased 15.6 million shares of our common stock for an aggregate purchase price of \$1.7 billion (average purchase price per share of \$109.86), including repurchases for which settlement occurred subsequent to December 31, 2022.

Cash flows from financing activities include changes in commercial paper notes outstanding totaling net proceeds of \$390.0 million during 2023 compared to net repayments of \$290.0 million during 2022 and changes in vehicle floorplan payable-non-trade totaling net proceeds of \$425.3 million during 2023 compared to net proceeds of \$178.6 million during 2022.

During 2023, we repaid \$392.7 million and borrowed \$324.0 million under our non-recourse debt facilities. During 2022, we repaid \$35.6 million and borrowed \$40.7 million under our non-recourse debt facilities.

During 2022, we issued \$700.0 million aggregate principal amount of 3.85% Senior Notes due 2032. Cash flows from financing activities during 2022 reflect cash payments of \$6.6 million for debt issuance costs associated with the senior notes issuance that are being amortized to interest expense over the term of the related senior notes.

## Material Cash Requirements

The following table summarizes our current and long-term material cash requirements as of December 31, 2023. The amounts presented are based upon, among other things, the terms of any relevant agreements. Future events that may occur related to the following payment obligations could cause actual payments to differ significantly from these amounts.

(In millions)	Payments Due by Period				
	Total	Less Than 1 Year (2024)	1 - 3 Years (2025 and 2026)	3 - 5 Years (2027 and 2028)	More Than 5 Years (2029 and thereafter)
Vehicle floorplan payable (Note 6) <sup>(1)</sup>	\$ 3,382.4	\$ 3,382.4	\$ —	\$ —	\$ —
Non-vehicle long-term debt, including finance leases (Note 10) <sup>(1)(2)</sup>	3,612.2	462.1	532.8	732.0	1,885.3
Commercial paper (Note 10) <sup>(1)</sup>	440.0	440.0	—	—	—
Interest payments <sup>(3)</sup>	715.6	131.7	205.9	168.4	209.6
Operating lease and other commitments (Note 9) <sup>(1)(4)</sup>	571.9	58.1	111.4	97.9	304.5
Unrecognized tax benefits, net (Note 13) <sup>(1)</sup>	12.2	—	12.2	—	—
Deferred compensation obligations (Note 1) <sup>(1)(5)</sup>	129.3	7.3	—	—	122.0
Estimated chargeback liability (Note 11) <sup>(1)(6)</sup>	200.4	110.9	75.7	13.0	0.8
Estimated self-insurance obligations (Note 12) <sup>(1)(7)</sup>	102.3	42.3	32.6	13.3	14.1
Purchase obligations and other commitments <sup>(8)</sup>	342.6	207.3	93.0	39.0	3.3
<b>Total</b>	<b>\$ 9,508.9</b>	<b>\$ 4,842.1</b>	<b>\$ 1,063.6</b>	<b>\$ 1,063.6</b>	<b>\$ 2,539.6</b>

(1) See Notes to Consolidated Financial Statements.

(2) Amounts for non-vehicle long-term debt obligations reflect principal payments and are not reduced for unamortized debt discounts of \$4.7 million or debt issuance costs of \$17.2 million.

(3) Primarily represents scheduled fixed interest payments on our outstanding senior unsecured notes and finance leases. Estimates of future interest payments for vehicle floorplan payables and commercial paper are excluded due to the short-term nature of these facilities.

(4) Amounts for operating lease commitments do not include certain operating expenses such as maintenance, insurance, and real estate taxes. Additionally, operating leases that are on a month-to-month basis are not included.

(5) Due to uncertainty regarding timing of payments expected beyond one year, long-term obligations for deferred compensation arrangements have been classified in the "More Than 5 Years" column.

(6) Our estimated chargeback obligations do not have scheduled maturities, however, the timing of future payments is estimated based on historical patterns.

(7) Our estimated self-insurance obligations are based on management estimates and actuarial calculations. Although these obligations do not have scheduled maturities, the timing of future payments is estimated based on historical patterns.

(8) Primarily represents purchase orders and contracts in connection with real estate construction projects and information technology and communication systems.

We expect that the amounts above will be funded through cash flows from operations or borrowings under our commercial paper program or credit agreement. In the case of payments due upon the maturity of our debt instruments, we currently expect to be able to refinance such instruments in the normal course of business.

The table above excludes the non-recourse debt that relates to auto loans receivable funded through asset-backed term securitizations and/or warehouse facilities. These receivables can only be used as collateral to settle obligations of this non-recourse debt. In addition, the investors and/or creditors in the non-recourse debt have no recourse to our assets for payment of the debt beyond the related receivables, the amounts on deposit in reserve accounts, and the restricted cash from collections on auto loans receivable. Non-recourse debt, net of unamortized debt discounts and issuance costs, totaled \$258.4 million at December 31, 2023. See Note 5 and Note 10 to the Consolidated Financial Statements for more information.

In the ordinary course of business, we are required to post performance and surety bonds, letters of credit, and/or cash deposits as financial guarantees of our performance. At December 31, 2023, surety bonds, letters of credit, and cash deposits totaled \$142.2 million, of which \$0.8 million were letters of credit. We do not currently provide cash collateral for outstanding letters of credit. We have negotiated a letter of credit sublimit as part of our revolving credit facility. The amount available to be borrowed under this revolving credit facility is reduced on a dollar-for-dollar basis by the cumulative amount of any outstanding letters of credit.

As further discussed in Note 13 of the Notes to Consolidated Financial Statements, there are various tax matters where the ultimate resolution may result in us owing additional tax payments.

#### **Off-Balance Sheet Arrangements**

As of December 31, 2023, we did not have any significant off-balance sheet arrangements, as defined in Item 303(a)(4)(ii) of SEC Regulation S-K.

#### **Forward-Looking Statements**

Our business, financial condition, results of operations, cash flows, and prospects, and the prevailing market price and performance of our common stock may be adversely affected by a number of factors, including the matters discussed below. Certain statements and information set forth in this Annual Report on Form 10-K, including, without limitation, statements regarding our strategic acquisitions, initiatives, partnerships, or investments, including AutoNation USA, AutoNation Finance, and AutoNation Mobile Service; statements regarding our investments in digital and online capabilities and mobility solutions; statements regarding our expectations for the future performance of our business and the automotive retail industry; as well as other written or oral statements made from time to time by us or by our authorized executive officers on our behalf that describe our objectives, goals, or plans constitute "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements other than statements of historical fact, including statements that describe our objectives, plans or goals are, or may be deemed to be, forward-looking statements. Words such as "anticipate," "expect," "intend," "goal," "target," "project," "plan," "believe," "continue," "may," "will," "could," and variations of such words and similar expressions are intended to identify such forward-looking statements. Our forward-looking statements reflect our current expectations concerning future results and events, and they involve known and unknown risks, uncertainties and other factors that are difficult to predict and may cause our actual results, performance, or achievements to be materially different from any future results, performance, or achievements expressed or implied by these statements. These forward-looking statements speak only as of the date of this report, and we undertake no obligation to revise or update these statements to reflect subsequent events or circumstances. The risks, uncertainties, and other factors that our stockholders and prospective investors should consider include, but are not limited to, the following:

- The automotive retail industry is sensitive to changing economic conditions and various other factors, including, but not limited to, unemployment levels, consumer confidence, fuel prices, interest rates, and tariffs. Our business and results of operations are substantially dependent on new and used vehicle sales levels in the United States and in our particular geographic markets, as well as the gross profit margins that we can achieve on our sales of vehicles, all of which are very difficult to predict.
- Our new vehicle sales are impacted by the incentive, marketing, and other programs of vehicle manufacturers .
- We are dependent upon the success and continued financial viability of the vehicle manufacturers and distributors with which we hold franchises. In addition, we rely on various third-party suppliers for key products and services.

- We are subject to restrictions imposed by, and significant influence from, vehicle manufacturers that may adversely impact our business, financial condition, results of operations, cash flows, and prospects, including our ability to acquire additional stores.
- We are investing significantly in various strategic initiatives, including the planned expansion of our AutoNation USA stores, our AutoNation Finance business, and our AutoNation Mobile Service business, and if they are not successful, we will have incurred significant expenses without the benefit of improved financial results.
- If we are not able to maintain and enhance our retail brands and reputation or to attract consumers to our own digital channels, or if events occur that damage our retail brands, reputation, or sales channels, our business and financial results may be harmed.
- We are subject to various risks associated with originating and servicing auto finance loans through indirect lending to customers, any of which could have an adverse effect on our business.
- New laws, regulations, or governmental policies in response to climate change, including fuel economy and greenhouse gas emission standards, or changes to existing standards, could adversely impact our business, results of operations, financial condition, cash flow, and prospects.
- We are subject to numerous legal and administrative proceedings, which, if the outcomes are adverse to us, could materially adversely affect our business, results of operations, financial condition, cash flows, and prospects.
- Our operations are subject to extensive governmental laws and regulations. If we are found to be in purported violation of or subject to liabilities under any of these laws or regulations, or if new laws or regulations are enacted that adversely affect our operations, our business, operating results, and prospects could suffer.
- A failure of our information systems or any security breach or unauthorized disclosure of confidential information could have a material adverse effect on our business.
- Our debt agreements contain certain financial ratios and other restrictions on our ability to conduct our business, and our substantial indebtedness could adversely affect our financial condition and operations and prevent us from fulfilling our debt service obligations.
- We are subject to interest rate risk in connection with our vehicle floorplan payables, revolving credit facility, commercial paper program, and warehouse facilities that could have a material adverse effect on our profitability.
- Goodwill and other intangible assets comprise a significant portion of our total assets. We must test our goodwill and other intangible assets for impairment at least annually, which could result in a material, non-cash write-down of goodwill or franchise rights and could have a material adverse impact on our results of operations and shareholders' equity.
- Our minority equity investments with readily determinable fair values are required to be measured at fair value each reporting period, which could adversely impact our results of operations and financial condition. The carrying value of our minority equity investment that does not have a readily determinable fair value is required to be adjusted for observable price changes or impairments, both of which could adversely impact our results of operations and financial condition.
- Our largest stockholders, as a result of their ownership stakes in us, may have the ability to exert substantial influence over actions to be taken or approved by our stockholders. In addition, future share repurchases and fluctuations in the levels of ownership of our largest stockholders could impact the volume of trading, liquidity, and market price of our common stock.
- Natural disasters and adverse weather events, including the effects of climate change, can disrupt our business.

#### **Additional Information**

Investors and others should note that we announce material financial information using our company website ( [www.autonation.com](http://www.autonation.com) ), our investor relations website ( [investors.autonation.com](http://investors.autonation.com) ), SEC filings, press releases, public

conference calls, and webcasts. Information about AutoNation, its business, and its results of operations may also be announced by posts on AutoNation's X feed ([www.x.com/autonation](http://www.x.com/autonation)).

The information that we post on our website and social media channels could be deemed to be material information. As a result, we encourage investors, the media, and others interested in AutoNation to review the information that we post on those websites and social media channels. Our social media channels may be updated from time to time on our investor relations website. The information on or accessible through our websites and social media channels is not incorporated by reference in this Annual Report on Form 10-K.

## **ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

### **Interest Rate Risk**

We have market risk exposure on various instruments that are based on variable interest rates. Interest rate derivatives may be used to hedge a portion of our variable rate debt, when appropriate, based on market conditions.

We had \$3.4 billion of variable rate vehicle floorplan payable at December 31, 2023, and \$2.1 billion at December 31, 2022. Based on these amounts, a 100 basis point change in interest rates would result in an approximate change to our annual floorplan interest expense of \$33.8 million in 2023 and \$21.1 million in 2022. Our exposure to changes in interest rates with respect to total vehicle floorplan payable is partially mitigated by manufacturers' floorplan assistance, which in some cases is based on variable interest rates.

We had \$440.0 million of commercial paper notes outstanding at December 31, 2023, and \$50.0 million at December 31, 2022. Based on the amount outstanding, a 100 basis point change in interest rates would result in an approximate change to our annual interest expense of \$4.4 million in 2023 and \$0.5 million in 2022.

Our fixed rate senior unsecured notes totaled \$3.2 billion and had a fair value of \$3.0 billion as of December 31, 2023, and totaled \$3.2 billion and had a fair value of \$2.8 billion as of December 31, 2022.

As of December 31, 2023, all auto loans receivable outstanding were fixed-rate installment contracts. Financing for these receivables was achieved primarily through both variable- and fixed-rate non-recourse debt. Non-recourse debt includes warehouse facilities and asset-backed term securitizations. Borrowings under the warehouse facilities are variable-rate debt and are secured by the related auto loans receivable. Certain auto loans receivable were funded through term securitizations, which issued notes payable that accrue interest at fixed rates, and are also secured by the related auto loans receivable.

### **Equity Price Risk**

We are subject to equity price risk with respect to minority equity investments. Certain of our equity investments have readily determinable fair values. During the period that we hold these equity investments, unrealized gains and losses will be recorded as the fair market value of the securities change over time. The fair value of these equity investments was \$22.8 million at December 31, 2023. A hypothetical 10% change in the equity prices of these securities with readily determinable fair values would result in an approximate change to gain or loss of \$2.3 million. We also have a minority equity investment without a readily determinable fair value. This equity investment is measured using a measurement alternative as permitted by accounting standards and was initially recorded at cost, to be subsequently adjusted for observable price changes. During the period that we hold this investment, unrealized gains and losses may be recorded if we identify observable price changes in orderly transactions for the identical or a similar investment of the same issuer. The carrying amount of our equity investment without a readily determinable fair value was \$56.7 million at December 31, 2023. A hypothetical 10% observable price change for this equity investment would result in an approximate change to gain or loss of \$5.7 million. The selected 10% hypothetical change in equity prices is not intended to reflect a best or worst case scenario, as equity price changes could be smaller or larger due to the nature of equity markets.

**ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

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## Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Directors  
AutoNation, Inc.:

### *Opinion on the Consolidated Financial Statements*

We have audited the accompanying consolidated balance sheets of AutoNation, Inc. and subsidiaries (the Company) as of December 31, 2023 and 2022, the related consolidated statements of income, shareholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2023, and the related notes (collectively, the consolidated financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2023 and 2022, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2023, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2023, based on criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission, and our report dated February 16, 2024 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

### *Basis for Opinion*

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

### *Critical Audit Matter*

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of a critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

#### *Fair value of franchise rights*

As described in Note 8 to the consolidated financial statements, the franchise rights balance as of December 31, 2023 was \$876.2 million. The Company performs franchise rights impairment testing annually or more frequently when events or changes indicate that impairment may have occurred. During the fiscal year ended December 31, 2023, the Company performed a quantitative impairment analysis of its franchise rights.

We identified the assessment of the fair values of franchise rights as a critical audit matter. We performed sensitivity analyses as a risk assessment procedure over assumptions used to estimate the fair value of the franchise rights and determined the forecasted revenue growth rates, the forecasted margin rates and the discount rates represented the significant assumptions. A higher degree of auditor judgment was required to evaluate the Company's estimated



forecasted revenue growth rates and margin rates used to determine the fair value of the franchise rights. Valuation professionals with specialized skills and knowledge were required to evaluate the determination of the discount rates.

The following are the primary procedures we performed to address the critical audit matter. We evaluated the design and tested the operating effectiveness of certain internal controls related to the process to determine the fair value of the franchise rights, including controls over the:

- development of the forecasted revenue growth rates and the forecasted margin rates
- selection of the discount rate assumptions

We evaluated the Company's forecasted revenue growth rates by comparing the growth assumptions to market data, such as industry forecasted growth rates. We evaluated the Company's forecasted margin rates by comparing the rate assumptions to historical actual margins. We compared the Company's historical revenue growth and margin forecasts to actual results to assess the Company's ability to accurately forecast. In addition, we involved valuation professionals with specialized skills and knowledge, who assisted in evaluating the discount rates used by management in the valuations by comparing them against independently developed discount rates using publicly available market data for comparable entities.

/s/ KPMG LLP

We have served as the Company's auditor since 2003.

Fort Lauderdale, Florida

February 16, 2024

## Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Directors  
AutoNation, Inc.:

### *Opinion on Internal Control Over Financial Reporting*

We have audited AutoNation, Inc. and subsidiaries' (the Company) internal control over financial reporting as of December 31, 2023, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2023, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of December 31, 2023 and 2022, the related consolidated statements of income, shareholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2023, and the related notes (collectively, the consolidated financial statements), and our report dated February 16, 2024 expressed an unqualified opinion on those consolidated financial statements.

### *Basis for Opinion*

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Annual Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

### *Definition and Limitations of Internal Control Over Financial Reporting*

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ KPMG LLP

Fort Lauderdale, Florida  
February 16, 2024

**AUTONATION, INC.**  
**CONSOLIDATED BALANCE SHEETS**  
**As of December 31,**  
**(In millions, except share and per share data)**

	2023	2022
<b>ASSETS</b>		
<b>CURRENT ASSETS:</b>		
Cash and cash equivalents	\$ 60.8	\$ 72.6
Receivables, net of allowance for credit losses of \$ 2.1 million and \$ 1.7 million, respectively	1,040.4	858.8
Inventory	3,033.4	2,048.3
Other current assets	172.3	158.3
Total Current Assets	4,306.9	3,138.0
AUTO LOANS RECEIVABLE, net of allowance for credit losses of \$ 46.3 million and \$ 57.5 million, respectively	402.4	303.1
PROPERTY AND EQUIPMENT, NET	3,791.6	3,607.2
OPERATING LEASE ASSETS	392.1	323.5
GOODWILL	1,465.8	1,320.1
OTHER INTANGIBLE ASSETS, NET	927.8	837.0
OTHER ASSETS	693.4	530.8
Total Assets	\$ 11,980.0	\$ 10,059.7
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
<b>CURRENT LIABILITIES:</b>		
Vehicle floorplan payable - trade	\$ 1,760.0	\$ 946.6
Vehicle floorplan payable - non-trade	1,622.4	1,162.7
Accounts payable	344.7	327.6
Commercial paper	440.0	50.0
Current maturities of long-term debt	462.4	12.6
Current portion of non-recourse debt	8.8	10.7
Accrued payroll and benefits	239.0	238.0
Other current liabilities	705.2	657.5
Total Current Liabilities	5,582.5	3,405.7
LONG-TERM DEBT, NET OF CURRENT MATURITIES	3,127.9	3,586.9
NON-RECOURSE DEBT, NET OF CURRENT PORTION	249.6	312.9
NONCURRENT OPERATING LEASE LIABILITIES	363.2	296.9
DEFERRED INCOME TAXES	85.0	76.5
OTHER LIABILITIES	360.4	333.0
COMMITMENTS AND CONTINGENCIES (Note 20)		
<b>SHAREHOLDERS' EQUITY:</b>		
Common stock, par value \$ 0.01 per share; 1,500,000,000 shares authorized; 63,562,149 shares issued at December 31, 2023, and 63,562,149 shares issued at December 31, 2022, including shares held in treasury	0.6	0.6
Additional paid-in capital	22.4	3.1
Retained earnings	4,643.0	3,663.7
Treasury stock, at cost; 21,917,635 and 15,915,358 shares held, respectively	( 2,454.6 )	( 1,619.6 )
Total Shareholders' Equity	2,211.4	2,047.8
Total Liabilities and Shareholders' Equity	\$ 11,980.0	\$ 10,059.7

See accompanying Notes to Consolidated Financial Statements.

**AUTONATION, INC.**  
**CONSOLIDATED STATEMENTS OF INCOME**  
**For the Years Ended December 31,**  
**(In millions, except per share data)**

	2023	2022	2021
Revenue:			
New vehicle	\$ 12,767.4	\$ 11,754.4	\$ 12,081.7
Used vehicle	8,198.5	9,661.8	8,638.8
Parts and service	4,533.7	4,100.6	3,706.6
Finance and insurance, net	1,418.8	1,437.3	1,384.5
Other	30.5	30.9	32.4
<b>TOTAL REVENUE</b>	<b>26,948.9</b>	<b>26,985.0</b>	<b>25,844.0</b>
Cost of Sales:			
New vehicle	11,705.6	10,387.8	10,880.1
Used vehicle	7,690.5	9,108.7	7,950.7
Parts and service	2,394.4	2,200.3	2,033.9
Other	26.9	22.9	26.7
<b>TOTAL COST OF SALES</b>	<b>21,817.4</b>	<b>21,719.7</b>	<b>20,891.4</b>
Gross Profit:			
New vehicle	1,061.8	1,366.6	1,201.6
Used vehicle	508.0	553.1	688.1
Parts and service	2,139.3	1,900.3	1,672.7
Finance and insurance	1,418.8	1,437.3	1,384.5
Other	3.6	8.0	5.7
<b>TOTAL GROSS PROFIT</b>	<b>5,131.5</b>	<b>5,265.3</b>	<b>4,952.6</b>
Selling, general, and administrative expenses	3,253.2	3,026.1	2,876.2
Depreciation and amortization	220.5	200.3	193.3
Other (income) expense, net	5.9	14.4	( 19.7 )
<b>OPERATING INCOME</b>	<b>1,651.9</b>	<b>2,024.5</b>	<b>1,902.8</b>
Non-operating income (expense) items:			
Floorplan interest expense	( 144.7 )	( 41.4 )	( 25.7 )
Other interest expense	( 181.4 )	( 134.9 )	( 93.0 )
Other income (loss), net	24.4	( 14.7 )	24.3
<b>INCOME FROM CONTINUING OPERATIONS BEFORE INCOME TAXES</b>	<b>1,350.2</b>	<b>1,833.5</b>	<b>1,808.4</b>
Income tax provision	330.0	455.8	435.1
<b>NET INCOME FROM CONTINUING OPERATIONS</b>	<b>1,020.2</b>	<b>1,377.7</b>	<b>1,373.3</b>
Income (loss) from discontinued operations, net of income taxes	0.9	( 0.3 )	( 0.3 )
<b>NET INCOME</b>	<b>\$ 1,021.1</b>	<b>\$ 1,377.4</b>	<b>\$ 1,373.0</b>
BASIC EARNINGS (LOSS) PER SHARE:			
Continuing operations	\$ 22.87	\$ 24.47	\$ 18.51
Discontinued operations	\$ 0.02	\$ ( 0.01 )	\$ —
Net income	\$ 22.89	\$ 24.47	\$ 18.50
Weighted average common shares outstanding	44.6	56.3	74.2
DILUTED EARNINGS (LOSS) PER SHARE:			
Continuing operations	\$ 22.72	\$ 24.30	\$ 18.31
Discontinued operations	\$ 0.02	\$ ( 0.01 )	\$ —
Net income	\$ 22.74	\$ 24.29	\$ 18.31
Weighted average common shares outstanding	44.9	56.7	75.0
COMMON SHARES OUTSTANDING, net of treasury stock, at period end	41.6	47.6	62.6

See accompanying Notes to Consolidated Financial Statements.



**AUTONATION, INC.**  
**CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY**  
**For the Years Ended December 31, 2023, 2022, and 2021**  
(In millions, except share data)

	Common Stock		Additional Paid-In Capital	Retained Earnings	Treasury Stock	Total
	Shares	Amount				
BALANCE AT DECEMBER 31, 2020	102,562,149	\$ 1.0	\$ 53.1	\$ 4,069.4	\$ ( 887.8 )	\$ 3,235.7
Net income	—	—	—	1,373.0	—	1,373.0
Repurchases of common stock	—	—	—	—	( 2,303.2 )	( 2,303.2 )
Treasury stock cancellation	( 16,000,000 )	( 0.2 )	( 40.6 )	( 797.2 )	838.0	—
Stock-based compensation expense	—	—	35.0	—	—	35.0
Shares awarded under stock-based compensation plans, net of shares withheld for taxes	—	—	( 44.3 )	( 5.3 )	86.1	36.5
BALANCE AT DECEMBER 31, 2021	86,562,149	\$ 0.8	\$ 3.2	\$ 4,639.9	\$ ( 2,266.9 )	\$ 2,377.0
Net income	—	—	—	1,377.4	—	1,377.4
Repurchases of common stock	—	—	—	—	( 1,710.2 )	( 1,710.2 )
Treasury stock cancellation	( 23,000,000 )	( 0.2 )	( 7.8 )	( 2,295.5 )	2,303.5	—
Stock-based compensation expense	—	—	31.5	—	—	31.5
Shares awarded under stock-based compensation plans, net of shares withheld for taxes	—	—	( 23.8 )	( 58.1 )	54.0	( 27.9 )
BALANCE AT DECEMBER 31, 2022	63,562,149	\$ 0.6	\$ 3.1	\$ 3,663.7	\$ ( 1,619.6 )	\$ 2,047.8
Net income	—	—	—	1,021.1	—	1,021.1
Repurchases of common stock	—	—	—	—	( 871.7 )	( 871.7 )
Stock-based compensation expense	—	—	39.7	—	—	39.7
Shares awarded under stock-based compensation plans, net of shares withheld for taxes	—	—	( 20.4 )	( 41.8 )	36.7	( 25.5 )
BALANCE AT DECEMBER 31, 2023	63,562,149	\$ 0.6	\$ 22.4	\$ 4,643.0	\$ ( 2,454.6 )	\$ 2,211.4

See accompanying Notes to Consolidated Financial Statements.

**AUTONATION, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**For the Years Ended December 31,**  
**(In millions)**

	2023	2022	2021
<b>CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES:</b>			
Net income	\$ 1,021.1	\$ 1,377.4	\$ 1,373.0
Adjustments to reconcile net income to net cash provided by operating activities:			
Loss (income) from discontinued operations	( 0.9 )	0.3	0.3
Depreciation and amortization	220.5	200.3	193.3
Amortization of debt issuance costs and accretion of debt discounts	9.6	7.2	4.9
Stock-based compensation expense	39.7	31.5	35.0
Provision for credit losses on auto loans receivable	45.9	43.8	—
Deferred income tax provision (benefit)	20.1	1.3	( 17.4 )
Net gain related to business/property dispositions	( 9.1 )	( 16.3 )	( 18.1 )
Gain on equity investments	( 5.2 )	( 2.9 )	( 10.9 )
Loss (gain) on corporate-owned life insurance asset	( 16.4 )	19.4	( 12.7 )
Gain on sale of auto loans receivable	( 8.1 )	—	—
Other	6.4	1.6	2.6
(Increase) decrease, net of effects from business acquisitions and divestitures:			
Receivables	( 178.2 )	( 129.2 )	114.9
Auto loans receivable, net	( 229.9 )	—	—
Inventory	( 950.1 )	( 175.5 )	800.4
Other assets	( 84.2 )	( 58.4 )	92.2
Increase (decrease), net of effects from business acquisitions and divestitures:			
Vehicle floorplan payable - trade	813.4	461.1	( 1,059.7 )
Accounts payable	8.1	( 68.9 )	57.2
Other liabilities	21.6	( 24.3 )	73.0
Net cash provided by continuing operations	724.3	1,668.4	1,628.0
Net cash used in discontinued operations	( 0.3 )	( 0.3 )	( 0.3 )
Net cash provided by operating activities	724.0	1,668.1	1,627.7
<b>CASH PROVIDED BY (USED IN) INVESTING ACTIVITIES:</b>			
Purchases of property and equipment	( 410.3 )	( 329.0 )	( 215.7 )
Proceeds from the disposal of assets held for sale	7.9	22.8	37.1
Cash used in business acquisitions, net of cash acquired	( 271.4 )	( 191.6 )	( 432.7 )
Cash received from business divestitures, net of cash relinquished	23.2	55.2	48.7
Originations of auto loans receivable acquired through third-party dealers	( 110.9 )	( 56.0 )	—
Collections on auto loans receivable acquired through third-party dealers	135.0	36.4	—
Proceeds from the sale of auto loans receivable	68.7	—	—
Proceeds from the sale of equity securities	1.4	1.8	109.4
Investment in equity securities	—	( 12.0 )	( 5.5 )
Other	( 13.5 )	( 6.9 )	( 1.6 )
Net cash used in continuing operations	( 569.9 )	( 479.3 )	( 460.3 )
Net cash used in discontinued operations	—	—	—
Net cash used in investing activities	( 569.9 )	( 479.3 )	( 460.3 )

See accompanying Notes to Consolidated Financial Statements.

