

# AutoZone Vendor Code of Conduct

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## Overview

AutoZone strives to provide exceptional customer service by treating everyone with respect, from our Vendors and suppliers, customers, AutoZoners (employees), as well as shareholders and communities we serve. AutoZone is committed to operating with the highest legal and ethical standards and consistent with our Values, and to working with Vendors and suppliers who share the same commitments.

AutoZone's Vendor Code of Conduct ("Code") applies to anyone performing business on behalf of AutoZone including but not limited to:

- Vendors and suppliers (collectively, "Vendor", or "Vendors")
  - subsidiaries
  - affiliates
  - employees
  - officers
  - agents
  - representatives
  - manufacturers
  - contractors and subcontractors
  - anyone performing work on AutoZone's behalf
- AutoZoners (employees)

## Compliance Requirements – Vendor Expectations

All Vendors and their factories who supply AutoZone products, are required to read, understand, and comply with our Code among other contractual terms and conditions to doing business with AutoZone. The most current version of the Code is located in the [Vendor Portal](#) and [autozone.com/investors/corporate governance](https://www.autozone.com/investors/corporate-governance).

Failure to comply with this Code may include an off-cycle review of the complete business relationship, investigation, audit, and corrective actions up to and including termination of the business relationship. This Code sets expectations that build upon AutoZone's Vendor Agreements with Vendors and does not establish any additional rights or benefits as to AutoZone or its Vendors.

This Code is not intended to cover all policies or laws. If you have questions about this policy or what is expected of you, please send an email to [code@autozone.com](mailto:code@autozone.com).

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## How to Report Concerns-Contact Information

If you suspect unethical or illegal business practices involving AutoZone or goods and services provided to AutoZone, or a good-faith potential violation of this Code, it is your responsibility to report it using any of the following methods.

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, thoroughly and timely.

There are several ways to report your concerns:

All countries:

- 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](#).  
Note: you can access this form from any web browser.
- Via phone: See list below

Note: Once you dial the toll-free number listed below, choose **option 1** for the Code.

Country	Toll Free Number
U.S., Puerto Rico and Canada	800-243-7989
Mexico	800-062-5344
Brazil	0-800-047-5023
China	10-800-852-2158
Taiwan	080-066-8788
India	000-800-050-4337
Turkey	00-800-44-882-4338
Germany	0-800-724-6601
Austria	0800-909-6661
United Kingdom	0-800-023-2073

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## Our Company, Our Culture, Pledge & Values

To learn more about AutoZone, go to <https://about.autozone.com/about-autozone/company-culture/overview>.

## Ethics and Integrity

AutoZone conducts business in accordance with the highest legal and ethical standards and expects its Vendors to follow similar or the same practices in their business.

Vendors are responsible for identifying and complying with all applicable laws in the countries they operate, that affect their workforce, services rendered to AutoZone, and products manufactured and sold to AutoZone. Vendors are also required to take steps to ensure their employees, agents and subcontractors, third-party affiliates and anyone acting on their behalf are compliant with applicable laws, regulations and this Code.

AutoZone reserves the right to suspend business including terminating the complete business relationship with a Vendor for violation of anti-corruption, anti-bribery laws or 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.

## Violations of Law

As soon as practically possible, Vendors are required to timely report to its AutoZone representative or through any of the methods provided above, any suspected violations of the Code, other policies, or applicable laws of anyone acting on behalf of AutoZone or the Vendor.

## Whistleblower Protections

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

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## 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 solicit, offer, promise, or provide a gift or anything of value directly or indirectly to a government official on behalf of AutoZone, an AutoZoner or our business. As an example, Vendors are prohibited from offering or giving improper payment or anything of value to a third party or AutoZoners to influence or 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.

## Facilitation Payments

Vendors must not make facilitation payments in furtherance of work performed, product manufactured, or services rendered on behalf of AutoZone. Facilitation payments are considered payments made to government officials as an incentive for the foreign official to rush or expedite an administrative process or secure performance of ordinary government action or approval. AutoZone strictly 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 detailed, accurate and adequate description of the services or product provided plus sufficient supporting documentation and must not omit, mischaracterize, or disguise any description, 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 Vendor Agreements with AutoZone. These include, but are not limited to, practices related to workplace conditions, product manufacturing (including, raw material and product sourcing information), labor and human rights, safety and environmental, ethics and integrity compliance. Vendors must promptly supply or give access to a request for records inspection promptly upon AutoZone’s request in the form requested by AutoZone. Vendors must consistently provide true and accurate information to AutoZone. Vendors shall not give false or misleading information to AutoZone 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.

