As amended effective October 14, 2026

AUTONATION, INC.
CORPORATE GOVERNANCE GUIDELINES

The Corporate Governance and Nominating Committee of the Board of Directors (the ***"Board"***) of AutoNation, Inc., a Delaware corporation (the ***"Company"***), has developed, and the Board has adopted, the following Corporate Governance Guidelines (the ***"Guidelines"***) to assist the Board in the exercise of its responsibilities and to serve best the interests of the Company and its stockholders. These Guidelines should be interpreted in the context of all applicable laws and the Company's Certificate of Incorporation (as amended and restated), Amended and Restated By-Laws, and other corporate governance documents. These Guidelines are intended to serve as a flexible framework within which the Board may conduct its business and not as a set of legally binding obligations. These Guidelines are subject to modification from time to time by the Board as the Board may deem appropriate in the best interests of the Company or as required by applicable laws, regulations and rules to which the Company may be subject.

BOARD ROLE

The Board's mission is to maximize long-term stockholder value. The business and affairs of the Company are managed under the direction of the Board of Directors, which is the ultimate decision-making body of the Company, except with respect to those matters reserved to the Company's stockholders. The Board establishes overall corporate policies, selects and evaluates the Company's senior management team, which is charged with the conduct of the Company's business, and acts as an advisor and counselor to senior management. The Board also reviews the Company's business strategy and the performance of management in executing the Company's business strategy and managing the Company's day-to-day operations.

SELECTION AND COMPOSITION OF THE BOARD

Board Size

The number of Directors should permit diversity of experience without hindering effective discussion, diminishing individual accountability, or exceeding a number that can function efficiently as a body. The Board will periodically review the size of the Board and determine the size that is most effective in relation to future operations.

Director Qualifications Standards

Nominees for Director shall be selected on the basis of, among other things, broad experience, financial expertise, wisdom, integrity, ability to make independent analytical inquiries, understanding of the Company's business environment, the Nominee's ownership interest in the Company, and willingness and ability to devote adequate time to Board duties, all in the context of assessing the needs of the Board at that point in time and with the objective of ensuring diversity in the background, experience, and viewpoints of Board members. The Corporate Governance and Nominating Committee shall be responsible for assessing the appropriate balance of skills and characteristics required of Board members.

Selection of Directors

The entire Board shall stand for election by the stockholders of the Company each year at the Company's Annual Meeting of Stockholders. The Corporate Governance and Nominating Committee is responsible for identifying, evaluating, and recommending candidates to the entire Board for nomination and election to the Board. Based on such recommendation, the entire Board shall be responsible for nominating members for election to the Board and for filling vacancies on the Board that may occur between annual meetings of stockholders. The Corporate Governance and Nominating Committee shall consider director candidates recommended by stockholders.

Substantial Majority of Independent Directors

The Board shall be comprised of a substantial majority of Directors who qualify as "independent" directors (the "Independent Directors") under the listing standards of The New York Stock Exchange (the "NYSE"). However, the Board is willing to have one or two members of management serve as Directors of the Company. To be considered independent under the NYSE listing standards, the Board must determine that a Director has no material relationship with the Company. The determinations will be made by the Board, with the assistance of the Corporate Governance and Nominating Committee, annually and disclosed in the Company's annual proxy statement. To assist the Board in determining whether a Director is independent, the Board has established the following independence standards:

(a) A Director is not independent if the Director is, or has been within the last three years, an employee of the Company, or an immediate family member (as defined by NYSE rules) is, or has been within the last three years, an executive officer of the Company (provided, that prior service as an interim executive Chairman or Chief Executive Officer or other executive officer of the Company shall not be deemed to be employment for these purposes).

(b) A Director is not independent if the Director has received, or has an immediate family member who has received, during any twelve-month period within the last three years, more than $120,000 in direct compensation from the Company, other than director and committee fees and pension or other forms of deferred compensation for prior service, provided such compensation is not contingent in any way on continued service (provided, that the following compensation shall not be considered for these purposes: (i) compensation received by a Director for former service as an interim Chairman or Chief Executive Officer or other executive officer of the Company and (ii) compensation received by a Director's immediate family member for service as an employee of the Company, other than an executive officer).

