

AUTOZONE, INC.
COMPENSATION COMMITTEE CHARTER

Authority

This Compensation Committee Charter was adopted by the Board of Directors of AutoZone, Inc., on August 27, 2002, and amended on June 9, 2004, September 28, 2010, June 12, 2013, March 7, 2016, December 11, 2020 and June 16, 2021.

Purpose

The Compensation Committee (“Committee”) is appointed by the Board of Directors of AutoZone, Inc. The Committee shall:

- Review and approve AutoZone’s compensation philosophy, strategy and objectives;
- Review and approve the compensation programs, plans and awards for executive officers;
- Act as administrator as may be required by AutoZone’s short- and long-term incentive plans and other stock or stock-based plans; and
- Prepare and issue a report annually related to executive compensation, as required by the Securities and Exchange Commission’s proxy solicitation rules.

As used in this Charter, “executive officer” shall mean all officers serving on AutoZone’s Executive Committee, other officers who report directly to the Chief Executive Officer (the “CEO”), all officers of AutoZone subject to Section 16 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and other employees identified by the Committee from time to time in a resolution.

Membership

- The Committee shall have a minimum of three directors as members, up to a maximum as the Board of Directors may determine from time to time. The Committee shall consist solely of independent directors. Each Committee member shall (i) satisfy the applicable independence requirements of the New York Stock Exchange (“NYSE”), including the additional independence requirements specific to compensation committee membership set forth in Section 303A.02(a)(ii) of the NYSE Listed Company Manual and (ii) be a “nonemployee director” for purposes of Rule 16b-3 of the Securities Exchange Act of 1934. Determinations as to whether a particular director satisfies the requirements for membership on the Committee shall be made by the Board.

The Board of Directors shall annually appoint Committee members and its chair, shall fill any vacancies as they occur, and may remove any member at any time.

Duties

The Committee shall:

- Annually review and counsel with the CEO regarding long- and short-term compensation, objectives and policies.
- Approve performance goals and objectives established for the purpose of paying incentive compensation for the CEO and the other executive officers as may be required by annual and long-term incentive plans.
- Annually review executive officers' compliance with any stock ownership requirements as established by the Board.
- Act as administrator as may be required by incentive compensation plans, stock-related plans, and non-qualified retirement plans in which the CEO and other executive officers and key employees may be participants, including:
 - reviewing and approving stock and option guidelines and the general size of overall grants;
 - reviewing and approving stock and option grants, and terminating or modifying such grants as may be permitted under a plan;
 - issuing interpretations and making rules as may be necessary from time to time under the terms of a plan;
 - reviewing and approving employee eligibility requirements to participate in annual and long-term incentive plans and non-qualified retirement plans; and
 - reviewing and approving plan amendments as may be required from time to time to fit AutoZone's changing needs or law changes. If required by law or a plan, make recommendations for such amendments to the full Board or the stockholders.
- Assure that any payments under the annual and long-term incentive plans are in conformance with the plans as approved by the stockholders (where required) and the goals as established by the Committee.

- Periodically review participation in and stock issuances under any employee stock purchase plan.
- Annually prepare and issue a report on executive compensation in accordance with the proxy solicitation rules of the Securities and Exchange Commission for inclusion in AutoZone's proxy statement.
- Study compensation approaches of other companies and assure that AutoZone's compensation and philosophy remains appropriate to attract and retain high quality executives;
- Lead the independent directors in the evaluation of the performance of the CEO in meeting established goals and objectives relevant to the compensation of the CEO (the "performance goals").
- Determine and approve the compensation level for the CEO, including salary and incentive compensation, based on the independent directors' evaluation of the CEO's performance in meeting the performance goals.
- Determine and approve any long-term incentive award for the CEO.
- Approve terms and conditions of employment for AutoZone's executive officers (other than the CEO) and authorize execution of employment agreements containing such terms.
- Review and discuss with management its analysis of risks related to the design and operation of AutoZone's compensation plans and programs and whether such risks, if present, are reasonably likely to have a material adverse effect on AutoZone.
- Periodically review and discuss with management the alignment between AutoZone's compensation programs, company strategy and human capital management strategy.
- Review the results of the stockholder Advisory Vote on Executive Compensation and consider changes, as appropriate.
- Annually review the Compensation Discussion and Analysis with management, and determine whether to recommend to the full Board its inclusion in AutoZone's proxy statement.
- The Committee shall establish criteria and procedures for evaluating the performance of the Committee. Using the criteria and procedures developed, the Committee shall perform an annual evaluation of the performance of the Committee.
- Periodically review independent director compensation, and recommend to the full Board any changes in compensation as the Committee may deem necessary.

- Annually review the Compensation Committee Charter, and recommend to the full Board any changes as the Committee may deem necessary.

Compensation Advisers

The Committee shall have the authority, in its sole discretion, to retain or obtain the advice of a compensation consultant, independent legal counsel or other adviser (collectively, “compensation advisors”) to provide it guidance and counsel with respect to AutoZone’s compensation programs. The Committee shall have the sole authority with respect to the appointment, compensation and oversight of any compensation advisers retained for use by the Committee, including sole authority to approve the firm’s fees and other retention terms. AutoZone will provide for appropriate funding, as determined by the Committee, for the payment of reasonable compensation to any compensation advisers retained by the Committee. The Committee may limit the use by AutoZone’s management of any compensation advisers as the Committee may deem appropriate in its sole discretion.

Prior to selecting a compensation advisor, the Committee shall consider all factors relevant to such compensation advisor’s independence as required by the Securities and Exchange Commission and the New York Stock Exchange, including but not limited to:

- Other services provided to AutoZone by the firm that employs the compensation advisor;
- Fees for work provided by the compensation advisor to AutoZone as a percentage of the total revenue of the firm that employs the compensation advisor;
- Policies and/or procedures of the firm that employs the compensation advisor that are designed to prevent conflicts of interest;
- Business or personal relationships of Committee members with the compensation advisor;
- Business or personal relationships of executive officers with the compensation advisor or the firm that employs the compensation advisor; and
- Ownership of AutoZone stock by the compensation advisor.

Meetings

- A quorum for any Committee meeting shall be a majority of the Committee members.
- The action of a majority of the members present at any meeting in which a quorum is present shall be the action of the Committee.

- Notice for all meetings shall be given as required by AutoZone's Bylaws.
- Committee meetings may be held in person, by telephone, or any other method of communication in which all committee members may be heard. In lieu of a meeting, the Committee may act by unanimous written consent.
- The chair of the Committee shall report results of its meeting to the full Board of Directors at the next following Board meeting.
- The Senior Vice President – Human Resources shall be management's representative to the Committee and shall act as the Committee's secretary.
- The Committee shall meet at least one time per year and at other such times as directed by the Committee's chair.
- The agenda and other materials for any meeting should be provided to Committee members in advance of the meeting as may be practical.
- The Committee's secretary shall coordinate the Committee meeting notices and distribution of materials to Committee members.
- The Committee may appoint such subcommittees with responsibilities as it may determine appropriate from time to time.