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## Conflicts of Interest

Vendors must avoid conflicts of interest. A conflict of interest includes situations that may give the appearance of improper influence, such as 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 with the intent to influence business decisions. A conflict of interest also includes any personal, romantic, familial or financial relationship between a Vendor and an AutoZoner.

Vendors must immediately disclose to AutoZone leadership all actual or potential conflicts of interest, whether business or personal, relating to its employees, suppliers, factories, agents, other Vendors and competitors of AutoZone or AutoZoners.

## Gifts and Entertainment

Vendors are not permitted to offer, promise, or provide gifts, favors or entertainment to third parties to obtain favorable treatment for or on behalf of AutoZone. Gifts and entertainment must not be offered or given in exchange for an award of business or to receive better pricing or terms. AutoZone selects Vendors based on quality, safety, performance, pricing and service among other aspects.

### Question, What if...?

*In my culture, it is acceptable to provide small gifts, payments, or a token of appreciation during official business meetings. Is this okay?*

**No.** Such small gifts, or payments may improperly influence and are prohibited by AutoZone. This is true even if such gifts are customary in the country in which they are made or offered or solicited.

## Confidential Information

**Definition:** Confidential information means, but is not limited to, all non-public AutoZone data, including business plans, retail pricing strategies, cost of goods, marketing plans, management changes, personal information (AutoZoners', or customers') and intellectual property (i.e., trademark, copyrights). Vendors must 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.

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**

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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.

## 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 not interfere with trade and protect the open market for the benefit of AutoZone customers and AutoZone businesses. Vendors must not 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.

With prior management approval, AutoZone permits moderately priced business meals and inexpensive tokens of appreciation such as, branded amenities, (including pens, hats, etc.), so long as they are modest, customary, unsolicited and infrequent. Business meals, tokens and entertainment must not violate local laws or regulations, this Code and must not create even the appearance of impropriety. 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. AutoZone requires at least two AutoZoners present during business meetings and meals. These restrictions also apply to family members of AutoZoners who attend a business meal or entertainment.

## Counterfeiting

Vendors are prohibited from using or allowing the creation and distribution of counterfeit goods from goods legitimately manufactured for sale at AutoZone stores. Vendors must establish processes, controls 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, human rights, duties and tariffs, customs entry/export, country of origin, importation, licensing, and scale of imported merchandise. Vendors must ensure the integrity 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, and/or relevant government authorities.

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## 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 to commit to compliance with this Code. AutoZone holds its Vendors responsible for violations and non-compliance of this Code, up to and including termination of the complete business relationship.

Vendors must implement or maintain oversight and management of processes and controls to comply with this Code and proactively identify and mitigate risks. Vendors must train their employees, factories and anyone acting on behalf of AutoZone.

### Accountability

At each facility or factory product is manufactured for sale at AutoZone, 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 or its 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 deliver safe, high quality, timely products that consistently meet or exceed safety, quality and performance standards and requirements and are predictable, sustainable, and repeatable. Vendors must provide services and deliver parts and products consistent with their quotes, purchase orders, Vendor Agreements, 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 questions below, it is your duty to SPEAK UP and contact your AutoZone representative immediately.

- Is there a risk to the customer?
- Is there a risk that can damage the customer's vehicle?
- Is there a risk to an AutoZoner handling this product?
- Is there a design flaw?
- Is there a performance issue with the product?
- Is there a compliance risk such as mislabeled, misboxed, product defect, or missing packing information and missing components.

### Subcontractors

Vendors must ensure that everyone in their supply chain and anyone acting on their behalf including, but not limited to, those performing services and manufacturing goods, follow this Code. Upon AutoZone's request, Vendors may be required to obtain a written confirmation from their subcontractors that demonstrates compliance with this Code.



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Vendors must immediately notify AutoZone of any changes in subcontractors, factories, suppliers and other third parties if a material part of the manufacturing or sourcing changes.

## Training and Records

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

Vendors are required to maintain and retain documentation related to

- topics covered in this Code, and
- 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, safety, performance, quality, this Code, or requests.

## 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. Vendors are responsible for identifying and complying with all applicable laws of the country they operate including labor and human rights laws.

Vendors **must** comply with the following:

### No Discrimination

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

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

### No Harassment and Fair Treatment

Vendors are expected to maintain a working environment free from harassment and abuse. Vendors are expected to treat its employees, subcontractors and everyone in their supply chain, including AutoZoners and AutoZone agents and representatives, and any third party acting on behalf of Vendor or to manufacture parts for sale at AutoZone stores, with dignity and respect and in compliance with local laws. Vendors shall not engage in, condone, or tolerate abuse of any kind including but not limited to physical, verbal, mental or sexual harassment, discrimination or coercion against or among their employees.



