

# CODE OF CONDUCT

*Fiscal Year 2024*



**ALLDATA**



# A MESSAGE FROM PHIL DANIELE

**Every Day is a Great Day  
to be an AutoZoner!**

Dear AutoZoners,

On behalf of our over 120,000 AutoZoners providing WOW! Customer Service, I want to share my sincere thanks with you and your teams. From AutoZoners in our stores, Distribution Centers, Support Centers, ALLDATA, and around the globe, what you do each and every day for our customers, your fellow AutoZoners and the communities we serve matters and is at the heart of our company's unique and powerful culture. Your ability to LIVE the Pledge is why AutoZoners are truly the best people and professionals in any industry.

In addition to putting customers first and taking care of our fellow AutoZoners, Living the Pledge also means making sound decisions, wise choices and always acting in a manner of the highest legal and ethical standards. AutoZone's Code of Conduct (referred to as our "Code") is intended to further promote our company's Pledge and Values, while also clearly and practically defining our expectations for conduct. As you read our Code, I ask that you review it through the lens of your ability and our commitment to take care of our top priority – the customer.

Without exception, every AutoZoner is required to read, acknowledge and comply with our Code. Along with our Pledge and Values, I believe that adhering to our Code makes us better problem solvers, team players and enhances our ability to provide trustworthy advice regardless of the situation. Ultimately, our Code helps us all to be even better AutoZoners!

AutoZoners, I am beyond honored to work alongside each of you and, for over three decades, be a part of our amazing AutoZone family. Because of you, I deeply believe that our best days are ahead of us.

With sincerest thanks,

Phil Daniele  
President and CEO  
Customer Satisfaction



Give me an:

**A-U-T-O-Z-O-N-E**

Who's the best?  
**AUTOZONE!**

Who's number one?  
**THE CUSTOMER!**

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**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.**



## FOUNDATION OF OUR CULTURE

AutoZoners live by the AutoZone Pledge and Values, and share that passion and energy by reciting the Pledge after the AutoZone Cheer. To learn more about AutoZone, go to: <https://about.autozone.com/about-autozone/company-culture/overview>.

# 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.



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## WHY DO WE HAVE A CODE?

At AutoZone, we strive to Go the Extra Mile to provide service that consistently exceeds expectations. As a leader in the automotive aftermarket industry, AutoZone adheres to the highest ethical standards of behavior and integrity. We demonstrate to our customers, vendors, the communities we serve, our investors and each other that we know what it means to do the right thing.

Our Code is built around our Values and, like our Values, is designed to guide us to make the best possible decisions for AutoZone and in our daily work.

## WHO NEEDS TO FOLLOW OUR CODE?

All AutoZoners, including our board of directors, have a duty to acknowledge and follow our Code 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.

Additionally, we expect our vendors worldwide, as well as any other third parties with whom we work, to follow similar principles of conduct, both in their own work and when working on behalf of AutoZone. Refer to our Vendor Code of Conduct at <https://about.autozone.com/investor-relations/corporate-governance>.

**AutoZone's reputation is built upon AutoZoners behaving with the utmost integrity and demonstrating that we care about doing the right thing for each other, for our customers, vendors, investors and communities.**

# EXPECTATIONS AND RESPONSIBILITIES

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 must follow.

## All AutoZoners must:

**Understand the basics.** AutoZone's Pledge, Values, Code, policies and procedures exist to help us make good decisions. We all must be familiar with them and use their guidance and direction in our daily work activities.

**Communicate.** If you have any questions about the Code, or are uncertain about any section in the Code, 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. AutoZoners are expected to comply with all applicable federal, state and local laws.

**Speak up when something doesn't feel right.** If you think something is wrong, use AutoZone's Problem-Solving procedures. When you suspect misconduct, trust your instincts and tell your manager or another resource listed in this Code.

*Go to your Handbook in [PolicyHub](#) and review our Problem-Solving Procedures.*

## 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.

**Open door policy.** Make sure AutoZoners feel comfortable asking questions and reporting concerns.

**Be in the moment.** 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 our Problem-Solving Procedures to get the right people involved immediately.

**Promote development.** Help AutoZoners drive their development through effective coaching and by promoting continuous learning and professional growth opportunities.





## GOING THE EXTRA MILE

Customer Satisfaction is part of every AutoZoner's title and is there to remind us of what we strive to achieve every day. To build satisfaction and customer loyalty, AutoZoners always look for ways to exceed our customers' expectations or Go the Extra Mile.

Extra Milers:

- are unfazed by obstacles
- do without being asked
- go above and beyond the call of duty
- cannot do enough for customers
- exceed expectations
- have a passionate commitment to customers that inspires and motivates other AutoZoners
- consistently do more than expected
- maintain a commitment to customer satisfaction that is immeasurable, phenomenal, stupendous; simply put—out of this world

We are truly committed to providing WOW! Customer Service, and the Extra Miler pin represents AutoZone's highest award for outstanding customer service.

### DID YOU KNOW?

#### THE EXTRA MILER PIN

The Extra Miler pin was designed by Lynda Ireland and it represents the highest award for outstanding customer service.

