



AutoZone Vendor Code of Conduct FY21

Overview

AutoZone strives to provide exceptional customer service by treating everyone with respect, from our customers, to our AutoZoners (employees), our vendors as well as shareholders and communities we serve. An example of that dedication to respect is our commitment to operate with the highest legal and ethical standards and consistent with our Values. This commitment also extends to working only with vendors and suppliers who share the same commitment.

Because ethical and legal conduct are such high priorities at AutoZone, we require all our merchandise vendors to read, understand and comply with our Vendor Code of Conduct (“Code”) among other conditions to doing business with AutoZone. Further, AutoZone expects vendors to adhere to our high ethical standards, maintain safe working conditions, and use responsible business practices in the manufacture, sale, transportation and distribution of products, and similarly ensure all of their factories and suppliers understand and comply with these same expectations. Failure to conduct business in a manner that meets these standards could result in a termination of the vendor relationship with AutoZone.

This Code applies equally to all merchandise vendors and their subsidiaries, affiliates, employees, officers, agents, representatives, manufacturers, suppliers, contractors and subcontractors that provide goods or services to AutoZone or perform work on AutoZone’s behalf (collectively, “vendor” or “vendors”). Vendors are expected to conduct self-assessments, demonstrate compliance with all applicable laws, rules and regulations, attend AutoZone training related to this Code and conduct independent training with their respective employees, agents, affiliates and subcontractors.

Failure to comply with this Code may include a complete review of the business relationship, investigation, audit and corrective actions up to and including termination of the business relationship. This Code sets out expectations that build upon AutoZone’s legal agreements with vendors and does not establish any additional rights or benefits as to AutoZone or its vendors.

While this Code is not intended to cover all policies or laws, if you have questions about it or what is expected of you, please email code@autozone.com. In addition, if you suspect unethical or illegal business practices involving AutoZone or goods and services provided to AutoZone, it is your responsibility to report them using the resources outlined on page 14 of this Code or to general.counsel@autozone.com.



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I. AutoZone's Culture and Values

AutoZone's history started with the vision of one man: J.R. "Pitt" Hyde III. After receiving his bachelor's degree in Economics from the University of North Carolina, Pitt joined Malone & Hyde, Inc., a wholesale food company founded by his grandfather. He launched and developed Malone & Hyde's specialty retailing division, beginning with drug stores and expanding into sporting goods stores and supermarkets. During his research into new, potential markets, Pitt recognized the need for a retail automotive parts store that could help ordinary people take care of their vehicles by providing quality parts and Trustworthy Advice.

Pitt believed that the characteristics found in supermarkets - clean, well-organized stores, accessible products, and great customer service - could be applied to the automotive retail parts business. In 1979, that vision became a reality.

Originally named "Auto Shack", the company first started as a division of Malone & Hyde. On July 4, 1979, AutoZone opened its first store in Forrest City, Arkansas. Sales that day totaled \$300. Within the first year, Auto Shack opened eight stores in two states: Arkansas and Tennessee and merchandise was shipped out of a 12,000 square foot distribution center.

In 1987, Auto Shack was rebranded AutoZone with Pitt serving as chairperson and CEO. In 1991, AutoZone joined the New York Stock Exchange (ticker symbol: AZO). In 1996, AutoZone launched a Commercial program offering credit and delivery to professional technicians. Later that year, AutoZone acquired ALLDATA, the nation's leading provider of electronic automotive diagnostic and repair software. In 1998, AutoZone expanded its presence outside the U.S. borders to Mexico, opening the first AutoZone de Mexico store. In 2012, the company opened its first AutoZone do Brasil store in the city of Sorocaba, west of San Paulo.

Today, AutoZone employs 100,000 AutoZoners enterprise-wide who serve customers across all 50 states in the U.S., the District of Columbia, Puerto Rico, Saint Thomas, Mexico, Brazil, China and Taiwan, and to our Commercial customers, online customers, and to our ALLDATA customers (U.S., Europe and Canada), and supporting operations on four continents.

The foundation of AutoZone's success is our culture, which defines how our employees (called "AutoZoners") take care of customers. Each AutoZoner works hard to LIVE the Pledge, share their passion for WOW! Customer Service and Go the Extra Mile every day to continue building and growing AutoZone for our customers.

