

# **CODE of CONDUCT and ETHICS**

*for*

## **EMPLOYEES, CONTRACT AND/OR TEMPORARY WORKERS, OFFICERS AND DIRECTORS**

*of*

## **GENUINE PARTS COMPANY**

**Updated November 17, 2014**

*This Code of Conduct and Ethics does not create any contractual rights of any kind between GPC and its employees. In addition, all employees should understand that this Code does not modify their employment relationship, whether at will or governed by contract.*

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## PURPOSE

Since 1928, Genuine Parts Company (“GPC”) has conducted its business based on solid business principles. We have earned the respect and loyalty of our customers by providing quality products, knowledgeable employees, and an unwavering commitment to customer satisfaction. Our efforts have been guided by basic core values.

This Code is designed to provide you with updated guidelines for employee conduct based on GPC’s core principles and to summarize important GPC policies and legal obligations. Although we recognize that no one set of guidelines can provide explicit direction in every situation, we rely on you and every GPC employee to use good judgment in all your business endeavors on behalf of GPC.

This Code of Conduct and Ethics (the “Code”) outlines the standards of ethical behavior GPC expects of its employees and the employees of its subsidiaries and affiliates. You should keep in mind these important considerations when reading this Code:

- You should follow this Code in letter and in spirit.
- You should act honestly and ethically in all matters involving GPC.
- You should follow this Code along with any applicable laws, regulations and other GPC policies and procedures, including Employee Handbooks, GPC’s Human Resources Policies and Procedures and GPC’s Operations Manual.
- This Code does not include all of the policies, procedures and ethical standards applicable to employees, officers and directors of GPC. You are also responsible for knowing and following the policies and procedures set forth in Employee Handbooks and other published policies of GPC.
- The Code applies to all of our employees, contract and/or temporary workers, officers and directors regardless of location or position.
- Some employees, such as managers and supervisors, have enhanced obligations to not only follow the Code and applicable law, but to assist the employees who report to them to understand and follow the Code, and create an environment in which employees feel comfortable raising concerns.
- You must report any violation of this Code or any conduct that may be illegal, unethical, or in violation of other GPC policies or procedures. You should report suspected violations to your supervisor, your Human Resources Manager or other appropriate managers and personnel. You can also report violations anonymously using GPC’s toll-free reporting Hotline at (800) 620- 8589.
- If you do not comply with the provisions of this Code and other GPC policies and procedures (including Employee Handbooks, GPC’s Human Resources Policies and Procedures and GPC’s Operations Manual), you could be disciplined, up to

and including termination. You could also face criminal penalties and civil liabilities for violating the standards outlined in this Code.

- GPC reserves the right to amend and interpret this Code.

Integrity and a high standard of ethics are fundamental to our beliefs. GPC is committed to doing what is right and deterring wrongdoing, and we expect you to uphold these beliefs as well. If you have questions concerning the proper course of action, please consult your immediate supervisor, your Human Resources Manager or other appropriate managers or personnel for direction, including GPC's legal department, corporate human resources department or internal audit department.

### **Individual Responsibility**

GPC is an organization made up of individuals. Therefore, it is important for each of us to monitor our own conduct to make certain it embodies GPC's core principles. GPC expects all employees to abide by the GPC Code and comply with GPC policies. In a company as large as ours, differences of opinion may arise as to the appropriateness of the corporate policies. While such differences of opinion are understandable, they do not excuse you from observing the stated GPC policies. You are, of course, always welcome to voice your concerns or request an exception for special circumstances through appropriate management officials.

You represent GPC. Therefore, you have a responsibility to act with honesty, integrity and within the parameters of GPC's policies. As a member of GPC, you also have a responsibility to voice concerns if you know or suspect fellow employees are acting contrary to existing policies. When someone compromises our core principles, you should either inform them directly or use other available channels to voice your concerns. Please refer to the section "Reporting Violations" for additional procedures that you may use to report possible violations.

### **Amendments and Waivers**

Only GPC's Board of Directors or Compensation, Nominating and Governance Committee may amend this Code. Only the Board of Directors or the Compensation, Nominating and Governance Committee may waive a part of the Code for any senior financial officer, executive officer or director. GPC will disclose publicly all material amendments and any waivers for senior financial officers, executive officers or directors, to the extent required by law.