- The circle represents endless possibilities
- The color gold means excellence
- The color red means energy
- The triangular highway represents going the Extra Mile
- The upright triangle means 'aim for summit of success.'

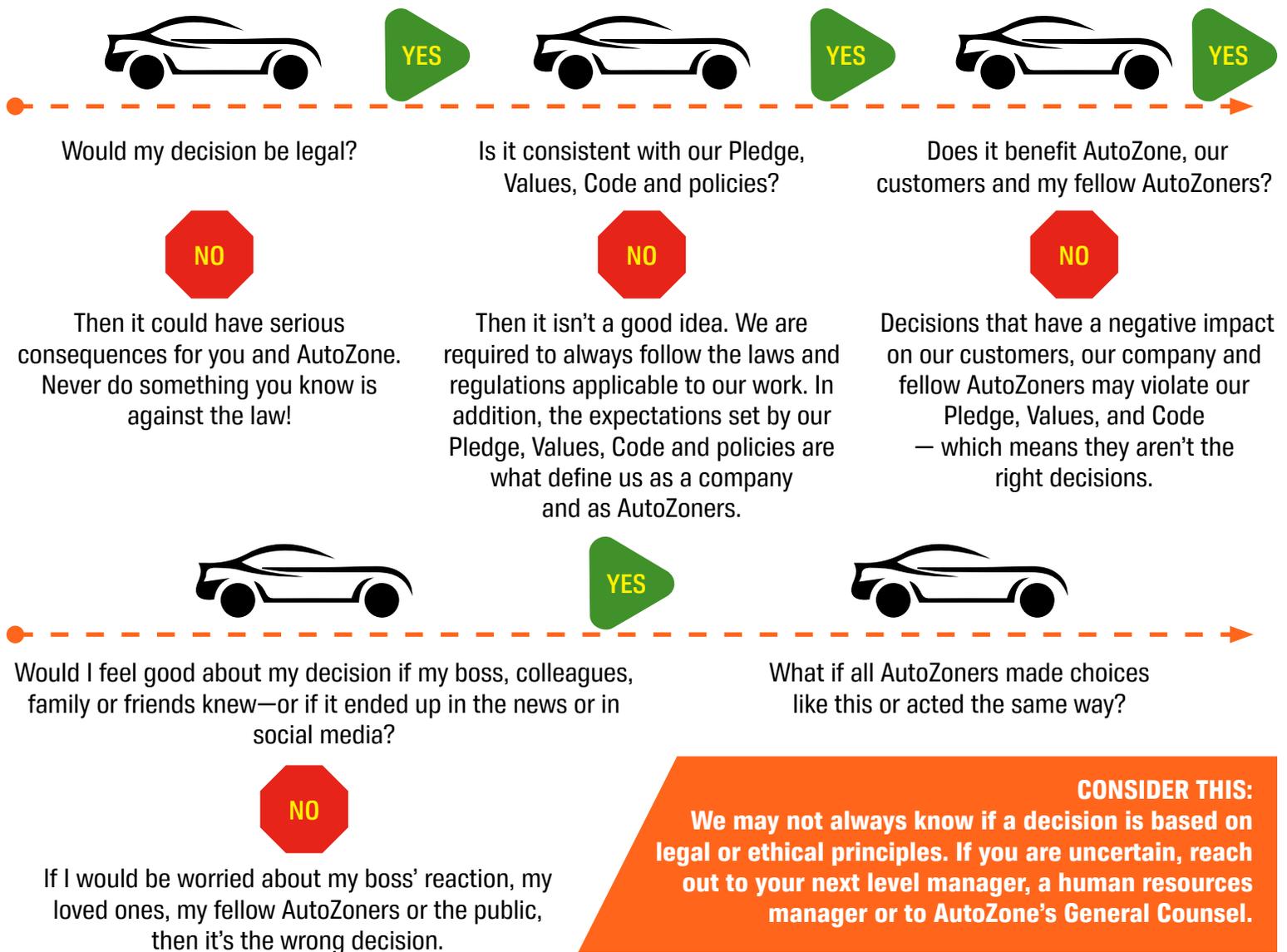






## MAKING DECISIONS THAT ARE ALIGNED WITH AUTOZONE

While the Code sets forth many guidelines and requirements specific to the type of work we do, follow our Values and these basic principles to guide your decision-making. We may not always know if a decision is based on legal or ethical principles. If you are uncertain, reach out to your next level manager, a human resources manager or AutoZone's General Counsel. Go to your Handbook in [PolicyHub](#) to review our Problem-Solving Procedures.



**CONSIDER THIS:**  
 We may not always know if a decision is based on legal or ethical principles. If you are uncertain, reach out to your next level manager, a human resources manager or to AutoZone's General Counsel.

# REPORTING CODE CONCERNS



## WHO CAN I TALK TO IF THERE'S A PROBLEM?

If AutoZoners 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. By speaking up, you make AutoZone a better place to work and keep small issues from becoming bigger ones.