As we consider our history and culture, no matter where the business takes us, customer satisfaction remains AutoZone's number one priority.



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.



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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.

II. Labor and Human Rights

AutoZone is committed to responsible business practices and conduct, as well as respect for human rights. AutoZone expects its vendors to share in these commitments. AutoZone expects its vendors to conduct their business with a high level of integrity and uphold the highest standards of human rights. Vendors are responsible for identifying and complying with all applicable laws of the country and locally whether they operate including labor and human rights laws affecting their workforce, services rendered, and products manufactured.

We require all vendors to abide by the following standards:

No Discrimination

Vendors must promote a workplace free from discrimination and treat all employees with fairness, dignity and respect.

Vendors are expected to employ legally-eligible employees based upon on their abilities, rather than their race, color, sex, pregnancy status, gender identity, marital status, political opinions, religion, age, disability, sexual orientation, social origin, national origin or any other characteristics unrelated to an individual's ability to perform the work required by the job.

No Harassment

All employees should be treated with dignity. Vendors are expected to not engage in, condone, or tolerate physical, verbal, mental or sexual harassment against or among their employees. AutoZone expects its vendors to not tolerate any form of physical, sexual, psychological, or verbal harassment or coercion, nor tolerate abuse of any kind.

Underage Labor

We do not tolerate underage labor and will not knowingly do business with vendors that employ underage labor. We expect vendors to employ a workforce who are at or over the legal minimum working age in the countries in which they operate and comply with all age-related working restrictions as required by local laws. Vendors must refrain from asking their employees to engage in illegitimate workplace practices, apprenticeships and internships that do not provide appropriate safety requirements or benefits to the employee, intern or student apprentice.

Forced Labor and Human Trafficking

AutoZone condemns forced labor and human trafficking and will not knowingly work with vendors who engage in such practices. Vendors must not engage in or support the use of any form of involuntary labor including slavery, forced labor, bonded work, indenture, trafficked, or prison labor. All employees have the right to engage in work willingly, without surrendering identification and without the payment of fees. Employees must be free to resign from their employment without violence or retaliation.

Vendors must procure raw materials and/or components only from sources that do not utilize forced labor or engage in human trafficking.

Employment Status

Vendors are responsible for validating that their employees can legally work in the applicable locations. Vendors are responsible for maintaining documentation of each employee's work status eligibility.

Vendors may not (i) use misleading or fraudulent recruitment practices or fail to disclose key terms and conditions of work, including wages and fringe benefits, the location of work, living conditions and housing (if provided) or (ii) destroy, conceal, confiscate, or otherwise deny access by a worker to the worker's identity documents, such as government-issued identification.

Working Hours and Rest Days

Vendors must provide workers with humane working conditions, working hours, rest and meal breaks. Vendors must comply with all local laws regarding overtime, rest days, meal and rest breaks and work week scheduling in the countries in which they do business. Vendors must not permit working hours to exceed the applicable legal limit. Overtime work must always be voluntary, should not exceed local legal limits and paid consistent with local laws. Employees must be free to leave the workplace at the end of their shift.

Wages and Benefits

Vendors must pay wages in compliance with local laws including applicable standards for wages, overtime premiums, and equal pay for all without discrimination. If required in the countries in which they operate, vendors must offer vacation, leave, meal and rest breaks, meal cards, transportation cards and time-off for legally recognized holidays.

Vendors must communicate worker pay structures and pay periods in a language understood by the workers.

Vendors must pay accurate and timely wages and may not garnish or withhold wages as a disciplinary measure.

III. Health and Safety

AutoZone expects its vendors to maintain high standards in providing a safe and healthy work environment for its employees. Vendors must minimize health and safety risks and are responsible for complying with health and safety laws affecting their workforce, physical locations, services rendered, and products manufactured.

Occupational Safety, Health and Hazards

Vendors must provide a safe and healthy working environment that complies with local laws and minimizes occupational hazards. Vendors must maintain appropriate processes and controls that detect and prevent risks to health and safety.

Vendors must provide employees with appropriate personal protective equipment for the activities required of employees.

Vendors must provide employees with training, postings and communications regarding health and safety hazards including but not limited to disposal of hazardous waste in a language understood by the employees.