(c) A Director is not independent if (i) the Director is a current partner or employee of a firm that is the Company's internal or external auditor (the "Independent Auditor"); (ii) the Director has an immediate family member who is a current partner of the Independent Auditor; (iii) the Director has an immediate family member who is a current employee of the Independent Auditor and personally works on the

Company's audit; or (iv) the Director or an immediate family member of the Director was within the last three years (but is no longer) a partner or employee of the Independent Auditor and personally worked on the Company's audit within that time.

(d) A Director is not independent if the Director or an immediate family member of the Director is, or has been within the last three years, employed as an executive officer of another company where any of the Company's present executive officers at the same time serves or served on that company's compensation committee.

(e) The following relationships (including commercial, industrial, banking, consulting, legal, and other business relationships and charitable relationships) will not be considered to be material relationships that would impair a Director's independence: (i) if a Director is presently affiliated with (including by serving as a director, general partner or executive officer of, or holding a greater than 10% equity ownership) or employed by, or whose immediate family member is presently an executive officer of, a company or entity that made payments to, or received payments from, the Company for property or services in an amount which, in each of the last three fiscal years, was less than the greater of $1,000,000 and two percent (2%) of the consolidated gross revenue of the company or entity; (ii) if a Director is presently affiliated with (including by serving as a director, general partner or executive officer of, or holding a greater than 10% equity ownership) or employed by, or whose immediate family member is presently an executive officer of, a bank or other company or entity that is indebted to the Company, or to which the Company is indebted, and the total amount of the debt is less than two percent (2%) of the total consolidated assets of such bank, company or entity; and (iii) if a Director is presently affiliated with (including by serving as a director, officer or trustee of) or employed by, or whose immediate family member is presently an officer, director or trustee of, a tax exempt organization to which the Company made charitable contributions which, in each of the last three fiscal years, were less than the greater of $1,000,000 and two percent (2%) of such tax exempt organization's consolidated gross revenue. For purposes of clarification, the look-back periods in this subsection do not apply to transactions or relationships with a company or entity with which a Director or a Director's immediate family member is no longer affiliated.

(f) For relationships not covered by or meeting the standards set forth in subsection (e) above, the determination of whether the relationship is material or not, and therefore whether the Director is independent or not, shall be made by the Board, with the assistance of the Corporate Governance and Nominating Committee, based on the relevant facts and circumstances. This could include a determination that, based on the relevant facts and circumstances, a director relationship exceeding the thresholds set forth in subsection (e) above is not material (provided, that such relationship does not conflict with the NYSE's listing standards). If such a determination is made, it will be disclosed in the Company's annual proxy statement.

(g) The Company will not make any personal loans to Directors or executive officers.

Board Leadership

The general policy of the Board shall be that the Chairman of the Board (the "***Chairman***") should be an Independent Director. If the Chairman is not an Independent Director, the Independent Directors shall annually select one of the Independent Directors to serve as the lead Independent Director (the ***"Lead Independent Director"***).

The Lead Independent Director's duties include:

- calling and presiding at executive sessions of the non-management Directors and at meetings of the Board at which the Chairman is not present, and communicating feedback from such sessions and meetings to the Chairman and the Chief Executive Officer (the "CEO");
- serving as a liaison between the non-management Directors, the Chairman, the CEO, and/or senior management (as applicable);
- reviewing and advising on Board meeting agendas, schedules and materials;
- working with the Chairman and the CEO to approve the scope, quality, quantity and timeliness of information sent to the Board;
- being available for communication with major stockholders, in coordination with the Chairman and the CEO; and
- performing such other duties as the Board may from time to time delegate.

In performing the duties described above, the Lead Independent Director is expected to consult with the chairs of the appropriate Board committees and solicit their participation in order to avoid diluting the authority or responsibilities of such committee chairs. The General Counsel and other Company employees, as applicable, shall provide support to the Lead Independent Director in fulfilling the Lead Independent Director role.

Director Orientation and Continuing Education

The Company shall provide new Directors with a director orientation program to familiarize such Directors with, among other things, the Company's business, strategic plans, significant financial, accounting and risk management issues, compliance programs, conflicts policies, codes of conduct and ethics, corporate governance guidelines, principal officers, and internal and external auditors. Each Director is expected to participate in continuing educational programs in order to maintain the necessary level of expertise to perform his or her responsibilities as a Director. The Company shall pay for such continuing education sessions and shall reimburse the Directors for the reasonable and necessary costs of attending such sessions.

