



Code of Conduct



A Message from Bill Rhodes

Dear AutoZoners,

I would like to introduce you to our new *Code of Conduct*, or our “Code.” Our Code is firmly rooted in our Pledge and Values—the guiding principles of our company and our commitment to WOW! Customer Service and Trustworthy Advice. This Code also provides some practical ways to achieve the goals established by our Pledge, Values and culture.

So why do we need a Code when our Pledge and our Values are what drive us? As with many aspects of our daily work, we can’t do a good job without the right tools. We try to make sure our customers leave AutoZone with the tools and parts to do the job right, and we want to do the same for our AutoZoners.

This Code contains the standards set for all AutoZoners. It is based on the principles contained in our Pledge and Values, and many times, it provides the extra guidance we need to make responsible decisions and navigate the right course of action when we face challenges in our business.

AutoZoners, it is important that all of us read and follow the guidelines contained in our Code. None of us will be an expert in all of its parts, but *every one of us* is expected to follow the Code.

We’re also expected to speak up when we are unsure of the right thing to do. It’s important to ask questions about our Code and the statements it makes, and to come forward if you’re concerned about a situation or activity at AutoZone. You can talk to your manager or any of the other resources listed in this Code and get the help you need to make good decisions consistent with our Pledge and Values.

Thank you for your commitment to AutoZone and for taking care of our customers and our business by following the standards set in our Code. Your integrity, energy and willingness to make AutoZone the best it can be are part of what makes every day a great day to be an AutoZoner.

Bill

Bill Rhodes
Chairman, President and CEO
Customer Satisfaction



“It’s important to ask questions about our Code and the statements it makes, and to come forward if you’re concerned about a situation or activity at AutoZone.”

AutoZone Cheer

Give me an:



Who's the best?

Who's number one?



AutoZone Pledge and Values

pledge values

AutoZoners always put customers first!

We know our parts and products.

Our stores look great!

We've got the best merchandise at the right price.

an AutoZoner always...

puts customers first

Exceed your customers' expectations by providing WOW! Customer Service and going the Extra Mile. Understand your customers' needs and solve their problems. Treat each customer as your only customer.

cares about people

Treat people with dignity and respect. Recognize great work and provide frequent feedback. Demonstrate concern for others and your community. Create a safe environment. Own your development and help develop others.

strives for exceptional performance

Be accountable and honor your commitments. Act in a manner of the highest legal and ethical standards. Use resources wisely and promote a culture of thrift. Take strong initiative, act quickly and do the job right the first time.

energizes others

Share your passion for the business. Generate enthusiasm, motivate others and promote innovation. Listen and assume positive intent in others.

embraces diversity

Welcome each individual's heritage, differences and unique qualities. Build teams with diverse thoughts, skills, knowledge and backgrounds. Value the ideas and opinions of others.

helps teams succeed

Actively contribute to team goals and seek opportunities to lead. Be a reliable and supportive team member. Strive for accurate and clear communication. Place team goals over personal goals.

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Getting Started

Why Do We Have a Code?

Here at AutoZone, we go the Extra Mile to provide service that consistently exceeds expectations. As a leader in the auto parts industry, we adhere to high standards of behavior and integrity, and demonstrate to our customers, vendors and each other that we know what it means to do the right thing. Our Code is built around our **Values** and is designed to help us make the best possible decisions in our daily work.

Who Needs to Follow Our Code?

All AutoZoners have a duty to follow our Code, including our Board of Directors when acting on behalf of AutoZone. No one, regardless of job title or seniority, may act in a way that violates our Code or the trust of our customers.

In addition, we expect our suppliers worldwide, as well as any other third parties we work with, to follow similar principles of conduct, both in their own work and when working on our behalf.

“As a leader in the auto parts industry, we adhere to high standards of behavior and integrity, and demonstrate to our customers, vendors and each other that we know what it means to do the right thing.”





What's Expected of Us Under the Code?

While the Code sets forth many guidelines and requirements specific to the type of work we do, there are a few basic principles that we need to follow.

All AutoZoners need to:

- » **Understand the basics.** AutoZone's Pledge, Values, Code, policies and procedures exist to help us make good decisions. We all need to become familiar with them and use their guidance and direction in our daily work activities.
- » **Communicate.** If you aren't sure, ask your manager or another member of management.
- » **Respect the law.** Beyond what is discussed in our Code, there may be other legal requirements and regulations we must follow. All AutoZoners are expected to comply with all applicable federal, state and local laws.
- » **Speak up when something doesn't feel right.** Use AutoZone's Problem-Solving Procedures if you think something is wrong. When you suspect misconduct, trust your instincts and tell your manager or another resource listed in this Code.

AutoZone's managers at all levels have an added responsibility to:

- » **Lead by example.** Set the bar high for other AutoZoners and inspire them to meet our standards.
- » **Keep an open door.** Make sure AutoZoners feel comfortable asking questions and reporting concerns.
- » **Be here now.** When an AutoZoner stops to speak with you, give them your undivided attention.
- » **Be alert.** Take immediate action to address possible misconduct. If you need help, use AutoZone's Problem-Solving Procedures to get the right people involved right away.
- » **Promote development and innovation.** Help AutoZoners drive their development through effective coaching and by promoting continued learning and professional growth opportunities.

Making Decisions that Benefit Everyone

A great thing about being an AutoZoner is that there are many other AutoZoners and resources to help us deal with a problem or meet a challenge. When you're not sure how to approach a difficult situation, ask yourself the following questions.

Would my
decision be legal?

Who Can I Talk to if There's a Problem?

If we are not talking to each other honestly and openly, it's hard for us to succeed as a team. Coming forward with questions, concerns and reports of actual or suspected misconduct is part of our culture. It makes AutoZone a better place to work, and keeps small issues from escalating down the road.

If you believe that a violation of the law or our Code has occurred, there are a number of ways to raise this concern. Your immediate manager or supervisor is often the best place to start. You can also take your concerns to the next level manager, to a Human Resources manager or to AutoZone's general counsel. In addition, you can ask questions, raise concerns or make reports of suspected Code violations by calling AutoZone's Code Hotline.

What Happens After I Make a Report?

No matter what issue you report or how you choose to report it, your concern will always be taken seriously. AutoZone looks at every report made, and we investigate these issues when warranted. If AutoZone finds that this Code, AutoZone policy or the law has been violated in any way, AutoZone will take action to deal with the situation. Depending on the type of violation that is found, disciplinary action can include termination of employment.

AutoZone does not tolerate retaliation against those who speak up in **good faith**. Speaking up in good faith means that you report your concerns honestly and sincerely, and as completely as you are able. AutoZoners should feel comfortable participating in any possible investigations of actual or suspected misconduct. AutoZoners who make reports in good faith have no reason to fear punishment or retaliation. AutoZone may take disciplinary action (including termination of employment) if an AutoZoner knowingly files a false report.