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## Underage Labor

We do not tolerate underage labor and will not knowingly do business with Vendors, or anyone in their supply chain, that employs underage labor. We expect vendors to employ a workforce throughout their supply chain who are at or over the legal minimum working age in the countries in which they operate. They must comply with all age-related working restrictions as required by local laws.

## Forced Labor and Human Trafficking

AutoZone condemns forced labor and human trafficking and will not knowingly work with Vendors, or anyone in their supply chain, who engages in such practices. Vendors must establish processes, controls and programs to detect and prevent forced labor and human trafficking. Vendors must not engage in or permit anywhere in their supply chain, the use of any form of involuntary labor including slavery, forced labor, bonded work, indenture, trafficked, or prison labor. Vendor's employees, and everyone in their supply chain, have the right to engage in work willingly, without surrendering passports, or any other type of government identification. Employees must be free to resign from their employment without violence or retaliation/or threats of same.

Vendors must manufacture, procure raw materials and/or component parts only from sources and factories that do not utilize forced labor or engage in human trafficking, or from locations or with companies that the U.S. government prohibits doing business.

## Employment Status

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

### Vendors may not:

- use misleading or fraudulent recruitment practices or fail to disclose key terms and conditions of work, including wages and benefits, the location of work, living conditions and housing (if applicable) or recruitment fees;
- destroy, conceal, confiscate, or otherwise deny access by a worker to the worker's identity documents, such as government-issued identification cards or passports.

## 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 operate. Vendors must not permit working hours to exceed the applicable legal limit. Overtime work must 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.

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## Question...What if?

*I work at a factory that asks to store employees' passports due to a concern about the security of the employees' passports. The employees have given management permission to keep them locked in an office safe. Is this okay?*

**No.** The employees' inability to immediately access their personal identity documents, including passports, restricts their freedom of movement. An example of how to secure valuable possession in the workplace would be for the factory to provide individual and personal locker space accessible anytime by the employees.

## Wages and Benefits

Vendors must pay wages in compliance with local laws where they operate and employ their workforce, including applicable standards for wages, overtime premiums, and equal pay without discrimination or harassment. 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, among other benefits.

Vendors must communicate employee total wages, pay structures and pay periods in a language understood by the employees.

Vendors must pay accurate and timely wages and may not garnish or withhold wages as disciplinary or retaliation measures and only as allowable by applicable laws.

## Health and Safety

AutoZone expects its Vendors to maintain the highest standards in providing a safe and healthy work environment for its employees and complying with health and safety laws affecting their workforce, physical plants and products manufactured. AutoZone expects its Vendors to provide a safe and healthy work environment for their employees and comply with applicable health and safety laws affecting their workforce, physical plants and products manufactured. Vendors must have processes in place to identify and eliminate and/or minimize health and safety risks.

## 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.

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Vendors must provide employees with appropriate Personal Protective Equipment (PPE), tools, machinery and supplies to perform their jobs and duties.

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

## Question, What if?

*As a new Vendor, I was preparing for an upcoming buying trip from the AutoZone team. I noticed that the factory had pallets of finished goods blocking the fire extinguishers and emergency exits. Is this okay?*

**No.** The factory must move the pallets as soon as possible. The fire extinguishers and emergency exits must not be blocked and must always be unobstructed, clear of any obstacles and accessible.

## Emergency Planning

Vendors must provide workers with regular training and communication on emergency preparedness and procedures in a language understood by their employees. 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 and properly operating fire equipment and emergency aid kits, to cover the size and population of all buildings where employees are present.

## Working and Living Conditions

If Vendors provide residential housing or living facilities for their employees, they must be safe and in compliance with all applicable laws. These facilities must have reasonable access to clean water and working toilet facilities. Vendor-provided dormitories must be clean, safe, include individual beds (no bed sharing), reasonable living space, working exits for emergency access, regularly maintained and properly operating fire equipment and emergency aid kits.

## 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. Click [here](#) to read AutoZone's Environmental, Social and Governance ("ESG") Report.

## Waste Reduction, Disposal and Management

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

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Vendors must implement processes and controls to identify, manage, mitigate, and dispose of hazardous waste in compliance with applicable laws. 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 and any appropriate tools and equipment. 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 to manufacture goods and operate their facilities. Vendors are required to comply with any reporting requirements related to permits or regulations based on applicable laws. From time to time, AutoZone may request additional information from its Vendors regarding permitting requirements.