Non-Employee Director Stock Ownership Guidelines

The Board believes that non-employee Directors should be stockholders and have a financial stake in the Company. Toward this end, the Board expects that each non- employee Director will hold shares of the Company's common stock ("Shares") having a fair market value of not less than $1,000,000 (the "Threshold") within five years after his or her initial appointment to the Board, or within three years of April 24, 2024 for each non-employee Director serving on the Board as of such date.

For purposes of these guidelines, in addition to Shares held by the Director, stock ownership will be deemed (x) to include the value of any (i) Shares of restricted stock once vested and (ii) vested but undelivered Shares held by a Director pursuant to restricted stock units or similar stock- based awards granted by the Company and (y) not to include the value of any (i) unvested Shares of restricted stock or restricted stock units or (ii) Shares underlying unexercised stock options, stock appreciation rights or similar stock-based awards granted by the Company. In the event that a non- employee Director meets the Threshold and subsequently the fair market value of such Director's holdings falls below the Threshold solely due to a decline in the stock price for a Share, such Director shall be deemed to remain in compliance with these guidelines so long as such Director does not sell or transfer any Shares at any time the fair market value of his or her holdings is at or below the Threshold. The Corporate Governance and Nominating Committee shall administer compliance with these guidelines.

Retirement of CEO from Board Upon Retirement from the Company

In order to retain freshness in the process and to give new management the unfettered ability to provide new leadership, a retiring CEO shall not continue to serve on the Board except in extraordinary circumstances.

Term Limits

The Board does not believe it should limit the number of terms for which an individual may serve as a Director. Directors who have served on the Board for an extended period of time are able to provide valuable insight into the operations and future of the Company based on their experience with and understanding of the Company's history, policies, and objectives.

Changes in Job Responsibilities of Directors

A Director must notify the Chairman of the Board or the Chair of the Corporate Governance and Nominating Committee in the event of a material change in the principal occupation he or she holds. The Board, upon recommendation of the Corporate Governance and Nominating Committee, may take such action as it determines necessary or appropriate in light of the change, which action may include a request that the Director submit his or her resignation if the Board determines that continued Board service would not be appropriate.

Outside Relationships

Directors should advise the Chairman of the Board and the Chairman of the Corporate Governance and Nominating Committee in advance of accepting an invitation to serve on another public company board. There should be an opportunity for the Board through the Corporate Governance and Nominating Committee to review the Director's availability to fulfill his or her responsibilities as a Director if he or she serves on more than four other public company boards, in the case of a non-employee Director, or two other public company boards, in the case of an inside Director. In reviewing outside directorships, the Board through the Corporate Governance and Nominating Committee shall consider a Director's stock ownership interest in the Company.

Directors also should advise the Chairman of the Board and the Chairman of the Corporate Governance and Nominating Committee in advance of engaging in any business relationship with (including, but not limited to, by serving as a director, advisor, or consultant, or in a similar role), or investing in, any company, whether publicly-traded or privately-held, in the automotive industry or that competes, directly or indirectly, with any of the Company's businesses. There should be an opportunity for the Board through the Corporate Governance and Nominating Committee to review any such business relationship or investment, as appropriate. Directors are not required to advise the Chairman of the Board and the Chairman of the Corporate Governance and Nominating Committee of any such investment that is limited to ownership of less than 1% of a public company or an ownership interest in an exchange-traded, mutual, or closed-end fund.

Director Resignation Policy

An incumbent Director who fails to receive a majority vote in an uncontested election in accordance with the Company's Amended and Restated By-Laws shall, within five days following the certification of the election results, tender his or her written resignation to the Chairman of the Board for consideration by the Corporate Governance and Nominating Committee.

The Corporate Governance and Nominating Committee shall consider such tendered resignation and, within 45 days following the date of the stockholders' meeting at which the election of directors occurred, shall make a recommendation to the Board concerning the acceptance or rejection of such resignation. In determining its recommendation to the Board, the Corporate Governance and Nominating Committee shall consider all factors deemed relevant by the members of the Committee including, without limitation, the stated reason or reasons why stockholders voted against such Director's re-election, the qualifications of the Director (including, for example, whether the Director serves on the Audit Committee of the Board as an "audit committee financial expert" and whether there are one or more other Directors qualified, eligible and available to serve on the Audit Committee in such capacity), and whether the Director's resignation from the Board would be in the best interests of the Company and its stockholders.

