

AutoZone Vendor Code of Conduct

Overview

AutoZone strives to provide exceptional customer service by treating everyone with respect, from our employees (referred to as “AutoZoners”), customers, Vendors, the communities we serve and other stakeholders. We conduct business with the highest legal and ethical standards and consistent with our six Values (see below).

AutoZone selects Vendors based on their expertise, skills, reputation, pricing as well as for their quality, safety and performance standards among other aspects.

Our Vendor Code of Conduct (“Code”) applies to anyone conducting business with and on behalf of AutoZone including Vendors and AutoZoners:

- Vendors and suppliers include the following (collectively, “Vendor” or “Vendors”)
 - Subsidiaries
 - Affiliates
 - Employees
 - Officers
 - Agents
 - Representatives
 - Manufacturers
 - Factories
 - Service Providers
 - Contractors and subcontractors

How to Report Concerns

You may report concerns and submit questions anonymously. You are not required to identify yourself. If you choose to provide your name, it will be kept confidential to the extent the law allows.

We offer several ways to report questions and/or concerns:

Via any of the following emails:

- Code@autozone.com
- General.Counsel@autozone.com
- FCPA.GeneralCounsel@autozone.com

Via letter:

- Attn: General Counsel, AutoZone, Inc., Dept. #8074, P.O. Box 2198, Memphis, TN 38103, USA

Via electronic reporting:

- Complete and submit an Incident Report Form by clicking [here](#). Note: you can access this from any web browser

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Via the following toll-free phone numbers:

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

AutoZone's Values

To learn more about our history and culture, [click here](#).

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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Acknowledgment is Required

During the onboarding process, Vendors are required to read, understand, and comply with our Code among other contractual terms and conditions to doing business with AutoZone. For merchandise Vendors (i.e., vendors from whom we source goods for resale), please log into the [Vendor Portal](#) to acknowledge. The Code located in the Vendor portal and on the AutoZone website are the governing documents.

Vendor Expectations

Failure to acknowledge and comply with this Code and/or applicable laws 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 contracts with each Vendor and does not establish any additional rights or benefits as to AutoZone or its Vendors.

Compliance with Laws

Vendors must identify and comply with all applicable laws where they operate, including, but not limited to, those that affect their workforce, services rendered, and products manufactured and sold to AutoZone. Vendors must ensure their employees, agents and subcontractors, third-party affiliates and anyone acting in furtherance of AutoZone are compliant with applicable laws and this Code.

Violation of this Code and/or Applicable Laws

Vendors must timely report to their AutoZone representative or through any of the methods provided above ("**How to Report Concerns**"), any suspected violations of this Code, other policies, or applicable laws by the Vendor, or anyone acting on behalf of AutoZone or the Vendor.

Whistleblower Protections

Vendors must provide their employees, agents and subcontractors, third-party affiliates and agents, with options to report workplace grievances safely and confidentially.

Anti-Corruption

Vendors must comply with all anti-corruption and anti-bribery laws where they operate, including, but not limited to, with the United States Foreign Corrupt Act ("FCPA").

Vendors must not pay, offer or promise to pay, or authorize the payment directly or indirectly, of any monies or anything of value to any government official or employee, any political party or candidate for political office, any other party that could be deemed a "state official" or "government official", or any other individuals or entities, for the purpose of influencing any act or decision of any such person, official, agency or entity to obtain or retain business, or direct business to any person or to obtain any improper benefit for AutoZone in any respect.

Vendors must not offer or give any form of payment, remuneration such as kickback or anything of value to a third-party or to an AutoZoner to influence or obtain a favorable outcome in a contract with AutoZone, a business or governmental representation or negotiation, an audit or inspection, to secure a permit, license, zoning variance or retain or increase business or promote the business interests of AutoZone in any respect.

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Facilitation Payments

Vendors must not offer or make facilitation payments, even in countries where such payments are permitted. Facilitation payments (also known as “grease payments” or “small bribes”) are directly or indirectly offered or made to any government officials to expedite, rush or smooth an administrative process, approval or services to which the payer is already legally entitled.

Vendor invoices submitted to AutoZone for payment or reimbursement require a detailed, accurate and complete description of the services rendered, or product sold plus sufficient supporting documentation and must not omit, mischaracterize, or disguise any description, transaction or expenditure.

Accurate and Transparent Books and Records

Vendors must maintain accurate and transparent books and records in reasonable detail to verify compliance with this Code, applicable laws and Vendor agreements. Vendors must promptly supply or give access to a request for records of AutoZone business for inspection promptly upon AutoZone’s reasonable request in the form requested by AutoZone. Vendors must consistently provide true and accurate information and must not give false or misleading information to AutoZone. Vendors must retain, dispose, or destroy business records in compliance with applicable laws and requirements and in such a manner to protect confidential and proprietary information.