“Coming forward with questions, concerns and reports of actual or suspected misconduct is part of our culture.”

How to Report Code Concerns

To report a suspected Code violation, ask questions or raise concerns, contact our Code Hotline:



1-800-410-8192 from the United States,
Puerto Rico and Canada
001-877-292-4135 from Mexico
0-800-762-5293 from Brazil



Email: code@autozone.com

If you would rather make an anonymous report, you can do so by mail or through AutoZone Policy Center.

Mail or in person: General Counsel, AutoZone, Inc. Dept. 8074
P.O. Box 2198
Memphis, TN 38101

Policy Center:

You do not need to identify yourself when you make a report. If you choose to give your name, it will be kept confidential to the extent allowed by local law. AutoZone never tolerates retaliation against anyone who makes a good faith report.

Meeting Our Commitments to Our Customers

Understanding Customers' Needs and Solving Their Problems

Product safety

Putting customers first is about providing them with safe, quality products that get the job done right. AutoZone is committed to selling products that are safe for their intended uses, conform to all laws and regulations and meet industry safety standards. When we learn about a potential product safety problem, AutoZone cooperates with manufacturers and government bodies to take appropriate action. We're dedicated to our goal of never putting an unsafe product in a customer's hands.

Advertising practices

We take our commitment to our customers seriously by paying special attention to the way we advertise and price our products. We don't misrepresent advertised items or mislead our customers. We are honest, fair and transparent in all of our communications. We make sales because we have the best merchandise at the right price—not because we misrepresent what we offer or tear down our competitors.

Selling practices

Putting the customer first means doing more than providing WOW! Customer Service and great-looking stores. We routinely practice WITTDJR® (What It Takes To Do The Job Right) and provide Trustworthy Advice to make sure our customers have the tools and information they need to successfully complete the job. Whether they are shopping online, calling on the phone or visiting our stores, we deal with our customers honestly and truthfully, and sell responsibly by explaining how AutoZone's products and services meet their needs. We support our product performance claims with facts to give customers accurate information about our products and how they compare to the products offered by our competition.

WITTDJR and **Trustworthy Advice** are keys to delivering **WOW! Customer Service** and creating customers for life.

Do The Job **Right**

Q

Ron is helping a customer find the tools he needs to fix the serpentine belt in his engine. He needs a socket wrench, but Ron recommends a more expensive complete set of tools. It has the wrench the customer needs, but it also comes with a lot of tools that won't help him right now. Has Ron done anything wrong?



Going the Extra Mile



Solving customer problems

Many customers visit or call us because they have a problem. First, we must be sure we understand the problem. Then we offer the customer the advice and information needed to solve it. Sometimes we make a sale and sometimes we don't.

Whenever possible, we practice "It Takes 2 to Say No"—that is, if you think you are going to disappoint a customer and do not have the answer, be sure to get a manager or another AutoZoner involved. Customer satisfaction is part of every AutoZoner's title because we are committed to providing WOW! Customer Service.



Competing with Integrity

At AutoZone, we create customers for life by ensuring that our products and services are competitive and bring value to our customers.

We respect and comply with all laws and regulations that assure our customers have access to the best possible products and services at competitive prices. These laws (commonly known as **antitrust or competition laws**) benefit consumers by keeping the retail marketplace competitive.

Antitrust laws make it illegal for us to make agreements with our competitors that would affect prices for our customers or suppliers, make it harder for other companies to exist in the marketplace, or limit consumers' access to a selection of auto parts or services. It doesn't matter if an agreement is made formally or informally—even the appearance of an anti-competitive agreement between two people can be seen as a violation of antitrust laws. To ensure that we always compete with integrity, the following topics are always off limits with competitors:

- » pricing
- » bids for commercial business
- » division or allocation of markets, territories or customers
- » preventing a competitor from selling its products
- » customer information or details

Conferences, industry associations and trade shows are business settings where we need to be extremely careful not to discuss competitive or sensitive information. If a competitor attempts to discuss any off-limits topics with you, or tries to loop you into an anti-competitive discussion, do the right thing. Tell them you won't be a part of the discussion, walk away and talk to your manager about the situation as soon as possible.

Do The Job **Right**

Q

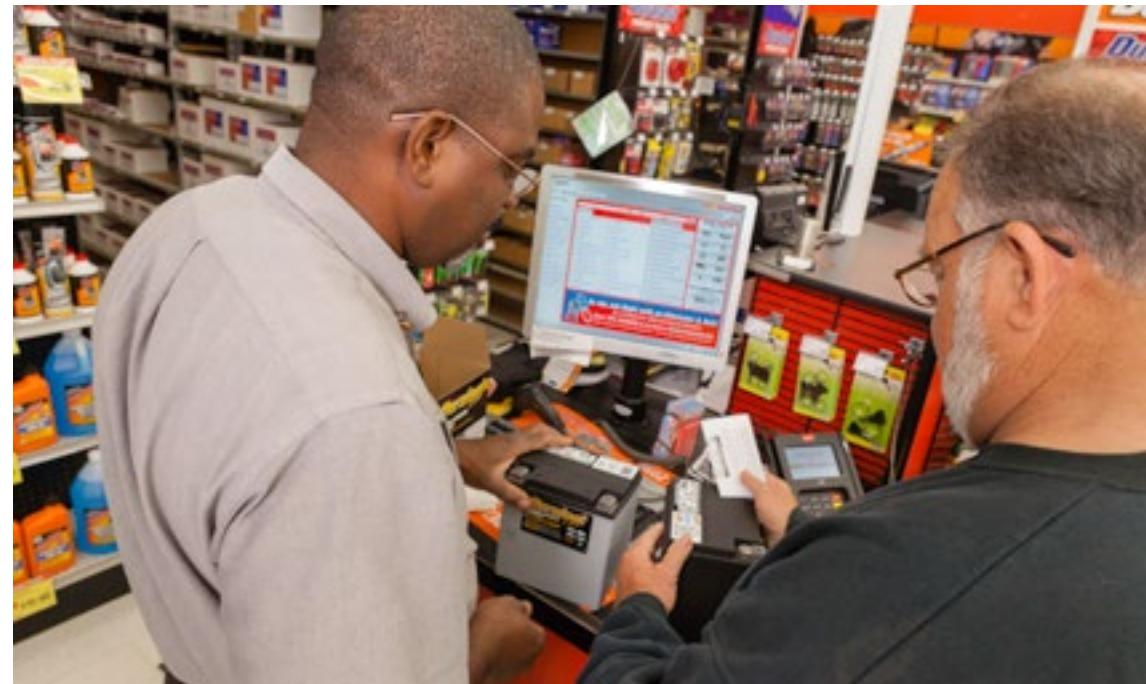
Jamie, a store manager, is friends with Matt, who manages one of our competitor's locations. Matt says that business has been slow lately and he suggests that AutoZone and his store should raise their prices so everyone can make more money. Customers will have to pay higher prices no matter where they shop. What's wrong with Matt's idea? How should Jamie respond?