The Corporate Governance and Nominating Committee also shall consider a range of possible alternatives concerning the Director's tendered resignation as the members of the Committee deem appropriate, including, without limitation, acceptance of the resignation,

rejection of the resignation or rejection of the resignation coupled with a commitment to seek to address and cure the underlying reasons reasonably believed by the Committee to have substantially resulted in such Director failing to receive the required number of votes for re-election.

The Board shall take formal action on the Corporate Governance and Nominating Committee's recommendation no later than 90 days following the date of the stockholders' meeting at which the election of directors occurred. In considering the Corporate Governance and Nominating Committee's recommendation, the Board shall consider the information, factors and alternatives considered by the Committee and such additional information, factors and alternatives as the Board deems relevant.

Following the Board's decision, the Company, within four business days after such decision is made, shall publicly disclose, in a Form 8-K filed with the Securities and Exchange Commission, whether the Board accepted or rejected the tendered resignation.

No Director who, in accordance with this Policy, is required to tender his or her resignation, shall participate in the Corporate Governance and Nominating Committee's deliberations or recommendation, or in the Board's deliberations or determination, with respect to accepting or rejecting his or her resignation as a Director. If a majority of the members of the Corporate Governance and Nominating Committee fail to receive the required number of votes for re-election, then the Committee shall not make a recommendation to the Board concerning the acceptance or rejection of the tendered resignations, and the Board (other than the individual Directors whose resignations are being considered) shall consider the tendered resignations, taking into account the factors described above, and take formal action no later than 90 days following the date of the stockholders' meeting at which the election of directors occurred. The Board may, in that event, create an ad hoc committee for the purpose of assisting the Board in considering the tendered resignations.

BOARD ROLE AND OPERATION

Executive Sessions of Outside Directors

The non-management Directors shall meet in regularly scheduled executive sessions without management. In addition, if the Board includes non-management Directors who are not Independent Directors, the Independent Directors shall meet at least once a year. The Independent Chairman or the Lead Independent Director, as the case may be, shall preside over each such executive session.

Board Contact with Senior Management

Board members shall have complete access to the CEO and senior officers reporting directly to the CEO and, as necessary and appropriate, to the Company's outside advisors. Board members shall coordinate such access with respect to matters relating to standing committees of the Board through the appropriate committee chair. Board members will use judgment to assure that this access is efficient and appropriate and not distracting to management and the business operation of the Company. Directors should refrain from giving strategic or operating direction

to members of management outside the scope of full Board or committee responsibility and accountability.

Outside Communication

The Board believes that management speaks for the Company. In accordance with this philosophy, Directors should defer to the Chairman or the Company's Communications Department when requested to make any comments regarding the Company or its business.

BOARD MEETINGS

Frequency of Board Meetings

The Board shall meet at least four times per fiscal year in accordance with a meeting schedule that is approved by the Board. The Board may also meet at such other times in meetings called in accordance with the Company's Amended and Restated By-Laws.

Selection of Agenda

The agenda for each Board meeting shall be determined by the Chairman and distributed in advance of the meeting to each Director. Each Director is encouraged to suggest agenda items.

Board Materials

Information and data are important to the Board's understanding of the Company's business and essential to prepare Board members for productive meetings. Presentation materials relevant to each meeting should generally be distributed in writing to the Board in advance of the meeting unless doing so is not practicable or would compromise the confidentiality of competitive information. In the event of a pressing need for the Board to meet on short notice, it is recognized that written materials may not be available in advance of the meeting. Management will make every effort to provide presentation materials that are brief and to the point, yet communicate the essential information.

Meeting Attendance

A Director is expected to spend the time and effort necessary to properly discharge such Director's responsibilities. Accordingly, a Director is expected to regularly attend meetings of the Board and committees on which such Director sits and the Company's Annual Meeting of Stockholders, with the understanding that on occasion a Director may be unable to attend a meeting. A Director who is unable to attend a Board or committee meeting or an Annual Meeting of Stockholders is expected to notify the Chairman or the chair of the Corporate Governance and Nominating Committee in advance of such meeting.