Conflicts of Interest

Vendors must avoid related party situations and conflicts of interest with AutoZoners and other third-parties. For illustration purposes and not intended to be an exhaustive list, below are examples that may give rise to a conflict of interest:

Financial. Situations intended to influence business decisions, gain a commercial or personal advantage, place personal interests over AutoZone's or which may give the appearance of improper influence. Examples may include, but are not limited to, offering, providing, or reimbursing cash or any form of cash-equivalent, compensation, shares of stock, gifts, favors, employment, personal travel expenses, lodging or entertainment, or anything of value.

Personal Relationship. A close, intimate, romantic, familial or other similar connection and/or relationship involving trust, physical and/or emotional connection, shared experiences and/or commitment between a Vendor and an AutoZoner.

Advisory Board and Commercial/Personal Endorsements. A Vendor must not appoint or offer an AutoZoner to join a Vendor or industry advisory, consulting or other board, without prior written authorization from AutoZone’s Senior Vice President, General Counsel and Secretary. Compensation or remuneration of any kind made directly or indirectly by Vendor to the AutoZoner for any such approved board participation or any other reason is strictly prohibited.

Testimonials. Testimonials are written, audio, visual or in any other form including interviews, comments, speeches, podcasts, webinars, presentations, declarations, endorsements and other statements given in your capacity as an AutoZoner or at AutoZone’s recommendation.

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This includes certifications or endorsements of a vendor's or customer's qualifications, character, conduct, achievements, experience, product, value, etc.

Without the prior, written consent of the Senior Vice President, an AutoZoner, as a representative of AutoZone, is strictly prohibited from granting a testimonial about a Vendor or customer.

<p>What if...? A service provider I manage posted on social media the grand opening of their new offices. I "liked" and congratulated him. <i>Is this Okay?</i></p>	<p>Answer: Yes. It's a brief comment of recognition about their post.</p>
<p>What if...? I commented on a vendor rep's social media post that they are the best in the business and encouraged everyone to hire them because of their outstanding customer service, the results and the value they've generated in my experience as the AutoZone vendor manager. <i>Is this Okay?</i></p>	<p>Answer: No. This would be considered a testimonial on behalf of AutoZone about the Vendor's qualifications and achievements.</p>

Gifts and Entertainment

Vendors must not offer, promise, or provide cash, shares of stocks, favors or lavish gifts entertainment directly or indirectly to AutoZoners.

With prior management approval and consistent with AutoZone policies, AutoZone permits AutoZoners to accept 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, AutoZone policies, and must not create the appearance of impropriety.

Business meals and entertainment must 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 to be present during business meetings and meals. These restrictions also apply to family members of AutoZoners who attend a business meal or entertainment.

AutoZoners must comply with applicable AutoZone policies including those related to gifts, meals and entertainment that are outlined in AutoZone policies.

<p>What if...? In my company and culture, it is acceptable to give small gifts, cash or other payments, or other token of appreciation during a business meeting or meal. <i>Is this okay?</i></p>	<p>Answer: No. Such small gifts or payments may give the appearance of or improperly influence and are prohibited by AutoZone. This is true even if such gifts are customary and legal in the country in which they are made or offered.</p>
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Confidential Information

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', Vendors' or customers') and intellectual property (i.e., trademark, copyrights). Vendors must safeguard Confidential and proprietary information and require their employees and others in their supply chain to do the same. Vendors must not disclose, share, or use such Confidential information outside the scope and requirements defined in their Vendor agreement. Unauthorized disclosure of Confidential information may harm AutoZone, AutoZoners or third parties, breach the Vendor agreement or even be illegal.

AutoZone's Confidential and proprietary information may only be used in the manner authorized in writing by AutoZone pursuant to the Vendor agreement. In general, such information may only be disclosed to persons and entities (i) with a need to know such information for the performance of services or sale of products authorized in writing by AutoZone and (ii) who are bound to maintain it in strict confidence. Vendors must comply with their respective Vendor agreement terms and conditions as well as applicable cyber security, privacy and other 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 material, 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 nonpublic financial data, business plans, contracts, new products management changes, and more.

Competition / Antitrust

Vendors must not interfere with trade and must 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.

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 practices or processes, controls and programs to detect and prevent the use or creation of counterfeit goods.

Global Trade Compliance and Security

Vendors must implement complete and appropriate security and integrity protocols and practices across their supply chain to comply with laws that regulate global trade, duties and tariffs, customs entry/export, importation, licensing, country of origin and sourcing of raw materials and component parts and their corresponding environmental impact and recyclability.

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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, its representatives and/or relevant government authorities.

Accountability

Vendors must conduct periodic risk assessments, analysis of operations, and self-audits of their processes, controls, compliance with this Code and applicable laws of third-parties, suppliers, and subcontractors performing services or manufacturing products for AutoZone. 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

Vendors must deliver safe products on time that are safe for their intended uses, conform to applicable laws and regulations, meet relevant industry safety standards, as well as AutoZone quality and performance standards and requirements, and are predictable, sustainable, and repeatable.