If you suspect a violation of the law, our Code or any policy has occurred, there are several ways to raise this concern:

1. Contact your immediate manager.
2. You can also raise concerns to the next level manager, to a human resources manager or to AutoZone's General Counsel.
3. Call AutoZone's Code of Conduct Hotline.
4. Send an email to: [Code@AutoZone.com](mailto:Code@AutoZone.com), [General.Counsel@autozone.com](mailto:General.Counsel@autozone.com), or [FCPA.GeneralCounsel@autozone.com](mailto:FCPA.GeneralCounsel@autozone.com)
5. Send a letter to: AutoZone, Inc., Attn: General Counsel, Dept. #8074, P.O. Box 2198, Memphis, TN 38103
6. Complete and submit an Incident Reporting Form by [clicking here](#). Note: you can access this form from any web browser.

Note: See [page 30](#) for a list of Toll-Free Numbers to report a problem or concern.

### SECURITIES EXCHANGE COMMISSION (SEC) REPORTING

While AutoZone requires AutoZoners to maintain confidentiality with respect to sensitive business information, nothing contained in this Code (or other policies), limits AutoZoners' ability to file a charge or complaint with the Securities and Exchange Commission (SEC). Further, AutoZoners have a protected right to communicate with the SEC and to cooperate with any investigation or proceeding that may be conducted, including providing documents or other information, without notice to or approval from AutoZone.

## WHAT HAPPENS AFTER I MAKE A REPORT?

AutoZoners' concerns are taken seriously and we review or investigate, as appropriate, each report that is submitted. After its investigation, if AutoZone finds that this Code, another policy or the law has been violated, AutoZone will take immediate action to address the situation. Depending on the type of violation, disciplinary action can include corrective action, up to and including termination of employment. In addition to termination of employment, we will also take appropriate legal action when it is warranted.

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, timely and thoroughly. AutoZoners who make reports in good faith have no reason to fear corrective action or retaliation. AutoZoners should feel comfortable participating in any investigation of actual or suspected misconduct.



## PROBLEM SOLVING

We follow a consistent process to solve the customer's problem right the first time. First, understand the issue. Then, offer the advice and information the customer needs to help find a solution. We have testing equipment in our stores that can provide customers with more information about many vehicle problems. Getting to the root cause of a customer's needs often saves them money and builds customer loyalty.



**What are you working on today?**

Whenever possible, if you think you are going to disappoint a customer and do not have an answer, be sure to get a manager involved.

## PRODUCT SAFETY

Putting customers first is about providing them with safe, quality products that gets 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 quality or safety problem, AutoZone engages with all relevant stakeholders including, but not limited to, manufacturers and government entities in a timely manner to take appropriate action.

**The safety of our customers and AutoZoners is a top priority.**



## ADVERTISING PRACTICES

AutoZone's commitment to the customer means we advertise and price our products with honesty and integrity.

We are transparent and clear in all 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.

**WITTDJR® and Trustworthy Advice are keys to delivering WOW! Customer Service and Creating Customers for Life.**

## SELLING PRACTICES

Putting the customer first means doing more than offering exceptional customer service and great-looking stores. We routinely practice WITTDJR® (What It Takes To Do The Job Right) — nothing more and nothing less — and offer Trustworthy Advice to ensure 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 do business 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 services and how they compare to the competition.



## COMPETING WITH INTEGRITY

At AutoZone, we create customers for life by ensuring that our products and services are competitive and offer good value. We do this by competing fairly and legally. Antitrust or competition laws benefit customers by keeping the retail marketplace competitive through lower prices and more choices.

**Antitrust or competition laws keep a level playing field in the marketplace by making it illegal for certain companies to collaborate on pricing or share other sensitive information.**

Antitrust laws make it illegal for us to make agreements with our competitors that would affect prices for our customers or vendors, make it harder for other companies to exist in the marketplace or limit consumers' access to a selection of auto parts, products 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 perceived 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
- confidential 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 bring 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.



## BUSINESS AND ETHICS

Having information about what our competitors are doing can be a great advantage. Such insight allows us to plan and determine new market trends that will help us better serve our customers. But any information we learn about our competitors must 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
- in their stores, visible to their customers

Our Pledge and Values commit us to doing what's right for our customers, and we expect our vendors to do the same. We never do anything to give one vendor an unfair advantage over another or show inappropriate preferential treatment.

When we purchase products or services from other companies, we look at several 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.

**AutoZone does business with vendors who act ethically and comply with laws applicable to their businesses and countries where they operate.**

### AutoZoners must never...

- Obtain or use information that is not publicly available.
- Obtain information by spying, eavesdropping or using other deceptive practices.
- Use or share confidential or non-public information disclosed by customers, vendors, service providers, or former employees of one of AutoZone's competitors.



# MERCHANDISING PRACTICES

To best serve our customers, we acquire the best merchandise at the right price and provide fair, accurate and truthful marketing, advertising and selling practices.

We assume positive intent in others and we want them to assume the same of us. We use analytical tools, market data and feedback from AutoZoners to help us independently set fair and competitive pricing for all products and customers.

## In these situations:

## What is AutoZone's Practice?

When selling our products to other businesses, we do not unlawfully discriminate on price...

We set our pricing levels so that they are available to 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).

When buying products from our vendors...

We do not ask for a price or promotion that we believe would cause the seller to discriminate on 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.

When asking one of our vendors to meet a competitor's price...

We provide truthful and accurate information to help them do so.