Ethical and legal gathering of competitive information

Having information about what our competitors are doing can be a great advantage. Such insight allows us to plan for the future and determine new market trends that will help us better serve our customers. But the information we learn about our competitors needs to be obtained legally and ethically. If your job requires you to gather information about competing companies, always use publicly available resources, such as information published:

- » on a company's website or industry blog
- » in a catalog, circular or a reputable magazine
- » by a third-party provider

Never use information that is not publicly available. Never obtain information by spying, eavesdropping or using other deceptive practices. AutoZoners should never use or share confidential information disclosed by customers, business partners or former employees of one of AutoZone's competitors.



Do The Job **Right**

Q Carey works in AutoZone's Marketing department and he wants to find out more about our competitor's business. He applies for a job at one of their stores but doesn't mention on his application that he's an AutoZoner. When he's called in for a job interview, he asks a lot of questions about their business model, their employee turnover, and their future business plans. He gives this information to his manager, so AutoZone can compete more effectively. Has he done anything wrong?



“We seek out suppliers that act ethically and comply with the laws that apply to their businesses.”

Buying and Selling Practices

Understanding the needs of our customers starts with marketing, advertising and selling our products and services fairly, accurately and truthfully. We assume positive intent in others, and we want them to assume positive intent in us as well. Our analytical tools, market data and feedback from other AutoZoners help us independently set fair and competitive pricing for all customers.

When selling our products to other businesses, we do not unlawfully discriminate in price. We set our pricing levels so that they are available to all of our commercial customers, who are free to decide for themselves if they want to purchase enough to qualify at particular levels. When a customer asks us to match a competitor's price, we use reliable outside sources to verify the price offered (without contacting competitors)—and then meet but not beat that price.

When buying products from our suppliers, AutoZone does not ask for a price or promotion that we believe would cause the seller to discriminate in price—either because the same pricing isn't available to other customers or because the promotion would be disproportionate to the size of our order. If we ask one of our suppliers to meet a competitor's price, we provide truthful and accurate information to help them do so.

Dealing Fairly with Others

Our Pledge and Values commit us to doing what's right for our customers, and we expect our suppliers to do the same. We seek out suppliers that act ethically and comply with the laws that apply to their businesses. We never do anything to give one supplier an unfair advantage or inappropriate preferential treatment over another. When we purchase products or services from other companies, we look at a number of key factors, including quality and safety records and regulatory compliance. We develop our business relationships based on quality, merit and doing what's best for our customers.

Meeting Our Commitments to Our Fellow AutoZoners

Treating People with Dignity and Respect

At AutoZone, we are committed to treating people with dignity and respect. This doesn't just apply to the way we treat our customers; it also applies to the way we treat each other.

It's important that we create an environment where every AutoZoner's contributions are valued, and each individual is treated with respect. As a company, we take a firm stance against discrimination. We expect all employment decisions to be made based on a person's skills, knowledge and ability to fulfill the requirements of the position. We never make employment decisions on the basis of a person's:

- » race
- » religion
- » gender and gender identity
- » color
- » national origin
- » ancestry
- » sexual orientation
- » age
- » medical condition
- » physical or mental disability
- » marital status
- » veteran status
- » family leave status
- » other characteristics that are protected by law

This applies to recruiting, hiring, training, promotions, compensation, benefits, transfers, education and all other aspects of employment with AutoZone. We make all employment decisions based solely on job-related requirements.

We're also committed to keeping AutoZone harassment-free. We do not tolerate any derogatory comments or jokes, insults, slurs, intimidating behavior, inappropriate physical contact, sexual advances or any other actions that make AutoZone an uncomfortable or hostile place for someone to work. Our commitment to fairness and mutual respect also extends to our customers, vendors and candidates for employment. If you are aware of any harassing or hostile behavior, you should report it to management immediately.



Do The Job **Right**

Q

Cruz, who has been part of the AutoZone team for ten years, speaks with an accent because he grew up in another country. One of his coworkers, Mike, makes fun of Cruz's accent and even tells him that he should "go back to where he came from." How should Cruz respond?



Labor laws and human rights

We are committed to fairness and mutual respect, and to providing competitive compensation, benefits and training opportunities. Every AutoZoner can expect to be fairly compensated, and to have performance evaluations and decisions about promotion based on merit and other objective measures, without favoritism.

Additionally, we believe that dignity and respect are fundamental rights—not just for AutoZoners, but for every individual, everywhere. AutoZone is committed to upholding basic human rights in all areas of our business. We don't condone child labor, forced labor or human trafficking, and we don't purchase parts from or maintain relationships with companies that do.

Working with non-AutoZoners

AutoZone has a history of succeeding through honest business competition. When we market our products, we do it fairly, accurately and truthfully. We don't misrepresent or make false claims about AutoZone or our products, and we don't make unfair or untrue statements about our competitors or their products. Regardless of whether we're working with a customer, supplier or competitor, anyone who does business with us can expect us to act with integrity.

Since we know that our business partnerships reflect on AutoZone, we put serious thought into where we purchase the products and services that keep our business running. We commit ourselves to doing the right thing, and require our suppliers to do the same. We seek out only ethical, law-abiding suppliers, and when we find companies that meet our high standards, we work with them to establish lasting relationships. We avoid doing anything to give one supplier an unfair advantage or unfair preferential treatment over another.

Creating a Safe Environment

Great-looking stores and distribution centers show our commitment to **WOW! Customer Service**. They're also part of creating a safe environment and one of the many ways in which we demonstrate that AutoZoners always care about people.

In every AutoZone location, we strive to maintain workplace safety and health guidelines that clarify our roles and responsibilities in creating and maintaining a safe and healthy work environment. These responsibilities range from cleaning and keeping aisles clutter-free to promptly reporting any concerns we have about products or conditions in our stores, distribution centers or offices. Any AutoZoner who is aware of a possible hazard and is unable to safely resolve it should immediately report it to a manager or to the [Safety Hotline](#).