**AUTONATION, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**For the Years Ended December 31,**  
**(In millions)**  
**(Continued)**

	2023	2022	2021
CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES:			
Repurchases of common stock	( 874.4 )	( 1,699.5 )	( 2,318.2 )
Proceeds from 3.85% Senior Notes due 2032	—	698.8	—
Proceeds from 1.95% Senior Notes due 2028	—	—	399.2
Proceeds from 2.4% Senior Notes due 2031	—	—	448.8
Payment of 3.35% Senior Notes due 2021	—	—	( 300.0 )
Net proceeds from (payments of) commercial paper	390.0	( 290.0 )	340.0
Proceeds from non-recourse debt	324.0	40.7	—
Payments of non-recourse debt	( 392.7 )	( 35.6 )	—
Payment of debt issuance costs	( 6.6 )	( 7.1 )	( 8.0 )
Net proceeds from (payments of) vehicle floorplan payable - non-trade	425.3	178.6	( 263.9 )
Payments of other debt obligations	( 12.6 )	( 12.0 )	( 10.9 )
Proceeds from the exercise of stock options	1.9	3.4	54.5
Payments of tax withholdings for stock-based awards	( 27.4 )	( 31.3 )	( 18.0 )
Net cash used in continuing operations	( 172.5 )	( 1,154.0 )	( 1,676.5 )
Net cash used in discontinued operations	—	—	—
Net cash used in financing activities	( 172.5 )	( 1,154.0 )	( 1,676.5 )
INCREASE (DECREASE) IN CASH, CASH EQUIVALENTS, AND RESTRICTED CASH	( 18.4 )	34.8	( 509.1 )
CASH, CASH EQUIVALENTS, AND RESTRICTED CASH at beginning of year	95.4	60.6	569.7
CASH, CASH EQUIVALENTS, AND RESTRICTED CASH at end of year	\$ 77.0	\$ 95.4	\$ 60.6

See accompanying Notes to Consolidated Financial Statements.



**AUTONATION, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(All tables in millions, except per share data)**

**1. DESCRIPTION OF BUSINESS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

***Organization and Business***

AutoNation, Inc., through its subsidiaries, is one of the largest automotive retailers in the United States. As of December 31, 2023, we owned and operated 349 new vehicle franchises from 252 stores located in the United States, predominantly in major metropolitan markets in the Sunbelt region. Our stores sell 34 different new vehicle brands. The core brands of new vehicles that we sell, representing approximately 88 % of the new vehicles that we sold in 2023, are manufactured by Toyota (including Lexus), Honda, Ford, General Motors, BMW, Mercedes-Benz, Stellantis, and Volkswagen (including Audi and Porsche). As of December 31, 2023, we also owned and operated 53 AutoNation-branded collision centers, 19 AutoNation USA used vehicle stores, 4 AutoNation-branded automotive auction operations, 3 parts distribution centers, a mobile automotive repair and maintenance business, and an auto finance company.

We offer a diversified range of automotive products and services, including new vehicles, used vehicles, "parts and service" (also referred to as "After-Sales"), which includes automotive repair and maintenance services as well as wholesale parts and collision businesses, and automotive "finance and insurance" products (also referred to as "Customer Financial Services"), which include vehicle service and other protection products, as well as the arranging of financing for vehicle purchases through third-party finance sources. We also offer indirect financing on certain vehicles we sell through our captive finance company. For convenience, the terms "AutoNation," "Company," and "we" are used to refer collectively to AutoNation, Inc. and its subsidiaries, unless otherwise required by the context. Our store and other operations are conducted by our subsidiaries.

***Basis of Presentation***

The accompanying Consolidated Financial Statements include the accounts of AutoNation, Inc. and its subsidiaries. All of our automotive dealership subsidiaries are indirectly wholly owned by the parent company, AutoNation, Inc. Intercompany accounts and transactions have been eliminated in the consolidation.

***Use of Estimates***

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the reporting period. In preparing these financial statements, management has made its best estimates and judgments of certain amounts included in the financial statements. We base our estimates and judgments on historical experience and other assumptions that we believe are reasonable. However, application of these accounting policies involves the exercise of judgment and use of assumptions as to future uncertainties and, as a result, actual results could differ materially from these estimates. We periodically evaluate estimates and assumptions used in the preparation of the financial statements and make changes on a prospective basis when adjustments are necessary. Such estimates and assumptions affect, among other things, our goodwill, indefinite-lived intangible asset, and long-lived asset valuations; inventory valuation; equity investment valuation; assets held for sale; assessments of variable consideration and related constraints associated with retrospective commissions; accruals for chargebacks against revenue recognized from the sale of finance and insurance products; accruals related to self-insurance programs; the allowance for expected credit losses; certain legal proceedings; assessment of the annual income tax expense; deferred income taxes and income tax contingencies; and measurement of performance-based compensation costs.

***Cash and Cash Equivalents***

We consider all highly liquid investments with a maturity of three months or less as of the date of purchase to be cash equivalents unless the investments are legally or contractually restricted for more than three months. Under our cash management system, outstanding checks that are in excess of the cash balances at certain banks are included in Accounts

**AUTONATION, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(Continued)**

Payable in the Consolidated Balance Sheets and changes in these amounts are reflected in operating cash flows in the accompanying Consolidated Statements of Cash Flows.

***Auto Loans Receivable***

Auto loans receivable include amounts due from customers related to retail vehicle sales financed through our captive auto finance company, as well as retail vehicle installment sales contracts acquired through third-party independent dealers prior to October 2023. Auto loans receivable are presented net of an allowance for expected credit losses. See Note 5 of the Notes to Consolidated Financial Statements for additional information on our significant accounting policies related to auto loans receivable and the allowance for expected credit losses.

***Financing and Securitization Transactions***

Through wholly-owned, bankruptcy-remote, special purpose entities, we utilize warehouse facilities to fund auto loans receivable originated by our auto finance company. We also have term securitizations that were put in place prior to our acquisition of our captive auto finance company to provide long-term funding for certain auto loans receivable initially funded through the warehouse facilities. In these transactions, a pool of auto loans receivable is sold to a bankruptcy-remote, special purpose entity that, in turn, transfers the receivables to a special purpose securitization trust. The securitization trust issues asset-backed securities, secured or otherwise supported by the transferred receivables, and the proceeds from the sale of the asset-backed securities are used to finance the securitized receivables. We are required to evaluate the term securitization trusts for consolidation. See Note 10 of the Notes to Consolidated Financial Statements for more information on our non-recourse debt and consolidation of variable interest entities.

***Inventory***

Inventory consists primarily of new and used vehicles held for sale, valued at the lower of cost or net realizable value using the specific identification method. Cost includes acquisition, reconditioning, dealer installed accessories, and transportation expenses. Our new vehicle inventory costs are generally reduced by manufacturer holdbacks (percentage of either the manufacturer's suggested retail price or invoice price of a new vehicle that the manufacturer repays to the dealer), incentives, floorplan assistance, and non-reimbursement-based manufacturer advertising assistance. Parts, accessories, and other inventory are valued at the lower of cost or net realizable value. See Note 6 of the Notes to Consolidated Financial Statements for more detailed information about our inventory.

***Property and Equipment, net***

Property and equipment are recorded at cost less accumulated depreciation. Expenditures for major additions and improvements are capitalized, while minor replacements, maintenance, and repairs are charged to expense as incurred. In addition, we capitalize interest on borrowings during the active construction period of capital projects. Capitalized interest is added to the cost of the assets and depreciated over the estimated useful lives of the assets. Leased property meeting certain criteria is capitalized as a finance lease right-of-use asset and the present value of the related lease payments is recorded as a liability and included in current and/or long-term debt based on the lease term. When property is retired or otherwise disposed of, the cost and accumulated depreciation are removed from the accounts and any resulting gain or loss is reflected in Other (Income) Expense, Net (within Operating Income) in the Consolidated Statements of Income. See Note 7 of the Notes to Consolidated Financial Statements for detailed information about our property and equipment.

Depreciation is recorded over the estimated useful lives of the assets involved using the straight-line method. Leasehold improvements and finance lease right-of-use assets are amortized to depreciation expense over the estimated useful life of the asset or the respective lease term used in determining lease classification, whichever is shorter. The range of estimated useful lives is as follows:

Buildings and improvements	5 to 40 years
Furniture, fixtures, and equipment	3 to 10 years

**AUTONATION, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(Continued)**

We continually evaluate property and equipment, including leasehold improvements, to determine whether events or changes in circumstances have occurred that may warrant revision of the estimated useful life or whether the remaining balance should be evaluated for possible impairment. Such events or changes in circumstances may include a significant decrease in market value, a significant change in the business climate in a particular market, a current expectation that more-likely-than-not a long-lived asset will be sold or otherwise disposed of significantly before the end of its previously estimated useful life, or a current-period operating or cash flow loss combined with historical losses or projected future losses. We use an estimate of the related undiscounted cash flows over the remaining life of the asset (asset group) in assessing whether an asset (asset group) is recoverable. If the asset (asset group) is not recoverable, we determine the fair value of the asset (asset group) based on Level 3 inputs, and measure impairment losses based upon the amount by which the carrying amount of the asset (asset group) exceeds the fair value. If we recognize an impairment loss on a depreciable long-lived asset, the adjusted carrying amount of the asset becomes its new cost basis, which is depreciated over the remaining useful life of that asset.

When property and equipment are identified as held for sale, we reclassify the held for sale assets to Other Current Assets and cease recording depreciation. We measure each long-lived asset or disposal group at the lower of its carrying amount or fair value less cost to sell and recognize a loss for any initial adjustment of the long-lived asset's or disposal group's carrying amount to fair value less cost to sell in the period the "held for sale" criteria are met. Such valuations include estimations of fair values and incremental direct costs to transact a sale. The fair value measurements for our long-lived assets held for sale are based on Level 3 inputs, which consider information obtained from third-party real estate valuation sources, or, in certain cases, pending agreements to sell the related assets. We recognize an impairment loss if the amount of the asset's or disposal group's carrying amount exceeds the asset's or disposal group's estimated fair value less cost to sell.

Assets held for sale in both continuing operations and discontinued operations are reported in the "Corporate and other" category of our segment information. We had assets held for sale in continuing operations of \$ 21.3 million at December 31, 2023, and \$ 5.7 million at December 31, 2022. We had no assets held for sale in discontinued operations at December 31, 2023, and \$ 1.1 million at December 31, 2022.

See Note 19 of the Notes to Consolidated Financial Statements for information about our fair value measurement valuation process and impairment charges that were recorded during 2023, 2022, and 2021.

**Leases**

We lease numerous facilities and various types of equipment relating to our operations. See Note 9 of the Notes to Consolidated Financial Statements for a discussion of our significant accounting policies related to leases.

**Goodwill and Other Intangible Assets, net**

Goodwill consists of the cost of acquired businesses in excess of the fair value of the net assets acquired. Additionally, other intangible assets are separately recognized if the benefit of the intangible asset is obtained through contractual or other legal rights, or if the intangible asset can be sold, transferred, licensed, rented, or exchanged, regardless of our intent to do so.

Our principal identifiable intangible assets are rights under franchise agreements with vehicle manufacturers. We generally expect our franchise agreements to survive for the foreseeable future and, when the agreements do not have indefinite terms, anticipate routine renewals of the agreements without substantial cost. The contractual terms of our franchise agreements provide for various durations, ranging from one year to no expiration date, and in certain cases, manufacturers have undertaken to renew such franchises upon expiration so long as the dealership is in compliance with the terms of the agreement. However, in general, the states in which we operate have automotive dealership franchise laws that provide that, notwithstanding the terms of any franchise agreement, it is unlawful for a manufacturer to terminate or not renew a franchise unless "good cause" exists. It is generally difficult, outside of bankruptcy, for a manufacturer to terminate or not renew a franchise under these franchise laws, which were designed to protect dealers. In addition, in our experience and historically in the automotive retail industry, dealership franchise agreements are rarely involuntarily

**AUTONATION, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(Continued)**

terminated or not renewed by the manufacturer outside of bankruptcy. Accordingly, we believe that our franchise agreements will contribute to cash flows for the foreseeable future and have indefinite lives. Other intangible assets are amortized using a straight-line method over their useful lives, generally ranging from three to thirty years.

We do not amortize goodwill or franchise rights assets. Goodwill and franchise rights are tested for impairment annually or more frequently when events or changes in circumstances indicate that impairment may have occurred. During 2023, 2022, and 2021 we did not record any goodwill or franchise rights impairment charges.

See Note 8 of the Notes to Consolidated Financial Statements for more information about our goodwill and other intangible assets and Note 19 of the Notes to Consolidated Financial Statements for information about our annual impairment tests of goodwill and franchise rights.

***Other Current Assets***

Other current assets consist of various items, including, among other items, prepaid expenses, contract assets, deposits, and assets held for sale in continuing operations. Other current assets also include restricted cash on deposit in reserve accounts for the benefit of holders of certain non-recourse debt. These funds are not expected to be available to the company or its creditors.

***Other Assets***

Other assets consist of various items, including, among other items, service loaner and rental vehicle inventory, net, the cash surrender value of corporate-owned life insurance held in a Rabbi Trust for deferred compensation plan participants, and investments in equity securities.

***Other Current Liabilities***

Other current liabilities consist of various items payable within one year including, among other items, accruals for sales taxes, the current portions of finance and insurance chargeback liabilities, operating lease liabilities, contract liabilities, and deferred revenue, customer deposits, accrued expenses, and accrued interest payable.

***Other Liabilities***

Other liabilities consist of various items payable beyond one year including, among other items, the long-term portions of deferred compensation obligations, finance and insurance chargeback liabilities, contract liabilities, and self-insurance liabilities.

***Employee Savings Plans***

We offer a 401(k) plan to all of our associates and provided a matching contribution to certain associates that participate in the plan of \$ 24.5 million in 2023, \$ 19.9 million in 2022, and \$ 14.3 million in 2021. Employer matching contributions are fully vested immediately upon contribution.

We offer a deferred compensation plan (the "Plan") to provide certain associates and non-employee directors with the opportunity to accumulate assets for retirement on a tax-deferred basis. Participants in the Plan are allowed to defer a portion of their compensation and are fully vested in their respective deferrals and earnings. Participants may choose from a variety of investment options, which determine their earnings credits. Effective in January 2021, we suspended matching contributions to the Plan, which were reinstated effective January 2022. We provided a matching contribution to employee participants in the Plan of \$ 2.1 million for 2023 and \$ 1.3 million for 2022. One-third of the matching contribution is vested and credited to participants on the first day of the subsequent calendar year, and an additional one-third vests and is credited on each of the first and second anniversaries of such date. We may also make discretionary contributions, which vest three years after the effective date of the discretionary contribution. The balances due to participants in the Plan were \$ 129.3 million as of December 31, 2023, and \$ 107.8 million as of December 31, 2022, and are included in Other Current Liabilities and Other Liabilities in the accompanying Consolidated Balance Sheets.

**AUTONATION, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(Continued)**

***Stock-Based Compensation***

We grant stock-based awards in the form of time-based, performance-based, and market-based restricted stock units ("RSUs"), which are issued from our treasury stock upon vesting. Compensation cost for time-based and performance-based RSUs is based on the closing price of our common stock on the date of grant. Compensation cost for market-based RSUs is based on the fair value of the award calculated using a Monte Carlo simulation model on the date of grant.

Certain of our equity-based compensation plans contain provisions that provide for vesting of awards upon retirement. Accordingly, compensation cost for time-based RSUs is recognized on a straight-line basis over the shorter of the stated vesting period or the period until associates become retirement-eligible. Compensation cost for performance-based RSUs is recognized based on the expected achievement level of the performance goals, which is evaluated over the performance period, and recognized over the shorter of the stated vesting period or the period until associates become retirement-eligible. Compensation cost for market-based RSUs is recognized over the shorter of the stated vesting period or the period until associates become retirement-eligible, regardless of whether the market condition is satisfied. We account for forfeitures of stock-based awards as they occur. See Note 15 of the Notes to Consolidated Financial Statements for more information about our stock-based compensation arrangements.

***Revenue Recognition***

Revenue consists of the sales of new and used vehicles, sales of parts and automotive services, commissions for the placement of finance and insurance products, and sales of other products. See Note 2 of the Notes to Consolidated Financial Statements for a discussion of our significant accounting policies related to revenue recognition.

***Insurance***

Under our self-insurance programs, we retain various levels of aggregate loss limits, per claim deductibles, and claims-handling expenses as part of our various insurance programs, including property and casualty, automobile, workers' compensation, and employee medical benefits. Costs in excess of this retained risk per claim may be insured under various contracts with third-party insurance carriers. We review our claim and loss history on a periodic basis to assist in assessing our future liability. The ultimate costs of these retained insurance risks are estimated by management and by third-party actuarial evaluation of historical claims experience, adjusted for current trends and changes in claims-handling procedures. See Note 12 of the Notes to Consolidated Financial Statements for more information on our self-insurance liabilities.

***Manufacturer Incentives and Other Rebates***

We receive various incentives from manufacturers based on achieving certain objectives, such as specified sales volume targets, as well as other objectives, including maintaining standards of a particular vehicle brand, which may include but are not limited to facility image and design requirements, customer satisfaction survey results, and training standards, among others. These incentives are typically based upon units purchased or sold. These manufacturer incentives are recognized as a reduction of new vehicle cost of sales when earned, generally at the time the related vehicles are sold or upon attainment of the particular program goals, whichever is later.

We also receive manufacturer rebates and assistance for holdbacks, floorplan interest, and non-reimbursement-based advertising expenses (described below), which are reflected as a reduction in the carrying value of each vehicle purchased by us. We recognize holdbacks, floorplan interest assistance, non-reimbursement-based advertising rebates, cash incentives, and other rebates received from manufacturers that are tied to specific vehicles as a reduction to cost of sales as the related vehicles are sold.

***Advertising***

We generally expense the cost of advertising as incurred, net of earned manufacturer reimbursements for specific advertising costs and other discounts. Advertising expense, net of manufacturer advertising reimbursements, was \$ 243.5 million in 2023, \$ 184.3 million in 2022, and \$ 170.3 million in 2021, and is reflected as a component of Selling, General, and Administrative Expenses in the accompanying Consolidated Statements of Income.

**AUTONATION, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(Continued)**

Manufacturer advertising rebates that are reimbursements of costs associated with specific advertising expenses are earned in accordance with the respective manufacturers' reimbursement-based advertising assistance programs, which is typically after we have incurred the corresponding advertising expenses, and are reflected as a reduction of advertising expense. Manufacturer advertising reimbursements classified as an offset to advertising expenses were \$ 61.3 million in 2023, \$ 58.2 million in 2022, and \$ 51.4 million in 2021. All other non-reimbursement-based manufacturer advertising rebates that are not associated with specific advertising expenses are recorded as a reduction of inventory and recognized as a reduction of new vehicle cost of sales in the period the related vehicle is sold.

***Parts and Service Internal Profit***

Our parts and service departments recondition the majority of used vehicles acquired by our used vehicle departments and perform preparatory work and accessory installation on new vehicles acquired by our new vehicle departments. The parts and service departments charge the new and used vehicle departments as if they were third parties in order to account for total activity performed by that department. Revenues and costs of sales associated with the internal work performed by our parts and service departments are reflected in our parts and service results in our Consolidated Statements of Income. New and used vehicle revenues and costs of sales are reduced by the amount of the intracompany charge. As a result, the revenues and costs of sales associated with the internal work performed by our parts and service departments are eliminated in consolidation. We also defer internal profit associated with the internal work performed by our parts and service departments on our vehicle inventory until such vehicles have been sold.

***Income Taxes***

We file a consolidated federal income tax return. Deferred income taxes have been provided for temporary differences between the recognition of revenue and expenses for financial and income tax reporting purposes and between the tax basis of assets and liabilities and their reported amounts in the financial statements. See Note 13 of the Notes to Consolidated Financial Statements for more detailed information related to income taxes.

***Earnings Per Share***

Basic earnings per share is computed by dividing net income by the weighted average number of common shares outstanding for the period, including vested RSU awards. Diluted earnings per share is computed using the treasury stock method by dividing net income by the weighted average number of shares outstanding, noted above, including the dilutive effect of unvested RSU awards and stock options. See Note 3 of the Notes to Consolidated Financial Statements for more information on the computation of earnings per share.

***Recent Accounting Pronouncements***

In December 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standard Update ("ASU") 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures, that requires presentation of specific categories of reconciling items, as well reconciling items that meet a quantitative threshold, in the reconciliation between the income tax provision and the income tax provision using statutory tax rates. The standard also requires disclosure of income taxes paid disaggregated by jurisdiction with separate disclosure of income taxes paid to individual jurisdictions that meet a quantitative threshold. The amendments in this accounting standard are effective for fiscal years beginning after December 15, 2024, on a prospective basis. Early adoption and retrospective application are permitted. We do not expect the adoption of this accounting standard to have an impact on our Consolidated Financial Statements, but will require certain additional disclosures.

**AUTONATION, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(Continued)**

In November 2023, the FASB issued ASU 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures, that requires disclosure of significant segment expenses that are regularly reviewed by the chief operating decision maker and included within each reported measure of segment profit or loss. The standard also requires disclosure of the composition of other segment items included in the measure of segment profit or loss that are not separately disclosed. The new standard is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted. We do not expect the adoption of this accounting standard to have an impact on our Consolidated Financial Statements, but will require certain additional disclosures.

## 2. REVENUE RECOGNITION

### *Disaggregation of Revenue*

The significant majority of our revenue is from contracts with customers. Taxes assessed by governmental authorities that are directly imposed on revenue transactions are excluded from revenue and expenses. In the following tables, revenue is disaggregated by major lines of goods and services and timing of transfer of goods and services. The tables also include a reconciliation of the disaggregated revenue to reportable segment revenue.

	Year Ended December 31, 2023				
	Domestic	Import	Premium Luxury	Corporate and other <sup>(1)</sup>	Total
<u>Major Goods/Service Lines</u>					
New vehicle	\$ 3,525.0	\$ 3,996.0	\$ 5,246.4	\$ —	\$ 12,767.4
Used vehicle	2,428.4	2,222.2	2,979.5	568.4	8,198.5
Parts and service	1,184.7	1,150.1	1,593.1	605.8	4,533.7
Finance and insurance, net	432.0	490.1	446.2	50.5	1,418.8
Other	3.1	22.5	1.2	3.7	30.5
	<u>\$ 7,573.2</u>	<u>\$ 7,880.9</u>	<u>\$ 10,266.4</u>	<u>\$ 1,228.4</u>	<u>\$ 26,948.9</u>
<u>Timing of Revenue Recognition</u>					
Goods and services transferred at a point in time	\$ 6,723.2	\$ 6,988.3	\$ 8,911.4	\$ 819.9	\$ 23,442.8
Goods and services transferred over time <sup>(2)</sup>	850.0	892.6	1,355.0	408.5	3,506.1
	<u>\$ 7,573.2</u>	<u>\$ 7,880.9</u>	<u>\$ 10,266.4</u>	<u>\$ 1,228.4</u>	<u>\$ 26,948.9</u>

**AUTONATION, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
(Continued)

Year Ended December 31, 2022					
	Domestic	Import	Premium Luxury	Corporate and other <sup>(1)</sup>	Total
<b>Major Goods/Service Lines</b>					
New vehicle	\$ 3,409.1	\$ 3,473.0	\$ 4,872.3	\$ —	\$ 11,754.4
Used vehicle	3,022.3	2,652.7	3,499.8	487.0	9,661.8
Parts and service	1,092.7	1,050.9	1,448.6	508.4	4,100.6
Finance and insurance, net	460.3	494.1	453.8	29.1	1,437.3
Other	3.1	19.6	3.6	4.6	30.9
	<u>\$ 7,987.5</u>	<u>\$ 7,690.3</u>	<u>\$ 10,278.1</u>	<u>\$ 1,029.1</u>	<u>\$ 26,985.0</u>

<b>Timing of Revenue Recognition</b>					
Goods and services transferred at a point in time	\$ 7,226.9	\$ 6,896.2	\$ 9,063.1	\$ 703.7	\$ 23,889.9
Goods and services transferred over time <sup>(2)</sup>	760.6	794.1	1,215.0	325.4	3,095.1
	<u>\$ 7,987.5</u>	<u>\$ 7,690.3</u>	<u>\$ 10,278.1</u>	<u>\$ 1,029.1</u>	<u>\$ 26,985.0</u>

Year Ended December 31, 2021					
	Domestic	Import	Premium Luxury	Corporate and other <sup>(1)</sup>	Total
<b>Major Goods/Service Lines</b>					
New vehicle	\$ 3,601.8	\$ 3,969.8	\$ 4,510.1	\$ —	\$ 12,081.7
Used vehicle	2,875.0	2,370.5	3,067.4	325.9	8,638.8
Parts and service	1,007.6	950.0	1,246.7	502.3	3,706.6
Finance and insurance, net	469.1	489.6	401.0	24.8	1,384.5
Other	6.4	18.6	4.7	2.7	32.4
	<u>\$ 7,959.9</u>	<u>\$ 7,798.5</u>	<u>\$ 9,229.9</u>	<u>\$ 855.7</u>	<u>\$ 25,844.0</u>

<b>Timing of Revenue Recognition</b>					
Goods and services transferred at a point in time	\$ 7,260.7	\$ 7,079.0	\$ 8,197.6	\$ 535.6	\$ 23,072.9
Goods and services transferred over time <sup>(2)</sup>	699.2	719.5	1,032.3	320.1	2,771.1
	<u>\$ 7,959.9</u>	<u>\$ 7,798.5</u>	<u>\$ 9,229.9</u>	<u>\$ 855.7</u>	<u>\$ 25,844.0</u>

<sup>(1)</sup> "Corporate and other" is comprised of our other businesses, including AutoNation USA used vehicle stores, collision centers, parts distribution centers, auction operations, and AutoNation Mobile Service.

<sup>(2)</sup> Represents revenue recognized during the period for automotive repair and maintenance services.

**Performance Obligations and Significant Judgments and Estimates Related to Revenue Recognition**

**New and Used Vehicle**

We sell new vehicles at our franchised dealerships and used vehicles at our franchised dealerships, AutoNation USA used vehicle stores, and wholesale auctions. The transaction price for a vehicle sale is determined with the customer at the time of sale. Customers often trade in their own vehicle to apply toward the purchase of a retail new or used vehicle. The



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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
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“trade-in” vehicle is a type of noncash consideration measured at fair value, based on external and internal market data for the specific vehicle, and applied as payment to the contract price for the purchased vehicle.