BOARD COMMITTEES

Committee Structure

It is the general policy of the Board that major decisions be considered by the Board as a whole, subject to applicable law. As a consequence, the committee structure of the Board is limited to those committees considered to be basic to or required for the operation of the Company as a publicly-owned entity. The Company shall have three standing committees: Audit Committee, Corporate Governance and Nominating Committee, and Compensation Committee. The duties for each committee shall be outlined in the charter for each committee and by resolution of the Board. From time to time, the Board may form other committees or subcommittees or disband a current committee or subcommittee depending on circumstances. Each committee and subcommittee shall have the power and authority to engage outside counsel and other advisors, at the expense of the Company, as it determines necessary to carry out its duties.

Composition and Qualifications of Members

Each standing committee shall consist solely of Independent Directors. In addition, the composition of each committee shall be reviewed by the Board annually to ensure that members are qualified in accordance with applicable laws, rules and regulations.

Assignment

The Corporate Governance and Nominating Committee, after consultation with the Chairman, shall recommend to the Board for approval, and the Board shall approve, all assignments of committee members, including designations of the chairs of the committees.

Committee Reports

The chair of each committee shall report to the full Board, whenever appropriate, with respect to those matters considered and acted upon by his or her committee.

LEADERSHIP EVALUATION

Evaluating Board Performance

The Board shall be responsible for annually conducting a self-evaluation of the Board as a whole and of the Board committees. The Corporate Governance and Nominating Committee shall be responsible for establishing the evaluation criteria, including for determining whether the Board and Board committees are functioning effectively, and implementing the process for such evaluation.

Board Compensation

The Compensation Committee shall review on an annual basis the form and amount of compensation to be paid or awarded to non-employee Directors for service on the Board and its committees based on the Compensation Committee's consideration of the responsibilities and time commitment of non-employee Directors and information regarding the compensation paid

at peer companies. The Company's non-employee director compensation program should be designed to attract and retain non-employee Directors who have the talent and experience necessary to advance the Company's long-term interests, with the general objective of providing non-employee Directors with compensation that is customary in comparison to practices at similar companies. Changes in non-employee director compensation, if any, should come at the suggestion of the Compensation Committee, but with full discussion and concurrence by the Board. Employee Directors shall not be paid additional compensation for their services as Directors.

CEO Evaluation

The Compensation Committee is responsible for setting annual and long-term performance goals for the CEO and for evaluating his performance against such goals. The chair of the Compensation Committee and/or Independent Chairman or Lead Independent Director, as the case may be, shall meet with the CEO to evaluate his or her performance against such goals. The Compensation Committee also is responsible for setting annual and long-term performance goals and compensation for, and evaluating the performance against such goals by, the other senior executive officers of the Company. Both the goals and the evaluation for the CEO and other senior executive officers of the Company are then submitted for consideration by, and input from, the outside Directors of the Board at a meeting of that group.

Succession Planning and Management Development

The CEO will report annually to the Board on the Company's program for succession and management development. CEO succession is a Board-driven, collaborative process. Although the current CEO has an important role to play, the Board must be responsible for the plan for succession while collaborating with the CEO in deciding the timing and the necessary qualifications for making a final decision.

CODES OF CONDUCT AND ETHICS

All Directors, officers and employees shall comply with the Company's codes of conduct and ethics, which provide that the Company will conduct business according to high moral and ethical principles and in compliance with applicable law. The Board does not intend to grant waivers under any code of conduct or ethics policy for any Director or executive officer.

POLICY ON STOCKHOLDER RIGHTS PLANS

The Board of Directors will not adopt or extend any poison pill unless such adoption or extension has been submitted to a stockholder vote.

POLICY ON GOLDEN PARACHUTE PAYMENTS

The Company will not enter into a Severance Agreement with a senior executive of the Company that provides for Benefits in an amount exceeding 299% of the sum of such senior executive's base salary plus bonus, unless such Severance Agreement has been submitted to a stockholder vote. Further, unless such Severance Agreement has been submitted to a stockholder vote, the Company will not enter into a Severance Agreement that provides for the payment of

Benefits to a senior executive of the Company triggered by (i) a Change in Control of the Company that is approved by stockholders but not completed or (ii) a completed Change in Control of the Company in which the senior executive remains employed in a substantially similar capacity by the successor entity.

As used herein, "Severance Agreement" means an employment, severance or other agreement (together with any renewal, modification or extension of any such agreement) that provides for the payment of Benefits to a senior executive of the Company triggered by (i) the termination of such executive's employment or (ii) a Change in Control of the Company.