Workplace free from substance abuse

Ensuring a safe and productive workplace requires clear judgment and alertness—two things that can be impaired by drugs and alcohol. That's why AutoZone does not allow AutoZoners to possess, use, distribute, sell, offer or be under the influence of alcohol, drugs or any other intoxicating or mind-altering substances (including prescribed drugs) that impair our ability to work safely. This applies to all AutoZoners while working on or off AutoZone property, while driving an AutoZone vehicle or while driving a personal vehicle on AutoZone-related business. In some instances, alcohol may be served at AutoZone-sponsored events that are not held on AutoZone premises. In this case, AutoZone expects anyone who chooses to drink to do so responsibly and not to the point of intoxication. If you have a drug or alcohol problem, you are encouraged to seek assistance or contact your Human Resources manager for information about AutoZone's drug and alcohol rehabilitation program.



“Any AutoZoner who is aware of a possible hazard and is unable to safely resolve it should immediately report it to a manager or to the Safety Hotline.”

Workplace free from violence, intimidation and bullying

At AutoZone, our commitment to a safe and healthy work environment means we do not tolerate violence or threats of violence, intimidation or bullying on AutoZone premises or by anyone engaged in AutoZone business. We also prohibit the possession of weapons on AutoZone property, including our parking lots and vehicles, to the extent local law allows us to do so.

If you are aware of any threats or potential violence, you should report the situation immediately to a manager or to Loss Prevention. You may also call the Workplace Violence Hotline at 877-718-7728. If you or others are in immediate danger, call the local authorities first—then report the matter to AutoZone.

We expect managers to take these reports seriously and immediately respond to threats and aggressive or violent behavior. It does not matter whether the threat or act of violence comes from an AutoZoner, a customer or others—action is always required. If you are a manager and need help handling a violent or threatening situation, you should request assistance from Loss Prevention.



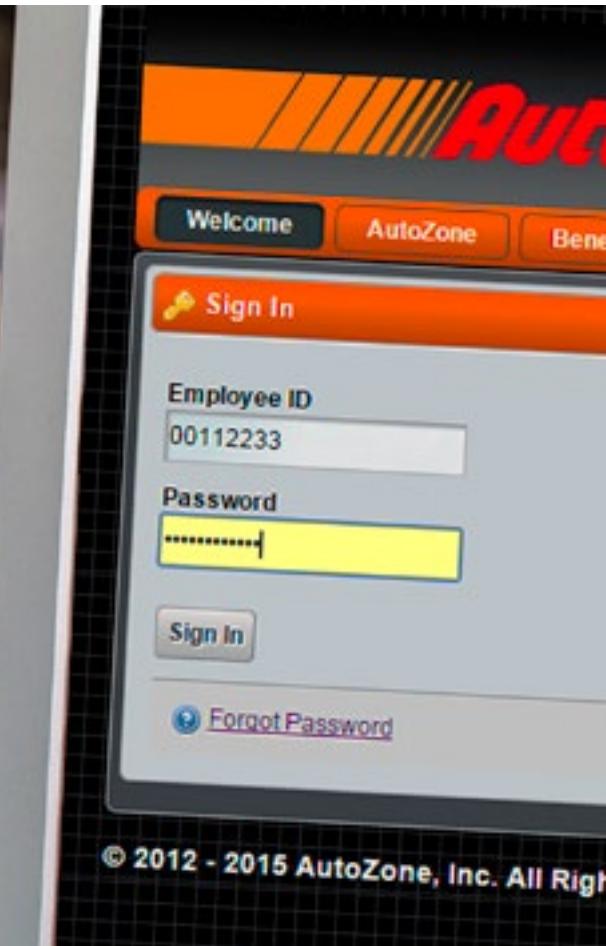
Protecting Personal Privacy

Caring about people includes keeping their private information safe. This applies to our fellow AutoZoners, as well as our customers and others outside of AutoZone. As AutoZoners, we have a personal responsibility to safeguard others' **personally identifiable information (PII)** from theft and unauthorized use.

PII is any information that can be used to identify someone. It includes:

- » contact information (name, address and phone number)
- » employment history
- » marital status
- » government-issued identification numbers
- » credit and debit card numbers
- » consumer data
- » protected health information (or PHI)

If you deal with customer or AutoZoner information as part of your job, it's your responsibility to keep it safe and use it correctly. You should only access this information with both a clear and authorized reason to do so. Don't share nonpublic, personal information of any AutoZoner not properly obtained. Always follow AutoZone's policies to securely store this information and properly destroy physical copies of data such as printouts. Never put it in the trash where it could be seen by someone else.



Do The Job **Right**

Q

Jonah's daughter is selling candles for a school fundraiser and he thinks some of his coworkers might be interested in purchasing them. He doesn't want to bother anyone while they're working. Can he look up his coworkers' phone numbers and call them later?

Do The Job **Right**

Q

In the parking lot, Hannah sees a customer's receipt, which contains the customer's name, address and phone number. What should Hannah do?

“You may never access or share personal information without a clear and authorized reason to do so.”

Meeting Our Commitments to AutoZone and Our Investors

Using Resources Wisely and Promoting a Culture of Thrift

AutoZone's exceptional performance is a reflection of dedicated AutoZoners and the wise use of our resources. We must always respect AutoZone's physical assets, information and other resources.

Every day, we use AutoZone's physical assets to do our jobs. These assets include equipment, electronic or mobile devices and work supplies, facilities, company funds and time. We are responsible for protecting these assets from damage, theft, misuse and waste.

As AutoZoners, we're expected to help support a **culture of thrift**. Just as our customers rely on us to provide them with what it takes to the job right (**WITTDJR**), AutoZone relies on us to use the right resources to do our jobs—nothing more, nothing less. This includes making sure we do the right work at the right time and use company meetings and physical assets for AutoZone business.

The same goes for any technologies we use in our work, like mobile and electronic devices, computers, telephones, email and internet access. These resources are intended to be used for AutoZone's business purposes. They should never be used to send or download any offensive, inappropriate or illegal material.

AutoZoners might have a personal need to use company telephones, internet access and other resources. Such instances are acceptable so long as they are reasonable and do not interrupt or distract from work or from serving customers.



"We must always respect AutoZone's physical assets, information and other resources."



Do The Job **Right**

Q

Pedro and Elena are working in one of our stores on a quiet afternoon. When there are no customers in the store, Pedro sees Elena take a set of windshield wipers off the rack, carry them into the break room and put them in her purse. He knows she and her family are going through some tough times right now, and Elena must really need new windshield wipers. He decides not to say anything to his manager. Did Pedro do the right thing?

Do The Job **Right**

Q

Alma, who is an accountant in our Store Support Center, is out of printer paper at home and doesn't have time to stop at the store on her way home. She considers taking a ream of paper home from the office with her—she has school-aged kids at home who need to print materials out for class. But Alma knows that AutoZone resources are meant for work, not personal use, and she decides to just buy paper after dinner. Did she do the right thing?