When we sell a new or used vehicle, we typically transfer control at a point in time upon delivery of the vehicle to the customer, which is generally at time of sale, as the customer is able to direct the use of, and obtain substantially all of the benefits from, the vehicle at such time. We do not directly finance our customers' vehicle purchases or leases. We offer indirect financing on certain vehicles we sell, and income from such financing is reflected in our AutoNation Finance results within Other (Income) Expense, Net in our Consolidated Statements of Income. In many cases, we arrange third-party financing for the retail sale or lease of vehicles to our customers in exchange for a fee paid to us by the third-party financial institution. We receive payment directly from the customer at the time of sale, from the third-party financial institution (referred to as contracts-in-transit or vehicle receivables, which are part of our receivables from contracts with customers), or from our captive finance company within a short period of time following the sale. We establish provisions, which are not significant, for estimated returns and warranties on the basis of both historical information and current trends.

We also offer auction services at our AutoNation-branded automotive auctions, revenue from which is included within Used Vehicle wholesale revenue. The transaction price for auction services is based on an established pricing schedule and determined with the customer at the time of sale, and payment is due upon completion of service. We satisfy our performance obligations related to auction services at the point in time that control transfers to the customer, which is when the service is completed.

Parts and Service

We sell parts and automotive services related to customer-paid repairs and maintenance, repairs and maintenance under manufacturer warranties and extended service contracts, and collision-related repairs. We also sell parts through our wholesale and retail counter channels, as well as our e-commerce website.

Each automotive repair and maintenance service is a single performance obligation that includes both the parts and labor associated with the service. Payment for automotive service work is typically due upon completion of the service, which is generally completed within a short period of time from contract inception. The transaction price for automotive repair and maintenance services is based on the parts used, the number of labor hours applied, and standardized hourly labor rates. We satisfy our performance obligations, transfer control, and recognize revenue over time for automotive repair and maintenance services because we are creating an asset with no alternative use and we have an enforceable right to payment for performance completed to date. We use an input method to recognize revenue and measure progress based on labor hours expended relative to the total labor hours expected to be expended to satisfy the performance obligation. We have determined labor hours expended to be the relevant measure of work performed to complete the automotive repair or maintenance service for the customer. As a practical expedient, since automotive repair and maintenance service contracts have an original duration of one year or less, we do not consider the time value of money, and we do not disclose estimated revenue expected to be recognized in the future for performance obligations that are unsatisfied (or partially unsatisfied) at the end of the reporting period or when we expect to recognize such revenue.

The transaction price for wholesale and retail counter parts sales is determined at the time of sale based on the quantity and price of each product purchased. Payment is typically due at time of sale, or within a short period of time following the sale. We establish provisions, which are not significant, for estimated parts returns based on historical information and current trends. Delivery methods of wholesale and retail counter parts vary; however, we generally consider control of wholesale and retail counter parts to transfer when the products are shipped, which typically occurs the same day as or within a few days of the sale.

Finance and Insurance

We sell and receive a commission on the following types of finance and insurance products: extended service contracts, maintenance programs, guaranteed auto protection (known as “GAP,” this protection covers the shortfall between a customer’s loan balance and insurance payoff in the event of a casualty), “tire and wheel” protection, and theft protection

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products, among others. We offer products that are sold and administered by independent third parties, including the vehicle manufacturers' captive finance subsidiaries.

Pursuant to our arrangements with these third-party providers, we sell the products on a commission basis, and, for certain products, we also participate in future profit pursuant to retrospective commission arrangements with the issuers of those contracts through the life of the related contracts. For retrospective commission arrangements, we are paid annually based on the annual performance of the issuers' product portfolio. For the majority of finance and insurance product sales, our performance obligation is to arrange for the provision of goods or services by another party. Our performance obligation is satisfied when this arrangement is made, which is when the finance and insurance product is delivered to the end-customer, generally at the time of the vehicle sale. As agent, we recognize revenue in the amount of any fee or commission to which we expect to be entitled, which is the net amount of consideration that we retain after paying the third-party provider the consideration received in exchange for the goods or services to be fulfilled by that party.

The retrospective commission we earn on each product sold is a form of variable consideration that is subject to constraint due to it being highly susceptible to factors outside our influence and control. Our agreements with the third-party administrators generally provide for an annual retrospective commission payout based on the product portfolio performance for that year. We estimate variable consideration related to retrospective commissions and perform a constraint analysis using the expected value method based on the historical performance of the product portfolios and current trends to estimate the amount of retrospective commissions to which we expect we will be entitled. At each reporting period, we reassess our expectations about the amount of retrospective commission variable consideration to which we expect to be entitled and recognize revenue when we no longer believe a significant revenue reversal is probable.

Additionally, we may be charged back for commissions related to finance and insurance products in the event of early termination, default, or prepayment of the contracts by end-customers ("chargebacks"). An estimated refund liability for chargebacks against the revenue recognized from sales of finance and insurance products is recorded in the period in which the related revenue is recognized and is based primarily on our historical chargeback experience. We update our measurement of the chargeback liability at each reporting date for changes in expectations about the amount of chargebacks. See Note 11 of the Notes to Consolidated Financial Statements for more information regarding chargeback liabilities.

We also sell a vehicle maintenance program (the Vehicle Care Program or "VCP") where we act as the principal in the sale since we have the primary responsibility to provide the specified services to the customer under the VCP contract. When a VCP product is sold in conjunction with the sale of a vehicle to the same customer, the stand-alone selling prices of each product are based on observable selling prices. Under a VCP contract, a customer purchases a specific number of maintenance services to be redeemed at an AutoNation location over a five-year term from the date of purchase. We satisfy our performance obligations and recognize revenue as maintenance services are rendered, since the customer benefits when we have completed the maintenance service. Although payment is due from the customer at the time of sale and services are rendered at points in time during a five-year contract term, these contracts do not contain a significant financing component as the transfer of services is at the discretion of the customer. The following table includes estimated revenue expected to be recognized in the future related to VCP performance obligations that are unsatisfied (or partially unsatisfied) at the end of the reporting period.

	Revenue Expected to Be Recognized by Period			
	Total	Next 12 Months	13 - 36 Months	37 - 60 Months
Revenue expected to be recognized on VCP contracts sold as of period end	\$ 107.3	\$ 36.7	\$ 52.3	\$ 18.3

We also recognize revenue, net of estimated chargebacks, for commissions earned by us for the transfer of financial assets when we arrange installment loans and leases with third-party lenders in connection with customer vehicle purchases.

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**Other Revenue**

The majority of our other revenue is generated from the sale of vehicles to fleet/rental car companies that are specifically ordered for such companies ("fleet" sales). Revenue recognition for fleet sales is very similar to the recognition of revenue for new vehicles, described above.

**Contract Assets and Liabilities**

When the timing of our provision of goods or services is different from the timing of payments made by our customers, we recognize either a contract asset (performance precedes contractual due date) or a contract liability (customer payment precedes performance). Contract assets primarily relate to our right to consideration for work in process not yet billed at the reporting date associated with automotive repair and maintenance services, as well as our estimate of variable consideration that has been included in the transaction price for certain finance and insurance products (retrospective commissions). These contract assets are reclassified to receivables when the right to consideration becomes unconditional. Contract liabilities primarily relate to upfront payments received from customers for the sale of VCP contracts.

Our receivables from contracts with customers are included in Receivables, net, our current contract asset is included with Other Current Assets, our long-term contract asset is included with Other Assets, our current contract liability is included with Other Current Liabilities, and our long-term contract liability is included with Other Liabilities in our Consolidated Balance Sheets.

The following table provides the balances at December 31 of our receivables from contracts with customers and our current and long-term contract assets and contract liabilities:

	2023	2022	2021
Receivables from contracts with customers, net	\$ 762.0	\$ 634.5	\$ 539.9
Contract Asset (Current)	\$ 23.1	\$ 27.7	\$ 30.4
Contract Asset (Long-Term)	\$ 3.2	\$ 8.6	\$ 14.2
Contract Liability (Current)	\$ 42.5	\$ 41.8	\$ 33.6
Contract Liability (Long-Term)	\$ 70.6	\$ 66.6	\$ 60.5

The change in the balances of our contract assets and contract liabilities primarily result from the timing differences between our performance and the customer's payment, as well as changes in the estimated transaction price related to variable consideration for performance obligations satisfied in previous periods. The following table presents revenue recognized during the year from amounts included in the contract liability balance at the beginning of the period and adjustments to revenue related to performance obligations satisfied in previous periods:

	2023	2022	2021
Amounts included in contract liability at the beginning of the period	\$ 35.0	\$ 33.6	\$ 32.1
Performance obligations satisfied in previous periods	\$ —	\$ 2.1	\$ 19.4

Other significant changes include contract assets reclassified to receivables of \$ 29.1 million during 2023 and \$ 30.5 million in 2022.

**Contract Costs**

For sales commissions incurred related to sales of vehicles and sales of finance and insurance products for which we act as agent, we have elected as a practical expedient to not capitalize the incremental costs to obtain those contracts since they are point-of-sale transactions and the amortization period would be immediate.

Sales commissions and third-party administrator fees incurred related to sales of VCP products are capitalized since these payments are directly related to sales achieved during a time period and would not have been incurred if the contract

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had not been obtained. Since the capitalized costs are related to services that are transferred during a five-year contract term, we amortize the assets over the contract term of five years consistent with the pattern of transfer of the service to which the assets relate. We had capitalized costs incurred to obtain or fulfill a VCP contract with a customer of \$ 10.4 million as of December 31, 2023, and \$ 10.1 million at December 31, 2022. We amortized \$ 4.0 million and \$ 3.8 million of these capitalized costs during 2023 and 2022, respectively.

### 3. EARNINGS PER SHARE

Basic earnings per share ("EPS") is computed by dividing net income by the weighted average number of common shares outstanding for the period, including vested RSU awards. Diluted EPS is calculated using the treasury stock method by dividing net income by the weighted average number of shares outstanding, noted above, including the dilutive effect of unvested RSU awards and stock options.

The following table presents the calculation of basic and diluted EPS:

	2023	2022	2021
Net income from continuing operations	\$ 1,020.2	\$ 1,377.7	\$ 1,373.3
Income (loss) from discontinued operations, net of income taxes	0.9	( 0.3 )	( 0.3 )
Net income	<u>\$ 1,021.1</u>	<u>\$ 1,377.4</u>	<u>\$ 1,373.0</u>
Basic weighted average common shares outstanding	44.6	56.3	74.2
Dilutive effect of unvested RSUs and stock options	0.3	0.4	0.8
Diluted weighted average common shares outstanding	<u>44.9</u>	<u>56.7</u>	<u>75.0</u>
<b>Basic EPS amounts<sup>(1)</sup>:</b>			
Continuing operations	\$ 22.87	\$ 24.47	\$ 18.51
Discontinued operations	\$ 0.02	\$ ( 0.01 )	\$ —
Net income	\$ 22.89	\$ 24.47	\$ 18.50
<b>Diluted EPS amounts<sup>(1)</sup>:</b>			
Continuing operations	\$ 22.72	\$ 24.30	\$ 18.31
Discontinued operations	\$ 0.02	\$ ( 0.01 )	\$ —
Net income	\$ 22.74	\$ 24.29	\$ 18.31

<sup>(1)</sup> EPS amounts are calculated discretely and, therefore, may not add up to the total due to rounding.

A summary of anti-dilutive equity instruments excluded from the computation of diluted EPS is as follows:

	2023	2022	2021
Anti-dilutive equity instruments excluded from the computation of diluted EPS	—	0.1	—

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#### 4. RECEIVABLES, NET

The components of receivables, net of allowances for expected credit losses, at December 31 are as follows:

	2023	2022
Contracts-in-transit and vehicle receivables	\$ 553.8	\$ 441.1
Trade receivables	173.2	156.6
Manufacturer receivables	240.5	174.4
Income taxes receivable (see Note 13)	11.1	20.2
Other	63.9	68.2
	1,042.5	860.5
Less: allowances for expected credit losses	( 2.1 )	( 1.7 )
Receivables, net	\$ 1,040.4	\$ 858.8

Contracts-in-transit and vehicle receivables primarily represent receivables from financial institutions for the portion of the vehicle sales price financed by our customers. Trade receivables represent amounts due for parts and services sold, excluding amounts due from manufacturers, as well as receivables from finance organizations for commissions on the sale of finance and insurance products. Manufacturer receivables represent amounts due from manufacturers for holdbacks, rebates, incentives, floorplan assistance, and warranty claims. We evaluate our receivables for collectability based on past collection experience, current information, and reasonable and supportable forecasts.

#### 5. AUTO LOANS RECEIVABLE

Auto loans receivable include amounts due from customers related to retail vehicle sales financed through our auto finance company (referred to as AutoNation Finance), as well as retail vehicle installment sales contracts acquired through third-party independent dealers prior to October 2023. Auto loans receivable are presented net of an allowance for expected credit losses. Auto loans receivable represent a large group of smaller-balance homogeneous loans, which we consider to be part of one class of financing receivable and one portfolio segment for purposes of determining our allowance for expected credit losses.

AutoNation Finance operating results include the interest and fee income generated by auto loans receivable less the interest expense associated with the debt issued to fund these receivables, a provision for estimated credit losses, and direct expenses, as well as gains or losses on the sale of auto loans receivable. AutoNation Finance operating results are included as a component of Other (Income) Expense, Net (within Operating Income). Interest income on auto loans receivable is recognized when earned based on contractual loan terms. Direct costs associated with loan originations are capitalized and amortized using the effective interest method.

##### **Auto Loans Receivable, Net**

The components of auto loans receivable, net of unearned discounts and allowances for expected credit losses, at December 31, are as follows:

	2023	2022
Total auto loans receivable	\$ 451.2	\$ 377.0
Accrued interest and fees	4.8	4.4
Deferred loan origination costs	1.6	0.5
Less: unearned discounts	( 8.9 )	( 21.3 )
Less: allowances for expected credit losses	( 46.3 )	( 57.5 )
Auto loans receivable, net	\$ 402.4	\$ 303.1

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**Credit Quality**

We utilize proprietary credit scoring models to rate the risk of default for customers that apply for financing by evaluating customer credit history and certain credit application information. Our evaluation considers information such as payment history for prior or existing credit accounts, as well as application information such as income, collateral, and down payment. The scoring models yield credit program tiers that represent the relative likelihood of repayment. The assigned credit tier influences the terms of the agreement, such as the required loan-to-value ratio and interest rate. After origination, credit tier assignments by customer are generally not updated.

We monitor the credit quality of the auto loans receivable on an ongoing basis and also validate the accuracy of the credit scoring models periodically. Loan performance is reviewed on a recurring basis to identify whether the assigned credit tiers adequately reflect the customers' likelihood of repayment, and if needed, adjustments are made to the scoring models on a prospective basis.

**Auto Loans Receivable by Major Credit Program**

The following table presents auto loans receivable as of December 31, 2023, and December 31, 2022, disaggregated by major credit program tier:

As of December 31, 2023	Fiscal Year of Origination						Prior to 2019	Total
	2023	2022	2021	2020	2019			
Credit Program Tier <sup>(1)</sup> :								
Platinum	\$ 163.9	\$ 14.8	\$ 8.2	\$ 3.3	\$ 3.1	\$ 0.5		\$ 193.8
Gold	64.3	35.9	18.5	6.8	4.5	0.8		130.8
Silver	50.2	33.0	16.2	5.2	2.8	0.3		107.7
Bronze	6.7	0.7	6.0	1.5	0.1	—		15.0
Copper	0.3	0.2	2.8	0.5	0.1	—		3.9
Total auto loans receivable	<u>\$ 285.4</u>	<u>\$ 84.6</u>	<u>\$ 51.7</u>	<u>\$ 17.3</u>	<u>\$ 10.6</u>	<u>\$ 1.6</u>		<u>\$ 451.2</u>
Current-period gross write-offs	\$ 10.5	\$ 33.6	\$ 16.4	\$ 4.6	\$ 2.5	\$ 0.7		\$ 68.3

As of December 31, 2022	Fiscal Year of Origination						Prior to 2018	Total
	2022	2021	2020	2019	2018			
Credit Program Tier <sup>(1)</sup> :								
Platinum	\$ 21.9	\$ 12.9	\$ 6.4	\$ 7.4	\$ 2.2	\$ 0.2		\$ 51.0
Gold	53.7	30.0	12.9	10.6	3.2	0.4		110.8
Silver	61.9	29.8	10.4	8.0	1.9	0.1		112.1
Bronze	41.4	17.1	7.4	3.7	1.0	0.1		70.7
Copper	19.2	8.0	2.6	1.8	0.7	0.1		32.4
Total auto loans receivable	<u>\$ 198.1</u>	<u>\$ 97.8</u>	<u>\$ 39.7</u>	<u>\$ 31.5</u>	<u>\$ 9.0</u>	<u>\$ 0.9</u>		<u>\$ 377.0</u>

<sup>(1)</sup> Classified based on credit grade assigned when customer was initially approved for financing.

**Allowance for Credit Losses**

The allowance for credit losses represents the net credit losses expected over the remaining contractual life of our auto loans receivable. The allowance for credit losses is determined using a vintage-level statistical model that captures the

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relationship between historical changes in gross losses and the lifetime loss curves by month on book, credit tiers at origination, and seasonality, adjusted for expected recoveries based on historical recovery trends. The credit loss model also incorporates reasonable and supportable forecasts about the future utilizing a forecast of a macroeconomic variable, specifically, the change in U.S. disposable personal income, which we believe is most strongly correlated to evaluating and predicting expected credit losses of our auto loans receivable. We utilize a reasonable and supportable forecast period of one year, after which we immediately revert to historical experience.

We periodically consider whether the use of alternative variables would result in improved credit loss model accuracy and revise the model when appropriate. We also consider whether qualitative adjustments are necessary for factors that are not reflected in the quantitative methods but impact the measurement of estimated credit losses. Such adjustments include the expectations of the impact of recent economic trends on customer behavior.

The net loss estimate is calculated by applying the loss rates developed using the methods described above to the amortized cost basis of the auto loans receivable. The change in the allowance for credit losses is recognized through an adjustment to the provision for credit losses.

**Rollforward of Allowance for Credit Losses**

The following is a rollforward of our allowance for expected credit losses for auto loans receivable for the years ended December 31, 2023, and December 31, 2022:

	<b>2023</b>	<b>2022<sup>(1)</sup></b>
Balance as of beginning of year	\$ 57.5	\$ —
Provision for credit losses	45.9	43.8
Initial allowance for purchased credit-deteriorated loans	—	21.7
Write-offs	( 68.3 )	( 13.9 )
Recoveries <sup>(2)</sup>	27.3	5.9
Sold loans	( 16.1 )	—
Balance as of end of year	<u>\$ 46.3</u>	<u>\$ 57.5</u>

<sup>(1)</sup> Reflects activity that occurred after the acquisition of CIG Financial on October 1, 2022. Provision for credit losses includes initial credit loss expense of \$ 34.2 million associated with the auto loan portfolio acquired as part of the acquisition.

<sup>(2)</sup> Includes proceeds from the recovery of vehicle collateral, net of costs incurred.

During 2023, we sold loans with an aggregate amortized cost of \$ 60.6 million, net of allowance for expected credit losses of \$ 16.1 million, for cash proceeds of \$ 68.7 million. We recorded a net gain on sale of \$ 8.1 million pre-tax. We have no continuing involvement in the sold loans as they were sold without recourse to us for their post-sale performance.

**Past Due Auto Loans Receivable**

An account is considered delinquent if 95% of the required principal and interest payments have not been received as of the date such payments were due. All loans continue to accrue interest until repayment, write-off, or when a loan reaches 75 days past due. If payment is received after a loan has stopped accruing interest due to reaching 75 days past due, the loan will be deemed current and the accrual of interest resumes. When a write-off occurs, accrued interest is written off by reversing interest income. Payments received on nonaccrual assets are recorded using a combination of the cost recovery method and the cash basis method depending on whether the related loan has been written off. In general, accounts are written off on the last business day of the month during which the earliest of the following occurs: the receivable is 120 days or more delinquent as of the last business day of the month, the vehicle has been repossessed and liquidated, or the

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related vehicle has been in repossession inventory for at least 60 days. The following table presents past due auto loans receivable, as of December 31, 2023, and December 31, 2022:

	<b>Age Analysis of Past-Due Financial Assets as of December 31,</b>	
	<b>2023</b>	<b>2022</b>
31-60 Days	\$ 20.7	\$ 13.0
61-90 Days	5.4	4.1
Greater than 90 Days	3.1	2.6
Total Past Due	\$ 29.2	\$ 19.7
Current	422.0	357.3
Total	\$ 451.2	\$ 377.0

**6. INVENTORY AND VEHICLE FLOORPLAN PAYABLE**

The components of inventory at December 31 are as follows:

	<b>2023</b>	<b>2022</b>
New vehicles	\$ 1,948.6	\$ 1,009.7
Used vehicles	815.3	789.1
Parts, accessories, and other	269.5	249.5
Inventory	\$ 3,033.4	\$ 2,048.3

The components of vehicle floorplan payable at December 31 are as follows:

	<b>2023</b>	<b>2022</b>
Vehicle floorplan payable - trade	\$ 1,760.0	\$ 946.6
Vehicle floorplan payable - non-trade	1,622.4	1,162.7
Vehicle floorplan payable	\$ 3,382.4	\$ 2,109.3

Vehicle floorplan payable-trade reflects amounts borrowed to finance the purchase of specific new and, to a lesser extent, used vehicle inventories with the corresponding manufacturers' captive finance subsidiaries ("trade lenders"). Vehicle floorplan payable-non-trade represents amounts borrowed to finance the purchase of specific new and, to a lesser extent, used vehicle inventories with non-trade lenders, as well as amounts borrowed under our secured used vehicle floorplan facilities. Changes in vehicle floorplan payable-trade are reported as operating cash flows and changes in vehicle floorplan payable-non-trade are reported as financing cash flows in the accompanying Consolidated Statements of Cash Flows.

Our inventory costs are generally reduced by manufacturer holdbacks, incentives, floorplan assistance, and non-reimbursement-based manufacturer advertising rebates, while the related vehicle floorplan payables are reflective of the gross cost of the vehicle. The vehicle floorplan payables, as shown in the above table, may also be higher than the inventory cost due to the timing of the sale of a vehicle and payment of the related liability.

Vehicle floorplan facilities are due on demand, but in the case of new vehicle inventories, are generally paid within several business days after the related vehicles are sold. Vehicle floorplan facilities are primarily collateralized by vehicle inventories and related receivables.



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At December 31, 2023, our new vehicle floorplan facilities utilized Prime-based and SOFR-based interest rates. Our new vehicle floorplan outstanding had a weighted-average interest rate of 7.1 % at December 31, 2023, and 5.9 % at December 31, 2022. At December 31, 2023, the aggregate capacity under our new vehicle floorplan facilities to finance our new vehicle inventory was approximately \$ 4.7 billion, of which \$ 2.8 billion had been borrowed.

At December 31, 2023, our used vehicle floorplan facilities utilized Prime-based and SOFR-based interest rates. Our used vehicle floorplan outstanding had a weighted-average interest rate of 6.9 % at December 31, 2023, and 5.9 % at December 31, 2022. At December 31, 2023, the aggregate capacity under our used vehicle floorplan facilities with various lenders to finance a portion of our used vehicle inventory was \$ 835.0 million, of which \$ 609.1 million had been borrowed. The remaining borrowing capacity of \$ 225.9 million was limited to \$ 0.9 million based on the eligible used vehicle inventory that could have been pledged as collateral.

**7. PROPERTY AND EQUIPMENT, NET**

A summary of property and equipment, net, at December 31 is as follows:

	<b>2023</b>	<b>2022</b>
Land	\$ 1,539.5	\$ 1,507.8
Buildings and improvements	2,898.1	2,671.6
Furniture, fixtures, and equipment	1,486.7	1,362.9
	5,924.3	5,542.3
Less: accumulated depreciation and amortization	( 2,132.7 )	( 1,935.1 )
Property and equipment, net	\$ 3,791.6	\$ 3,607.2

We capitalized interest in connection with various construction projects to build, upgrade, or remodel our facilities of \$ 1.4 million in 2023, \$ 2.2 million in 2022, and \$ 0.8 million in 2021.

**8. GOODWILL AND INTANGIBLE ASSETS, NET**

Goodwill and intangible assets, net, at December 31 consisted of the following:

	<b>2023</b>	<b>2022</b>
Goodwill	\$ 1,465.8	\$ 1,320.1
Franchise rights - indefinite-lived	\$ 876.2	\$ 816.2
Other intangible assets	68.0	30.7
	944.2	846.9
Less: accumulated amortization	( 16.4 )	( 9.9 )
Intangible assets, net	\$ 927.8	\$ 837.0

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**Goodwill**

Goodwill allocated to our reporting units and changes in the carrying amount of goodwill for the years ended December 31, 2023 and 2022, were as follows:

	Domestic	Import	Premium Luxury	Other	Consolidated
Balance as of January 1, 2022					
Goodwill <sup>(1)</sup>	\$ 368.7	\$ 517.9	\$ 741.5	\$ 1,535.5	\$ 3,163.6
Accumulated impairment losses <sup>(1)</sup>	( 140.0 )	—	( 257.4 )	( 1,530.9 )	( 1,928.3 )
	228.7	517.9	484.1	4.6	1,235.3
Acquisitions, dispositions, and other adjustments, net <sup>(2)</sup>	7.6	0.8	( 2.0 )	78.4	84.8
Balance as of December 31, 2022					
Goodwill <sup>(1)</sup>	376.3	518.7	739.5	1,613.9	3,248.4
Accumulated impairment losses <sup>(1)</sup>	( 140.0 )	—	( 257.4 )	( 1,530.9 )	( 1,928.3 )
	236.3	518.7	482.1	83.0	1,320.1
Acquisitions, dispositions, and other adjustments, net <sup>(2)</sup>	( 1.8 )	7.9	—	139.6	145.7
Balance as of December 31, 2023					
Goodwill <sup>(1)</sup>	374.5	526.6	739.5	1,753.5	3,394.1
Accumulated impairment losses <sup>(1)</sup>	( 140.0 )	—	( 257.4 )	( 1,530.9 )	( 1,928.3 )
	<u>\$ 234.5</u>	<u>\$ 526.6</u>	<u>\$ 482.1</u>	<u>\$ 222.6</u>	<u>\$ 1,465.8</u>

<sup>(1)</sup> Gross goodwill balance and accumulated impairment losses reflected in "Other" include \$ 1.47 billion associated with our single reporting unit (prior to September 30, 2008, our reporting unit reporting structure was comprised of a single reporting unit). Gross goodwill balance reflected in "Other" also includes amounts associated with the Collision Center, Parts Center, AutoNation Finance and AutoNation Mobile Service reporting units, as applicable in a given period.

<sup>(2)</sup> Includes amounts reclassified to held for sale and related adjustments, which are presented in Other Current Assets in our Consolidated Balance Sheet as of period end.

See Note 19 of the Notes to Consolidated Financial Statements for more information about our goodwill impairment test.

**Intangible Assets**

Our principal identifiable intangible assets are individual store rights under franchise agreements with vehicle manufacturers. As of December 31, 2023, we had \$ 876.2 million of franchise rights recorded on our Consolidated Balance Sheet, of which \$ 231.1 million was related to Domestic stores, \$ 196.6 million was related to Import stores, and \$ 448.5 million was related to Premium Luxury stores.