## **FAIR AND HONEST DEALING**

You must deal fairly and honestly with GPC's employees, shareholders, customers, suppliers, competitors, and other entities with whom GPC deals. You must behave in an ethical manner and not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing practice (regardless of whether or not such actions are considered unlawful).

You must limit the fees and commissions paid to employees, agents, or other representatives of third parties with or through whom GPC does business to amounts that are consistent with applicable law and proper business conduct.

We have earned our reputation by providing excellent customer service through knowledgeable employees and quality products. You and your co-workers must be aware that every action and interaction you undertake affects that reputation. Our goal is and should always be to fairly and honestly provide excellent customer service and quality products.

## **COMPLIANCE WITH LAWS, RULES AND REGULATIONS**

GPC strives to ensure all activity on its behalf is in compliance with applicable laws, rules and regulations. You must comply with all applicable laws, rules and regulations, whether or not specifically addressed in this Code. Additional GPC policies and rules can be found in Employee Handbooks and other GPC policies that may be published from time to time. Though not all employees are expected to know the details of all applicable laws, you are responsible for seeking advice to determine those laws that apply to your position and what is required for compliance with such laws. Please contact your supervisor for additional guidance or if you have questions.

While not all inclusive, the following will serve as a guide to the types of laws, rules and regulations that you should consider:

## **Antitrust Laws and Fair Competition**

The open, free and competitive market benefits all of us. In this system we vigorously compete based on factors such as price, service consistency and the quality of our products. You must comply with all applicable antitrust and similar laws that regulate competition in the countries in which we directly or indirectly do business. As a company, we will not take any action that illegally restrains or limits competition or trade. In compliance therewith, we will not:

- Discuss with competitors prices, pricing strategies, customers, product or marketing plans, production or production capacity, terms of sale, or research and development activities.
- Enter into agreements or arrangements with our competitors concerning prices, bids, dealers, customers, production, or sales territories or markets.
- Link the purchase of one product or service to another product or service, compel suppliers to buy from us to retain our business, or otherwise impose unreasonable conditions on buyers.
- Acquire or use, or permit others to acquire or use, information that is obtained illegally or improperly, such as through theft, misrepresentation, coercion, inducement, or invasion of property or privacy.
- Enter into unlawful price discrimination agreements. Bribe or attempt to bribe a government official or employee (including payments of money, property, or services) in any country in which GPC conducts business.
- Set or attempt to set the price at which a customer may resell GPC products, or restrict or attempt to restrict where or to whom a customer may resell GPC products.
- Sell GPC products at prices below cost with the intent to undermine and harm the interests of competitors.
- Otherwise commit unfair trade practices, including misappropriation of trade secrets, false advertising, disparagement, misrepresentation, deception, or intimidation.

Any questions or concerns regarding compliance with the antitrust laws should be immediately directed to your supervisor and/or GPC's corporate legal department. Similarly, should a prohibited subject arise during any meeting, you should immediately state your objection, leave the meeting, and inform your supervisor and/or GPC's corporate legal department.

## Foreign Trade

Actions taken outside of the U.S. on behalf of GPC are strictly regulated by anti-corruption laws (both U.S. and non-U.S.), including the Foreign Corrupt Practices Act (“FCPA”), which generally prevents U.S. entities from corruptly paying or offering to pay, directly or indirectly, money or anything of value to a foreign official to obtain or retain business. If you are involved in transactions outside the U.S., you should be familiar with and observe the provisions of local anti-corruption laws, the FCPA, international trade regulations, as well as GPC’s Anti-Corruption and Bribery Policy, which is available on the Inside GPC website. You may not offer or give anything of value to or for the benefit of any government official or employee in any country in which GPC conducts business in order to secure business or to obtain special concessions. Relations with government representatives, even where personal friendships may be involved, must be in good taste and such that full public disclosure would in no way damage GPC’s reputation. In some cases, applicable laws, statutes, regulations, or our contracts with Federal, State or Local agencies prohibit such gifts altogether.