Handling Conflicts of Interest

Living our Pledge and Values each day means we make decisions in the best interests of our customers and AutoZone. There are some times when an AutoZoner's personal goals may conflict with our Values—these situations are commonly referred to as **conflicts of interest**. If you have a conflict of interest, disclose it to your manager immediately. Having a conflict doesn't necessarily mean that you've done anything wrong, but it must be brought to management's attention so that any potential issue can be resolved quickly and appropriately.

Outside employment and other activities

Depending on personal circumstances, it may occasionally make sense for AutoZoners to take on outside work. However, if having a second job interferes with your work at AutoZone, it can create a serious conflict. Always check with your manager before accepting a second job, and ensure that your outside employment does not require you to use AutoZone time or resources.

Do The Job **Right**

Q Casey works at an AutoZone store during the week, but she runs a catering business on the weekends. She tries to be available to her clients as much as possible. When the store is quiet, sometimes she'll go outside for fifteen minutes to return a few phone calls. Is this a conflict of interest?





“Having a conflict doesn’t necessarily mean that you’ve done anything wrong, but it must be brought to management’s attention.”

Board memberships

At AutoZone, demonstrating concern for our communities is part of our Values. One way to do this is by serving on a board of directors for a non-profit organization. This kind of community service doesn’t require prior approval—as long as the position doesn’t interfere with your responsibilities as an AutoZoner. However, serving on the board of directors for another company that competes with or does business with AutoZone *does* require advance approval. You must talk to your manager and get approval from the Legal department before you accept this kind of position.

Family and personal relationships

Referring family and friends to open positions at AutoZone is a great way to strengthen the AutoZone team—but working with friends and family can cause a conflict if we aren’t careful. AutoZoners aren’t allowed to work in the same store or same department as our spouses, siblings, parents or other family members. We should never be in a position to directly or indirectly supervise or be supervised by a family member or close friend—this helps avoid the impression of favoritism.

Financial interests and investments

Having a significant financial interest in an AutoZone competitor, supplier or business partner can divide our loyalties—or appear to divide them. Usually, a financial interest is considered *significant* if it is large enough to make it difficult to put AutoZone’s best interest ahead of the other company. If you aren’t sure whether you or a member of your family has an investment or interest that could cause a conflict, talk to your manager.

Business opportunities

Another common type of conflict happens when you take advantage of an opportunity that comes to you because you work for AutoZone. If, through your work as an AutoZoner, you learn about a business venture or a financial investment that you’d like to take part in or tell a family member or friend about, it becomes a clear conflict for you to pursue it without first getting approval from the Legal department. Otherwise, you may be competing with AutoZone.

The same goes for any information we learn about our customers. We have a commitment to protect their information. Always remember that, in the course of our daily work, we should never use our inside knowledge or position to obtain a personal financial gain. [**For more detail on this topic, see page 22.**](#)

Giving and Getting Business Gifts and Entertainment

Depending on our job responsibilities and the kinds of interactions we have with others, giving and getting business gifts or entertainment may come up in the course of our work. Accepting gifts and entertainment can cause a conflict of interest (or the appearance of one) between our personal interests and our responsibilities as AutoZoners. And, if the gifts or entertainment are excessive, they can start to look like bribes. At AutoZone, we don't give or accept gifts, entertainment, favors or anything else of value that may inappropriately influence (or appear to influence) the judgment of others. This also means we never accept bribes, kickbacks or other improper payments. [For more detail on this topic, see page 24.](#)

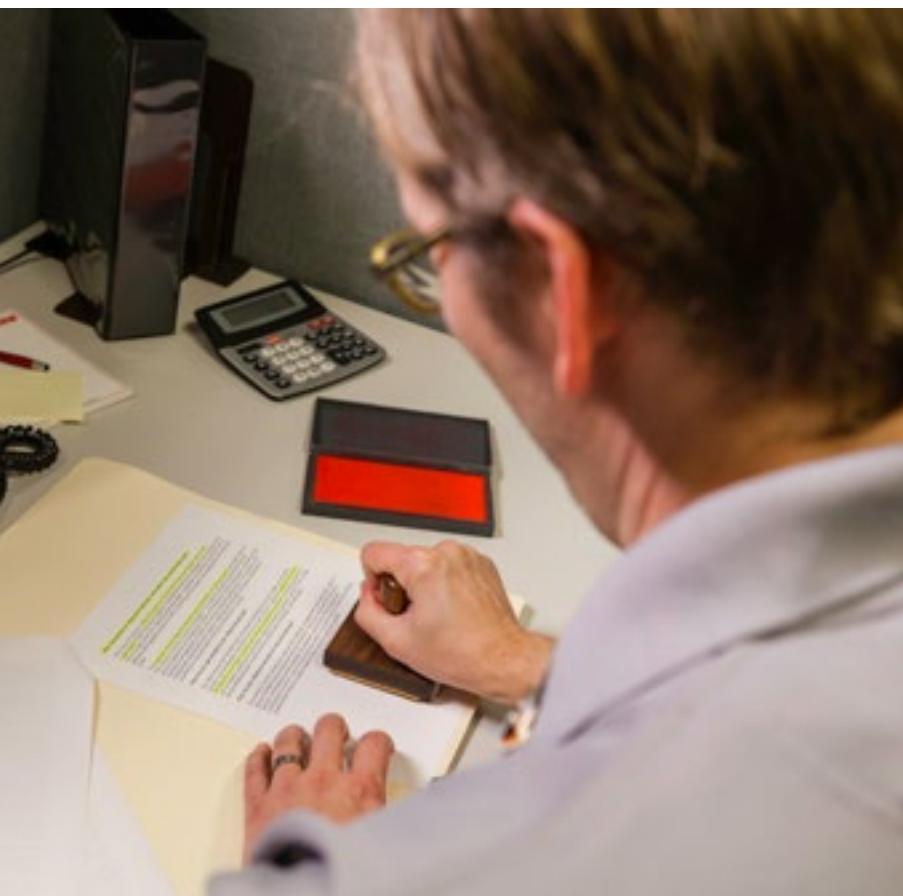
Gifts can be anything of value—usually promotional items, samples, food baskets and other tangible goods. In addition, if someone offers a meal or entertainment and won't be in attendance, it is also considered a gift. Under our Code, AutoZoners may never accept gifts from any current or potential supplier, or anyone else with whom we're doing or considering doing business. That's because gifts given as part of these business relationships may be given (or appear to be given) with the intent to influence business decisions or transactions. As AutoZoners, we also do not accept gifts or gratuities for work we perform in store or as part of **GOTTChA (Go Out To The Customer's Automobile)**.

There may be times when AutoZoners will be allowed to accept tickets when the provider won't be present for the event. However, this must be approved in advance by the AutoZoner's senior vice president and the Legal department.