Speak Up About Concerns with: Product Safety; Service

SPEAK UP and contact your AutoZone representative immediately if you suspect a service issue or product safety, quality, design flaw, 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 or report via the above method (“**How to Report**”).

- ***Is there a risk ...***
 - to the end-user/consumer?
 - that can damage a consumer’s vehicle?
 - to an AutoZoner handling this product?
 - in the design flaw or a manufacturing defect?
 - of a performance with the product?
 - with the raw materials or component parts?
 - to compliance with applicable laws?

- ***Is the Vendor, its employees or others in its supply chain performing services in violation of this Code or applicable laws?***

Vendor Employees, Subcontractors and Others in their Supply Chain

Vendors must promptly notify AutoZone of any changes in key employees or subcontractors, factories, suppliers and other third-parties if it impacts a material part of the services rendered, manufacturing or sourcing.

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Training and Records

Vendors must provide timely and relevant training to their employees, agents, and subcontractors and others acting on behalf of AutoZone business, and are required to maintain and retain documentation related to

- topics covered in this Code, and
- their financial and expense records, audits, quality reports, and other business documentation in compliance with applicable laws and at the request of authorities.

Audits

Vendors must allow AutoZone and its designated agents to conduct unannounced audits and reviews of records, interview employees, subcontractor's business to evaluate compliance with the Vendor agreement, safety, performance, quality assurance and this Code.

Lawful Employment Practices and Respect in the Workplace

AutoZone condemns forced or underage labor, human trafficking, discrimination, harassment, retaliation, unlawful wages or working conditions and will not knowingly do business with Vendors, or anyone in their supply chain, who engage in such practices or other similar, unlawful ones.

Forced Labor and Human Trafficking

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 others in their supply chain, have the right to engage in work willingly, without surrendering passports, or any other type of government-issued identification. Vendor employees must be free to resign from their employment without violence or retaliation/or threats of same.

<p>What if...? I work for a Vendor that requires employees to lock their government-issued identification (passport) in the Vendor's safe because of security concerns. <i>Is this okay?</i></p>	<p>Answer: No. The employees' inability to immediately access their personal identification documents, including passports, restricts their freedom of movement. Vendors may provide individual and personal locker space accessible anytime by their employees or other similar options to safeguard employees' personal belongings.</p>
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No Discrimination

Vendors must establish and promote a working environment free from discrimination, harassment and retaliation.

Vendors are expected to employ legally eligible employees based upon on their abilities and skills to perform the job requirements. Vendors must not make decisions based on a person's:

- Race or color
- National origin
- Religion
- Sexual preference
- Ancestry
- Age
- Medical condition
- Disability
- Veteran status

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- Gender or gender identity
- Marital status
- Family leave status
- Other characteristics protected by law

No Harassment; Fair Treatment Expected

Vendors must maintain a working environment free from harassment and abuse. Vendors are expected to treat its employees, subcontractors and others in their supply chain, including AutoZoners and AutoZone agents and our third-party representatives with dignity and respect and in compliance with applicable laws. Vendors must not engage in, condone, or tolerate abuse of any kind.

Underage Labor

Vendors must 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.

Employment Status

Vendors must validate that their employees and others in their supply chain can legally work where they conduct business. Consistent with applicable laws, Vendors are responsible for maintaining documentation of each employee's work status eligibility.

Vendors must not use misleading or fraudulent recruitment practices or fail to disclose key, employment terms, including wages, benefits, workplace location, living conditions and housing (if applicable) or recruitment fees.

Working Hours and Rest Days

Vendors must provide employees with humane and legally compliant working environment, working hours, rest, and meal breaks among any other ones compliant with applicable laws. Vendors must comply with all local laws regarding overtime, rest days, meal and rest breaks and work week scheduling where 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 shifts.

Wages and Benefits

Vendors must pay accurate and timely 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. Vendors must not garnish or withhold wages as disciplinary or retaliation measures.

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 employees. Vendors must have processes and controls in place to identify and eliminate and/or minimize health and safety risks.

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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.

What if...? I was visiting a Vendor's offices and noticed the fire extinguishers and emergency exits were blocked with stacks of boxes and office/factory equipment. <i>Is this okay?</i>	Answer: No. Fire extinguishers and emergency exits must be unblocked, accessible at all times and remain clear of any obstacles.
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Emergency Planning

Vendors must provide employees 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.

Waste Reduction, Disposal and Management

Vendors must implement processes and controls to identify, manage, mitigate, store, transport and dispose of hazardous waste in compliance with applicable laws. Vendors must manage non-hazardous waste responsibly. Employees who handle hazardous waste must be properly trained and provided with personal protective equipment and any appropriate tools. Vendors must also maintain appropriate documentation regarding the lifecycle handling and recyclability of products, hazardous and non-hazardous waste as requested by AutoZone and required by law.

Permitting and Reporting

Vendors must maintain all required business operating licenses, permits and applicable reporting to provide services, manufacture goods and operate their business.

If you have questions about this Code or what is expected of you, see above "How to Report Concerns".