In instances where U.S. laws, regulations and standards relating to ethical conduct are more restrictive than those of a particular locality outside of the United States, conduct related to GPC business will be governed by the more restrictive U.S. standards. Also, keep in mind that locally lawful conduct might trigger legal action against GPC in the U.S. under certain circumstances. If you have any questions about what conduct could trigger these rules in a specific jurisdiction, please contact your Human Resources Manager, GPC’s legal department, corporate human resources department, or internal audit department for more information.

In addition, GPC complies with various requirements when engaging in international trade. If your job involves importing and/or exporting, make sure you are aware of (and in compliance with) all applicable governmental regulations and requirements, both U.S. and non-U.S. For instance, U.S. law requires an export license before certain categories of products or data can be exported or re-exported, which includes sharing such data with a foreign person *inside* the country. Employees should also be aware of and comply with any trade sanctions or embargoes against countries or individuals (e.g., Cuba).

Finally, employees should only conduct business with people and companies after appropriate due diligence. You should take steps to prevent the inadvertent use of our business for unethical purposes, such as money laundering. Immediately report suspicious situations, such as:

- Payments in cash;
- Requests to transfer funds to or from countries or entities that are not related to the transaction or the customer; and
- Unusual fund transfers to or from foreign countries.

Contact the GPC legal department if you know or have reason to believe that a customer or wholesaler intends to improperly resell our products in another country.

## **Drug Free Workplace**

- Another part of GPC's commitment to employee safety and well-being is our drug-free workplace and substance abuse policies. Distributing, possessing or using unlawful or unauthorized drugs or alcohol on GPC property, any customer's property, or in connection with GPC business is strictly prohibited. You, as an employee, should not report to work if your behavior, judgment or performance is impaired by drugs or alcohol. If you suspect that a co-worker has reported to work under the influence of drugs or alcohol, you should report it to your supervisor immediately. When a person is under the influence of drugs or alcohol, his or her judgment is impaired. That person may make decisions or take actions that may place others in danger.

## **Environmental Laws**

- GPC policy is to comply with all applicable environmental laws, rules and regulations. You must strive to utilize resources appropriately and efficiently and dispose of all waste in accordance with applicable laws, rules and regulations.

## **Discrimination and Harassment Laws; Fair Treatment and Respect**

- GPC believes the fair and equitable treatment of employees, customers, suppliers and other persons is critical to fulfilling its vision and goals. GPC conducts its business without regard to race, color, religion, gender, ethnic origin, age, disability or any other classification prohibited by law. GPC's policy is to recruit, hire, train, promote, assign, transfer and terminate employees based on their own ability, achievement, experience and conduct and other legitimate business reasons.
- Each individual is entitled to be treated fairly and with respect. GPC will not tolerate any form of harassment or discrimination against anyone on the basis of any classification prohibited by law. GPC will investigate allegations of harassment or discrimination in accordance with applicable laws and GPC policies. It is the goal of GPC to create and maintain a productive work environment for all employees, customers and business partners. Therefore, GPC strictly prohibits verbal or physical conduct by any employee that harasses, disrupts or interferes with another employee's work performance or creates an offensive or hostile environment for any applicant, employee, customer, or business partner of GPC in any form.

Sexual harassment is just one form of inappropriate conduct, which is unlawful and will not be tolerated. Sexual harassment may include a range of subtle and not so subtle behaviors and may involve individuals of the same or opposite sex. Prohibited conduct may include, but is not limited to, physical assaults or other physical conduct of a sexual nature including unwanted touching, unwanted sexual advances, propositions or other sexual comments and sexual displays or publications anywhere in the workplace. Prohibited conduct may consist of, but is not limited to, comments, leering, jokes, cartoons, pictures, inappropriate language or gestures.



## **Insider Trading**

Federal and state securities laws and GPC's policies prohibit you from purchasing and selling GPC securities while you are aware of material information about GPC that is not generally known or available to the public. ("material" information is generally information that an investor would likely consider important in deciding whether to buy, sell, or hold securities.) These laws also prohibit persons who are aware of such material nonpublic information from disclosing this information to others who may trade securities on the basis of such information.