There may also be times, especially around the holidays, when we receive unsolicited gifts of nominal value, and it wouldn't be practical for us to return it to the sender. In these cases, you should report the gift to your manager, and find a fair way to distribute the gift equally among the AutoZoners working in your area.



"At AutoZone, we don't give or accept gifts, entertainment, favors or anything else of value that may inappropriately influence (or appear to influence) the judgment of others."



Entertainment refers to a situation where both the recipient and the provider are present. It can include meals, sporting events or performances. When we follow certain rules, business entertainment can help us build productive relationships with our suppliers.

In general, it's okay to offer or accept entertainment if it is:

- » attended by both the host and the invited person
- » infrequent
- » local
- » reasonably priced, meaning it wouldn't be viewed as lavish or excessive
- » part of the normal course of business
- » unsolicited

Even if the business entertainment meets all of these guidelines, you still need to disclose it to your manager. If the entertainment involves travel, it must also be approved by AutoZone's Legal department.

Whether you're giving or receiving a business courtesy, always use your best judgment. If you aren't sure about a particular gift or entertainment offer, talk to your manager or a Human Resources manager.

Keeping Accurate Books and Records

As AutoZoners, we strive for exceptional performance in all that we do and hold ourselves accountable for our actions. This includes our responsibility to keep books and records that are accurate, complete and in compliance with AutoZone policies and legal requirements. Our commitment to integrity means we have nothing to hide. If you receive a request from an auditor or government regulator in connection with a standard inspection or routine audit, notify your manager and the Legal department so that they can help you understand the process and what's expected of you.

Avoiding Insider Trading

As a public company, certain facts about AutoZone and our business may be considered **inside information**. Inside information is information that is both material and non-public in nature. Material information is anything that a reasonable investor might consider important when he or she makes an investment decision, like buying or selling stock. This kind of information is usually considered non-public until one full trading day has passed since the information has been officially released. Examples of inside information include:

- » yet-to-be-released financial results
- » planned actions regarding AutoZone stock
- » important lawsuits
- » significant contracts
- » senior management changes

AutoZone stock is publicly traded on major exchanges, and the market price of the stock is based on what the public knows about AutoZone. Having inside information could give an investor an unfair advantage in making a decision to buy or sell the stock. Trading on or tipping others about inside information about AutoZone or the companies we do business with is illegal and unethical. As a result, it can mean serious civil and criminal penalties for AutoZone and the individual AutoZoners involved.

Remember, this isn't limited to inside information about AutoZone. If we learn any inside information about AutoZone or one of our business associates we have a duty to protect that information and keep it confidential. It is illegal to use inside information for our own benefit or the benefit of others.

Do The Job **Right**

Q During a team meeting, Sondra learns that AutoZone is planning to open a number of new stores in her area. Her son and several of his friends are looking for part-time jobs, and she thinks they'd be great AutoZoners in the new stores. Can she tell them about the new stores?

How to Report Concerns about Insider Trading or Financial Fraud

If you know—or even suspect—that insider trading or financial fraud is taking place, you should use one of the following resources to report it.

Financial Fraud Hotline

-  » **1-800-925-5150** from the United States, Puerto Rico and Canada
- » **001-855-559-7649** from Mexico
- » **0-800-762-5286** from Brazil

General Counsel

-  » **Email:** general.counsel@autozone.com
- » **Letter:** AutoZone, Inc., Dept. 8074
P. O. Box 2198
Memphis, TN 38101-9842

Policy Center:



If you prefer to make an anonymous report, you can do so by letter or through Policy Center Incident Reporting. However, providing contact information allows AutoZone to ask important questions about the report.



“AutoZone thrives on the strength of our information assets, which make it possible for us to provide quality products and service at the right prices.”

Using Information Assets Responsibly

Some of our most important resources aren't physical objects. AutoZone thrives on the strength of our information assets, which make it possible for us to provide quality products and service at the right prices.

Confidential information is one of the most critical components of our business. It includes any non-public information about AutoZone, our customers and our vendors that our competitors might find useful—or that might become harmful to us if it falls into the wrong hands. Things like our earnings, pricing information, product costs, business plans and strategies and customer information are all considered confidential, meaning no one outside of AutoZone should have access to them without the proper authorization. Even other AutoZoners shouldn't have access to certain types of confidential information if their jobs don't require them to use it and should not share confidential information with anyone not authorized to have it.

Confidential information is vital to our success. It's considered part of what's known as our **intellectual property** (or **IP**)—any intangible resource made up of human knowledge and ideas. It can include things like company-produced logos, photos or videos. AutoZone regularly produces IP, such as our distinctive branding, videos that celebrate our culture or the strategies we develop to get the right products into our customers' hands. All of this, as well as our services and products, business records, manuals and know-how, contain IP, and all AutoZoners are responsible for protecting it.

Others' intellectual property and confidential information

Unauthorized use of other companies' confidential information or IP is not only contrary to our values, it may also be illegal. We must never use another company's IP without express permission. That includes IP that belongs to any companies we've worked with in the past. If someone gives you confidential information about another company or competitor, don't use it. Instead, notify your manager and let AutoZone decide how to handle the information.

Do The Job **Right**

Q

Paul, a store manager, wants to conduct a survey of his store's customers to see how we can do more routine business with them. He figures it's ok to call them and ask questions about their buying habits, since they gave us their phone numbers. Is he right?