## DIVERSITY, EQUITY AND INCLUSION (DEI)

*An AutoZoner Always...Embraces Diversity and Cares About People.* At AutoZone, we are committed to our Values. We embrace each individual's heritage, differences and unique qualities, value the ideas and opinions of others and treat everyone with dignity and respect.

AutoZone is committed to equal opportunity for all AutoZoners and does not discriminate nor tolerates discrimination. We expect all employment decisions to be made based on an individual's skills, knowledge, and ability to fulfill the requirements of the position. We never make employment decisions based on a person's:

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

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

We are also committed to keeping AutoZone harassment-free. We do not tolerate behavior that is disrespectful such as derogatory comments or jokes, insults, slurs, intimidating behavior, inappropriate physical contact, sexual advances or any other actions that could make AutoZone an uncomfortable or hostile place for someone to work. To learn more about AutoZone's Values and practices applying our non-discrimination, harassment and workplace violence policies, visit Learning Garage to complete the Respect in the Workplace Training.

**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, report it to management immediately.**

### WHAT IF...

Erica is a Parts Sales Manager and a two-year AutoZoner. Recently, several of Erica's peers have raised questions about the way Erica dresses, as she used to wear black skirts and now, she wears black pants. Erica's Store Manager, Jessica, decides to approach Erica and ask her why she isn't wearing skirts any more. Erica's attire does not violate the dress code, but Jessica thinks asking her about it will make Erica wear skirts again.

### WAS IT THE RIGHT THING TO DO?

This is a teachable moment for Jessica. While Jessica should ensure that AutoZoners in the store are in dress code, she should not allow her assumptions about gender and gender identity influence how she enforces the dress code. Erica is not in violation of dress code, so she should not be pressured into wearing skirts.



## LABOR LAWS AND HUMAN RIGHTS

AutoZone is committed to fairness and mutual respect, and to providing competitive compensation, benefits and training opportunities. Every AutoZoner can expect to be compensated fairly, 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 everyone.

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 products from or maintain relationships with companies that do.

## WORKING WITH VENDORS

AutoZone has a history of succeeding through honest business competition. Since we know that our vendors reflect on our reputation, 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 vendors to do the same.

We do business with ethical, law-abiding vendors that meet our high standards, and we work with them to establish lasting relationships. We have product requirements for our product categories to ensure our standards are met. We avoid doing anything to give one vendor an unfair advantage or unfair preferential treatment over another.

**Regardless of whether you're working with a customer, vendor or competitor, anyone who does business with us can expect AutoZoners to act with integrity, fairness and honesty.**



## HEALTHY WORKPLACE

AutoZoners deserve a safe and productive workplace that allows them to work and to be at their best every day. 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) while at work.

This applies to all AutoZoners conducting company-related business, whether on or off company property, or while driving a company or personal vehicle.

In some instances, alcohol may be served at AutoZone sponsored events. 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 where applicable.

***Refer to your Handbook in [PolicyHub](#) for more details on AutoZone's Rehabilitation program.***

### **FREE FROM VIOLENCE, INTIMIDATION AND BULLYING**

AutoZone's commitment to a safe and healthy work environment means we do not tolerate violence or threats of violence, intimidation or bullying, anywhere AutoZoners are present including but not limited to AutoZone premises, at AutoZone sponsored events and/or customers' premises. We also prohibit the possession of weapons on AutoZone property, including in our parking lots or in personal AutoZoner or company vehicles, unless otherwise authorized by state law.

Speak up if you are aware of any threats or potential violence. In these cases, you should report the situation immediately to a manager or to Human Resources. You may also call the **Workplace Violence Hotline**.

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—appropriate attention is required.

**If you are a manager and need help handling a violent or threatening situation, immediately ask for assistance from Loss Prevention, Human Resources and/or management.**

**Workplace Violence Hotline**

**1-877-718-7728**



# PRIVACY PROTECTION - PERSONAL AND BUSINESS

AutoZone cares about people and that includes keeping their private information safe. This applies to our fellow AutoZoners, as well as our customers and others outside of AutoZone.

All AutoZoners have a responsibility to safeguard others' **personally identifiable information (PII)** from theft and unauthorized use.

## PII includes:

- contact information (name, address, phone number and email address)
- employment history
- marital status
- government-issued identification numbers
- any other information as defined by applicable privacy laws
- credit and debit card numbers
- consumer data
- protected health information (PHI)

**PII is any information that can be used to identify, contact, or locate a person or distinguish an individual from another. PII must be safeguarded to protect customers and individual AutoZoners.**

If your job requires you to work with information about customers, vendors, AutoZoners or AutoZone data, it's your responsibility to keep it safe and use it correctly.

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

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.

***Go to [PolicyHub](#) and read AutoZone's Record Retention Policy.***

## CYBER ETHICS

AutoZoners must act with the highest ethical and legal standards, which also applies to internet usage and how we communicate on social media or other digital platforms.

AutoZone maintains policies that define an AutoZoners' responsibility to securely use AutoZone assets, the internet and social media platforms.