Emergency Planning

Vendors must provide workers with training and communication on emergency preparedness and procedures. Vendors must maintain business processes, plans and procedures to respond to man-made or natural events and/or disasters. Vendors must also maintain building and fire permits, proper exits for emergency access, regularly maintained fire equipment and emergency aid kits, to cover the size and population of all buildings where workers are present.

Working and Living Conditions

If vendors provide residential facilities for their employees, they must be safe and in compliance with all applicable laws and with reasonable access to clean water and access to toilet facilities. Vendor-provided dorms must be clean, safe, and provide reasonable living space and include proper exits for emergency access, fire equipment and emergency aid kits.

IV. Environment and Sustainability

AutoZone recognizes its responsibility to make sound business decisions that support its commitment to environmental stewardship. Vendors are responsible for identifying and complying with all applicable environmental laws affecting their workplace, services rendered, and products manufactured.

Waste Reduction, Disposal & Management

Vendors must handle, store, transport and dispose of hazardous waste legally. We will not tolerate vendors that engage in illegal waste dumping.

Vendors must implement processes to identify, manage, mitigate, and dispose of hazardous substances in compliance with applicable laws and must comply with any restrictions. AutoZone may impose specific requirements regarding a vendor's lifecycle handling of hazardous materials including waste. Vendors must manage non-hazardous waste responsibly, and where possible, implement recycling practices. Employees who handle hazardous waste must be properly trained and provided with PPE. Vendors must also maintain appropriate documentation regarding the lifecycle handling of hazardous and non-hazardous waste where required by law.

Resource Reduction

Vendors must proactively manage, monitor and reduce wastewater, air emissions and impact to storm water quality that result from their operations. Where possible, vendors should work to reduce the use of natural resources and minimize waste in the manufacturing process and implement conservation measures and reduce their consumption.

Permitting and Reporting

Vendors must maintain all required business operating licenses, including environmental and fire safety permitting for the production of their products and operation of their facilities. Vendors are required to comply with any reporting requirements related to permits or regulations based on applicable law. From time to time, AutoZone may request additional information from its vendors regarding permitting requirements.

V. Ethics and Integrity

AutoZone conducts business in accordance with the highest legal and ethical practices and expects its vendors to adhere to such practices in their business. Vendors are responsible for identifying and complying with all applicable laws affecting their workforces, services rendered, and products manufactured. Vendors are also required to take steps to ensure that their employees, agents and subcontractors or third-party affiliates are reputable and law abiding, and that they understand and are compliant with applicable laws and regulations as well as this Code.

Compliance with Laws

Vendors doing business with, or on behalf of AutoZone, must comply with all applicable laws and regulations of the countries in which they operate.

Anti-corruption

AutoZone is committed to compliance with all anti-corruption laws, including but not limited to the United States Foreign Corrupt Practices Act ("FCPA"). AutoZone does not tolerate corruption or bribery in any form and expects its vendors to comply with the requirements of all anti-corruption laws where they operate. Vendors are required under their contracts with AutoZone to understand and comply with the laws and regulations of the country in which they operate including but not limited to the FCPA.

Under no circumstances may a vendor engage in corruption, extortion, embezzlement, kickbacks or bribery, or offer, promise or provide anything of value directly or indirectly to a government official for the purpose of exerting improper influence or to obtain or retain an improper benefit or advantage. As an example, vendors are prohibited from offering or giving improper payment or anything of value to a third party to obtain a favorable outcome in an audit or inspection, or to secure a permit or license, or retain business or improperly promote the business interests of AutoZone in any respect.

AutoZone reserves the right to suspend business including terminating such relationship with a vendor for violation of anti-corruption, anti-bribery laws or this Code.

Facilitation Payments

Vendors must not make facilitation payments in furtherance of work performed or service conducted on behalf of AutoZone. Facilitation payments are considered payments made to foreign officials as an incentive for the foreign official to expedite a routine administrative process or secure performance of ordinary government action. AutoZone prohibits vendors from making facilitation payments even in countries where the local law permits such payments.

All vendor invoices submitted to AutoZone for payment or reimbursement require accurate and adequate supporting documentation and may not mischaracterize or disguise any transaction or expenditure.