See Note 19 of the Notes to Consolidated Financial Statements for more information about our franchise rights impairment tests.

**9. LEASES**
**General description**

The significant majority of leases that we enter into are for real estate. We lease numerous facilities relating to our operations, including primarily for automobile showrooms, display lots, service facilities, collision repair centers, supply facilities, automobile storage lots, parking lots, offices, and our corporate headquarters. Leases for real property generally have terms ranging from 1 to 25 years. We also lease various types of equipment, including security cameras, diagnostic equipment, copiers, key-cutting machines, and postage machines, among others. Equipment leases generally have terms

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ranging from 1 to 5 years. In addition, we lease certain vehicles from vehicle manufacturers to provide our service customers with the use of a vehicle while their vehicles are being serviced at our dealerships. These service loaner vehicle leases generally have terms ranging from 6 to 18 months, and we typically purchase the service loaner vehicles at the end of the lease.

Our lease agreements do not contain any material residual value guarantees or material restrictive covenants. We do not have any significant leases that have not yet commenced but that create significant rights and obligations for us. We have elected the practical expedient under ASC Topic 842 to not separate lease and nonlease components for the following classes of underlying assets: real estate, office equipment, service loaner vehicles, and marketing-related assets (e.g., billboards).

Our real estate and equipment leases often require that we pay maintenance in addition to rent. Additionally, our real estate leases generally require payment of real estate taxes and insurance. Maintenance, real estate taxes, and insurance payments are generally variable and based on actual costs incurred by the lessor. Therefore, these amounts are not included in the consideration of the contract when determining the right-of-use ("ROU") asset and lease liability, but are reflected as variable lease expenses for those classes of underlying assets for which we have elected the practical expedient to not separate lease and nonlease components.

Leases with an initial term of 12 months or less that do not include a purchase option that is reasonably certain to be exercised are not recorded on the balance sheet; we recognize lease expense for these leases on a straight-line basis over the lease term. We rent or sublease certain real estate to third parties, which are primarily operating leases.

***Variable lease payments***

A majority of our lease agreements include fixed rental payments. Certain of our lease agreements include fixed rental payments that are adjusted periodically for changes in the Consumer Price Index ("CPI"). Payments based on a change in an index or a rate are not considered in the determination of lease payments for purposes of measuring the related lease liability. While lease liabilities are not remeasured as a result of changes to the CPI, changes to the CPI are treated as variable lease payments and recognized in the period in which the obligation for those payments are incurred.

***Options to extend or terminate leases***

Most of our real estate leases include one or more options to renew, with renewal terms that can extend the lease term from one to five years or more. The exercise of lease renewal options is at our sole discretion. If it is reasonably certain that we will exercise such options, the periods covered by such options are included in the lease term and are recognized as part of our ROU assets and lease liabilities. Certain leases also include options to purchase the leased property or asset. The depreciable life of assets and leasehold improvements are limited by the expected lease term, unless there is a transfer of title or purchase option reasonably certain of exercise.

***Discount rate***

For our incremental borrowing rate, we generally use a portfolio approach to determine the discount rate for leases with similar characteristics. We determine discount rates based on current market prices of instruments similar to our unsecured borrowings with maturities that align with the relevant lease term, and such rates are then adjusted for our credit spread and the effects of full collateralization.

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The following tables present information about our ROU assets, lease liabilities, total lease costs, cash flows arising from lease transactions, and other supplemental information for the years ended December 31, 2023 and 2022:

<b>Leases</b>	<b>Classification</b>	<b>2023</b>	<b>2022</b>
<b>Assets</b>			
Operating	Operating Lease Assets	\$ 392.1	\$ 323.5
Finance	Property and Equipment, Net and Other Assets	351.1	361.4
Total right-of-use assets		<u>\$ 743.2</u>	<u>\$ 684.9</u>
<b>Liabilities</b>			
<b>Current</b>			
Operating	Other Current Liabilities	\$ 41.2	\$ 39.5
Finance	Current Maturities of Long-Term Debt and Vehicle Floorplan Payable - Trade	46.9	39.0
<b>Noncurrent</b>			
Operating	Noncurrent Operating Lease Liabilities	363.2	296.9
Finance	Long-Term Debt, Net of Current Maturities	349.6	363.2
Total lease liabilities		<u>\$ 800.9</u>	<u>\$ 738.6</u>
<b>Lease Term and Discount Rate</b>			
<b>Weighted average remaining lease term</b>		<b>2023</b>	<b>2022</b>
Operating		12 years	11 years
Finance		13 years	14 years
<b>Weighted-average discount rate</b>			
Operating		5.71 %	5.25 %
Finance		4.43 %	4.47 %
<b>Lease cost</b>			
Operating lease cost	Selling, general, and administrative expenses	\$ 62.3	\$ 56.0
<b>Finance lease cost:</b>			
Amortization of ROU assets	Depreciation and amortization	24.6	20.9
Interest on lease liabilities	Other interest expense and floorplan interest expense	17.8	13.3
Short-term lease cost <sup>(1)</sup>	Selling, general, and administrative expenses	11.3	10.6
Variable lease cost	Selling, general, and administrative expenses	12.0	10.5
Sublease income	Selling, general, and administrative expenses	( 3.6 )	( 3.6 )
Net lease cost		<u>\$ 124.4</u>	<u>\$ 107.7</u>

<sup>(1)</sup> Includes leases with a term of one month or less.

**AUTONATION, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
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Other Information	2023	2022
Cash paid for amounts included in the measurement of lease liabilities		
Operating cash flows from operating leases	\$ 61.4	\$ 56.8
Operating cash flows from finance leases <sup>(1)</sup>	\$ 63.7	\$ 36.2
Financing cash flows from finance leases	\$ 12.3	\$ 11.3
Supplemental noncash information on adjustments to right-of-use assets, including right-of-use assets obtained in exchange for new:		
Operating lease liabilities	\$ 111.7	\$ 78.7
Finance lease liabilities	\$ 54.7	\$ 90.8

<sup>(1)</sup> Includes the interest component of payments made on finance leases as well as principal payments on vehicle floorplan payables with trade lenders for certain service loaner vehicle leases.

Maturity of Lease Liabilities	Operating Leases	Finance Leases
Year ending December 31,		
2024	\$ 58.1	\$ 59.8
2025	58.0	83.0
2026	53.4	24.1
2027	50.6	25.3
2028	47.3	25.0
Thereafter	304.5	284.1
Total lease payments	571.9	501.3
Less: interest	( 167.5 )	( 104.8 )
Present value of lease liabilities	\$ 404.4	\$ 396.5

**AUTONATION, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
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**10. DEBT**
**Non-Vehicle Long-Term Debt**

Non-vehicle long-term debt at December 31 consisted of the following:

Debt Description	Maturity Date	Interest Payable	2023	2022
3.5 % Senior Notes	November 15, 2024	May 15 and November 15	\$ 450.0	\$ 450.0
4.5 % Senior Notes	October 1, 2025	April 1 and October 1	450.0	450.0
3.8 % Senior Notes	November 15, 2027	May 15 and November 15	300.0	300.0
1.95 % Senior Notes	August 1, 2028	February 1 and August 1	400.0	400.0
4.75 % Senior Notes	June 1, 2030	June 1 and December 1	500.0	500.0
2.4 % Senior Notes	August 1, 2031	February 1 and August 1	450.0	450.0
3.85 % Senior Notes	March 1, 2032	March 1 and September 1	700.0	700.0
Revolving credit facility	July 18, 2028	Monthly	—	—
Finance leases and other debt	Various dates through 2041		362.2	375.5
			3,612.2	3,625.5
Less: unamortized debt discounts and debt issuance costs			( 21.9 )	( 26.0 )
Less: current maturities			( 462.4 )	( 12.6 )
Long-term debt, net of current maturities			\$ 3,127.9	\$ 3,586.9

At December 31, 2023, aggregate maturities of non-vehicle long-term debt were as follows:

Year Ending December 31:	
2024	\$ 462.1
2025	518.9
2026	13.9
2027	315.8
2028	416.2
Thereafter	1,885.3
	\$ 3,612.2

**Debt Refinancing Transaction**

On July 18, 2023, we amended and restated our unsecured credit agreement to, among other things, (1) increase the revolving credit facility (the “facility”) commitment from \$ 1.8 billion to \$ 1.9 billion, (2) extend the maturity date of the facility to July 18, 2028 , (3) allow for the maximum leverage ratio covenant to increase from 3.75 x to 4.25 x for four fiscal quarters in the event that we complete a material acquisition, and (4) replace the maximum capitalization ratio covenant with a minimum interest coverage ratio covenant.

**Senior Unsecured Notes and Credit Agreement**

Our 3.5 % Senior Notes due 2024 will mature on November 15, 2024 , and were, therefore, reclassified to current during the fourth quarter of 2023.

The interest rates payable on our 3.5 % Senior Notes, 4.5 % Senior Notes, 3.8 % Senior Notes, and 4.75 % Senior Notes are subject to adjustment upon the occurrence of certain credit rating events as provided in the indentures for these senior unsecured notes.

**AUTONATION, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
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Under our amended and restated credit agreement, we have a \$ 1.9 billion revolving credit facility that matures on July 18, 2028 . The credit agreement also contains an accordion feature that allows us, subject to credit availability and certain other conditions, to increase the amount of the revolving credit facility, together with any added term loans, by up to \$ 500.0 million in the aggregate. As of December 31, 2023, we had no borrowings outstanding under our revolving credit facility. We have a \$ 200.0 million letter of credit sublimit as part of our revolving credit facility. The amount available to be borrowed under the revolving credit facility is reduced on a dollar-for-dollar basis by the cumulative amount of any outstanding letters of credit, which was \$ 0.8 million at December 31, 2023, leaving an additional borrowing capacity under the revolving credit facility of \$ 1.9 billion at December 31, 2023.

Our revolving credit facility under the amended credit agreement provides for a commitment fee on undrawn amounts ranging from 0.125 % to 0.20 % and interest on borrowings at SOFR plus a credit spread adjustment of 0.10 % or the base rate, in each case plus an applicable margin. The applicable margin ranges from 1.125 % to 1.50 % for SOFR borrowings and 0.125 % to 0.50 % for base rate borrowings. The interest rate charged for our revolving credit facility is affected by our leverage ratio.

Within the meaning of Regulation S-X, Rule 3-10, AutoNation, Inc. (the parent company) has no independent assets or operations. If guarantees of our subsidiaries were to be issued under our existing registration statement, we expect that such guarantees would be full and unconditional and joint and several, and any subsidiaries other than the guarantor subsidiaries would be minor.

***Other Long-Term Debt***

At December 31, 2023, we had finance leases and other debt obligations of \$ 362.2 million, which are due at various dates through 2041. See Note 9 of the Notes to Consolidated Financial Statements for more information related to finance lease obligations.

**Commercial Paper**

We have a commercial paper program pursuant to which we may issue short-term, unsecured commercial paper notes on a private placement basis. On August 16, 2023, we increased the maximum aggregate principal amount that may be outstanding at any time under the commercial paper program from \$ 1.0 billion to \$ 1.9 billion. The interest rate for the commercial paper notes varies based on duration and market conditions. The maturities of the commercial paper notes may vary, but may not exceed 397 days from the date of issuance. Proceeds from the issuance of commercial paper notes are used to repay borrowings under the revolving credit facility, to finance acquisitions, and for strategic initiatives, working capital, capital expenditures, share repurchases, and/or other general corporate purposes. We plan to use the revolving credit facility under our credit agreement as a liquidity backstop for borrowings under the commercial paper program. A downgrade in our credit ratings could negatively impact our ability to issue, or the interest rates for, commercial paper notes.

At December 31, 2023, we had \$ 440.0 million of commercial paper notes outstanding with a weighted-average annual interest rate of 5.9 % and a weighted-average remaining term of 6 days. At December 31, 2022, we had \$ 50.0 million of commercial paper notes outstanding with a weighted-average annual interest rate of 4.3 % and a weighted-average remaining term of one day .

**Non-Recourse Debt**

Non-recourse debt relates to auto loans receivable of our captive auto finance company funded through non-recourse funding facilities, including warehouse facilities and asset-backed term funding transactions.

We have two warehouse facility agreements with certain banking institutions through wholly-owned, bankruptcy-remote, special purpose entities, primarily to finance the purchase and origination of auto loans receivable. We fund auto loans receivable through these warehouse facilities, which are secured by the eligible auto loans receivable pledged as collateral.

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Additionally, we have term securitizations that were put in place to provide long-term funding for certain auto loans receivable initially funded through the warehouse facilities. In these transactions, a pool of auto loans receivable is sold to a bankruptcy-remote, special purpose entity that, in turn, transfers the receivables to a special purpose securitization trust ("term securitization trust"). The term securitization trust issues asset-backed securities, secured or otherwise supported by the transferred receivables, and the proceeds from the sale of the asset-backed securities are used to finance the securitized receivables.

We are required to evaluate the term securitization trusts for consolidation. We retain the servicing rights for the auto loans receivable that were funded through the term securitizations. In our capacity as servicer of the underlying auto loans receivable, we have the power to direct the activities of the trusts that most significantly impact the economic performance of the trusts. In addition, we have the obligation to absorb losses (subject to limitations) and the rights to receive any returns of the trusts, which could be significant. Accordingly, we are the primary beneficiary of the trusts and are required to consolidate them.

We recognize transfers of auto loans receivable into the warehouse facilities and term securitizations (together, "non-recourse debt") as secured borrowings, which result in recording the auto loans receivable and the related non-recourse debt on our Consolidated Balance Sheets. The non-recourse debt is structured to legally isolate the auto loans receivable, which can only be used as collateral to settle obligations of the related non-recourse debt. The term securitization trusts and investors and the creditors of the warehouse facilities have no recourse to our assets for payment of the debt beyond the related receivables, the amounts on deposit in reserve accounts, and the restricted cash from collections on auto loans receivable.

Non-recourse debt outstanding at December 31, 2023, and December 31, 2022 consisted of the following:

	2023	2022
Warehouse facilities	\$ 209.4	\$ 181.8
Term securitization debt of consolidated VIEs	50.5	146.9
	259.9	328.7
Less: unamortized debt discounts and debt issuance costs	( 1.5 )	( 5.1 )
Less: current maturities	( 8.8 )	( 10.7 )
Non-recourse debt, net of current maturities	\$ 249.6	\$ 312.9

The timing of principal payments on the non-recourse debt is based on the timing of principal collections and defaults on the related auto loans receivable. The current portion of non-recourse debt represents the portion of the payments received from the auto loans receivable that are due to be distributed as principal payments on the non-recourse debt in the following period.

We generally enter into warehouse facility agreements for one-year terms and typically renew the agreements annually. One of the warehouse facilities matures on October 1, 2024 . In January 2024, we renewed the other warehouse facility to extend the maturity date to January 31, 2025 . Aggregate commitments under the warehouse facilities total \$ 400.0 million.

The term securitization debt of consolidated VIEs consists of various notes with interest rates ranging from 1.49 % to 4.45 % and maturity dates ranging from August 2026 to May 2028. Term securitization debt is expected to become due and be paid prior to the final legal maturities based on amortization of the auto loans receivable pledged as collateral. The term securitization agreements require certain funds to be held in restricted cash accounts to provide additional collateral for the borrowings or to be applied to make payments on the securitization debt. Restricted cash of consolidated VIEs under the various term securitization agreements totaled \$ 4.3 million as of December 31, 2023, and \$ 14.9 million as of December 31, 2022, and is included in Other Current Assets and Other Assets in our Consolidated Balance Sheets. Auto loans receivable pledged to the term securitization debt of consolidated VIEs totaled \$ 50.8 million as of December 31, 2023, and \$ 151.4 million as of December 31, 2022.



**AUTONATION, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
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**11. CHARGEBACK LIABILITY**

We may be charged back for commissions related to financing, vehicle service, or protection products in the event of early termination, default, or prepayment of the contracts by customers ("chargebacks"). However, our exposure to loss generally is limited to the commissions that we receive. An estimated chargeback liability is recorded in the period in which the related finance and insurance revenue is recognized. The following is a rollforward of our estimated chargeback liability for each of the three years presented in our Consolidated Financial Statements:

	2023	2022	2021
Balance - January 1	\$ 197.0	\$ 171.0	\$ 142.1
Add: Provisions	168.0	192.3	168.9
Deduct: Chargebacks	( 164.6 )	( 166.3 )	( 140.0 )
Balance - December 31	<u>\$ 200.4</u>	<u>\$ 197.0</u>	<u>\$ 171.0</u>

**12. SELF-INSURANCE**

Under our self-insurance programs, we retain various levels of aggregate loss limits, per claim deductibles, and claims-handling expenses as part of our various insurance programs, including property and casualty, employee medical benefits, automobile, and workers' compensation.

At December 31, 2023 and 2022, current and long-term self-insurance liabilities were included in Other Current Liabilities and Other Liabilities, respectively, in the Consolidated Balance Sheets as follows:

	2023	2022
Self-insurance - current portion	\$ 42.3	\$ 37.6
Self-insurance - long-term portion	60.0	56.9
Total self-insurance liabilities	<u>\$ 102.3</u>	<u>\$ 94.5</u>

**13. INCOME TAXES**

The components of the income tax provision from continuing operations for the years ended December 31 are as follows:

	2023	2022	2021
Current:			
Federal	\$ 245.6	\$ 368.7	\$ 374.2
State	64.9	87.4	78.5
Federal and state deferred	19.0	0.8	( 17.2 )
Change in valuation allowance, net	1.0	0.2	( 0.2 )
Adjustments and settlements	( 0.5 )	( 1.3 )	( 0.2 )
Income tax provision	<u>\$ 330.0</u>	<u>\$ 455.8</u>	<u>\$ 435.1</u>

**AUTONATION, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
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A reconciliation of the income tax provision calculated using the statutory federal income tax rate to our income tax provision from continuing operations for the years ended December 31 is as follows:

	2023	%	2022	%	2021	%
Income tax provision at statutory rate	\$ 283.5	21.0	\$ 385.0	21.0	\$ 379.8	21.0
Other non-deductible expenses, net	0.5	—	7.9	0.4	( 1.2 )	( 0.1 )
State income taxes, net of federal benefit	53.4	4.0	72.8	4.0	60.7	3.4
	337.4	25.0	465.7	25.4	439.3	24.3
Change in valuation allowance, net	1.0	0.1	0.2	—	( 0.2 )	—
Adjustments and settlements	( 0.5 )	—	( 1.3 )	( 0.1 )	( 0.2 )	—
Federal and state tax credits	( 2.8 )	( 0.2 )	( 4.5 )	( 0.2 )	( 1.0 )	—
Other, net	( 5.1 )	( 0.5 )	( 4.3 )	( 0.2 )	( 2.8 )	( 0.2 )
Income tax provision	\$ 330.0	24.4	\$ 455.8	24.9	\$ 435.1	24.1

Deferred income tax asset and liability components at December 31 are as follows:

	2023	2022
Deferred income tax assets:		
Inventory	\$ 31.9	\$ 23.7
Receivable allowances	0.4	12.0
Warranty, chargeback, and self-insurance liabilities	72.6	70.2
Other accrued liabilities	30.7	27.7
Deferred compensation	31.7	26.5
Stock-based compensation	9.0	7.7
Lease liabilities	162.9	148.9
Loss carryforwards— federal and state	22.7	5.8
Other, net	20.9	11.5
Total deferred income tax assets	382.8	334.0
Valuation allowance	( 7.1 )	( 4.6 )
Deferred income tax assets, net of valuation allowance	375.7	329.4
Deferred income tax liabilities:		
Long-lived assets (intangible assets and property)	( 298.7 )	( 258.4 )
Investments - unrealized appreciation	( 2.8 )	( 1.6 )
Right-of-use assets	( 150.2 )	( 137.2 )
Other, net	( 9.0 )	( 8.7 )
Total deferred income tax liabilities	( 460.7 )	( 405.9 )
Net deferred income tax liabilities	\$ ( 85.0 )	\$ ( 76.5 )

Our net deferred tax liability of \$ 85.0 million as of December 31, 2023, and \$ 76.5 million as of December 31, 2022, is classified as Deferred Income Taxes in the accompanying Consolidated Balance Sheets.

Income taxes receivable included in Receivables, net totaled \$ 11.1 million at December 31, 2023 and \$ 20.2 million at December 31, 2022.

At December 31, 2023, we had \$ 63.1 million of gross domestic federal net operating loss carryforward, \$ 161.2 million of gross domestic state net operating loss carryforwards and capital loss carryforwards, and \$ 1.2 million of state tax credits.

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
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The federal net operating loss and \$ 30.7 million of gross domestic state net operating loss carryforwards have no expiration. The state tax credits and \$ 130.5 million of gross domestic state net operating loss carryforwards expire from 2024 through 2043. The federal and state loss carryforwards and state tax credits result in a deferred tax asset of \$ 22.7 million.

In assessing the realizability of deferred tax assets, we consider whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. We provide valuation allowances to offset portions of deferred tax assets due to uncertainty surrounding the future realization of such deferred tax assets. At December 31, 2023, we had \$ 7.1 million of valuation allowance related to state net operating loss carryforwards. We adjust the valuation allowance in the period management determines it is more likely than not that deferred tax assets will or will not be realized.

We file income tax returns in the U.S. federal jurisdiction and various states. As a matter of course, various taxing authorities, including the IRS, regularly audit us. These audits may culminate in proposed assessments which may ultimately result in our owing additional taxes. With few exceptions, we are no longer subject to U.S. federal, state, and local income tax examinations by tax authorities for years before 2019. Currently, no tax years are under examination by the IRS and tax years from 2019 to 2021 are under examination by U.S. state jurisdictions. We believe that our tax positions comply with applicable tax law and that we have adequately provided for these matters.

A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows:

	2023	2022	2021
Balance at January 1	\$ 5.5	\$ 6.9	\$ 7.0
Additions based on tax positions related to the current year	—	—	—
Additions for tax positions of prior years	1.2	0.6	0.8
Reductions for tax positions of prior years	—	—	—
Reductions for expirations of statute of limitations	( 1.6 )	( 1.4 )	( 0.9 )
Settlements	—	( 0.6 )	—
Balance at December 31	<u>\$ 5.1</u>	<u>\$ 5.5</u>	<u>\$ 6.9</u>

We had accumulated interest and penalties associated with these unrecognized tax benefits of \$ 10.7 million at December 31, 2023, \$ 9.6 million at December 31, 2022, and \$ 9.1 million at December 31, 2021. We additionally had a deferred tax asset of \$ 3.6 million at December 31, 2023, \$ 3.4 million at December 31, 2022, and \$ 3.6 million at December 31, 2021, related to these balances. The net of the unrecognized tax benefits, associated interest, penalties, and deferred tax asset was \$ 12.2 million at December 31, 2023, \$ 11.7 million at December 31, 2022, and \$ 12.4 million at December 31, 2021, which if resolved favorably (in whole or in part) would reduce our effective tax rate. The unrecognized tax benefits, associated interest, penalties, and deferred tax asset are included as components of Other Liabilities and Deferred Income Taxes in the Consolidated Balance Sheets.

It is our policy to account for interest and penalties associated with income tax obligations as a component of income tax expense. We recognized \$ 0.8 million during 2023, \$ 0.4 million during 2022, and \$ 0.6 million during 2021 (each net of tax effect), of interest and penalties as part of the provision for income taxes in the Consolidated Statements of Income.

We do not expect any increase or decrease to our unrecognized tax benefits to have a material impact on our consolidated financial statements during the twelve months beginning January 1, 2024.

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
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#### 14. SHAREHOLDERS' EQUITY

A summary of shares repurchased under our stock repurchase program authorized by our Board of Directors follows:

	2023	2022	2021
Shares repurchased	6.4	15.6	22.3
Aggregate purchase price <sup>(1)</sup>	\$ 863.6	\$ 1,710.2	\$ 2,303.2
Average purchase price per share	\$ 134.68	\$ 109.86	\$ 103.18

<sup>(1)</sup> 2023 excludes excise tax accrual imposed under the Inflation Reduction Act of \$ 8.1 million.

As of December 31, 2023, \$ 320.8 million remained available under our stock repurchase limit most recently authorized by our Board of Directors.

Our Board of Directors authorized the retirement of 23.0 million and 16.0 million shares of our treasury stock in November 2022 and April 2021, respectively, which assumed the status of authorized but unissued shares. Upon the retirement of treasury stock, it is our policy to charge the excess of the cost of the treasury stock over its par value entirely to additional paid-in capital. Any amounts exceeding additional paid-in capital are charged to retained earnings. These retirements had the effect of reducing treasury stock and issued common stock, which includes treasury stock. Our common stock, additional paid-in capital, retained earnings, and treasury stock accounts were adjusted accordingly. There was no impact to shareholders' equity or outstanding common stock.

We have 5.0 million authorized shares of preferred stock, par value \$ 0.01 per share, none of which are issued or outstanding. The Board of Directors has the authority to issue the preferred stock in one or more series and to establish the rights, preferences, and dividends of such preferred stock.

A summary of shares of common stock issued in connection with the exercise of stock options follows:

	2023	2022	2021
Shares issued (in actual number of shares)	37,996	71,030	1,025,673
Proceeds from the exercise of stock options	\$ 1.9	\$ 3.4	\$ 54.5
Average exercise price per share	\$ 50.34	\$ 47.94	\$ 53.13

The following table presents a summary of shares of common stock issued in connection with the settlement of RSUs, as well as shares surrendered to AutoNation to satisfy tax withholding obligations in connection with the settlement of RSUs:

	2023	2022	2021
Shares issued	0.6	0.8	0.7
Shares surrendered to AutoNation to satisfy tax withholding obligations	0.2	0.3	0.2

#### 15. STOCK-BASED COMPENSATION

The AutoNation, Inc. 2017 Employee Equity and Incentive Plan (the "2017 Plan") provides for the grant of RSUs, restricted stock, stock options, stock appreciation rights, and other stock-based and cash-based awards to employees. A maximum of 5.5 million shares may be issued under the 2017 Plan.

The AutoNation, Inc. 2014 Non-Employee Director Equity Plan (the "2014 Director Plan") provides for the grant of stock options, restricted stock, RSUs, stock appreciation rights, and other stock-based awards to our non-employee directors. As of December 31, 2023, the maximum number of shares authorized for issuance under the 2014 Director Plan was 600,000 .

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***Restricted Stock Units***

On January 3, 2023, each of our non-employee directors received a grant of 2,331 RSUs under the 2014 Director Plan. RSUs granted to our non-employee directors are fully vested on the grant date and are settled in shares of the Company's common stock on the first trading day of February in the third year following the grant date, unless the non-employee director elects to defer delivery in accordance with the terms of the award and the 2014 Director Plan. Settlement of the RSUs will be accelerated in certain circumstances as provided in the terms of the award and the 2014 Director Plan, including in the event the non-employee director ceases to serve as a non-employee director of the Company. Compensation cost is recognized on the grant date and is based on the closing price of our common stock on the grant date.

In 2023, our Board's Compensation Committee approved the grant to employees of 0.4 million RSUs including time-based RSUs, performance-based RSUs, and market-based RSUs. We account for forfeitures of stock-based awards as they occur.

Time-based RSUs vest in equal installments generally over three or four years. The fair value of each time-based RSU is based on the closing price of our common stock on the date of grant. Compensation cost for time-based RSUs is recognized on a straight-line basis over the shorter of the stated vesting period or the period until employees become retirement-eligible.