Talking to People Outside of AutoZone

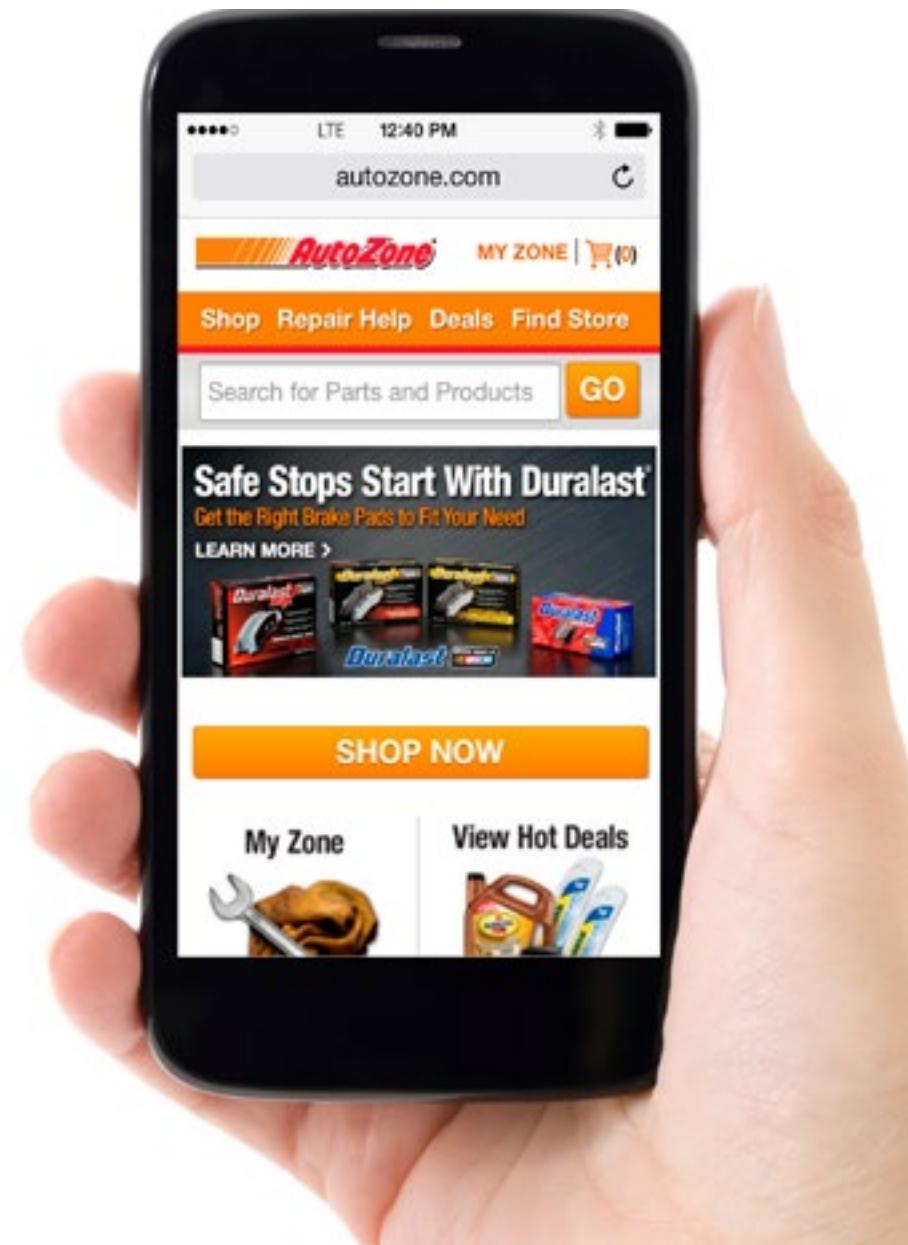
As AutoZoners, we work together as 1Team—and we enjoy our work. It's easy for us to get excited and want to share our passion for our business with other people. But there are situations where only authorized AutoZoners may talk about our business. Otherwise, we risk spreading misinformation and losing the trust of our customers.

That's why, if you receive questions from non-AutoZoners—including the news media and others—about AutoZone, our subsidiaries or our operations, you shouldn't respond on your own. Instead:

- » Members of the media should be referred to [Media Relations](#).
- » Analysts and members of the investment community should be referred to [Investor Relations](#).

This allows AutoZone to better control what information we release to the public, while freeing up AutoZoners to focus on the needs of our customers.

We should also use care when talking about AutoZone through social media and on other networking sites. AutoZoners should never share confidential company information (as described on the previous page) online. If you identify yourself online as an AutoZoner, make it clear that your opinions and ideas are your own and not AutoZone's. This keeps our message clear and consistent.



Meeting Our Commitments to Our Communities and the Law

Doing Business Free of Corruption

At AutoZone, we achieve our exceptional results by acting with the utmost integrity and respect for the law. It is critical that we follow the highest ethical standards in order to continue to grow our business and earn the trust of our customers. That's why, in all aspects of our business, we avoid even the appearance of corruption or **bribery**. We win business—and do business—on the basis of our hard work, dedication and WOW! Customer Service.

Knowing and following anti-corruption laws

At AutoZone, we are committed to compliance with all applicable anti-corruption laws, including the U.S. Foreign Corrupt Practices Act (FCPA). As part of this commitment, we as AutoZoners may never bribe—or even appear to bribe—others. Neither we nor our business associates may offer, give or authorize the giving of anything of value to anyone in order to unlawfully win or keep their business, or otherwise gain an improper advantage for AutoZone. Similarly, we can't look the other way when others offer or accept bribes on our behalf. This is especially true when dealing with **foreign government officials**, which can include political party members and candidates, as well as employees of government-owned entities.

Remember never to give anything of value, even something you think is nominal, to a government official without first receiving permission from AutoZone's general counsel. You must also report any requests made by a foreign government official for money or anything of value.

Meals, gifts and entertainment

The exchange of gifts, meals, and entertainment is common practice in business and can foster better relationships with our customers and vendors. However, there are limits on the type of gifts and entertainment that are acceptable. The key difference is intent. You should never offer or accept an invitation or gift—or offer a special discount—that creates the appearance of impropriety or could be seen by others as a bribe. This doesn't generally include our sales contests for commercial customers, which are okay if approved by a vice president.





Facilitation payments

Facilitation payments are typically payments made, in cash, to guarantee or speed up a routine government process (such as payments to turn on utilities or to process paperwork). Even when permitted by law, AutoZone doesn't make such payments because they can often be viewed as bribes. We may be allowed to pay a fee for expedited service, but only if the fee is paid directly to a company or government agency and is a part of a published rate schedule. If you are asked to make a facilitation payment, please reach out to the Legal department for advice and prior approval.

Third parties

Finally, we have a responsibility to closely monitor any third party agents we hire. Having outside agents pay bribes on AutoZone's behalf is just as illegal as bribing someone yourself. Knowing who you're dealing with—especially when your third-party agents are dealing with government officials—is very important. Be sure to investigate the integrity of a third party before they are hired, and always look for red flags. If you suspect a third party working for AutoZone is offering bribes, speak up immediately.

Understanding Global Trade and Anti-Money Laundering Laws

We provide our customers with the best possible products to get the job done right. That makes it important for us to understand where our products are coming from and whether they meet all of the regulatory requirements that allow us to sell them with pride. To do this, we comply with global trade and anti-money laundering laws.

AutoZone is both an importer and an exporter of products, services and technologies from around the world. Before we import or export any goods, services or information, we need to know and follow the legal requirements regarding this kind of activity. At a minimum, we'll need to pay the proper duties and obtain the right permits or licenses. We also follow laws that combat terrorist financing.

“It is critical that we follow the highest ethical standards in order to continue to grow our business and earn the trust of our customers.”

Economic sanctions and **embargoes** are an important part of global trade. These are restrictions imposed by the United States and other countries that limit or completely prohibit our dealings with certain countries or individuals originating from or currently located in those countries. These limitations make it vital for us to know who we're dealing with.