As used herein, "Benefits" means severance amounts payable in cash or stock to a senior executive of the Company (including amounts payable for the uncompleted portion of an employment term), including both lump-sum payments and the estimated present value of any periodic payments, consulting fees or perquisites paid following the date of termination of such executive's employment; provided, that the term "Benefits" does not include (i) retirement benefits earned or accrued under qualified or non-qualified retirement plans, (ii) the value of accelerated vesting of, or payments with respect to, any outstanding equity-based award granted prior to termination of such executive's employment or the extension of an exercise period with respect to any such award or (iii) compensation and benefits earned, accrued or otherwise provided for services rendered prior to the date of termination of such executive's employment.

As used herein, "bonus" means the annual bonus awarded to the senior executive for the calendar year prior to any termination of such executive's employment.

As used herein, "Change in Control" means (i) the acquisition by any person, entity or group (together with any affiliates thereof) of direct or indirect beneficial ownership of or the right to vote more than 50% of the voting securities of the Company, or (ii) any merger, consolidation or other business combination of the Company with or into any other entity, recapitalization, spin-off, distribution or any other similar transaction, whether in a single transaction or series of related transactions, where the beneficial owners of the voting securities of the Company prior to such transaction, taken together with their affiliates, cease to beneficially own at least 50% of the voting power of the voting securities of the entity surviving or resulting from such transaction (or the ultimate sole parent thereof) (such ownership being based solely on the voting securities beneficially owned by such persons immediately prior to such event).

As used herein, "senior executive" shall have the meaning given to the term "executive officer" in Rule 3b-7 under the Securities Exchange Act of 1934, as amended.

POLICY ON STOCKHOLDER COMMUNICATIONS WITH THE BOARD

The Board encourages stockholders to communicate with the Board. The process for stockholders to communicate with the Board will be published on the Company's website.

EXECUTIVE OFFICER STOCK OWNERSHIP GUIDELINES

The Board believes that senior executive officers of the Company should be stockholders and have a financial stake in the Company. Toward this end, the Board expects that (a) the person(s) holding the offices of Chief Executive Officer and/or President will hold Shares having a fair market value of not less than four times his or her annual base salary and (b) each Executive Vice President and each other member of the senior management team of the Company will hold Shares having a fair market value of not less than two times his or her annual base salary, in each case by the date that is five years after the executive was appointed to such position. In the event that a covered executive is awarded an increase to his or her annual base salary, such executive shall have until the date that is two years after such increase to meet the new applicable threshold, provided that, until such date, the executive shall be expected to remain in compliance with the previously applicable threshold. Until the applicable threshold is met, a covered executive expected to retain 50% of the Shares, net of applicable tax withholding and the payment of any exercise or purchase price (if applicable), received upon the vesting or settlement of equity awards or the exercise of stock options.

For purposes of these guidelines, in addition to Shares held by a covered executive, stock ownership will be deemed (x) to include the value of any (i) Shares of restricted stock once vested and (ii) vested but undelivered Shares held by a covered executive pursuant to restricted stock units or similar stock-based awards granted by the Company and (y) not to include the value of any (i) unvested Shares of restricted stock or restricted stock units or (ii) Shares underlying unexercised stock options, stock appreciation rights or similar stock-based awards granted by the Company. In the event that an executive meets his or her threshold, and subsequently the fair market value of such executive's holdings falls below the applicable threshold solely due to a decline in the stock price for a Share, such executive shall be deemed to remain in compliance with these guidelines so long as such executive does not sell or transfer any Shares at any time the fair market value of his or her holdings is at or below the applicable threshold. The Corporate Governance and Nominating Committee shall administer compliance with these guidelines. In the event of any conflict between these guidelines and any employment agreement with an officer covered by these guidelines, the terms and conditions of such employment agreement shall control and supersede these guidelines.

REVIEW OF THESE GUIDELINES

The Corporate Governance and Nominating Committee shall review these Guidelines annually, or more frequently as appropriate, in comparison to the governance standards identified by leading governance authorities and the evolving needs of the Company and shall determine whether or not an amendment to these Guidelines should be recommended to the Board. Upon recommendation of the Corporate Governance and Nominating Committee, the Board shall consider and adopt amendments to these Guidelines as appropriate.