Performance-based RSUs cliff vest after three years subject to the achievement of certain performance goals over a three-year period. Performance-based RSUs granted prior to 2023 include a measure of earnings, a measure of return on invested capital, and a measure of our performance relative to certain customer satisfaction indices. Performance-based RSUs granted in 2023 include a measure of return on invested capital. The fair value of each performance-based RSU is based on the closing price of our common stock on the date of grant. Compensation cost for performance-based RSUs is based on the expected achievement level of the performance goals, which is evaluated over the performance period, and recognized on a straight-line basis over the shorter of the stated vesting period or the period until employees become retirement-eligible.

Beginning in 2023, we granted market-based RSUs that cliff vest after three years subject to a measure of total shareholder return over a three-year period relative to the shareholder return for a predefined group of companies. The fair value of each market-based RSU is based on a Monte Carlo simulation model on the date of grant using the following assumptions:

	<b>2023</b>
Risk-free interest rate	4.60 %
Expected volatility	42.89 %
Dividend yield	—

Compensation cost for market-based RSUs is recognized on a straight-line basis over the shorter of the stated vesting period or the period until employees become retirement-eligible, regardless of whether the market condition is satisfied.

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The following table summarizes information about vested and nonvested RSUs for 2023:

	RSUs	
	Shares	Weighted-Average Grant Date Fair Value
Nonvested at January 1	1.2	\$ 75.14
Granted	0.4	\$ 139.11
Vested	( 0.5 )	\$ 60.40
Forfeited	( 0.1 )	\$ 112.36
Nonvested at December 31	1.0	\$ 108.26

The weighted average grant-date fair value of RSUs and total fair value of RSUs vested are summarized in the following table:

	2023	2022	2021
Weighted average grant-date fair value of RSUs granted	\$ 139.11	\$ 112.66	\$ 85.45
Total fair value of RSUs vested (in millions)	\$ 76.0	\$ 85.7	\$ 51.8

The following table summarizes the total stock-based compensation expense related to RSUs recognized in Selling, General, and Administrative Expenses in the Consolidated Statements of Income and the total recognized tax benefit related thereto:

	2023	2022	2021
Stock-based compensation expense	\$ 39.7	\$ 31.5	\$ 35.0
Tax benefit related to stock-based compensation expense	\$ 4.5	\$ 4.0	\$ 2.4

Tax benefits related to vesting of RSUs and stock options exercised were \$ 9.0 million in 2023, \$ 9.7 million in 2022, and \$ 17.2 million in 2021.

As of December 31, 2023, there was \$ 37.4 million of total unrecognized compensation cost related to non-vested RSUs, which is expected to be recognized over a weighted average period of 1.51 years.

#### **Stock Options**

Prior to 2017, we granted non-qualified stock options with a term of 10 years from the date of grant that vested in equal installments over four years. All stock options were fully vested as of December 31, 2020. The intrinsic value of stock options exercised was \$ 3.5 million during 2023, \$ 5.0 million during 2022, and \$ 51.2 million during 2021.

As of December 31, 2023, we had 20,994 stock options outstanding with a weighted average exercise price of \$ 56.43 and weighted average contractual term of 1.76 years.

#### **16. ACQUISITIONS**

During 2023, we acquired RepairSmith, a mobile solution for automotive repair and maintenance, and we also purchased seven stores. Acquisitions are included in the Consolidated Financial Statements from the date of acquisition. The purchase price allocations for these business combinations are preliminary and subject to final adjustments, primarily related to the valuation of working capital and residual goodwill. During the fourth quarter of 2022, we acquired four stores and CIG Financial, an auto finance company.

**AUTONATION, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(Continued)**

These acquisitions were not material to our financial condition or results of operations. Additionally, on a pro forma basis as if the results of these acquisitions had been included in our consolidated results for the full year ended December 31, 2023 and 2022, revenue and net income would not have been materially different from our reported revenue and net income for these periods.

During 2021, we purchased 20 stores and 4 collision centers. From each acquisition date to December 31, 2021, the amounts of revenue and earnings of the stores and collision centers acquired during 2021 included in our Consolidated Statements of Income for the year ended December 31, 2021, were \$ 176.9 million and \$ 6.9 million, respectively. Our supplemental pro forma revenue and net income from continuing operations had the acquisition dates been January 1, 2020 are as follows:

<u>Unaudited supplemental pro forma:</u>		<u>2021</u>
Revenue	\$	26,544.2
Net income from continuing operations	\$	1,407.0

## 17. DIVESTITURES

During 2023, we divested one store. During 2022, we divested three stores and terminated two franchises. During 2021, we divested three stores and 18 collision centers.

We recognized net gains related to divestitures of \$ 6.1 million in 2023, \$ 16.0 million in 2022 and \$ 13.3 million in 2021. The net gains on divestitures are included in Other (Income) Expense, Net (within Operating Income) in our Consolidated Statements of Income. The financial condition and results of operations of these businesses were not material to our consolidated financial statements.

## 18. CASH FLOW INFORMATION

### *Cash, Cash Equivalents, and Restricted Cash*

The total amounts presented on our statements of cash flows include cash, cash equivalents, and restricted cash. Restricted cash includes additional collateral for non-recourse debt borrowings and collections on auto loans receivable that are due to be distributed to non-recourse debt holders in the following period. The following table provides a reconciliation of cash and cash equivalents reported on our Consolidated Balance Sheets to the total amounts reported on our Consolidated Statements of Cash Flows:

	<u>Years Ended December 31,</u>	
	<u>2023</u>	<u>2022</u>
Cash and cash equivalents	\$ 60.8	\$ 72.6
Restricted cash included in Other Current Assets	14.3	15.6
Restricted cash included in Other Assets	1.9	7.2
Total cash, cash equivalents, and restricted cash	<u>\$ 77.0</u>	<u>\$ 95.4</u>

### *Non-Cash Investing and Financing Activities*

We had accrued purchases of property and equipment of \$ 38.7 million at December 31, 2023, \$ 33.0 million at December 31, 2022, and \$ 25.9 million at December 31, 2021.

### *Interest and Income Taxes Paid*

We made interest payments, net of amounts capitalized and including interest on vehicle inventory financing, of \$ 310.3 million in 2023, \$ 153.7 million in 2022, and \$ 113.9 million in 2021. We made income tax payments, net of income tax refunds, of \$ 300.8 million in 2023, \$ 482.5 million in 2022, and \$ 458.3 million in 2021.

**AUTONATION, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(Continued)**

**19. FINANCIAL INSTRUMENTS AND FAIR VALUE MEASUREMENTS**

The fair value of a financial instrument represents the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced sale or liquidation. Fair value estimates are made at a specific point in time, based on relevant market information about the financial instrument. These estimates are subjective in nature and involve uncertainties and matters of judgment, and therefore cannot be determined with precision.

Accounting standards define fair value as the price that would be received from selling an asset or paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants at the measurement date. Accounting standards establish a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value and also establishes the following three levels of inputs that may be used to measure fair value:

Level 1	Quoted prices (unadjusted) in active markets for identical assets or liabilities that a reporting entity can access at the measurement date
Level 2	Inputs other than quoted prices in active markets for identical assets and liabilities that are observable either directly or indirectly
Level 3	Unobservable inputs

The following methods and assumptions were used by us in estimating fair value disclosures for financial instruments:

- *Cash and cash equivalents, receivables, other current assets, vehicle floorplan payable, accounts payable, other current liabilities, commercial paper, warehouse credit facilities, and variable rate debt:* The amounts reported in the accompanying Consolidated Balance Sheets approximate fair value due to their short-term nature or the existence of variable interest rates that approximate prevailing market rates.
- *Auto loans receivable, net:* Auto loans receivable are presented net of an allowance for expected credit losses, which we believe approximates fair value.
- *Investments in Equity Securities:* Our equity investments with readily determinable fair values are measured at fair value using Level 1 inputs. The fair value of our equity investments with readily determinable fair values totaled \$ 22.8 million at December 31, 2023, and \$ 15.4 million at December 31, 2022.

Our equity investment that does not have a readily determinable fair value is measured using the measurement alternative as permitted by accounting standards and was recorded at cost, to be subsequently adjusted for observable price changes. The carrying amount of our equity investment without a readily determinable fair value was \$ 56.7 million at December 31, 2023, and \$ 56.7 million at December 31, 2022. This equity investment reflects a cumulative upward adjustment of \$ 3.4 million based on an observable price change that occurred in the second quarter of 2021. We did not record any upward adjustments during the year ended December 31, 2023. Additionally, we have not recorded any impairments or downward adjustments to the carrying amounts of our equity investment as of and for the year ended December 31, 2023.

Investments in equity securities are reported in Other Current Assets and Other Assets in the accompanying Consolidated Balance Sheets. Realized and unrealized gains and losses are reported in Other Income (Loss), Net (non-operating) in the Consolidated Statements of Income and in the "Corporate and other" category of our segment information.



**AUTONATION, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
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The following is the portion of unrealized gains recognized during the years ended December 31, 2023 and 2022, related to equity securities still held at December 31:

	2023	2022
Net gains recognized during the period on equity securities	\$ 5.2	\$ 2.9
Less: Net gains recognized during the period on equity securities sold during the period	—	—
Unrealized gains recognized during the reporting period on equity securities still held at the reporting date	\$ 5.2	\$ 2.9

- *Fixed rate long-term debt:* Our fixed rate long-term debt consists primarily of amounts outstanding under our senior unsecured notes. We estimate the fair value of our senior unsecured notes using quoted prices for the identical liability (Level 1). A summary of the aggregate carrying values and fair values of our senior unsecured notes at December 31 is as follows:

	2023	2022
Carrying value	\$ 3,228.1	\$ 3,224.0
Fair value	\$ 2,979.3	\$ 2,803.6

Nonfinancial assets such as goodwill, other intangible assets, and long-lived assets held and used, are measured at fair value when there is an indicator of impairment and recorded at fair value only when impairment is recognized or for a business combination. The fair values less costs to sell of long-lived assets or disposal groups held for sale are assessed each reporting period they remain classified as held for sale. Subsequent changes in the held for sale long-lived asset's or disposal group's fair value less cost to sell (increase or decrease) are reported as an adjustment to its carrying amount, except that the adjusted carrying amount cannot exceed the carrying amount of the long-lived asset or disposal group at the time it was initially classified as held for sale.

The following table presents assets measured and recorded at fair value on a nonrecurring basis during the years ended December 31, 2023 and 2022:

Description	2023			2022		
	Fair Value Measurements Using Significant Unobservable Inputs (Level 3)			Fair Value Measurements Using Significant Unobservable Inputs (Level 3)		
		Gain/(Loss)			Gain/(Loss)	
Other intangible assets	\$ —	\$ ( 2.3 )		\$ —	\$ —	
Long-lived assets held and used	\$ —	\$ ( 2.9 )		\$ —	\$ ( 1.6 )	

**Goodwill and Other Intangible Assets**

Goodwill for our reporting units and our indefinite-lived intangible assets are tested for impairment annually as of April 30 or more frequently when events or changes in circumstances indicate that impairment may exist. Our principal identifiable intangible assets are individual store rights under franchise agreements with vehicle manufacturers, which have indefinite lives.

Under accounting standards, we chose to make a qualitative evaluation about the likelihood of goodwill impairment for our annual impairment testing as of April 30, 2023, 2022, and 2021 and we determined that it was not more likely than not that the fair values of our reporting units were less than their carrying amounts.

We elected to perform quantitative franchise rights impairment tests as of April 30, 2023, 2022, and 2021 and no impairment charges resulted from these quantitative tests. The quantitative impairment test for franchise rights requires the comparison of the franchise rights' estimated fair value to carrying value by store. Fair values of rights under franchise

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agreements are estimated using Level 3 inputs by discounting expected future cash flows of the store. The forecasted cash flows contain inherent uncertainties, including significant estimates and assumptions related to growth rates, margins, working capital requirements, capital expenditures, and cost of capital, for which we utilize certain market participant-based assumptions, using third-party industry projections, economic projections, and other marketplace data we believe to be reasonable.

The non-cash impairment charge for other intangible assets is related to the write-off of certain finite-lived intangible assets that we ceased using during the year and is included in Other (Income) Expense, Net in our Consolidated Statements of Income and in the "Corporate and other" of our segment information.

***Long-Lived Assets and Right-of-Use Assets***

Fair value measurements for our long-lived assets and right-of-use assets are based on Level 3 inputs. Changes in fair value measurements are reviewed and assessed each quarter for properties classified as held for sale, or when an indicator of impairment exists for properties classified as held and used or for right-of-use assets. The valuation process is generally based on a combination of the market and replacement cost approaches. In certain cases, fair value measurements are based on pending agreements to sell the related assets.

In a market approach, we use transaction prices for comparable properties that have recently been sold. These transaction prices are adjusted for factors related to a specific property. We evaluate changes in local real estate markets, and/or recent market interest or negotiations related to a specific property. In a replacement cost approach, the cost to replace a specific long-lived asset is considered, which is adjusted for depreciation from physical deterioration, as well as functional and economic obsolescence, if present and measurable.

To validate the fair values determined under the valuation process noted above, we also obtain independent third-party appraisals for our properties and/or third-party brokers' opinions of value, which are generally developed using the same valuation approaches described above, and we evaluate any recent negotiations or discussions with third-party real estate brokers related to a specific long-lived asset or market.

The non-cash impairment charges related to long-lived assets held and used are included in Other (Income) Expense, Net in our Consolidated Statements of Income and are reported in the "Corporate and other" category of our segment information.

We had assets held for sale in continuing operations of \$ 21.3 million as of December 31, 2023 and \$ 5.7 million as of December 31, 2022 related to property held for sale, as well as inventory, goodwill, and property of disposal groups held for sale. We had no assets held for sale in discontinued operations of December 31, 2023, and \$ 1.1 million as of December 31, 2022, related to property held for sale. Assets held for sale are included in Other Current Assets in our Consolidated Balance Sheets.

**20. COMMITMENTS AND CONTINGENCIES**

***Legal Proceedings***

We are involved, and will continue to be involved, in numerous legal proceedings arising out of the conduct of our business, including litigation with customers, third-party dealers, wage and hour and other employment-related lawsuits, and actions brought by governmental authorities. Some of these lawsuits purport or may be determined to be class or collective actions and seek substantial damages or injunctive relief, or both, and some may remain unresolved for several years. We establish accruals for specific legal proceedings when it is considered probable that a loss has been incurred and the amount of the loss can be reasonably estimated. Our accruals for loss contingencies are reviewed quarterly and adjusted as additional information becomes available. We disclose the amount accrued if material or if such disclosure is necessary for our financial statements to not be misleading. If a loss is not both probable and reasonably estimable, or if an exposure to loss exists in excess of the amount accrued, we assess whether there is at least a reasonable possibility that a loss, or additional loss, may have been incurred. If there is a reasonable possibility that a loss, or additional loss, may have been

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
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incurred, we disclose the estimate of the possible loss or range of loss if it is material or a statement that such an estimate cannot be made. Our evaluation of whether a loss is reasonably possible or probable is based on our assessment and consultation with legal counsel regarding the ultimate outcome of the matter.

As of December 31, 2023 and 2022, we have accrued for the potential impact of loss contingencies that are probable and reasonably estimable, and there was no indication of a reasonable possibility that a material loss, or additional material loss, may have been incurred. We do not believe that the ultimate resolution of any of these matters will have a material adverse effect on our results of operations, financial condition, or cash flows. However, the results of these matters cannot be predicted with certainty, and an unfavorable resolution of one or more of these matters could have a material adverse effect on our results of operations, financial condition, or cash flows.

***Other Matters***

AutoNation, acting through its subsidiaries, is the lessee under many real estate leases that provide for the use by our subsidiaries of their respective dealership premises. Pursuant to these leases, we agree to indemnify the lessor and other related parties from certain liabilities arising as a result of the use of the leased premises, including environmental liabilities, or a breach of the lease by the lessee. Additionally, from time to time, we enter into agreements with third parties in connection with the sale of assets or businesses in which we agree to indemnify the purchaser or related parties from certain liabilities or costs arising in connection with the assets or business. Also, in the ordinary course of business in connection with purchases or sales of goods and services, we enter into agreements that may contain indemnification provisions. In the event that an indemnification claim is asserted, our liability would be limited by the terms of the applicable agreement.

From time to time, primarily in connection with dispositions of automotive stores, we assign or sublet to the store purchaser our interests in any real property leases associated with such stores. In general, we retain responsibility for the performance of certain obligations under such leases to the extent that the assignee or sublessee does not perform, whether such performance is required prior to or following the assignment or subletting of the lease. Additionally, we generally remain subject to the terms of any guarantees made by us in connection with such leases. We generally have indemnification rights against the assignee or sublessee in the event of non-performance under these leases, as well as certain defenses. We presently have no reason to believe that we will be called on to perform under any such remaining assigned leases or subleases. We estimate that lessee rental payment obligations during the remaining terms of these leases with expirations ranging from 2024 to 2034 are approximately \$ 5 million at December 31, 2023. There can be no assurance that any performance required of us under these leases would not have a material adverse effect on our business, financial condition, and cash flows.

At December 31, 2023, surety bonds, letters of credit, and cash deposits totaled \$ 142.2 million, of which \$ 0.8 million were letters of credit. In the ordinary course of business, we are required to post performance and surety bonds, letters of credit, and/or cash deposits as financial guarantees of our performance. We do not currently provide cash collateral for outstanding letters of credit.

In the ordinary course of business, we are subject to numerous laws and regulations, including automotive, environmental, health and safety, and other laws and regulations. We do not anticipate that the costs of such compliance will have a material adverse effect on our business, results of operations, cash flows, or financial condition, although such outcome is possible given the nature of our operations and the extensive legal and regulatory framework applicable to our business. We do not have any material known environmental commitments or contingencies.

**21. BUSINESS AND CREDIT CONCENTRATIONS**

We own and operate franchised automotive stores in the United States pursuant to franchise agreements with vehicle manufacturers. In 2023, approximately 63 % of our total revenue was generated by our stores in Florida, Texas, and California. Franchise agreements generally provide the manufacturers or distributors with considerable influence over the operations of the store. The success of any franchised automotive dealership is dependent, to a large extent, on the financial condition, management, marketing, production, and distribution capabilities of the vehicle manufacturers or distributors of

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which we hold franchises. We had receivables from manufacturers or distributors of \$ 240.5 million at December 31, 2023, and \$ 174.4 million at December 31, 2022. Additionally, a large portion of our Contracts-in-Transit included in Receivables, net, in the accompanying Consolidated Balance Sheets, are due from automotive manufacturers' captive finance subsidiaries which provide financing directly to our new and used vehicle customers.

We purchase substantially all of our new vehicles from various manufacturers or distributors at the prevailing prices available to all franchised dealers. Additionally, we finance a large portion of our new vehicle inventory with automotive manufacturers' captive finance subsidiaries. Our sales volume could be adversely impacted by the manufacturers' or distributors' inability to supply the stores with an adequate supply of vehicles and related financing.

We are subject to a concentration of risk, and our business could be materially adversely impacted by the financial distress, including bankruptcy, of or other adverse event related to a major vehicle manufacturer or related lender or supplier. The core brands of vehicles that we sell, representing approximately 88 % of the new vehicles that we sold in 2023, are manufactured by Toyota (including Lexus), Honda, Ford, General Motors, BMW, Mercedes-Benz, Stellantis, and Volkswagen (including Audi and Porsche).

Concentrations of credit risk with respect to non-manufacturer trade receivables are limited due to the wide variety of customers and markets in which our products are sold as well as their dispersion across many different geographic areas in the United States. Consequently, at December 31, 2023, we do not consider AutoNation to have any significant non-manufacturer concentrations of credit risk.

**22. SEGMENT INFORMATION**

At December 31, 2023, we had three reportable segments: (1) Domestic, (2) Import, and (3) Premium Luxury. Our Domestic segment is comprised of retail automotive franchises that sell new vehicles manufactured by Ford, General Motors, and Stellantis. Our Import segment is comprised of retail automotive franchises that sell new vehicles manufactured primarily by Toyota, Honda, Hyundai, Subaru, and Nissan. Our Premium Luxury segment is comprised of retail automotive franchises that sell new vehicles manufactured primarily by Mercedes-Benz, BMW, Lexus, Audi, and Jaguar Land Rover. The franchises in each segment also sell used vehicles, parts and automotive services, and automotive finance and insurance products.

"Corporate and other" is comprised of our other businesses, including AutoNation USA used vehicle stores, collision centers, parts distribution centers, auction operations, our mobile automotive repair and maintenance business, and our auto finance company, all of which do not meet the quantitative thresholds for reportable segments, as well as unallocated corporate overhead expenses and other income items.

The reportable segments identified above are the business activities of the Company for which discrete financial information is available and for which operating results are regularly reviewed by our chief operating decision maker to allocate resources and assess performance. Our chief operating decision maker is our Chief Executive Officer.

The following tables provide information on revenues from external customers, segment income of our reportable segments, floorplan interest expense, depreciation and amortization, total assets, and capital expenditures.

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
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Year Ended December 31, 2023					
	Domestic	Import	Premium Luxury	Corporate and other	Total
Revenues from external customers	\$ 7,573.2	\$ 7,880.9	\$ 10,266.4	\$ 1,228.4	\$ 26,948.9
Floorplan interest expense	\$ 57.3	\$ 21.5	\$ 53.9	\$ 12.0	\$ 144.7
Depreciation and amortization	\$ 43.6	\$ 39.2	\$ 76.9	\$ 60.8	\$ 220.5
Segment income (loss) <sup>(1)</sup>	\$ 415.4	\$ 635.0	\$ 836.5	\$ ( 379.7 )	\$ 1,507.2
Capital expenditures <sup>(2)</sup>	\$ 102.0	\$ 106.6	\$ 69.4	\$ 138.0	\$ 416.0
Segment assets	\$ 2,507.7	\$ 2,034.6	\$ 3,506.8	\$ 3,930.9	\$ 11,980.0
Year Ended December 31, 2022					
	Domestic	Import	Premium Luxury	Corporate and other	Total
Revenues from external customers	\$ 7,987.5	\$ 7,690.3	\$ 10,278.1	\$ 1,029.1	\$ 26,985.0
Floorplan interest expense	\$ 14.4	\$ 4.8	\$ 15.0	\$ 7.2	\$ 41.4
Depreciation and amortization	\$ 39.1	\$ 35.6	\$ 74.9	\$ 50.7	\$ 200.3
Segment income (loss) <sup>(1)</sup>	\$ 565.3	\$ 734.2	\$ 969.1	\$ ( 285.5 )	\$ 1,983.1
Capital expenditures <sup>(2)</sup>	\$ 32.8	\$ 70.1	\$ 126.5	\$ 106.8	\$ 336.2
Segment assets	\$ 1,974.3	\$ 1,555.6	\$ 2,996.8	\$ 3,533.0	\$ 10,059.7
Year Ended December 31, 2021					
	Domestic	Import	Premium Luxury	Corporate and other	Total
Revenues from external customers	\$ 7,959.9	\$ 7,798.5	\$ 9,229.9	\$ 855.7	\$ 25,844.0
Floorplan interest expense	\$ 7.9	\$ 5.1	\$ 8.8	\$ 3.9	\$ 25.7
Depreciation and amortization	\$ 39.3	\$ 33.9	\$ 64.8	\$ 55.3	\$ 193.3
Segment income (loss) <sup>(1)</sup>	\$ 595.8	\$ 714.7	\$ 837.4	\$ ( 270.8 )	\$ 1,877.1
Capital expenditures <sup>(2)</sup>	\$ 15.5	\$ 27.1	\$ 80.0	\$ 109.3	\$ 231.9
Segment assets	\$ 1,758.5	\$ 1,424.2	\$ 2,668.6	\$ 3,092.3	\$ 8,943.6

<sup>(1)</sup> Segment income represents income for each of our reportable segments and is defined as operating income less floorplan interest expense.

<sup>(2)</sup> Includes accrued construction in progress and excludes property associated with leases entered during the year.

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
(Continued)

The following is a reconciliation of the total of the reportable segments' revenue and segment income to our consolidated revenue and income from continuing operations before income taxes, respectively.

	Years Ended December 31,		
	2023	2022	2021
Total external revenues for reportable segments	\$ 25,720.5	\$ 25,955.9	\$ 24,988.3
Corporate and other revenues	1,228.4	1,029.1	855.7
Total consolidated revenues	<u>\$ 26,948.9</u>	<u>\$ 26,985.0</u>	<u>\$ 25,844.0</u>

	Years Ended December 31,		
	2023	2022	2021
Total segment income for reportable segments	\$ 1,886.9	\$ 2,268.6	\$ 2,147.9
Corporate and other	( 379.7 )	( 285.5 )	( 270.8 )
Other interest expense	( 181.4 )	( 134.9 )	( 93.0 )
Other income (loss), net	24.4	( 14.7 )	24.3
Income from continuing operations before income taxes	<u>\$ 1,350.2</u>	<u>\$ 1,833.5</u>	<u>\$ 1,808.4</u>

### 23. MULTIEMPLOYER PENSION PLANS

Five of our 252 stores participate in multiemployer pension plans. We contribute to these multiemployer defined benefit pension plans under the terms of collective-bargaining agreements that cover certain of our union-represented employees. The risks of participating in these multiemployer plans are different from single-employer plans in the following aspects:

- a. Assets contributed to the multiemployer plan by one employer may be used to provide benefits to employees of other participating employers.
- b. If a participating employer stops contributing to the plan, the unfunded obligations of the plan may be assumed by the remaining participating employers.
- c. If we choose to stop participating in a multiemployer plan, we may be required to pay the plan an amount based on the underfunded status of the plan, subject to certain limits, referred to as a withdrawal liability.

Both of the multiemployer pension plans in which we participate are designated as being in "red zone" status, as defined by the Pension Protection Act (PPA) of 2006. Our participation in these plans for the year ended December 31, 2023, is outlined in the table below. The "EIN/Pension Plan Number" column provides the Employer Identification Number (EIN) and the three-digit plan number. The most recent PPA zone status available in 2023 and 2022 is based on information that we received from the plans and is certified by each plan's actuary. Among other factors, plans in the red zone are generally less than 65 percent funded. The last column lists the expiration date of the collective-bargaining agreements to which the plans are subject. A rehabilitation plan has been implemented for each plan. There have been no significant changes that affect the comparability of 2023, 2022, and 2021 contributions.

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(Continued)**

Pension Fund	EIN/Pension Plan Number	Pension Protection Act Zone Status		Contributions of AutoNation (\$ in millions) <sup>(1)</sup>			Surcharge Imposed <sup>(2)</sup>	Expiration Date of Collective-Bargaining Agreement
		2023	2022	2023	2022	2021		
Automotive Industries Pension Plan	94-1133245 - 001	Red	Red	\$ 1.2	\$ 1.3	\$ 1.2	Yes	(3)
IAM National Pension Fund	51-6031295- 002	Red	Red	0.2	0.2	0.2	Yes	(4)
Other funds				0.1	0.1	0.1		
Total contributions				<u>\$ 1.5</u>	<u>\$ 1.6</u>	<u>\$ 1.5</u>		

- <sup>(1)</sup> Our stores were not listed in the Automotive Industries Pension Plan's or IAM National Pension Fund's Form 5500 as providing more than 5% of the total contributions for the plan years ended December 31, 2022 or 2021.
- <sup>(2)</sup> We paid surcharges to the Automotive Industries Pension Plan of \$ 0.6 million, \$ 0.6 million, and \$ 0.5 million in 2023, 2022, and 2021 respectively. Surcharges to the IAM National Pension Fund were de minimis.
- <sup>(3)</sup> We are party to three collective-bargaining agreements that require contributions to the Automotive Industries Pension Plan with expiration dates of April 30, 2024, May 31, 2024, and December 31, 2025.
- <sup>(4)</sup> We are party to two collective-bargaining agreements that require contributions to the IAM National Pension Fund. Both agreements have an expiration date of August 31, 2025.

