

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

SONIC AUTOMOTIVE, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required
 - Fee paid previously with preliminary materials
 - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11
-

Your **Vote** Counts!

SONIC AUTOMOTIVE, INC.

2023 Annual Meeting of Stockholders

Vote by May 14, 2023

11:59 PM ET

SONIC AUTOMOTIVE, INC.
4401 FOREBURN ROAD
CHARLOTTE, NC 28211



V04522-P83663

You invested in SONIC AUTOMOTIVE, INC. and it's time to vote!

You have the right to vote on proposals being presented at the 2023 Annual Meeting of Stockholders. **This is an important notice regarding the availability of proxy materials for the stockholder meeting to be held on May 15, 2023.**

Get informed before you vote

You can view the Notice of Annual Meeting and Proxy Statement and the 2022 Annual Report to Stockholders online OR you can receive a free paper or e-mail copy of the material(s) by requesting prior to May 1, 2023. If you would like to request a paper or e-mail copy of the material(s) for this and/or future stockholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an e-mail to sendmaterial@proxyvote.com. If sending an e-mail, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or e-mail copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and vote without entering a control number



Vote Virtually at the Meeting*

May 15, 2023
4:00 PM ET

Virtually at:
www.virtualshareholdermeeting.com/5AH2023

*Please check the meeting materials for any special requirements for meeting attendance.

V11

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. Election of Directors	
Nominees:	
1a. David Bruton Smith	✔ For
1b. Jeff Dyke	✔ For
1c. William I. Belk	✔ For
1d. William R. Brooks	✔ For
1e. John W. Harris III	✔ For
1f. Michael Hodge	✔ For
1g. Keri A. Kaiser	✔ For
1h. B. Scott Smith	✔ For
1i. Marcus G. Smith	✔ For
1j. R. Eugene Taylor	✔ For
2. Ratification of the appointment of Grant Thornton LLP to serve as Sonic's independent registered public accounting firm for fiscal 2023.	✔ For
3. Advisory vote to approve Sonic's named executive officer compensation in fiscal 2022.	✔ For
4. Advisory vote on the frequency of future advisory votes to approve Sonic's named executive officer compensation.	1 Year
5. Approval of the amendment and restatement of the Sonic Automotive, Inc. 2012 Formula Restricted Stock and Deferral Plan for Non-Employee Directors.	✔ For
6. Approval of the amendment to Sonic's Amended and Restated Certificate of Incorporation to limit the personal liability of certain senior officers of Sonic as permitted by recent amendments to the General Corporation Law of the State of Delaware.	✔ For
NOTE: In their discretion, the proxy holders are authorized to vote on such other business as may properly come before the meeting or any adjournment or postponement thereof. EACH OF PROPOSALS 1, 2, 3, 4, 5 AND 6 HAS BEEN PROPOSED BY SONIC AUTOMOTIVE, INC.	

Prefer to receive an e-mail instead? While voting on www.ProxyVote.com, be sure to click "Sign up for E-delivery".