***Go to [PolicyHub](#) and read AutoZone's policies on Information Security and Social Media.***

AutoZoners should not:

- engage in cyberbullying
- use rude or offensive language
- use another AutoZoner's credentials/passwords
- have unauthorized access to, or use of, a computer or other communication devices assigned to another AutoZoner use another AutoZoner's credentials/passwords



## USING RESOURCES WISELY AND CULTURE OF THRIFT

One of the reasons for AutoZone's exceptional performance is because of our dedicated AutoZoners and their wise use of our resources. We must always respect AutoZone's physical assets, information and other resources and strive to use them wisely.

Every day, we use AutoZone's physical assets such as electronic equipment, mobile devices, work supplies, facilities, company funds and time. We are responsible for protecting these assets from damage, theft, misuse and waste.

AutoZoners are expected to practice a culture of thrift. This means we do not spend money unnecessarily or waste resources including individual time and effort. Just as our customers rely on us to provide them with What It Takes To Do The Job Right (WITTDJR®), AutoZone relies on us to use the right resources to do our jobs—nothing more, nothing less.

The same goes for any technology we use in our work, such as 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 for personal reasons, another job or business, to access, send, transmit or download offensive, inappropriate, illegal materials, or anything that violates this Code.

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, interfere or distract from work or from serving customers.



**To provide WOW! Customer Service, it is essential to make sure we do the right work at the right time and use company assets for AutoZone business.**



# HANDLING CONFLICTS OF INTEREST

Living our **Pledge and Values** each day means we make decisions in the best interests of our customers and AutoZone. Sometimes, an AutoZoner's personal goals may conflict with AutoZone's interests and these situations are commonly referred to as a **conflict of interest**.

If you have or suspect you may have a conflict of interest, talk with 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 conflict or issue can be resolved quickly and appropriately.

*[Go to PolicyHub](#) and read [AutoZone's Conflicts of Interest Policy](#).*

**Below are some examples that could be considered a conflict of interest:**

## **OUTSIDE EMPLOYMENT AND OTHER ACTIVITIES**

Depending on personal circumstances, it may make sense for AutoZoners to take on another job outside of AutoZone. However, if a second job interferes with your work at AutoZone, it can create a serious conflict. Speak with your manager. Never use AutoZone assets or resources for personal matters including another job or business.

## **BOARD MEMBERSHIPS**

Demonstrating concern for our communities is part of AutoZone's Values. One way to do this is by serving on a board of directors of a non-profit organization. This kind of community service doesn't require prior approval—so 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, or is publicly traded, requires advance review and approval. First discuss and seek approval of your manager and Senior Vice President (SVP) and then of AutoZone's General Counsel.

## **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 family and friends can create a conflict if we aren't careful. AutoZoners should never be able to directly or indirectly supervise or be supervised by a family member or person with whom you have a romantic relationship. If you become related to or develop a personal relationship with a vendor, Commercial customer or anyone doing business with AutoZone, notify your manager, SVP or AutoZone's General Counsel.

## **FINANCIAL INTERESTS AND INVESTMENTS**

Having a financial interest in an AutoZone competitor, or vendor can divide our loyalties, or appear to divide them, 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. Significant financial interest thresholds include exceeding \$5,000 for equity interests in a publicly traded entity and intellectual property rights and interests upon receipt of income related to such gifts and interests.

## **BUSINESS OPPORTUNITIES**

Another common type of conflict could occur 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 potential business venture or a financial investment, it may create a conflict for you to pursue it without first discussing the details and seeking approval. The same goes for any information we learn about our customers and vendors. 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.

# GIFTS, MEALS AND ENTERTAINMENT

The exchange of gifts, meals and entertainment is common practice in some countries and businesses and can foster better relationships with customers and vendors. However, there are limits on the type of gifts, meals and entertainment that are acceptable to AutoZone.

The key is understanding intent. Accepting gifts, meals and entertainment can cause a conflict of interest (or the appearance of one) between our personal interests and our responsibilities as AutoZoners. Review AutoZone's Conflict of Interest and Gifts and Entertainment Policy in [PolicyHub](#) for guidance on this topic.

Gifts, meals and entertainment from anyone we do business with or a potential vendor or other third-party are only acceptable if they are approved in advance by your manager and meet the criteria set forth below. Entertainment refers to a situation when both the recipient and the provider are present at the entertainment. Some examples of this include performance or sporting events.

## GOVERNMENT OFFICIALS

AutoZoners must not accept or solicit from, or offer or give gifts or anything of value to a government official, agent or representative, candidate for office or any other government employee. This includes third-party service providers who engage with government entities and officials on behalf of AutoZone. This also means we must never offer or accept bribes, kickbacks, gifts or other anything of value including facilitation or other payments. Review [page 26](#) to read about AutoZone's commitment to "Business Free from Corruption" and go to [PolicyHub](#) to read the policy on Compliance with Anti-Corruption Laws and the Vendor Code of Conduct or, visit our website at:

<https://about.autozone.com/static-files/63841182-1f49-492a-842d-dd7b8f080d1f>

Gifts, Meals, Entertainment	Acceptable criteria	Examples	Unacceptable criteria	What Should the AutoZoner Do?
Gifts	<ul style="list-style-type: none"> <li>• Gifts of nominal value that would be impractical for the AutoZoner to return to the sender</li> <li>• Infrequent</li> <li>• Unsolicited (no one requested it)</li> </ul>	<ul style="list-style-type: none"> <li>• Gift / food baskets received during the holidays that can be distributed equally among the team</li> <li>• Samples and/or promotional items (ex: shirt, laptop case or other accessory with a company logo or of nominal value)</li> </ul>	<ul style="list-style-type: none"> <li>• Lavish or excessive</li> <li>• Cash, gift cards, credit, loans</li> <li>• An event where the content, performance or environment is counter to or in violation of our Values, Code or any other policy.</li> <li>• Accepting gifts or money in exchange for GOTTC<sup>h</sup>A<sup>®</sup> (Go Out To The Customers Automobile)</li> </ul>	<p>Even if the gift is acceptable, or unacceptable, it must be reported to your manager.</p>
Meals	<ul style="list-style-type: none"> <li>• Reasonable, infrequent, business-related</li> <li>• More than two AutoZoners must attend</li> <li>• Pre-approval from manager is required</li> </ul>	<ul style="list-style-type: none"> <li>• Joining the team and vendor for a meal in a public restaurant</li> </ul>	<ul style="list-style-type: none"> <li>• Lavish or excessive</li> <li>• Attending alone</li> <li>• Attending frequently</li> </ul>	<p>You must seek pre-approval from your manager. You must attend with at least one other AutoZoner.</p>
Entertainment	<ul style="list-style-type: none"> <li>• Not excessive and within AutoZone's culture and Values, or customary business practice</li> </ul>	<ul style="list-style-type: none"> <li>• Tickets to a concert or baseball game</li> </ul>	<ul style="list-style-type: none"> <li>• Lavish</li> <li>• Excessive and may inappropriately influence (or appear to influence the judgment of others, or our judgment)</li> </ul>	<p>Attending sports or entertainment events* requires pre-approval by a Vice President, Assistant General Counsel, or General Counsel. (*Events must be appropriate for all AutoZoners and consistent with our Values, Code and other policies. Refer to "Unacceptable Criteria" (above) and related policies.)</p> <p>If the provider will not be present for the event, or travel is involved, advanced approval from your leadership is required.</p>



## ACCURATE BOOKS AND RECORDS

AutoZoners strive for exceptional performance in all that we do and hold ourselves accountable for our actions. This includes our responsibility to keep financial and operational books and records that are accurate, complete and in compliance with AutoZone policies and legal requirements.

Accurate record-keeping ensures that we maintain the integrity of our financial statements and other disclosures. It also allows us to make sound business decisions. Examples of books and records include, but are not limited to, sales data, time sheets, bills, invoices, expense reports, payroll records, inventory records, regulatory filings and other essential AutoZone data.

AutoZoners must never falsify, alter, or conceal any company information or otherwise misrepresent information on a company record. All transactions and records, no matter what dollar amount involved, must be properly documented, approved and recorded. Transactions and financial records include:

- invoices
- expense reports
- payroll records
- sales or inventory data
- U.S. SEC filings

If you notice any error in a company record, or a failure to follow our internal controls and processes, speak up and report it immediately.

If you receive a records request from a third party, such as an outside auditor or governmental agency, immediately notify your manager and the Legal department, so they can help you understand the process and what's expected of you.

***Go to [PolicyHub](#) and read AutoZone's Record Retention Policy.***



## AVOID INSIDER TRADING

AutoZone is a publicly traded company, therefore, certain facts about our business may be considered “**inside information**”. It is illegal to trade securities (stock) based on this insider information.

Insider information is both material and non-public in nature. Material information is anything that reasonable investors might consider important when they make an investment decision, like buying or selling stock. Information is usually considered non-public until one full trading day has passed since the information has been publicly announced. It is illegal to use inside information for personal or financial gain, or to “tip” others to trade based on that information.

Examples of inside information include:

- non-public financial results such as sales and earnings data
- planned actions regarding AutoZone stock
- important lawsuits
- significant transactions
- senior management changes

AutoZone stock is publicly traded on the New York Stock Exchange, 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 deciding 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. Sharing inside information can mean serious civil and criminal penalties for AutoZone and for the individual AutoZoners involved.

Inside information isn't limited to AutoZone; it also includes our vendors. We have a duty to protect that information and keep it confidential. It is illegal to use inside information for our own benefit or for the benefit of others. Inappropriate or unauthorized disclosure or use of material or confidential information may lead to disciplinary action including termination of employment.

***[Go to PolicyHub](#) and read [AutoZone's Insider Trading Policy](#) and see [page 30](#) on how to report concerns about Insider Trading or Financial Fraud.***

Examples of illegal insider trading:

- AutoZoners tipping family and friends or anyone off to non-public, financial results including sales and earnings so they could buy or sell AutoZone stock before the information is publicly released.
- An AutoZoner who learns about a vendor's non-public sales trends and earnings data buys or sells stock of that vendor.
- An AutoZoner passing non-public information about an upcoming acquisition to a friend, who trades in AutoZone stock for profit.



# RESPONSIBLE USE OF COMPANY ASSETS

AutoZone has many different types of assets and we must use these assets responsibly to prevent loss, damage, theft, fraud or waste.