In the event that we cease participating in these plans, we could be assessed withdrawal liabilities, which we estimate are approximately \$ 14 million for the Automotive Industries Pension Plan and approximately \$ 4 million for the IAM National Pension Fund.

**ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

None.

**ITEM 9A. CONTROLS AND PROCEDURES**

**Evaluation of Disclosure Controls and Procedures**

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”)) as of the end of the period covered by this Annual Report on Form 10-K. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this Annual Report on Form 10-K.

**Management’s Annual Report on Internal Control Over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act). Management conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation, our management concluded that our internal control over financial reporting was effective as of December 31, 2023. Our independent registered public accounting firm, KPMG LLP, also concluded that we maintained effective internal control over financial reporting as set forth in its Report of Independent Registered Public Accounting Firm which is included in Part II, Item 8 of this Form 10-K.

**Changes in Internal Control over Financial Reporting**

There were no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) identified in connection with the evaluation required by paragraph (d) of Rule 13a-15 or 15d-15 under the Exchange Act that occurred during the fourth quarter of 2023 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**ITEM 9B. OTHER INFORMATION**

During the fiscal quarter ended December 31, 2023, no director or officer of the Company adopted or terminated a “Rule 10b5-1 trading arrangement” or a “non-Rule 10b5-1 trading arrangement” (in each case, as defined in Item 408 of Regulation S-K).

**ITEM 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS**

Not applicable.



### **PART III**

#### **ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

The information under the heading "Information about our Executive Officers" in Part I, Item 1 of this Form 10-K is incorporated by reference in this section.

We have adopted a Code of Business Ethics applicable to all employees. In addition, we have adopted a Code of Ethics for Senior Officers applicable to our principal executive officer, principal financial officer, principal accounting officer, and other senior officers and a Code of Ethics for Directors applicable to our directors. These codes are available on our Investor Relations website at [investors.autonation.com](https://investors.autonation.com). In the event that we amend or waive any of the provisions of the Code of Ethics for Senior Officers that relate to any element of the code of ethics definition enumerated in Item 406(b) of Regulation S-K, we intend to disclose the same on our Investor Relations website.

The other information required by this item is incorporated by reference to AutoNation's Proxy Statement for its 2024 Annual Meeting of Stockholders to be filed with the SEC within 120 days after the end of the fiscal year ended December 31, 2023.

#### **ITEM 11. EXECUTIVE COMPENSATION**

The information required by this item is incorporated by reference to AutoNation's Proxy Statement for its 2024 Annual Meeting of Stockholders to be filed with the SEC within 120 days after the end of the fiscal year ended December 31, 2023.

#### **ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

The information required by this item is incorporated by reference to AutoNation's Proxy Statement for its 2024 Annual Meeting of Stockholders to be filed with the SEC within 120 days after the end of the fiscal year ended December 31, 2023.

#### **ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

The information required by this item is incorporated by reference to AutoNation's Proxy Statement for its 2024 Annual Meeting of Stockholders to be filed with the SEC within 120 days after the end of the fiscal year ended December 31, 2023.

#### **ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES**

The information required by this item is incorporated by reference to AutoNation's Proxy Statement for its 2024 Annual Meeting of Stockholders to be filed with the SEC within 120 days after the end of the fiscal year ended December 31, 2023.

**PART IV**

**ITEM 15. EXHIBIT AND FINANCIAL STATEMENT SCHEDULES**

1. Financial Statements: The Consolidated Financial Statements of AutoNation are set forth in Part II, Item 8 of this Form 10-K.
2. Financial Statement Schedules: Not applicable.
3. Exhibits: The exhibits listed in the accompanying Exhibit Index are filed, furnished, or incorporated by reference as part of this Form 10-K.

Certain of the agreements listed as exhibits to this Form 10-K (including the exhibits to such agreements), which have been filed to provide investors with information regarding their terms, contain various representations, warranties, and covenants of AutoNation, Inc. and the other parties thereto. They are not intended to provide factual information about any of the parties thereto or any subsidiaries of the parties thereto. The assertions embodied in those representations, warranties, and covenants were made for purposes of each of the agreements, solely for the benefit of the parties thereto. In addition, certain representations and warranties were made as of a specific date, may be subject to a contractual standard of materiality different from what a security holder might view as material, or may have been made for purposes of allocating contractual risk among the parties rather than establishing matters as facts. Investors should not view the representations, warranties, and covenants in the agreements (or any description thereof) as disclosures with respect to the actual state of facts concerning the business, operations, or condition of any of the parties to the agreements (or their subsidiaries) and should not rely on them as such. In addition, information in any such representations, warranties, or covenants may change after the dates covered by such provisions, which subsequent information may or may not be fully reflected in the public disclosures of the parties. In any event, investors should read the agreements together with the other information concerning AutoNation, Inc. contained in reports and statements that we file with the SEC.

**ITEM 16. FORM 10-K SUMMARY**

None.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**AUTONATION, INC.**

(Registrant)

By: /s/ MICHAEL MANLEY

Michael Manley  
Chief Executive Officer and Director  
February 16, 2024

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ MICHAEL MANLEY</u> Michael Manley	Chief Executive Officer and Director (Principal Executive Officer)	February 16, 2024
<u>/s/ THOMAS A. SZLOSEK</u> Thomas A. Szlosek	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	February 16, 2024
<u>/s/ KIMBERLY R. DEES</u> Kimberly R. Dees	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)	February 16, 2024
<u>/s/ RICK L. BURDICK</u> Rick L. Burdick	Chairman of the Board	February 16, 2024
<u>/s/ DAVID B. EDELSON</u> David B. Edelson	Director	February 16, 2024
<u>/s/ ROBERT R. GRUSKY</u> Robert R. Grusky	Director	February 16, 2024
<u>/s/ NORMAN K. JENKINS</u> Norman K. Jenkins	Director	February 16, 2024
<u>/s/ LISA LUTOFF-PERLO</u> Lisa Lutoff-Perlo	Director	February 16, 2024
<u>/s/ G. MIKE MIKAN</u> G. Mike Mikan	Director	February 16, 2024
<u>/s/ JACQUELINE A. TRAVISANO</u> Jacqueline A. Travisano	Director	February 16, 2024

# EXHIBIT INDEX

Exhibit Number	Exhibit Description	Incorporated by Reference			
		Form	File Number	Exhibit	Filing Date
3.1	<a href="#">Third Amended and Restated Certificate of Incorporation of AutoNation, Inc.</a>	10-Q	001-13107	3.1	8/13/99
3.2	<a href="#">Amended and Restated By-Laws of AutoNation, Inc.</a>	10-Q	001-13107	3.1	7/21/23
4.1	<a href="#">Indenture, dated April 14, 2010 (the "2010 Indenture"), among AutoNation, Inc. and Computershare Trust Company, N.A., as successor to Wells Fargo Bank, National Association, as trustee</a>	8-K	001-13107	4.1	4/15/10
4.2	<a href="#">Supplemental Indenture to 2010 Indenture, dated September 21, 2015, relating to the Company's 4.5% Senior Notes due 2025.</a>	8-K	001-13107	4.3	9/21/15
4.3	<a href="#">Form of 4.5% Senior Notes due 2025 (included in Exhibit 4.2).</a>	8-K	001-13107	4.3	9/21/15
4.4	<a href="#">Supplemental Indenture to 2010 Indenture, dated February 29, 2016, relating to the Company's 4.5% Senior Notes due 2025.</a>	10-Q	001-13107	4.4	4/22/16
4.5	<a href="#">Supplemental Indenture to 2010 Indenture, dated July 29, 2016, relating to the Company's 4.5% Senior Notes due 2025.</a>	10-Q	001-13107	4.4	10/28/16
4.6	<a href="#">Supplemental Indenture to 2010 Indenture, dated August 3, 2017, relating to the Company's 4.5% Senior Notes due 2025.</a>	10-Q	001-13107	4.4	11/2/17
4.7	<a href="#">Supplemental Indenture to 2010 Indenture, dated November 10, 2017, relating to the Company's 3.5% Senior Notes due 2024.</a>	8-K	001-13107	4.2	11/13/17
4.8	<a href="#">Form of 3.5% Senior Notes due 2024 (included in Exhibit 4.7).</a>	8-K	001-13107	4.2	11/13/17
4.9	<a href="#">Supplemental Indenture to 2010 Indenture, dated November 10, 2017, relating to the Company's 3.8% Senior Notes due 2027.</a>	8-K	001-13107	4.4	11/13/17
4.10	<a href="#">Form of 3.8% Senior Notes due 2027 (included in Exhibit 4.9).</a>	8-K	001-13107	4.4	11/13/17
4.11	<a href="#">Supplemental Indenture to 2010 Indenture, dated May 22, 2020, relating to the Company's 4.75% Senior Notes due 2030.</a>	8-K	001-13107	4.2	5/22/20
4.12	<a href="#">Form of 4.75% Senior Notes due 2030 (included in Exhibit 4.11).</a>	8-K	001-13107	4.2	5/22/20
4.13	<a href="#">Supplemental Indenture to 2010 Indenture, dated July 29, 2021, relating to the Company's 1.95% Senior Notes due 2028 and 2.4% Senior Notes due 2031.</a>	8-K	001-13107	4.2	7/29/21
4.14	<a href="#">Form of 1.95% Senior Notes due 2028 (included in Exhibit 4.13).</a>	8-K	001-13107	4.2	7/29/21
4.15	<a href="#">Form of 2.4% Senior Notes due 2031 (included in Exhibit 4.13).</a>	8-K	001-13107	4.2	7/29/21
4.16	<a href="#">Supplemental Indenture to 2010 Indenture, dated February 28, 2022, relating to the Company's 3.85% Senior Notes due 2032.</a>	8-K	001-13107	4.2	3/1/22
4.17	<a href="#">Form of 3.85% Senior Notes due 2032 (included in Exhibit 4.16).</a>	8-K	001-13107	4.2	3/1/22
4.18	<a href="#">Description of Registrant's Securities.</a>	10-K	001-13107	4.16	2/17/22
10.1	<a href="#">AutoNation, Inc. Deferred Compensation Plan, as amended and restated.</a>	10-K	001-13107	10.1	2/17/23
10.2	<a href="#">AutoNation, Inc. 2014 Non-Employee Director Equity Plan (the "2014 Director Plan").</a>	10-Q	001-13107	10.6	4/18/14
10.3	<a href="#">Terms of Non-Employee Director Restricted Stock Units granted under the 2014 Director Plan.</a>	10-Q	001-13107	10.2	7/17/14

## EXHIBIT INDEX

Exhibit Number	Exhibit Description	Incorporated by Reference			
		Form	File Number	Exhibit	Filing Date
10.4	<a href="#">Amendment to the 2014 Director Plan, effective as of January 31, 2017.</a>	10-Q	001-13107	10.1	4/25/17
10.5	<a href="#">AutoNation, Inc. 2008 Employee Equity and Incentive Plan (the "2008 Plan").</a>	10-Q	001-13107	10.1	4/25/08
10.6	<a href="#">Form of Stock Option Agreement under the 2008 Plan (for grants made in 2009-2013).</a>	10-Q	001-13107	10.4	4/24/09
10.7	<a href="#">Form of Stock Option Agreement under the 2008 Plan (for grants made in 2014).</a>	8-K	001-13107	10.1	3/7/14
10.8	<a href="#">Form of Stock Option Agreement under the 2008 Plan for grants in 2015.</a>	10-Q	001-13107	10.4	4/22/15
10.9	<a href="#">Form of Stock Option Agreement under the 2008 Plan for grants in 2016.</a>	10-Q	001-13107	10.1	4/22/16
10.10	<a href="#">AutoNation, Inc. 2017 Employee Equity and Incentive Plan (the "2017 Plan").</a>	8-K	001-13107	10.1	4/21/17
10.11	<a href="#">Form of AutoNation, Inc. Restricted Stock Unit Award Agreement under the 2017 Plan for grants prior to November 2021.</a>	10-Q	001-13107	10.3	8/2/17
10.12	<a href="#">Form of AutoNation, Inc. Restricted Stock Unit Award Agreement under the 2017 Plan for grants in November 2021.</a>	10-K	001-13107	10.16	2/17/22
10.13	<a href="#">Form of AutoNation, Inc. Stock Unit Awards Agreement under the 2017 Plan prior to 2022.</a>	10-Q	001-13107	10.1	5/1/18
10.14	<a href="#">Form of AutoNation, Inc. Stock Unit Award Agreement under the 2017 Plan for grants in 2022.</a>	10-Q	001-13107	10.1	4/21/22
10.15	<a href="#">Form of AutoNation, Inc. Stock Unit Award Agreement under the 2017 Plan for grants in 2023.</a>	10-Q	001-13107	10.2	4/20/23
10.16	<a href="#">AutoNation, Inc. Executive Severance Plan, adopted as of April 18, 2018.</a>	10-Q	001-13107	10.2	5/1/18
10.17	<a href="#">Employment Agreement, dated as of September 9, 2021, by and between AutoNation, Inc. and Michael Manley.</a>	8-K	001-13107	10.1	9/21/21
10.18	<a href="#">Amendment to Employment Agreement, dated September 1, 2023, by and between AutoNation, Inc. and Michael Manley.</a>	10-Q	001-13107	10.3	10/27/23
10.19	<a href="#">Retirement and General Release Agreement, dated as of November 1, 2021, by and between Michael J. Jackson and AutoNation, Inc.</a>	10-K	001-13107	10.24	2/17/22
10.20	<a href="#">Letter Agreement, dated as of February 10, 2022, by and between AutoNation, Inc. and Gianluca Camplone.</a>	10-Q	001-13107	10.2	4/21/22
10.21	<a href="#">Letter Agreement, dated as of August 12, 2022, by and between AutoNation, Inc. and Lisa Esparza.</a>	10-Q	001-13107	10.2	10/27/22
10.22	<a href="#">Letter Agreement, dated as of May 9, 2023, by and between AutoNation, Inc. and Thomas Szlosek.</a>	8-K	001-13107	10.1	5/16/23
10.23	<a href="#">Executive Transition Agreement, dated as of May 23, 2023, by and between AutoNation, Inc. and Joseph T. Lower.</a>	10-Q	001-13107	10.2	7/21/23
10.24	<a href="#">Letter Agreement, dated as of April 27, 2023, by and between AutoNation, Inc. and Marc Cannon.</a>	10-Q	001-13107	10.3	7/21/23
10.25	<a href="#">Letter Agreement, dated September 12, 2023, by and between AutoNation, Inc. and Jeff Parent.</a>	8-K	001-13107	10.1	9/22/23
10.26	<a href="#">Amended and Restated Credit Agreement, dated July 18, 2023, by and among the Company, JPMorgan Chase Bank, N.A. as Administrative Agent, and the other parties thereto.</a>	10-Q	001-13107	10.1	7/21/23
10.27	<a href="#">Form of Commercial Paper Dealer Agreement between AutoNation, Inc., as Issuer, and the Dealer party thereto.</a>	8-K	001-13107	10.2	3/26/20

# EXHIBIT INDEX

Exhibit Number	Exhibit Description	Incorporated by Reference			
		Form	File Number	Exhibit	Filing Date
21.1*	<a href="#">Subsidiaries of AutoNation, Inc.</a>				
23.1*	<a href="#">Consent of KPMG LLP.</a>				
31.1*	<a href="#">Certification of Principal Executive Officer Pursuant to Rule 13a-14(a) of the Exchange Act.</a>				
31.2*	<a href="#">Certification of Principal Financial Officer Pursuant to Rule 13a-14(a) of the Exchange Act.</a>				
32.1**	<a href="#">Certification of Principal Executive Officer Pursuant to Rule 13a-14(b) of the Exchange Act and 18 U.S.C. Section 1350.</a>				
32.2**	<a href="#">Certification of Principal Financial Officer Pursuant to Rule 13a-14(b) of the Exchange Act and 18 U.S.C. Section 1350.</a>				
97.1*	<a href="#">AutoNation, Inc. Amended and Restated Policy Regarding Recoupment of Certain Incentive Compensation.</a>				
101*	Inline XBRL Document Set for the condensed consolidated financial statements and accompanying notes in Part II, Item 8, "Financial Statements and Supplementary Data" of this Annual Report on Form 10-K.				
104*	Inline XBRL for the cover page of this Annual Report on Form 10-K, included in the Exhibit 101 Inline XBRL Document Set.				

\* Filed herewith

\*\* Furnished herewith

Exhibits 10.1 through 10.25 and Exhibit 97.1 are management contracts or compensatory plans, contracts, or arrangements.

In accordance with Item 601(b)(4)(iii)(A) of Regulation S-K, copies of certain instruments defining the rights of holders of long-term debt of the Company or its subsidiaries are not filed herewith. We hereby agree to furnish a copy of any such instrument to the Commission upon request.

Legal Entity	Current DBA(s)	State or Other Jurisdiction of Incorporation or Organization
7 Rod Real Estate North, A Limited Liability Company		Wyoming
7 Rod Real Estate South, A Limited Liability Company		Wyoming
Abraham Chevrolet-Miami, Inc.	AutoNation Chevrolet Coral Gables	Delaware
Abraham Chevrolet-Tampa, Inc.		Delaware
ACER Fiduciary, Inc.		Delaware
ACP Auto Parts, LLC		Delaware
ACP Holding Corp.		Delaware
AL F-L Motors, LLC		Delaware
AL Fort Payne Motors, LLC		Delaware
Alameda ANUSA, LLC		Delaware
Albuquerque ANUSA, LLC	AutoNation USA Albuquerque	Delaware
Allen Samuels Chevrolet of Corpus Christi, Inc.	AutoNation Chevrolet North Corpus Christi; AutoNation Collision Center North Corpus Christi	Texas
Allen Samuels Chevrolet of Waco, Inc.	AutoNation Chevrolet Waco; Mercedes-Benz of Waco; AutoNation Collision Center Waco	Texas
Allison Bavarian	BMW of Mountain View	California
Allison Bavarian Holding, LLC		Delaware
American Way Motors, Inc.	AutoNation Honda 385	Tennessee
AMS MotorCars, Inc.	Aston Martin Summit	Delaware
AN AutoParts, Inc.	AutoNationparts.com	Delaware
AN Cadillac of WPB, LLC	AutoNation Cadillac West Palm Beach	Delaware
AN Central Region Management, LLC		Delaware
AN Chevrolet - Arrowhead, Inc.	AutoNation Chevrolet Arrowhead	Delaware
AN CJ Valencia, Inc.		Delaware
AN Collision Center FTL South, Inc.	AutoNation Collision Center Fort Lauderdale South	Delaware
AN Collision Center of Addison, Inc.	AutoNation Collision Center Addison	Delaware
AN Collision Center of Las Vegas, Inc.	AutoNation Collision Center Las Vegas	Nevada
AN Collision Center of North Houston, Inc.	AutoNation Collision Center North Houston	Delaware
AN Collision Center of Tempe, Inc.	AutoNation Collision Center Tempe	Delaware
AN Corporate Management Payroll Corp.		Delaware
AN Corpus Christi GP, LLC		Delaware
AN Corpus Christi Imports Adv. GP, LLC		Delaware
AN Corpus Christi Imports Adv., LP		Texas
AN Corpus Christi Imports GP, LLC		Delaware
AN Corpus Christi Imports II GP, LLC		Delaware
AN Corpus Christi Imports II, LP		Texas
AN Corpus Christi Imports, LP		Texas
AN Corpus Christi Motors, Inc.	AutoNation Hyundai Corpus Christi	Delaware
AN Corpus Christi T. Imports GP, LLC		Delaware
AN Corpus Christi T. Imports, LP	AutoNation Toyota Corpus Christi	Texas
AN County Line Ford, Inc.	AutoNation Ford Burleson	Texas
AN Dealership Holding Corp.		Florida
AN F. Imports of Atlanta, LLC		Delaware
AN F. Imports of Hawthorne Holding, LLC		Delaware
AN F. Imports of Hawthorne, LLC		Delaware
AN F. Imports of North Denver, LLC		Delaware





Legal Entity	Current DBA(s)	State or Other Jurisdiction of Incorporation or Organization
AN F. Imports of North Phoenix, Inc.		Delaware
AN F. Imports of Roseville Holding, LLC		Delaware
AN F. Imports of Roseville, Inc.		Delaware
AN Fort Myers Imports, LLC	AutoNation Toyota Fort Myers; AutoNation Collision Center Fort Myers	Delaware
AN Fremont Luxury Imports, Inc.	BMW of Fremont	Delaware
AN H. Imports of Atlanta, LLC	AutoNation Hyundai Mall of Georgia	Delaware
AN Imports of Ft. Lauderdale, Inc.	Jaguar Land Rover Fort Lauderdale; Jaguar Fort Lauderdale; Land Rover Fort Lauderdale	Delaware
AN Imports of Seattle, Inc.		Delaware
AN Imports of Spokane, Inc.	AutoNation Honda Spokane Valley	Delaware
AN Imports of Stevens Creek Holding, LLC		Delaware
AN Imports of Stevens Creek, Inc.	MINI of Stevens Creek	Delaware
AN Imports on Weston Road, Inc.	AutoNation Toyota Weston	Florida
AN Luxury Imports GP, LLC		Delaware
AN Luxury Imports Holding, LLC		Delaware
AN Luxury Imports of Coconut Creek, Inc.	Mercedes-Benz of Coconut Creek	Delaware
AN Luxury Imports of Marietta, LLC	Mercedes-Benz of Marietta	Delaware
AN Luxury Imports of Palm Beach, Inc.	Mercedes-Benz of Delray	Delaware
AN Luxury Imports of Pembroke Pines, Inc.	Mercedes-Benz of Pembroke Pines	Delaware
AN Luxury Imports of Phoenix, Inc.	Audi Arrowhead	Delaware
AN Luxury Imports of San Diego, Inc.	BMW Carlsbad	Delaware
AN Luxury Imports of Sanford, LLC	Mercedes-Benz of North Orlando	Delaware
AN Luxury Imports of Sarasota, Inc.	Mercedes-Benz of Sarasota	Delaware
AN Luxury Imports of Spokane, Inc.	AutoNation Acura Spokane Valley	Delaware
AN Luxury Imports of Tucson, Inc.	BMW of Tucson	Delaware
AN Luxury Imports, Ltd.	BMW of Dallas; MINI of Dallas	Texas
AN Motors of Brooksville, Inc.	AutoNation Ford Brooksville	Florida
AN Motors of Dallas, Inc.		Delaware
AN Motors of Delray Beach, Inc.		Delaware
AN Motors of Ft. Lauderdale, Inc.		Florida
AN Motors of Memphis, Inc.	AutoNation GMC Mendenhall	Tennessee
AN Motors of Pembroke, LLC	AutoNation Chevrolet Pembroke Pines; AutoNation Collision Center Pembroke Pines	Delaware
AN Motors of Scottsdale, LLC	AutoNation Ford Scottsdale	Delaware
AN Motors on Federal Highway, LLC		Delaware
AN Motors on South Padre, LP	AutoNation Chevrolet South Corpus Christi; AutoNation Cadillac Corpus Christi; AutoNation Buick GMC Corpus Christi	Texas
AN North Phoenix Collision, Inc.		Delaware
AN Pontiac GMC Houston North GP, LLC		Delaware
AN Pontiac GMC Houston North, LP		Texas
AN San Jose Luxury Imports Holdings, LLC		Delaware
AN San Jose Luxury Imports, Inc.	Mercedes-Benz of Stevens Creek; AutoNation Volvo Cars San Jose; AutoNation Collision Center Stevens Creek	California
AN Seattle Motors, Inc.		Delaware
AN Subaru Motors, Inc.	AutoNation Subaru Scottsdale	Delaware



Legal Entity	Current DBA(s)	State or Other Jurisdiction of Incorporation or Organization
AN T. Imports of Atlanta, LLC	AutoNation Toyota Mall of Georgia; AutoNation Collision Center Mall of Georgia	Delaware
AN Texas Region Management, Ltd.	AutoNation Business Operations Support	Texas
AN Tucson Imports, LLC		Delaware
AN Valencia Auto Imports, Inc.		Delaware
AN Western Region Management, LLC		Delaware
AN/CF Acquisition Corp.	AutoNation Ford Littleton	Delaware
AN/KPBG Motors, Inc.		Washington
AN/MF Acquisition Corp.		Delaware
AN/MNI Acquisition Corp.	AutoNation Nissan Memphis	Delaware
AN/PF Acquisition Corp.	AutoNation Ford Bellevue	Delaware
ANSC-RE, Inc.		Delaware
ANUSA Holding, LLC		Delaware
Appleway Chevrolet, Inc.	AutoNation Chevrolet Spokane Valley; AutoNation Subaru Spokane Valley; AutoNation Toyota Spokane Valley; AutoNation Volkswagen Spokane; Audi Spokane; Jaguar Spokane; Land Rover Spokane; AutoNation Collision Center Spokane; AutoNation Parts Center; AutoNation Towing Spokane	Washington
ASE Motors Holding Corp.		Texas
Auto Car Holding, LLC		Delaware
Auto Car, Inc.	AutoNation Honda Roseville; AutoNation Honda Roseville Pre-Owned	California
Auto Company 2023, Inc.		Delaware
Auto Company IX, Inc.		Delaware
Auto Company UK Holdings Limited		United Kingdom
Auto Company VI, Inc.	Audi Plano	Delaware
Auto Company VII, Inc.	Porsche Plano	Delaware
Auto Company VIII, Inc.		Delaware
Auto Company XI, Inc.	AutoNation Chrysler Dodge Jeep Ram Spring	Delaware
Auto Company XII, Inc.		Delaware
Auto Company XIII, Inc.	AutoNation Honda Chandler	Delaware
Auto Company XIV, Inc.	AutoNation Hyundai Tempe	Delaware
Auto Company XIX, Inc.	Porsche Irvine	Delaware
Auto Company XVII, Inc.	AutoNation Chrysler Dodge Jeep Ram Mobile	Delaware
Auto Company XXI, Inc.	Audi Bellevue; Mercedes-Benz of Bellevue; Porsche Bellevue	Delaware
Auto Company XXII, Inc.	Mercedes-Benz of San Jose	Delaware
Auto Company XXIII, Inc.	AutoNation Chrysler Dodge Jeep Ram Valencia	Delaware
Auto Company XXV, Inc.	Mercedes-Benz of Reno	Delaware
Auto Company XXVII, Inc.	BMW of Delray Beach	Delaware
Auto Company XXVIII, Inc.		Delaware
Auto Dealership 2016-1, LLC		Delaware
Auto Dealership 2016-2, LLC		Delaware
Auto Dealership 2016-5, LLC		Delaware