On the other hand, **boycotts**—trade restrictions that *aren't* established or approved of by the United States—are illegal and not something we participate in. Requests to participate in an illegal boycott can come from anyone we do business with, and might be tough to spot. If you are ever asked to refuse to do business with a certain country or people hailing from that country, talk to your manager immediately.

We should also be aware of possible money laundering schemes. Money laundering is a process in which individuals or entities try to conceal illicit funds or enter into transactions to make illicit funds seem legitimate. If you believe that there is illegal activity going on that involves AutoZone, you should report it immediately to your manager or to AutoZone's general counsel.

Demonstrating Concern for Others and for Our Community

As AutoZoners, we understand the importance of giving back to the community, and we work to make sure that we're implementing sustainable practices in every part of our business.



“We provide our customers with the best possible products to get the job done right.”



Protecting Our Environment

At AutoZone, we take our responsibility to the environment very seriously. From our stores, to our distribution centers and our transportation fleet, we do all we can to meet the needs of the present while protecting our future. We are aware of our environmental impact and cooperate with government agencies, vendors and communities in efforts to protect our natural habitats. We also comply with applicable environmental laws and regulations wherever we do business.

But we do more than the minimum. We continually seek ways to reduce waste, energy consumption and emissions. Our stores, distribution centers and truck facilities are major recyclers of used lead batteries, used oil, scrap metal, cardboard and wood pallets. We also maintain policies on the disposal of hazardous waste, so those of us who work with harmful chemicals know how to get rid of them without hurting the environment.

As AutoZone grows, we know our responsibility to the environment grows. All AutoZoners are expected to play a part in protecting the environment. If you have questions about what you can do to contribute, talk to your manager about getting involved.

Charitable Giving and Community Support

We also give back on a local level by donating our time, money and resources to charitable organizations and community programs. AutoZone is proud to support such initiatives and encourages AutoZoners to get involved, too. Keep in mind that we shouldn't use AutoZone resources, money or work time to benefit our own causes or charities without first getting approval.

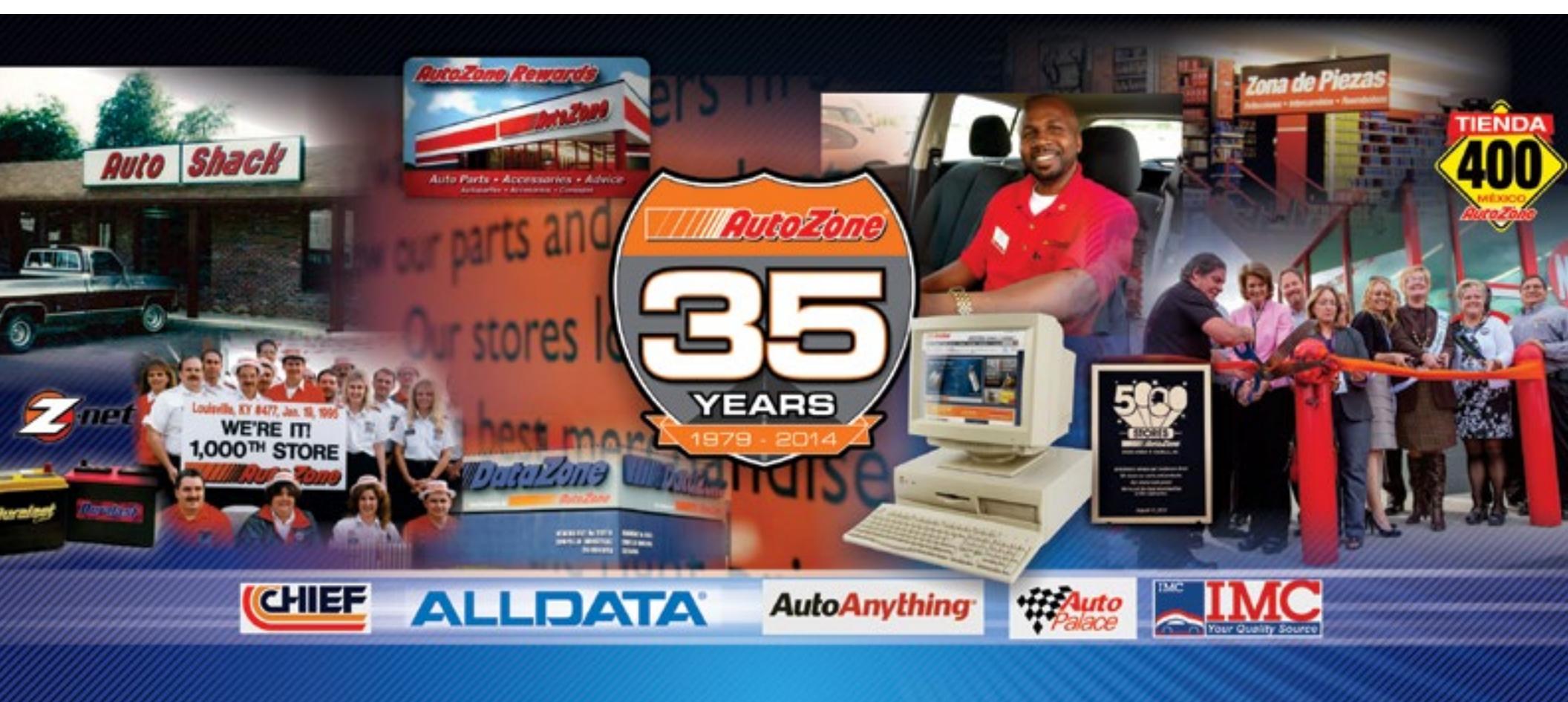
Political Contributions and Lobbying

Supporting local politicians, political parties, causes and candidates for office is one of the many ways we get involved with and demonstrate concern for our communities. But we must comply with the laws that govern our participation in the political arena. Just as with charitable contributions, we are encouraged as individual AutoZoners to take part in and support our political beliefs, but making political contributions using AutoZone resources without prior approval is never allowed.

There are also federal, state and local laws and regulations that require companies like ours to report any **lobbying activities**. Lobbying is the process by which companies work to provide information and perspective on public policy or legislation that has the potential to affect our business or our customers. Only a few select AutoZoners have these kinds of responsibilities—if you aren't one of them, you may not lobby on AutoZone's behalf.

Waivers

In certain circumstances, it may be appropriate to grant a waiver of a provision of the Code of Conduct. Any request for a waiver must be in writing and presented to the general counsel or the general counsel's designee. Any waiver of this Code for AutoZone's executive officers or directors may be made only by the board of directors or a committee of the board, and must be promptly disclosed to stockholders in accordance with legal and regulatory requirements.





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