## PHYSICAL ASSETS

Physical assets can include our buildings, inventory, computers, office equipment, company vehicles and more. Follow appropriate security procedures to protect these assets and ensure they're only used for authorized and legitimate business purposes.

## CONFIDENTIAL INFORMATION

Some of our most important resources aren't physical objects. Confidential information is one of the most critical components of our business. It includes any non-public information about AutoZone, our customers, our fellow AutoZoners, our vendors and our business that is non-public and could be harmful to us if it falls into the wrong hands.

Information like our earnings, pricing, product costs, business plans and strategies, customer and AutoZone 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.

Everyone has a responsibility to protect our confidential information by understanding what information is non-public, and only sharing confidential information with parties who are authorized to receive it and who follow appropriate security practices.

## INTELLECTUAL PROPERTY

Intellectual property (IP) can include things like company logos, photos, videos and innovations.

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.

## OTHER CONFIDENTIAL INFORMATION AND ASSETS

Unauthorized use of other company's confidential information, IP or assets is not only in violation of our Values and policies, it may also be illegal. We must never use another company's confidential or non-public information without their prior and express written permission.



# ENGAGING WITH THIRD PARTIES AND EXTERNAL STAKEHOLDERS

AutoZoners work together as ITEAM, and we want to share our enthusiasm for our business with other people.

However, only authorized AutoZoners may talk about our business in certain situations. Otherwise, there is a potential risk of spreading misinformation and losing the trust of our customers, investors and community.

If you receive questions from the news media, non-AutoZoners and others about AutoZone, our subsidiaries or our operations, you should not 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

## **And always notify your manager!**

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 must also use care when talking about AutoZone through social media and on other networking sites, digital platforms and/or outlets.

AutoZoners should never share confidential company information online.

If you identify yourself on social media 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. If you have any questions, please discuss with your manager.

***Go to [PolicyHub](#) and read AutoZone's Social Media Policy.***

**Media  
Relations Hotline**

1-866-966-3017 from the U.S.  
[Media.Relations@AutoZone.com](mailto:Media.Relations@AutoZone.com)

**Investor  
Relations Hotline**

1-901-495-7185 from the U.S.  
[Investor.Relations@AutoZone.com](mailto:Investor.Relations@AutoZone.com)

# BUSINESS FREE FROM CORRUPTION

AutoZoners achieve exceptional results because AutoZoners act with the utmost integrity and respect for the law. **It is critical that we always act with the highest ethical standards as we continue to grow our business and earn the trust of our customers, the communities we serve, our investors and each other.**

That's why, in all aspects of our business, we avoid even the appearance of corruption or **bribery**. We do business—and win business—based on our hard work, dedication and WOW! Customer Service.

***Go to [PolicyHub](#) and read AutoZone's policy on Compliance with Anti-Corruption Laws.***

## KNOWING AND FOLLOWING ANTI-CORRUPTION LAWS

AutoZone is committed to complying with all applicable anti-corruption laws, including the U.S. Foreign Corrupt Practices Act (FCPA). We regularly train AutoZoners on a variety of policies including anti-corruption and anti-bribery.

AutoZoners must never bribe—or even appear to bribe—others. Neither AutoZoners nor our vendors may offer, give or authorize giving anything of value to anyone in order to inappropriately or unlawfully win, increase or keep their business, or otherwise gain an improper business advantage for AutoZone.

Similarly, AutoZoners can't look the other way when third-parties or governmental officials or others offer bribes or anything of value on our behalf. This is especially true when dealing with either U.S. or non-U.S. **government officials**, which also include political party members and candidates for office, as well as employees or third-party representatives of government-owned entities.

Remember you must never offer, give or receive anything of value, even something you think is nominal to a U.S. or non-U.S. government official or candidate for office without first receiving written permission from AutoZone's General Counsel. If you receive a solicitation from a government official for a gift or anything of value, you must also report any such request.

## FACILITATION PAYMENTS

Facilitation payments to an individual government official 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 for a license or permit). Even when permitted by law, AutoZone doesn't make such payments because they can be viewed as bribes. AutoZone may be allowed to pay a fee for rush or expedited service, but only if such fee is paid directly to a government agency and is a part of published, expedited rate. If you are asked to make a facilitation payment, please reach out to AutoZone's General Counsel or the Legal department for advice.

## THIRD PARTIES

We have a responsibility to closely monitor any third-party agents we hire. Representatives and third-parties must never pay, offer, receive gifts, bribes or anything of value on AutoZone's behalf.

**Best Practice:** Know and train your third-party agents. Make sure they understand our policies especially if your third-party agents will be working with government officials. Understand how they engage with government officials and ask about their own policies and controls. Be sure to conduct a background check and investigate the integrity of a third party before they are hired and watch out for red flags. If you suspect a third party working for AutoZone is receiving, offering gifts, bribes or anything of value, speak up immediately!

***[See page 30 for how to report concerns on Anti-Corruption \(e.g., bribery, kickbacks, FCPA violations\).](#)***



## GLOBAL TRADE AND ANTI-MONEY LAUNDERING LAW

At a minimum, we comply with U.S. Customs and non-U.S. duties and tariffs as required. As needed, AutoZone obtains the appropriate trade and import/export permits or licenses.