Legal Entity	Current DBA(s)	State or Other Jurisdiction of Incorporation or Organization
Auto Dealership 2016-6, LLC		Delaware
Auto Dealership 2016-7, LLC		Delaware
Auto Dealership 2017-26, LLC		Delaware
Auto Dealership 2017-27, LLC		Delaware
Auto Dealership 2017-28, LLC		Delaware
Auto Dealership 2017-30, LLC		Delaware
Auto Dealership 2023-01, LLC		Delaware
Auto Dealership III, LLC	AutoNation Honda O'Hare	Delaware
Auto Dealership IV, LLC	AutoNation Hyundai O'Hare	Delaware
Auto Dealership IX, LLC		Delaware
Auto Dealership V, LLC	Mercedes-Benz of Wesley Chapel	Delaware
Auto Dealership VI, LLC	AutoNation Volkswagen Mall of Georgia	Delaware
Auto Dealership VII, LLC		Delaware
Auto Dealership VIII, LLC		Delaware
Auto Dealership X, LLC		Delaware
Auto Dealership XXIII, LLC		Delaware
Auto Holdings, LLC		Delaware
Auto ICE, LLC		Delaware
Auto Mission Holding, LLC		Delaware
Auto Mission Ltd.	AutoNation Toyota Hayward	California
Auto Motors of Englewood, LLC	AutoNation Chrysler Jeep Arapahoe	Delaware
Auto TechLabs, Inc.		Delaware
Autohaus Holdings, Inc.		Delaware
AutoNation Benefits Company, Inc.		Florida
AutoNation Cayman Insurance Company, Ltd.		Cayman Islands
AutoNation Corporate Management, LLC		Delaware
AutoNation Enterprises Incorporated		Florida
AutoNation Finance SP 2024-A, LLC		Delaware
AutoNation Financial Services, LLC		Delaware
AutoNation Fleet Services, LLC	AutoNation Fleet Services	Delaware
AutoNation Fort Worth Motors, Ltd.	AutoNation Chevrolet North Richland Hills	Texas
AutoNation GM GP, LLC		Delaware
AutoNation Holding Corp.		Delaware
AutoNation Imports of Katy GP, LLC		Delaware
AutoNation Imports of Katy, L.P.		Texas
AutoNation Imports of Lithia Springs, LLC	AutoNation Toyota Thornton Road	Delaware
AutoNation Imports of Longwood, Inc.	AutoNation Honda Sanford	Delaware
AutoNation Imports of Palm Beach, Inc.	Lexus of Palm Beach	Delaware
AutoNation Imports of Winter Park, Inc.	AutoNation Toyota Winter Park	Delaware
AutoNation Motors Holding Corp.		Delaware
AutoNation Motors of Lithia Springs, Inc.		Delaware
AutoNation North Texas Management GP, LLC		Delaware
AutoNation Orlando Venture Holdings, Inc.		Delaware
AutoNation Realty Corporation		Delaware
AutoNation USA of Perrine, Inc.		Delaware
AutoNation V. Imports of Delray Beach, LLC		Delaware
AutoNation.com, Inc.	AutoNation Direct; AutoNation Express	Delaware

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Legal Entity	Current DBA(s)	State or Other Jurisdiction of Incorporation or Organization
Bankston Auto, Inc.		Texas
Bankston Chrysler Jeep of Frisco, L.P.		Texas
Bankston CJ GP, LLC		Delaware
Bankston Ford of Frisco, Ltd. Co.	AutoNation Ford Frisco	Texas
Bankston Nissan in Irving, Inc.		Texas
Bankston Nissan Lewisville GP, LLC		Delaware
Bankston Nissan Lewisville, Ltd.		Texas
Bargain Rent-A-Car	Lexus of Cerritos	California
Batfish, LLC		Colorado
BBCSS, Inc.		Arizona
Beach City Chevrolet Company, Inc.		California
Beach City Holding, LLC		Delaware
Beacon Motors, Inc.	AutoNation Chevrolet Doral; AutoNation Collision Center Miami	Florida
Bell Motors, LLC	AutoNation Chrysler Dodge Jeep Ram and FIAT North Phoenix	Delaware
Bellevue Automotive, Inc.	AutoNation Chrysler Dodge Jeep Ram Bellevue	Delaware
Bellevue Collision, Inc.	AutoNation Collision Center Bellevue	Delaware
Bengal Motor Company, Ltd.	AutoNation Honda Miami Lakes	Florida
Bengal Motors, Inc.		Florida
Bethesda Luxury Imports, LLC	Jaguar Land Rover Bethesda; Jaguar Bethesda; Land Rover Bethesda	Delaware
Bill Ayares Chevrolet, LLC	AutoNation Chevrolet Laurel	Delaware
Bledsoe Dodge, LLC		Delaware
Bob Townsend Ford, Inc.		Delaware
Body Shop Holding Corp.		Delaware
Boise ANUSA, LLC		Delaware
Brown & Brown Chevrolet - Superstition Springs, LLC	AutoNation Chevrolet Mesa	Arizona
Brown & Brown Chevrolet, Inc.	AutoNation Chevrolet Gilbert; AutoNation Parts Center Phoenix	Arizona
Brown & Brown Nissan Mesa, L.L.C.	AutoNation Nissan Chandler; AutoNation Collision Center Chandler	Arizona
Brown & Brown Nissan, Inc.	AutoNation Nissan Tempe	Arizona
Buena Park Luxury Imports, Inc.	BMW Buena Park	Delaware
Bull Motors, LLC	AutoNation Ford Miami	Delaware
C. Garrett, Inc.		Colorado
CarCountry Motors, Inc.	AutoNation Mazda Carlsbad	Delaware
CarCountry VW Imports, Inc.	AutoNation Volkswagen Carlsbad	Delaware
Carlisle Motors, LLC	AutoNation Ford St. Petersburg; AutoNation Lincoln Clearwater	Delaware
Carlsbad HY Imports, Inc.		Delaware
Carwell Holding, LLC		Delaware
Carwell, LLC	Mercedes-Benz of South Bay; Jaguar South Bay; Land Rover South Bay; Jaguar Land Rover South Bay	Delaware
Centennial Automotive, LLC	AutoNation Dodge Ram Arapahoe	Delaware
Centennial Collision, Inc.		Delaware
Cerritos Body Works Holding, LLC		Delaware
Cerritos Body Works, Inc.		California



Legal Entity	Current DBA(s)	State or Other Jurisdiction of Incorporation or Organization
Champion Ford, Inc.		Texas
Chandler ANUSA, LLC		Delaware
Chandler Collision, Inc.		Delaware
Charleston ANUSA, LLC	AutoNation USA Charleston	Delaware
Charlie Hillard, Inc.	AutoNation Ford Fort Worth	Texas
Charlie Thomas Chevrolet GP, LLC		Delaware
Charlie Thomas Chevrolet, Ltd.	AutoNation Chevrolet Gulf Freeway; AutoNation Collision Center NASA; AutoNation Chevrolet Gulfgate	Texas
Charlie Thomas Chrysler-Plymouth, Inc.		Texas
Charlie Thomas' Courtesy Ford, Ltd.	AutoNation Ford Corpus Christi	Texas
Charlie Thomas' Courtesy GP, LLC		Delaware
Charlie Thomas F. GP, LLC		Delaware
Charlie Thomas Ford, Ltd.	AutoNation Ford Gulf Freeway	Texas
Charlotte ANUSA, LLC	AutoNation USA Charlotte	Delaware
Chesrown Chevrolet, LLC	AutoNation Chevrolet North	Delaware
Chesrown Collision Center, Inc.	AutoNation Collision Center Denver	Colorado
Chesrown Ford, Inc.		Colorado
Chevrolet World, Inc.	AutoNation Chevrolet Airport	Florida
Chuck Clancy Ford of Marietta, LLC	AutoNation Ford Marietta; AutoNation Collision Center Marietta	Delaware
CIG Auto Funding 2016-A, LLC		Delaware
CIG Auto Funding 2022-A, LLC		Delaware
CIG Auto Receivables Trust 2019-1		Delaware
CIG Auto Receivables Trust 2020-1		Delaware
CIG Auto Receivables Trust 2021-1		Delaware
CIG Auto Receivables, LLC		Delaware
CIG Financial, LLC	AutoNation Finance	California
CJ Valencia Holding, LLC		Delaware
Cleveland ANUSA, LLC		Delaware
CO CDJR Motors, LLC	AutoNation Dodge Ram Colorado Springs; AutoNation Dodge Ram Broadway; AutoNation Chrysler Dodge Jeep Ram Canon City	Delaware
Coastal Cadillac, Inc.	AutoNation Cadillac Port Richey	Florida
Colorado Springs ANUSA, LLC	AutoNation USA Colorado Springs	Delaware
Consumer Car Care Corporation		Tennessee
Contemporary Cars, Inc.	Mercedes-Benz of Orlando	Florida
Cook-Whitehead Ford, Inc.	AutoNation Ford Panama City	Florida
Corporate Properties Holding, Inc.		Delaware
Corpus Christi ANUSA, LLC	AutoNation USA Corpus Christi	Delaware
Corpus Christi Collision Center, Inc.	AutoNation Collision Center Corpus Christi	Delaware
Costa Mesa Cars Holding, LLC		Delaware
Costa Mesa Cars, Inc.	AutoNation Honda Costa Mesa	California
Country Drive CDJR Motors, Inc.	AutoNation Chrysler Dodge Jeep Ram and FIAT Carlsbad; AutoNation Chrysler Dodge Jeep Ram Service Center	Delaware
Courtesy Auto Group, Inc.		Florida
Covington Pike Motors, Inc.	AutoNation Honda Covington Pike	Tennessee
Creekside Imports, Inc.	AutoNation Hyundai Valencia	Delaware





Legal Entity	Current DBA(s)	State or Other Jurisdiction of Incorporation or Organization
CT Intercontinental GP, LLC		Delaware
CT Intercontinental, Ltd.	BMW of Houston North; MINI of the Woodlands	Texas
CT Motors, Inc.	AutoNation Acura Gulf Freeway	Texas
D/L Motor Company	AutoNation Honda Clearwater; AutoNation Collision Center Clearwater; AutoNation Collision Center Clearwater South	Florida
Dealership Realty Corporation		Texas
Delray Luxury Imports, Inc.		Delaware
Denton ANUSA, LLC		Delaware
Denver 104 ANUSA, LLC	AutoNation USA Denver 104	Delaware
Denver Broadway ANUSA, LLC	AutoNation USA Denver Broadway	Delaware
Desert Buick-GMC Trucks, L.L.C.	AutoNation Buick GMC West Sahara	Delaware
Desert Chrysler-Plymouth, Inc.		Delaware
Desert Dodge, Inc.		Nevada
Desert GMC, L.L.C.	AutoNation Buick GMC Henderson	Delaware
Digital Marketplace Solutions, LLC	Gather	Delaware
Dobbs Ford of Memphis, Inc.	AutoNation Ford Wolfchase	Delaware
Dobbs Ford, Inc.	AutoNation Ford Memphis; AutoNation Collision Center Memphis	Florida
Dobbs Mobile Bay, Inc.	AutoNation Ford Mobile	Alabama
Dobbs Motors of Arizona, Inc.	AutoNation Honda Tucson Auto Mall	Arizona
Don Mealey Chevrolet, Inc.	AutoNation Chevrolet West Colonial; AutoNation Collision Center West Colonial	Florida
Don Mealey Imports, Inc.	AutoNation Acura North Orlando	Florida
Don-A-Vee Jeep Eagle, Inc.		California
Driver's Mart Worldwide, Inc.		Virginia
East Fort Worth ANUSA, LLC		Delaware
Eastern Region Management, LLC		Delaware
Eastgate Ford, Inc.		Ohio
Ed Mullinax Ford, LLC	AutoNation Ford Amherst; AutoNation Collision Center Amherst	Delaware
Edgren Motor Company, Inc.	AutoNation Honda Fremont	California
Edgren Motor Holding, LLC		Delaware
El Monte Imports Holding, LLC		Delaware
El Monte Imports, Inc.		Delaware
El Monte Motors Holding, LLC		Delaware
El Monte Motors, Inc.		Delaware
Emich Subaru West, LLC	AutoNation Subaru West	Delaware
Empire Services Agency, Inc.		Florida
Financial Services GP, LLC		Delaware
First Team Automotive Corp.		Delaware
First Team Ford of Manatee, Ltd.	AutoNation Ford Bradenton; AutoNation Collision Center Sarasota	Florida
First Team Ford, Ltd.	AutoNation Ford Sanford	Florida
First Team Management, Inc.		Florida
Fit Kit Holding, LLC		Delaware
Fit Kit, Inc.	AutoNation Toyota Buena Park	California
Florida Auto Corp.		Delaware



Legal Entity	Current DBA(s)	State or Other Jurisdiction of Incorporation or Organization
Ford of Kirkland, Inc.		Washington
Fort Myers ANUSA, LLC	AutoNation USA Fort Myers	Delaware
Fox Chevrolet, LLC		Delaware
Fox Motors, LLC	AutoNation Buick GMC Laurel	Delaware
Fred Oakley Motors, Inc.		Delaware
Fremont Luxury Imports Holding, LLC		Delaware
G.B. Import Sales & Service Holding, LLC		Delaware
G.B. Import Sales & Service, LLC		Delaware
GA CDJR Motors, LLC	AutoNation Chrysler Dodge Jeep Ram and FIAT Columbus; AutoNation Chrysler Dodge Jeep Ram South Columbus	Delaware
GA Columbus Imports, LLC	AutoNation Volkswagen Columbus	Delaware
GA H Imports, LLC	AutoNation Honda Columbus	Delaware
GA HY Imports, LLC	AutoNation Hyundai Columbus	Delaware
GA-CC Columbus, Inc.	AutoNation Collision Center Columbus	Delaware
GA-HYG Imports, Inc.	AutoNation Hyundai Savannah	Delaware
GA-VW Imports, Inc.	AutoNation Volkswagen Savannah	Delaware
Gene Evans Ford, LLC	AutoNation Ford Union City	Delaware
George Sutherlin Nissan, LLC	AutoNation Nissan Marietta	Delaware
Germantown Luxury Imports, LLC		Delaware
Gilbert Body Shop, Inc.		Delaware
Government Boulevard Motors, Inc.	AutoNation Honda at Bel Air Mall	Alabama
Greensboro ANUSA, LLC		Delaware
Gulf Management, Inc.	Lexus of Clearwater; Lexus of Tampa Bay	Florida
Harbor Boulevard Imports, Inc.		Delaware
Hayward Dodge, Inc.		Delaware
Henderson ANUSA, LLC	AutoNation USA Henderson	Delaware
Henderson Collision, Inc.		Delaware
HH-A Luxury Imports, Inc.	Audi Hilton Head	Delaware
HH-CDJR Motors, Inc.	AutoNation Chrysler Dodge Jeep Ram Hilton Head	Delaware
HH-Collision, Inc.	AutoNation Collision Center Hilton Head	Delaware
HH-HYG Imports, Inc.	AutoNation Hyundai Hilton Head; Genesis of Hilton Head	Delaware
HH-JLR Luxury Imports, Inc.	Jaguar Land Rover Hilton Head; Jaguar Hilton Head; Land Rover Hilton Head	Delaware
HH-P Luxury Imports, Inc.	Porsche Hilton Head	Delaware
HH-S Imports, Inc.	AutoNation Subaru Hilton Head	Delaware
HH-VW Imports, Inc.	AutoNation Volkswagen Hilton Head	Delaware
Hillard Auto Group, Inc.		Texas
Hilton Head ANUSA, LLC	AutoNation USA Hilton Head	Delaware
Hollywood Imports Limited, Inc.	AutoNation Honda Hollywood; AutoNation Collision Center Hollywood	Florida
Horizon Chevrolet, Inc.		Ohio
House of Imports Holding, LLC		Delaware
House of Imports, Inc.	House of Imports	California
Houston ANUSA, LLC	AutoNation USA Houston	Delaware
Houston Auto M. Imports Greenway, Ltd.	Mercedes-Benz of Houston Greenway	Texas
Houston Auto M. Imports North, Ltd.	Mercedes-Benz of Houston North	Texas

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Legal Entity	Current DBA(s)	State or Other Jurisdiction of Incorporation or Organization
Houston Imports Greenway GP, LLC		Delaware
Houston Imports North GP, LLC		Delaware
HV Body Shop, LLC	AutoNation Collision Center Hunt Valley	Delaware
HV York Road Imports, LLC	AutoNation Acura Hunt Valley	Delaware
HVA Imports, LLC	Audi Hunt Valley	Delaware
HVC Motors, LLC		Delaware
HVJLR Luxury Imports, LLC	Jaguar Land Rover Hunt Valley; Jaguar Hunt Valley; Land Rover Hunt Valley	Delaware
HVM Imports, LLC	Mercedes-Benz of Hunt Valley	Delaware
HVP Luxury Imports, LLC	Porsche Hunt Valley	Delaware
HVS Motors, LLC	AutoNation Subaru Hunt Valley	Delaware
HVVW Motors, LLC		Delaware
HYG Country Drive Imports, Inc.	AutoNation Hyundai Carlsbad	Delaware
Imports on Automotive Drive, LLC	AutoNation Acura Colorado Springs	Delaware
Imports on Paseo Del Norte, Inc.	AutoNation Subaru Carlsbad	Delaware
Imports on PCH, Inc.		Delaware
Irvine Imports Holding, LLC		Delaware
Irvine Imports, Inc.	AutoNation Toyota Irvine	California
Jacksonville ANUSA, LLC	AutoNation USA Jacksonville	Delaware
Jemautco, Inc.		Ohio
Jerry Gleason Chevrolet, Inc.		Illinois
Jim Quinlan Chevrolet Co.	AutoNation Chevrolet South Clearwater; AutoNation Part Center	Delaware
Joe MacPherson Ford	AutoNation Ford Tustin	California
Joe MacPherson Imports No. I		California
Joe MacPherson Infiniti	AutoNation Infiniti Tustin	California
Joe MacPherson Infiniti Holding, LLC		Delaware
John M. Lance Ford, LLC	AutoNation Ford Westlake; AutoNation Collision Center Westlake	Delaware
J-R Motors Company North	AutoNation Honda 104	Colorado
J-R Motors Company South	AutoNation Toyota Arapahoe; Toyota Arapahoe Rentals	Colorado
JRJ Investments, Inc.	Audi Las Vegas; BMW of Henderson; BMW of Las Vegas; MINI of Las Vegas; AutoNation Volkswagen Las Vegas	Nevada
Katy ANUSA, LLC	AutoNation ANUSA Katy	Delaware
Kennesaw ANUSA, LLC	AutoNation USA Kennesaw	Delaware
Kenyon Dodge, Inc.		Florida
King's Crown Ford, Inc.	AutoNation Ford Jacksonville	Delaware
L.P. Evans Motors WPB, Inc.	Mercedes-Benz of Miami	Florida
L.P. Evans Motors, Inc.	AutoNation Nissan Miami	Florida
Lance Children, Inc.		Ohio
Las Vegas ANUSA, LLC	AutoNation USA Centennial	Delaware
Leesburg Imports, LLC	AutoNation Honda Dulles	Delaware
Leesburg Motors, LLC	AutoNation Toyota Leesburg	Delaware
Les Marks Chevrolet, Inc.		Texas
Lew Webb's Ford, Inc.		California
Lew Webb's Irvine Nissan Holding, LLC		Delaware
Lew Webb's Irvine Nissan, Inc.		California

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Legal Entity	Current DBA(s)	State or Other Jurisdiction of Incorporation or Organization
Lewisville Collision, Inc.		Delaware
Lewisville Imports GP, LLC		Delaware
Lewisville Imports, Ltd.	AutoNation Honda Lewisville	Texas
Lot 4 Real Estate Holdings, LLC		Delaware
Luxury Imports of Portland, Inc.		Delaware
Luxury Orlando Imports, Inc.	Audi South Orlando	Delaware
Luxury Woodlands Imports, Inc.	BMW of the Woodlands	Delaware
Lynnwood ANUSA, LLC		Delaware
MacHoward Leasing		California
MacHoward Leasing Holding, LLC		Delaware
MacPherson Enterprises, Inc.		California
Magic Acquisition Corp.	AutoNation Ford Valencia	Delaware
Magic Acquisition Holding, LLC		Delaware
Maitland Luxury Imports, Inc.	Porsche of Orlando	Delaware
Marks Family Dealerships, Inc.		Texas
Marks Transport, Inc.	AutoNation Toyota Gulf Freeway	Texas
MC/RII, LLC		Ohio
Mealey Holdings, Inc.		Florida
Mesa Collision, Inc.	AutoNation Collision Center Mesa	Delaware
Midway Chevrolet, Inc.		Texas
Mike Hall Chevrolet, Inc.		Delaware
Mike Shad Chrysler Plymouth Jeep Eagle, Inc.		Florida
Mike Shad Ford, Inc.	AutoNation Ford Orange Park; AutoNation Lincoln Orange Park; AutoNation Collision Center Orange Park	Florida
Mission Blvd. Motors, Inc.		California
Mobile ANUSA, LLC		Delaware
Mobile Imports, LLC		Delaware
Mobility B2B, LLC		Delaware
Mobility B2C, LLC	AutoNation Mobility	Delaware
Mobility Holding, Inc.		Delaware
Mortimer Collision, LLC		Delaware
Mr. Wheels Holding, LLC		Delaware
Mr. Wheels Solutions, LLC	AutoNation Insurance Solutions	Delaware
Mr. Wheels, Inc.	AutoNation Toyota Cerritos	California
Mullinax East, LLC	AutoNation Ford East	Delaware
Mullinax Ford North Canton, Inc.	AutoNation Ford North Canton; AutoNation Collision Center North Canton	Ohio
Mullinax Ford South, Inc.	AutoNation Ford Margate; AutoNation Collision Center Margate	Florida
Mullinax Insurance Agency		Ohio
Mullinax Used Cars, Inc.		Ohio
Naperville Imports, Inc.	Mercedes-Benz of Naperville	Delaware
Newport Beach Cars Holding, LLC		Delaware
Newport Beach Cars, LLC	Newport Auto Center; Porsche Newport Beach; Bentley Newport Beach	Delaware
Nichols Ford, Ltd.	AutoNation Ford South Fort Worth; AutoNation Collision Center Fort Worth	Texas
Nichols GP, LLC		Delaware



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Legal Entity	Current DBA(s)	State or Other Jurisdiction of Incorporation or Organization
Nissan of Brandon, Inc.		Florida
North Austin ANUSA, LLC	AutoNation USA Austin	Delaware
North Lauderdale ANUSA, LLC		Delaware
Northpoint Chevrolet, LLC		Delaware
Northwest Financial Group, Inc.	BMW of Bellevue	Washington
NY LNR Luxury Imports, Inc.	Jaguar Land Rover New Rochelle; Jaguar New Rochelle; Land Rover New Rochelle	Delaware
NY Luxury Motors of Mt. Kisco, Inc.	Jaguar Land Rover Mt. Kisco; Jaguar Mt. Kisco; Land Rover Mt. Kisco	Delaware
NY MT. Kisco Luxury Imports, Inc.		Delaware
NY Palisades Luxury Imports, Inc.		Delaware
NY White Plains Luxury Imports, Inc.	Jaguar Land Rover White Plains; Jaguar White Plains; Land Rover White Plains	Delaware
Orlando Sanford ANUSA, LLC	AutoNation USA Sanford	Delaware
Owings Mills Luxury Imports, LLC		Delaware
Oxnard European Motors, LLC		Delaware
Oxnard Venture Holdings, Inc.		Delaware
Payton-Wright Ford Sales, Inc.		Texas
Pembroke Motors, Inc.	AutoNation Chrysler Dodge Jeep Ram Pembroke Pines	Delaware
Peyton Cramer Automotive	AutoNation Acura South Bay	California
Peyton Cramer Automotive Holding, LLC		Delaware
Peyton Cramer F. Holding, LLC		Delaware
Peyton Cramer Ford	AutoNation Ford Torrance	California
Peyton Cramer Infiniti		California
Peyton Cramer Infiniti Holding, LLC		Delaware
Peyton Cramer Jaguar		California
Peyton Cramer LM Holding, LLC		Delaware
Phoenix ANUSA, LLC	AutoNation USA Phoenix	Delaware
Phoenix Avondale ANUSA, LLC	AutoNation USA Phoenix Avondale	Delaware
Pierce Automotive Corporation		Arizona
Pierce, LLC	AutoNation Toyota Tempe	Delaware
Pitre Chrysler-Plymouth-Jeep of Scottsdale, Inc.		Delaware
Plains Chevrolet GP, LLC		Delaware
Plains Chevrolet, Ltd.	AutoNation Chevrolet Amarillo	Texas
Plano ANUSA, LLC	AutoNation USA Plano	Delaware
Plano Collision, Inc.	AutoNation Collision Center Plano	Delaware
Port City Imports, Inc.	AutoNation Honda South Corpus Christi	Texas
Prime Auto Cosmetics, Inc.	AutoNation Reconditioning Services; AutoNation Marketplace Services Company	Delaware
Prime Auto Resources, Inc.	AutoNation Auto Auction; AutoNation Auto Auction Orlando; AutoNation Auto Auction Houston; AutoNation Auto Auction Atlanta	California
Prosper Imports, Inc.		Delaware
Quality Nissan GP, LLC		Delaware
Quinlan Motors, Inc.		Florida
R. Coop Limited		Colorado
R.L. Buscher II, Inc.		Colorado
R.L. Buscher III, Inc.		Colorado



Legal Entity	Current DBA(s)	State or Other Jurisdiction of Incorporation or Organization
Real Estate Holdings, Inc.		Florida
Renton H Imports, Inc.	AutoNation Honda Renton	Delaware
RepairSmith, Inc.	AutoNation Mobile Service	Delaware
Republic Resources Company		Delaware
Republic Risk Management Services, Inc.		Florida
Resources Aviation, Inc.		Florida
RI Merger Corp.		Colorado
RI/BB Acquisition Corp.	AutoNation Collision Center Oviedo; AutoNation Collision Center Airport	Delaware
RI/BBNM Acquisition Corp.		Arizona
RI/Hollywood Nissan Acquisition Corp.	AutoNation Nissan Pembroke Pines	Delaware
RI/LLC Acquisition Corp.		Colorado
RI/RMC Acquisition GP, LLC		Delaware
RI/RMC Acquisition, Ltd.	AutoNation Chevrolet West Austin	Texas
RI/RMT Acquisition GP, LLC		Delaware
RI/RMT Acquisition, Ltd.	AutoNation Toyota South Austin; AutoNation Collision Center Austin	Texas
RI/WFI Acquisition Corporation		Delaware
RKR Motors, Inc.	Mercedes-Benz of Pompano	Florida
Rockville Luxury Imports, LLC	BMW of Rockville; AutoNation Collision Center Rockville	Delaware
Roseville Motor Corporation	AutoNation Chrysler Dodge Jeep Ram Roseville	California
Roseville Motor Holding, LLC		Delaware
RS Holdings, Inc.		Delaware
Sahara Imports, Inc.	AutoNation Honda East Las Vegas	Nevada
Sahara Nissan, Inc.	AutoNation Nissan Las Vegas	Nevada
Salt Lake ANUSA, LLC		Delaware
San Antonio ANUSA, LLC	AutoNation USA San Antonio	Delaware
SC-HYG Imports, Inc.	AutoNation Hyundai Columbia	Delaware
SC-JLR Luxury Imports, Inc.		Delaware
Shamrock F. Holding, LLC		Delaware
Six Jays LLC		Colorado
SMI Motors Holding, LLC		Delaware
SMI Motors, Inc.		California
South Broadway Motors, LLC	AutoNation Chrysler Jeep Broadway	Delaware
South Houston ANUSA, LLC		Delaware
Southwest Motors of Denver, LLC	AutoNation Chrysler Dodge Jeep Ram Southwest	Delaware
St. Louis ANUSA, LLC	AutoNation USA St. Louis	Delaware
Star Motors, LLC	Mercedes-Benz of Fort Lauderdale	Delaware
Steakley Chevrolet GP, LLC		Delaware
Steakley Chevrolet, Ltd.		Texas
Steve Moore Chevrolet Delray, LLC		Delaware
Steve Moore Chevrolet, LLC	AutoNation Chevrolet Greenacres; AutoNation Collision Center Greenacres	Delaware
Stevens Creek Holding, LLC		Delaware
Stevens Creek Luxury Imports Holding, LLC		Delaware