Accurate and Transparent Records

Vendors must maintain accurate and transparent books and records in reasonable detail to verify compliance with this Code, other applicable policies and guidelines and contractual agreements with AutoZone. These include, but are not limited to, practices related to workplace conditions, labor and human rights, safety and environmental, ethics and integrity compliance. Vendors must promptly supply those records for inspection upon AutoZone's request in the form requested by AutoZone. Vendors are prohibited from providing false or misleading information that could cause AutoZone's books and records to be inaccurate. Vendors must retain, dispose or destroy business records in compliance with applicable laws and requirements and in such a manner to protect confidential and proprietary information.

Conflicts of Interest

Vendors must disclose to AutoZone all actual or potential conflicts of interest, whether business or personal, relating to their employees, suppliers, factories, agents and competitors of AutoZone. Vendors must avoid activities that may create a conflict of interest, such as, for example, offering, providing or reimbursing personal gifts, favors, personal travel expenses, lodging or other housing, services of any kind, excessive meals or entertainment, or any other thing of value to an AutoZoner with the intent to influence business decisions.

AutoZoners must consistently avoid not only conflicts of interest but situations that may give the appearance that a vendor has improperly influenced an AutoZoner (for example, with a gift, favor or entertainment) in order to receive favorable treatment.

Confidential Information

AutoZone trusts its vendors with confidential information, and we require vendors to safeguard our confidential and proprietary information plus require others in their supply chain to do the same. AutoZone's confidential or proprietary information may only be used in the manner authorized in writing by AutoZone pursuant to the vendor agreement and may only be disclosed to persons and entities (i) with a need to know such information for the performance of services authorized in writing by AutoZone and (ii) who are bound to maintain it in strict confidence. Vendors must comply with their respective vendor agreement terms and conditions as well as applicable cyber security and privacy laws about retention requirements and must protect AutoZone's confidential and proprietary information in perpetuity even after the conclusion of their relationships with AutoZone.

Confidential information means, but is not limited to, all non-public AutoZone data, including: business plans, retail pricing strategies, marketing plans, management changes, AutoZoners' or customers' personal information and intellectual property. Vendors may not disclose, share or use such confidential information outside the scope and requirements defined in their vendor agreement. Unauthorized disclosures could harm AutoZone, AutoZoners or third parties, breach the vendor agreement or even be illegal.

Insider Trading

Vendors are prohibited from buying or selling AutoZone securities when in possession of confidential, material and non-public information relating to AutoZone. Material information is anything that reasonable investors might consider important when they make an investment decision, like buying or selling stock. That information may include business plans, contracts, products and pricing, management changes, marketing plans, proprietary operating procedures and systems, books, records, financial and sales reports.

Competition / Antitrust

Vendors must commit to protecting competition for the benefit of AutoZone customers and AutoZone businesses. Vendors must neither participate in activities that violate applicable antitrust or competition laws, nor participate in activities that could give the appearance of restricting trade, creating anti-competitive markets or providing an unfair advantage or dealing.

Gifts and Entertainment

AutoZone does not allow any exchange of favors, money, or gifts, entertainment or travel with AutoZoners with the intent to influence a business decision. Vendors must not offer, promise or provide gifts, favors, or entertainment to an AutoZoner, or a representative of AutoZone, in an effort to influence business decisions or obtain favorable treatment. Likewise, Vendors are not permitted to offer, promise or provide gifts, favors or entertainment to third parties in an effort to obtain favorable treatment for or on behalf of AutoZone. For example, gifts and entertainment must not be offered or given in exchange for an award of business or in order to receive better prices or terms. AutoZone selects vendors based on price, quality and service among other aspects.

AutoZone permits normal business meals and inexpensive tokens of appreciation such as branded amenities (such as pens, hats, etc.) which are generally acceptable so long as they are modest, customary and infrequent. Business meals, tokens and entertainment must not violate local laws or regulations and must not create even the appearance of impropriety. Any gift, meal or other entertainment offered or provided to a vendor must be consistent with local custom and not violate either the giver or recipient's applicable policies. Additionally, business meals and entertainment must also be conducted in locations and establishments generally recognized as suitable for conducting business for men and women alike and attended by both the host and guest for the duration of the event. Business meals must have at least two AutoZoners present unless otherwise approved in advance by AutoZone management. These restrictions apply to family members of AutoZoners as well.

Counterfeiting

Vendors must establish processes and programs to detect and prevent the use or creation of counterfeit goods.