We also follow laws that combat terrorist financing.

**We comply with the economic sanctions and embargoes and limit what countries with which we conduct business.**

Economic sanctions and embargoes are an important part of global trade. We honor and comply with restrictions imposed by the U.S. and other countries that limit or completely prohibit our dealings with certain countries, businesses or individuals originating from or currently located in those countries. These limitations make it vital for us to know who we're dealing with and AutoZone has controls in place to evaluate those with whom we are doing or plan to do business.

On the other hand, boycotts, or trade restrictions that aren't established or sanctioned or recognized by the U.S.—are illegal and not something in which we participate. Requests to participate in an unsanctioned boycott can come from anyone with whom we do business with and might be tough to identify. If you are ever asked to refuse to do business with a certain country, business or people from that country, talk to your manager immediately.

We should also be aware of possible money laundering schemes and terrorist-funded or backed activities. 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 or the potential for it that involves AutoZone or representatives of AutoZone, talk to your manager or AutoZone's General Counsel immediately.



## CHARITABLE GIVING AND COMMUNITY SUPPORT

From our first store opening on July 4, 1979, AutoZone has been part of the communities we serve. Through his philanthropy, AutoZone's founder, J.R. "Pitt" Hyde III, set the example of giving back to the communities and places where we live, work and play.

That leadership has continued to inspire AutoZoners in every place we call home, as we remain committed to philanthropy, local volunteerism and community involvement. AutoZoners are encouraged to be active members of the community through volunteerism, the AutoZone Matching Gift program and giving to individual charities. The AutoZone Matching Gift program incentivizes AutoZoners to donate to causes important to them by matching their charitable contributions to eligible nonprofit organizations. The AutoZone Matching Gift program is available to all AutoZoners and allows AutoZoners to donate up to \$500 to qualified charities of their choice and have those donations matched dollar-for-dollar by AutoZone.

AutoZone is proud to support such initiatives and encourages AutoZoners to get involved, too. If you are interested in getting involved and giving time to benefit causes or charities, ask your manager for approval.



## CARING FOR OTHERS

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

***Go to [PolicyHub](#) for more information about AutoZone's policy on Charitable Contributions.***



# PROTECTING OUR ENVIRONMENT

At AutoZone, we care about the environment and work hard to implement environmentally responsible practices in our stores, distribution centers, support centers and fleet facilities. Not only do we adhere to environmental laws and regulations wherever we operate, but we also strive to Go the Extra Mile. We actively seek out strategies to reduce our waste, energy consumption, and emissions.

Moreover, we're committed recyclers, actively recycling a wide range of materials, including used batteries, oil, oil filters, scrap metal, electronic waste, paper, cardboard and wooden pallets. To further minimize waste and protect the environment, we also use industry best practices to dispose of chemical products and hazardous waste safely and responsibly.

All AutoZoners are expected to participate in our environmental protection efforts by following AutoZone's environmental policies and procedures. If you're interested in learning more about how you can contribute, please speak with your manager, or call our **Environmental Hotline at 1-800-459-8709**.



# POLITICAL CONTRIBUTIONS AND LOBBYING

Supporting local politicians, political parties, causes and candidates for office is one of the many ways AutoZone gets involved with and demonstrates concern for our communities. But we must comply with the laws that govern our participation in the political arena.

There are also federal, state and local laws and regulations that require companies like ours to report any lobbying activities.

**Lobbying means providing information and feedback about political legislation or actions that could affect our business or customers. It is a 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 select few AutoZoners have these kinds of responsibilities—if you are not one of them, you may not lobby on AutoZone's behalf!**

# HOW TO REPORT CONCERNS

You are not required to identify yourself when you make a report and may remain anonymous. If you choose to provide your name, it will be kept confidential to the extent the law allows. AutoZone does not tolerate retaliation, harassment or any kind of discrimination against those who speak up in good faith. Speaking up in good faith means that you report your concerns honestly, and timely.

There are several ways to report your concerns:

Via email: [Code@autozone.com](mailto:Code@autozone.com), [General.Counsel@autozone.com](mailto:General.Counsel@autozone.com), or [FCPA.GeneralCounsel@autozone.com](mailto:FCPA.GeneralCounsel@autozone.com)  
Via letter: Attn: General Counsel, AutoZone, Inc., Dept. #8074, P.O. Box 2198, Memphis, TN. 38103

Complete and submit an Incident Reporting Form by clicking here. <https://forms.office.com/r/zAQvpeuRHJ>  
Note: You can access this form from any web browser.

Via phone:  
Note: Once you dial the toll-free number listed below, choose option 1 for the Code, option 2 for FCPA, option 3 for financial fraud.

Toll-Free Numbers	Toll-Free Numbers	Toll-Free Numbers
U.S., Puerto Rico and Canada - 800-243-7989	India - 000-800-050-4337	Germany - 0-800-724-6601
Mexico - 01-800-062-5344	Taiwan - 080-066-8788	Austria - 0-800-909-6661
Brazil - 0-800-047-5023	Turkey - 00-800-44-882-4338	United Kingdom - 0-800-023-2073
China - 10-800-852-2158		

# WAIVERS

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





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