Legal Entity	Current DBA(s)	State or Other Jurisdiction of Incorporation or Organization
Stevens Creek Luxury Imports, Inc.	AutoNation Maserati Stevens Creek; AutoNation Alfa Romeo Stevens Creek	Delaware
Stevens Creek Motors, Inc.	AutoNation Acura Stevens Creek	California
Sunrise Nissan of Jacksonville, Inc.		Florida
Sunrise Nissan of Orange Park, Inc.		Florida
Sunset Pontiac-GMC Truck South, Inc.		Florida
Sunset Pontiac-GMC, Inc.		Michigan
Sutherlin Chrysler-Plymouth Jeep-Eagle, LLC		Delaware
Sutherlin H. Imports, LLC	AutoNation Honda Thornton Road	Delaware
Sutherlin Imports, LLC	AutoNation Toyota Pinellas Park; AutoNation Collision Center St. Petersburg	Delaware
Sutherlin Nissan, LLC		Delaware
Tasha Incorporated		California
Tempe Body Shop, Inc.		Delaware
Terry York Motor Cars Holding, LLC		Delaware
Terry York Motor Cars, Ltd.	Jaguar Land Rover Woodland Hills; Jaguar Woodland Hills; Land Rover Woodland Hills	California
Texan Ford Sales, Ltd.	AutoNation Ford Arlington	Texas
Texan Ford, Inc.	AutoNation Ford Katy; AutoNation Collision Center Katy	Texas
Texan Sales GP, LLC		Delaware
Texas Management Companies LP, LLC		Delaware
The Pierce Corporation II, Inc.		Arizona
Tier2 Corporation		Delaware
Tinley Park A. Imports, Inc.		Delaware
Tinley Park J. Imports, Inc.		Delaware
Tinley Park V. Imports, Inc.		Delaware
TN CDJR Motors, LLC		Delaware
TN F Imports, LLC		Delaware
Torrance Nissan Holding, LLC		Delaware
Torrance Nissan, LLC		Delaware
Tousley Ford, Inc.	AutoNation Ford White Bear Lake	Minnesota
Towson Luxury Imports, LLC	BMW of Towson; BMW of Bel Air; MINI of Towson; AutoNation Collision Center Towson	Delaware
Triangle Corporation		Delaware
Tucson Collision, Inc.		Delaware
T-West Sales & Service, Inc.	AutoNation Toyota Las Vegas	Nevada
Twin Cities Luxury Imports, Inc.		Delaware
TX Alliance Motors, Inc.	AutoNation Chrysler Dodge Jeep Ram North Fort Worth; AutoNation Collision Center Alliance	Texas
TX Ennis Autoplex Motors, Inc.		Texas
TX Motors of North Richland Hills, Inc.	AutoNation Chrysler Dodge Jeep Ram North Richland Hills; AutoNation Hyundai North Richland Hills; AutoNation Collision Center North Richland Hills	Delaware
TX Motors on Katy Freeway, Inc.	AutoNation Chrysler Dodge Jeep Ram Katy; AutoNation Collision Center Katy West	Texas
TX Motors on Southwest Loop, Inc.		Texas

Legal Entity	Current DBA(s)	State or Other Jurisdiction of Incorporation or Organization
TX West Houston Motors, Inc.	AutoNation Chrysler Dodge Jeep Ram Houston	Texas
TX-CC Dallas, Inc.	AutoNation Collision Center Maple	Delaware
TX-CC Galleria, Inc.	AutoNation Collision Center Galleria	Delaware
TX-CC Spring, Inc.	AutoNation Collision Center Spring	Delaware
Valencia Auto Imports Holding, LLC		Delaware
Valencia B. Imports Holding, LLC		Delaware
Valencia B. Imports, Inc.	Valencia BMW	Delaware
Valencia Dodge		California
Valencia Dodge Holding, LLC		Delaware
Valencia H. Imports Holding, LLC		Delaware
Valencia H. Imports, Inc.	AutoNation Honda Valencia	Delaware
Valley Chevrolet, LLC	AutoNation Chevrolet Timonium	Delaware
Vanderbeek Motors Holding, LLC		Delaware
Vanderbeek Motors, Inc.	AutoNation Subaru Roseville; BMW of Roseville	California
Vanderbeek Olds/GMC Truck, Inc.		California
Vanderbeek Truck Holding, LLC		Delaware
Village Motors, LLC	AutoNation Toyota Libertyville	Delaware
Vince Wiese Chevrolet, Inc.	AutoNation Chevrolet Valencia	Delaware
Vince Wiese Holding, LLC		Delaware
VistaCal Luxury Imports, Inc.		Delaware
W.O. Bankston Nissan, Inc.		Texas
Wallace Dodge, LLC		Delaware
Wallace Ford, LLC	AutoNation Collision Center Delray	Delaware
Wallace Lincoln-Mercury, LLC		Delaware
Wallace Nissan, LLC		Delaware
Webb Automotive Group, Inc.		California
Wesley Chapel ANUSA, LLC	AutoNation USA Wesley Chapel	Delaware
West Colorado Motors, LLC	AutoNation Chrysler Jeep West; AutoNation Buick GMC Park Meadows; AutoNation Buick GMC West; AutoNation Subaru Arapahoe	Delaware
West Houston Luxury Imports, Inc.	Jaguar Land Rover West Houston; Jaguar West Houston; Land Rover West Houston	Delaware
West Side Motors, Inc.	AutoNation Honda West Knoxville	Tennessee
Westgate Chevrolet GP, LLC		Delaware
Westgate Chevrolet, Ltd.	AutoNation Chevrolet West Amarillo; AutoNation Cadillac West Amarillo	Texas
Westmont A. Imports, Inc.	Audi Westmont	Delaware
Westmont B. Imports, Inc.	Laurel BMW of Westmont	Delaware
Westmont Collision, Inc.	AutoNation Collision Center Westmont	Delaware
Westmont M. Imports, Inc.	Mercedes-Benz of Westmont	Delaware
Woody Capital Investment Company II		Colorado
Woody Capital Investment Company III		Colorado
Working Man's Credit Plan, Inc.		Texas
WPB Collision, Inc.		Delaware

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the registration statements listed below, of our reports dated February 16, 2024, with respect to the consolidated financial statements of AutoNation, Inc. and subsidiaries and the effectiveness of internal control over financial reporting.

- Form S-3 Registration No. 333-262830;
- Form S-4 Registration Nos. 333-41505 and 333-17915; and
- Form S-8 Registration Nos. 333-269873, 333-216482, 333-214308, 333-195706, 333-170737, 333-150756, 333-143250, 333-130019, 333-29265, and 033-93742

/s/ KPMG LLP

Fort Lauderdale, Florida  
February 16, 2024

**CERTIFICATION**

I, Michael Manley, certify that:

1. I have reviewed this Annual Report on Form 10-K of AutoNation, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/S/ MICHAEL MANLEY

Michael Manley

Chief Executive Officer and Director

Date: February 16, 2024



**CERTIFICATION**

I, Thomas A. Szlosek, certify that:

1. I have reviewed this Annual Report on Form 10-K of AutoNation, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ THOMAS A. SZLOSEK

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Thomas A. Szlosek

Executive Vice President and Chief Financial Officer

Date: February 16, 2024

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report on Form 10-K of AutoNation, Inc. (the "Company") for the year ended December 31, 2023, as filed with the U.S. Securities and Exchange Commission (the "Report"), I, Michael Manley, Chief Executive Officer of the Company, hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/S/ MICHAEL MANLEY

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Michael Manley

Chief Executive Officer and Director

February 16, 2024

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report on Form 10-K of AutoNation, Inc. (the "Company") for the year ended December 31, 2023, as filed with the U.S. Securities and Exchange Commission (the "Report"), I, Thomas A. Szlosek, Executive Vice President and Chief Financial Officer of the Company, hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ THOMAS A. SZLOSEK

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Thomas A. Szlosek

Executive Vice President and Chief Financial Officer

February 16, 2024

## AUTONATION, INC.

AMENDED AND RESTATED POLICY  
REGARDING RECOUPMENT OF CERTAIN INCENTIVE COMPENSATION

1. This AutoNation, Inc. Policy Regarding Recoupment of Certain Incentive Compensation (the "Recoupment Policy") sets forth the conditions under which AutoNation, Inc. (the "Company") will seek reimbursement or forfeiture of certain incentive compensation paid to or received by any current or former officer of the Company who the Company's Board of Directors (the "Board") designated as an officer for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (an "Executive Officer"). This Recoupment Policy was established as of February 5, 2015 and is hereby amended and restated as of October 25, 2023, in order to coordinate with Company's adoption of a supplemental executive recoupment policy required by Section 954 of the Dodd-Frank Wall Street Reform and Consumer Protection Act, as may be amended from time to time, and related rules and regulations of the Securities and Exchange Commission and the NYSE and as referenced in Section 5(f) below.
  2. If an Executive Officer engages in fraud, intentional misconduct, or gross negligence (collectively, "Misconduct"), and as a result of such Misconduct, the Company is required to restate its financial statements filed with the U.S. Securities and Exchange Commission due to material noncompliance with any financial reporting requirement, then the Company may require reimbursement or forfeiture of all or a portion of any incentive compensation paid to or received by such Executive Officer, during the three-year period preceding the date on which the Company is required to prepare an accounting restatement, that is greater than the amount that would have been paid or received under the specific terms of the applicable incentive award had the financial results been originally reported as set forth in the accounting restatement (the amount of any such excess payment to or receipt by the Executive Officer being herein referred to as the "Excess Compensation"). Any such reimbursement or forfeiture shall be subject to the dispute resolution procedures set forth in any applicable compensation plans or employment agreements. For purposes of this Recoupment Policy, an act or omission will not be considered to constitute Misconduct if the person in good faith relied upon the advice of the Company's legal counsel, external tax or accounting advisors of the Company, or the independent registered public accounting firm of the Company.
  3. In determining whether to require reimbursement or forfeiture and, if so, the amount of Excess Compensation, the Board may take into account such factors as it deems appropriate, including (a) the extent to which any incentive compensation was based on the achievement of specified performance targets and, if so, whether any such incentive compensation would have been reduced had the Misconduct not occurred, (b) the extent to which, prior to the public announcement of the events leading to the restatement, the Executive Officer sold shares of Company stock and the amount of any sales proceeds received by the Executive Officer in excess of the amount that the Executive Officer would have received without the restatement, (c) the Executive Officer's involvement in and accountability for the Misconduct, (d) the likelihood of success in seeking reimbursement or forfeiture and the amount likely to be recovered relative to the effort and expense involved, (e) the extent to which the assertion of a reimbursement or forfeiture claim may prejudice the interests of the Company, (f) the passage of time since the occurrence of the act in respect of the applicable Misconduct, (g) any pending or threatened legal proceeding relating to the applicable Misconduct and any actual or anticipated resolution relating thereto, and (h) the tax consequences to the Company and the affected Executive Officer.
  4. The Company shall disclose to its stockholders the amount of any Excess Compensation to the extent (a) the Board determines that such disclosure is practicable and in the best interest of the Company's stockholders or (b) such disclosure is required by applicable law.
  5. Other Provisions.
    - (a) The Company may take any action permitted by law to recover amounts recoverable under this Recoupment Policy from an Executive Officer.
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- (b) The Board (or any Board committee designated by the Board) shall have full and final authority to make all determinations required under this Recoupment Policy and all such determinations shall be final and binding on all persons.
  - (c) This Recoupment Policy shall apply to any incentive compensation that is awarded on or after February 5, 2015.
  - (d) The rights and remedies in this Recoupment Policy are cumulative and not exclusive of any other rights or remedies that may be available to the Company or any of its subsidiaries, whether provided by law, equity, statute, agreement, or otherwise.
  - (e) Incentive compensation means any cash bonus that is based upon achievement of financial performance metrics and any equity-based compensation (e.g., stock, restricted stock units or options).
  - (f) This Recoupment Policy is separate from and in addition to the requirements of the Company's Supplemental Executive Officer Recoupment Policy (the "Supplemental Recoupment Policy"), attached hereto as Exhibit A, applicable to each person who is or becomes an "officer" of the Company as defined under Rule 16a-1(f) under Section 16 of the Securities Exchange Act of 1934, which shall be deemed to include any individuals identified by the Company as executive officers pursuant to Item 401(b) of Regulation S-K under the Securities Exchange Act of 1934. To the extent that compensatory payments are also subject to recoupment as Erroneously-Awarded Compensation (as defined in the Supplemental Policy) as provided by the Supplemental Policy, only the Supplemental Policy shall apply, and in no event shall the same amount of compensation be recovered twice.
  - (g) This Recoupment Policy is separate from and in addition to the requirements of Section 304 of the Sarbanes-Oxley Act of 2002 (" Section 304") that are applicable to the Company's Chief Executive Officer and Chief Financial Officer. Any amounts paid to the Company by the Chief Executive Officer and Chief Financial Officer pursuant to Section 304 shall be considered in determining any amount of Excess Compensation under this Recoupment Policy.
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## **EXHIBIT A**

### **AUTONATION, INC. SUPPLEMENTAL EXECUTIVE OFFICER RECOUPMENT POLICY**

As required by Section 954 of the Dodd-Frank Wall Street Reform and Consumer Protection Act, as may be amended from time to time, and the related rules or regulations promulgated by the SEC and the NYSE, the Board of Directors (the "Board") of AutoNation, Inc. (the "Company") adopts this AutoNation, Inc. Supplemental Executive Officer Recoupment Policy (the "Supplemental Recoupment Policy") to be applied to the Executive Officers of the Company in addition to the AutoNation, Inc. Amended and Restated Policy Regarding Recoupment of Certain Incentive Compensation. The Supplemental Recoupment Policy is hereby adopted on October 25, 2023 to be effective as of the Effective Date, as defined below.

#### **1. Definitions**

For purposes of this Supplemental Recoupment Policy, the following definitions shall apply:

- a) "Committee" means any committee appointed or designated by the Board from time to time. To the extent the Board has delegated to the Committee the authority to administrate or make determinations under this Supplemental Recoupment Policy, where applicable references herein to the Board shall be deemed to refer to the Committee.
  - b) "Company Group" means the Company and each of its Subsidiaries, as applicable.
  - c) "Covered Compensation" means any Incentive-Based Compensation granted, vested or paid to a person who served as an Executive Officer at any time during the performance period for the Incentive-Based Compensation and that was Received (i) on or after the Effective Date, (ii) after the person became an Executive Officer and (iii) at a time that the Company had a class of securities listed on a national securities exchange or a national securities association.
  - d) "Effective Date" means October 2, 2023.
  - e) "Erroneously-Awarded Compensation" means the amount of Covered Compensation granted, vested or paid to a person during the fiscal period when the applicable Financial Reporting Measure relating to such Covered Compensation was attained that exceeds the amount of Covered Compensation that otherwise would have been granted, vested or paid to the person had such amount been determined based on the applicable Restatement, computed without regard to any taxes paid (i.e., on a pre-tax basis). For Covered Compensation based on stock price or total shareholder return, where the amount of Erroneously-Awarded Compensation is not subject to mathematical recalculation directly from the information in a Restatement, the Board will determine the amount of such Covered Compensation that constitutes Erroneously-Awarded Compensation, if any, based on a reasonable estimate of the effect of the Restatement on the stock price or total shareholder return upon which the Covered Compensation was granted, vested or paid and the Board shall maintain documentation of such determination and provide such documentation to the NYSE.
  - f) "Exchange Act" means the Securities Exchange Act of 1934, as amended.
  - g) "Executive Officer" means each "officer" of the Company as defined under Rule 16a-1(f) under Section 16 of the Exchange Act, which shall be deemed to include any individuals identified by the Company as executive officers pursuant to Item 401(b) of Regulation S-K under the Exchange Act. Both current and former Executive Officers are subject to the Supplemental Recoupment Policy in accordance with its terms.
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- h) "Financial Reporting Measure" means (i) any measure that is determined and presented in accordance with the accounting principles used in preparing the Company's financial statements, and any measures derived wholly or in part from such measures and may consist of GAAP or non-GAAP financial measures (as defined under Regulation G of the Exchange Act and Item 10 of Regulation S-K under the Exchange Act), (ii) stock price or (iii) total shareholder return. Financial Reporting Measures may or may not be filed with the SEC and may be presented outside the Company's financial statements, such as in Managements' Discussion and Analysis of Financial Conditions and Result of Operations or in the performance graph required under Item 201(e) of Regulation S-K under the Exchange Act.
- i) "Incentive-Based Compensation" means any compensation that is granted, earned or vested based wholly or in part upon the attainment of a Financial Reporting Measure. In addition, for purposes of this Supplemental Recoupment Policy, Incentive-Based Compensation is deemed "Received" in the Company's fiscal period during which the Financial Reporting Measure specified in or otherwise relating to the Incentive-Based Compensation award is attained, even if the grant, vesting or payment of the Incentive-Based Compensation occurs after the end of that period.
- j) "Lookback Period" means the three completed fiscal years (plus any transition period of less than nine months that is within or immediately following the three completed fiscal years and that results from a change in the Company's fiscal year) immediately preceding the date on which the Company is required to prepare a Restatement for a given reporting period, with such date being the earlier of: (i) the date the Board, a committee of the Board, or the officer or officers of the Company authorized to take such action if Board action is not required, concludes, or reasonably should have concluded, that the Company is required to prepare a Restatement, or (ii) the date a court, regulator or other legally authorized body directs the Company to prepare a Restatement. Recovery of any Erroneously-Awarded Compensation under the Supplemental Recoupment Policy is not dependent on if or when the Restatement is actually filed.
- k) "NYSE" means the New York Stock Exchange.
- l) "Restatement" means a required accounting restatement of any Company financial statement due to the material noncompliance of the Company with any financial reporting requirement under the securities laws, including (i) to correct an error in previously issued financial statements that is material to the previously issued financial statements (commonly referred to as a "Big R" restatement) or (ii) to correct an error in previously issued financial statements that is not material to the previously issued financial statements but that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period (commonly referred to as a "little r" restatement). Changes to the Company's financial statements that do not represent error corrections under the then-current relevant accounting standards will not constitute Restatements. Recovery of any Erroneously-Awarded Compensation under the Supplemental Recoupment Policy is not dependent on fraud or misconduct by any person in connection with the Restatement.
- m) "SEC" means the United States Securities and Exchange Commission.
- n) "Subsidiary" means any domestic or foreign corporation, partnership, association, joint stock company, joint venture, trust or unincorporated organization "affiliated" with the Company, that is, directly or indirectly, through one or more intermediaries, "controlling," "controlled by" or "under common control with," the Company. "Control" for this purpose means the possession, direct or indirect, of the power to direct or cause the direction of the management and policies of such person, whether through the ownership of voting securities, contract or otherwise.

## **2. Recoupment of Erroneously-Awarded Compensation**

In the event of a Restatement, any Erroneously-Awarded Compensation Received during the Lookback Period prior to the Restatement (a) that is then-outstanding but has not yet been paid shall be automatically and immediately

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forfeited and (b) that has been paid to any person shall be subject to reasonably prompt repayment to the Company Group in accordance with Section 3 of this Supplemental Recoupment Policy. The Board must pursue (and shall not have the discretion to waive) the forfeiture and/or repayment of such Erroneously-Awarded Compensation in accordance with Section 3 of this Supplemental Recoupment Policy, except as provided below.

Notwithstanding the foregoing, the Board (or in the event of a Committee, if the Committee is not a committee of the Board responsible for the Company's executive compensation decisions and composed entirely of independent directors, a majority of the independent directors serving on the Board) may determine not to pursue the forfeiture and/or recovery of Erroneously-Awarded Compensation from any person if the Board determines that such forfeiture and/or recovery would be impracticable due to either of the following circumstances: (i) the direct expense paid to a third party (for example, reasonable legal expenses and consulting fees) to assist in enforcing the Supplemental Recoupment Policy would exceed the amount to be recovered (following reasonable attempts by the Company Group to recover such Erroneously-Awarded Compensation, the documentation of such attempts, and the provision of such documentation to the NYSE), or (ii) recovery would likely cause any otherwise tax-qualified retirement plan, under which benefits are broadly available to employees of Company Group, to fail to meet the requirements of 26 U.S.C. 401(a)(13) or 26 U.S.C. 411(a) and regulations thereunder.

### **3. Means of Repayment**

In the event that the Board determines that any person shall repay any Erroneously-Awarded Compensation, the Board shall provide written notice to such person by email or certified mail to the physical address on file with the Company Group for such person, and the person shall satisfy such repayment in a manner and on such terms as required by the Board, and the Company Group shall be entitled to set off the repayment amount against any amount owed to the person by the Company Group, to require the forfeiture of any award granted by the Company Group to the person, or to take any and all necessary actions to reasonably promptly recoup the repayment amount from the person, in each case, to the fullest extent permitted under applicable law, including without limitation, Section 409A of the Internal Revenue Code and the regulations and guidance thereunder. If the Board does not specify a repayment timing in the written notice described above, the applicable person shall be required to repay the Erroneously-Awarded Compensation to the Company Group by wire, cash or cashier's check no later than thirty (30) days after receipt of such notice.

### **4. No Indemnification**

No person shall be indemnified, insured or reimbursed by the Company Group in respect of any loss of compensation by such person in accordance with this Supplemental Recoupment Policy, nor shall any person receive any advancement of expenses for disputes related to any loss of compensation by such person in accordance with this Supplemental Recoupment Policy, and no person shall be paid or reimbursed by the Company Group for any premiums paid by such person for any third-party insurance policy covering potential recovery obligations under this Supplemental Recoupment Policy. For this purpose, "indemnification" includes any modification to current compensation arrangements or other means that would amount to *de facto* indemnification (for example, providing the person a new cash award which would be cancelled to effect the recovery of any Erroneously-Awarded Compensation). In no event shall the Company Group be required to award any person an additional payment if any Restatement would result in a higher incentive compensation payment.

### **5. Miscellaneous**

This Supplemental Recoupment Policy generally will be administered and interpreted by the Board. Any determination by the Board with respect to this Supplemental Recoupment Policy shall be final, conclusive and binding on all interested parties. Any discretionary determinations of the Board under this Supplemental Recoupment Policy, if any, need not be uniform with respect to all persons, and may be made selectively amongst persons, whether or not such persons are similarly situated.

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This Supplemental Recoupment Policy is intended to satisfy the requirements of Section 954 of the Dodd-Frank Wall Street Reform and Consumer Protection Act, as it may be amended from time to time, and any related rules or regulations promulgated by the SEC or the NYSE.

The provisions in this Supplemental Recoupment Policy are intended to be applied to the fullest extent of the law. To the extent that any provision of this Supplemental Recoupment Policy is found to be unenforceable or invalid under any applicable law, such provision will be applied to the maximum extent permitted and shall automatically be deemed amended in a manner consistent with its objectives to the extent necessary to conform to applicable law. The invalidity or unenforceability of any provision of this Supplemental Recoupment Policy shall not affect the validity or enforceability of any other provision of this Supplemental Recoupment Policy. Recoupment of Erroneously-Awarded Compensation under this Supplemental Recoupment Policy is not dependent upon the Company Group satisfying any conditions in this Supplemental Recoupment Policy, including any requirements to provide applicable documentation to the NYSE, or satisfying any disclosure requirements under applicable law.

The rights of the Company Group under this Supplemental Recoupment Policy to seek forfeiture or reimbursement are in addition to, and not in lieu of, any rights of recoupment, or remedies or rights other than recoupment, that may be available to the Company Group pursuant to the terms of any law, government regulation or stock exchange listing requirement or any other policy, code of conduct, employee handbook, employment agreement, equity award agreement, or other plan or agreement of the Company Group.

#### **6. Amendment and Termination**

To the extent permitted by, and in a manner consistent with applicable law, including SEC and NYSE rules, the Board may terminate, suspend or amend this Supplemental Recoupment Policy at any time in its discretion.

#### **7. Successors**

This Supplemental Recoupment Policy shall be binding and enforceable against all persons and their respective beneficiaries, heirs, executors, administrators or other legal representatives with respect to any Covered Compensation granted, vested or paid to or administered by such persons or entities.

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## **ACKNOWLEDGMENT, CONSENT AND AGREEMENT**

This Acknowledgment & Agreement (the "Acknowledgment") is delivered by the individual named below as of the date set forth below.

The undersigned is an Executive Officer (as designated by the Board of Directors for purposes of Section 16 of the Securities Exchange Act of 1934, as amended) of AutoNation, Inc. (the "Company"). The undersigned has received and/or is eligible to receive cash-based and/or equity-based incentive compensation from the Company or its subsidiaries.

The Board of Directors of the Company adopted the AutoNation, Inc. Policy Regarding Recoupment of Certain Incentive Compensation effective February 6, 2015 (as amended from time to time, the "Recoupment Policy"). Pursuant to the Recoupment Policy, the Company may seek to recoup certain compensation from Executive Officers in the event that the Company is required to restate its financial statements due to material noncompliance with any financial reporting requirement under the federal securities laws (other than corrections resulting from changes to accounting standards). Effective October 2, 2023, the Board of Directors of the Company adopted the Supplemental Executive Officer Recoupment Policy (the "Supplemental Recoupment Policy"), to comply with the listing requirements of the New York Stock Exchange.

In consideration of the continued benefits to be received from the Company (or a subsidiary) and the right to participate in, and receive future awards under, the Company's cash- and equity-based incentive programs, the undersigned hereby acknowledges and agrees that:

1. I have read and understand the Recoupment Policy;
2. I agree that, to the extent provided in the Recoupment Policy, the Recoupment Policy shall apply to incentive compensation arrangements established after February 5, 2015 and the programs and agreements under which such incentive compensation may be issued shall be deemed to incorporate the terms of the Recoupment Policy even if the Recoupment Policy is not explicitly referenced therein.
3. I have read and understand the Supplemental Recoupment Policy. I knowingly, voluntarily and irrevocably consent to an agreement to be bound by and subject to the Supplemental Recoupment Policy's terms and conditions, including that I will return any Erroneously-Awarded Compensation that is required to be repaid in accordance with the Supplemental Recoupment Policy. I further acknowledge, understand and agree that the compensation that I receive, have received or may become entitled to receive from the Company is subject to the Supplemental Recoupment Policy, and the Supplemental Recoupment Policy may affect such compensation, even if the Supplemental Recoupment Policy is not explicitly referenced therein.
4. I have no right to indemnification, insurance payments or other reimbursement by or from the Company Group for any compensation that is subject to recoupment and/or forfeiture as required by the Supplemental Recoupment Policy. Capitalized terms not defined herein have the meanings set forth in the Supplemental Recoupment Policy.

**Signed:**

**Name:**

**Date:**