Global Trade Compliance & Security

AutoZone relies on its vendors to comply with all applicable laws, regulations, and standards including laws that regulate global trade, customs entry/export, country of origin, importation, licensing, and sale of imported merchandise. Vendors must ensure the integrity of its security practices and communicate such security protocols across its supply chain.

Vendors must ensure that all product markings are true and accurate and that adequate and complete records are retained to validate information applicable to all import and export shipments upon request by AutoZone.

Whistleblower Protections

Vendors must provide their employees with a reporting mechanism to safely and confidentially report workplace grievances. Applicable laws may require an anonymous reporting mechanism and prohibit retaliation against employees who report workplace grievances in good faith.

Violations of Law

As soon as practically possible, vendors are required to timely report to its AutoZone representative any suspected violations of the Code, other policies, or applicable laws by anyone (including AutoZone and vendor employees, officers, agents, subcontractors or representatives) acting on behalf of AutoZone, or the vendor.

VI. Management Commitment

AutoZone sells the best merchandise at the right price. AutoZone selects vendors that embrace high standards of ethical behavior and demonstrate commitment to those standards through rigorous business practices and conduct. AutoZone expects its vendors' owners, leadership and management to commit to adherence and compliance to this Code. AutoZone holds its vendors responsible for violations and non-compliance of this Code, up to and including termination of business relationships.

Vendors must implement or maintain oversight and management processes that support the standards in this Code and proactively work to identify and mitigate risks.

Accountability

Vendors are required to perform regular risk assessments, perform analysis of operations, and conduct periodic self-audits of their processes that involve third parties, suppliers, and subcontractors. Such self-audits shall be in addition to third party audits performed by AutoZone's designated agents and conducted once a year or as mutually agreed to between Vendor and AutoZone.

Product Safety and Quality

AutoZone is committed to selling quality products that are safe for their intended uses, conform to all laws and regulations and meet relevant industry safety standards. Vendors must meet or exceed our specifications as well as produce and deliver safe, high quality, timely products that consistently ensure their quality is predictable, sustainable and repeatable. Vendors must provide services, and deliver parts and products consistent with their quotes, specifications and samples.

SPEAK UP and contact your AutoZone representative immediately if you suspect a quality flaw, safety or other concern. If the answer is YES to any of the following: Is there a risk to the customer? Is there a design flaw? Is there a performance issue with the product? It is your duty to SPEAK UP and contact your AutoZone representative immediately.

Subcontractors

Vendors must ensure that their subcontractors, factories, suppliers and other third parties follow this Code. Upon AutoZone's request, vendors may be required to obtain a written confirmation from their subcontractors, factories, suppliers and other third parties that demonstrates their compliance with this Code.

Vendors must immediately notify AutoZone of any changes in subcontractors, factories, suppliers and other third parties if a material part of the work is performed outside of their facilities.

Training and Records

Vendors are required to provide timely and relevant training to their employees, agents and subcontractors. Vendors must maintain records of that training and must permit AutoZone's inspection of these records upon AutoZone's request.

Vendors are required to record, maintain, and report documentation related to (i) topics covered in this Code, and (ii) their financial and expense records, audits and quality reports, and other business documentation in compliance with applicable laws and at the request of authorities.

Compliance Monitoring

Vendors must allow AutoZone and its designated agents to conduct unannounced audits and reviews of records, interview employees and inspect facilities to evaluate compliance with vendor agreement, quality, this Code, other policies or requests.

Corrective Action

Failure to comply with this Code may include a complete review of the business relationship, investigation, audit and corrective actions up to and including termination of the business relationship.

VII. How to Report Code Concerns – Integrity Hotlines and Contact Information

We have various ways that you may choose to report a suspected Code violation, ask questions or raise concerns:

- **1-800-410-8192** from the United States, Puerto Rico, or Canada
- **001-877-292-4135** from Mexico
- **0800-76-25293** from Brazil
- - **4001-202734** from ChinaAutoZone General Counsel:
Dept. #8074, P.O. Box 2198, Memphis, TN 38101 USA
or 123 S. Front Street, Memphis, TN 38103 USA
 - code@autozone.com
 - generalcounsel@autozone.com

You may report anonymously. You are not required to identify yourself when you make a report. If you choose to provide your name, it will be kept confidential to the extent allowed by local law. 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 completely.