As described in more detail in GPC's Insider Trading Policy (available on Inside GPC website), it is GPC's policy that no director, officer, employee or contractor/temporary worker who is aware of material nonpublic information relating to us or our subsidiaries may, directly or indirectly through family members or other persons or entities:

- Purchase or sell GPC securities or engage in any other action to take personal advantage of that information; or
- Provide that information, or recommend the purchase or sale of our securities based on that information, to others outside the Company, including family and friends.

## **Political Process**

You must comply with all laws, rules and regulations governing campaign finance and lobbying activities. You cannot use GPC's funds and assets for political campaign purposes of any kind. You may participate in the political process by means of personal campaign contributions, expenditures or other activity. However, GPC will not reimburse or compensate you for your personal participation in political activities. In addition, you should be careful that your personal opinions or financial contributions are not represented as a GPC opinion, contribution, or endorsement.

## **Gifts**

You must exercise good judgment in providing and/or accepting business gifts and entertainment. No gift, entertainment or other personal benefit should be offered, provided, accepted, or received by any employee unless it is consistent with customary business practices and is not excessive in value. Under no circumstances shall any gift, entertainment or other personal benefit be offered, provided, accepted, or received by any employee as a condition for commencing business or continuing to transact business with GPC.

## **Integrity of Records and Compliance with Accounting Principles**

GPC and the law require the preparation and maintenance of accurate and reliable business records. You must prepare all reports, books and records of GPC with care and honesty. False or misleading entries in such records are unlawful and are not permitted. GPC maintains a system of internal controls to ensure that transactions are carried out in

accordance with management's authorization and are properly recorded. This system includes policies, procedures and examination by a professional staff of internal auditors. GPC expects you to adhere to these policies and procedures.

The same rules regarding compliance with accounting and finance records apply with respect to transactions governed by the FCPA, which prohibits the use of "special," "off-the book," or "slush" funds. It also prohibits GPC from paying any invoices to a foreign supplier in which the goods or services are disguised or do not reflect the actual type and amount of such goods and services that were provided to GPC by such supplier.

GPC's corporate records are important assets. GPC is required by law to maintain certain types of corporate records, usually for a specified period of time. Failure to retain such documents for such minimum periods could subject GPC to penalties and fines, cause the loss of rights, obstruct justice, place GPC in contempt of court, place GPC in breach of contract, or place GPC at a serious disadvantage in litigation. However, storage of voluminous records over time is costly. Therefore, GPC has established controls to assure retention for required periods and timely destruction of retrievable records.

GPC expects all employees to become familiar with and fully comply with the records retention/destruction schedule for the departments in which they work. If you believe documents should be retained beyond the applicable retention period, consult your supervisor or the GPC Corporate Legal Department.

In addition, if you have any questions, concerns, or suspect a violation regarding accounting, internal accounting controls, auditing or financial reporting matters you should report such matters to your supervisor or pursuant to the procedures under "Reporting Violations" on page 16.

### **Full, Fair, Accurate, Timely, and Understandable Disclosure**

As a public company, GPC must disclose to the Securities and Exchange Commission ("SEC"), current security holders and the investing public certain required information and any additional information that may be necessary to ensure that the required disclosure is not misleading or inaccurate. GPC's disclosure controls and procedures are designed to record, process, summarize and report, in a timely manner, material information as required by applicable laws.

Each employee who is required to participate in the disclosure process must perform his or her responsibilities with a goal of promoting full, fair, accurate, timely and understandable disclosure by GPC in the reports and documents it files with, or submits to, the SEC as well as in other public communications made by GPC. Such employees should be familiar with and comply with GPC's disclosure controls and procedures and its internal control over financial reporting. In addition, they should ensure that all books, records, and accounts are accurately maintained, and must cooperate fully with GPC's accounting and internal audit departments, as well as GPC's independent public accountants and counsel.

## **Employee Records Confidentiality**

It is the responsibility of GPC to maintain the confidentiality of employee records. Only those GPC employees with a legitimate need-to-know will have access to an employee's personnel file or medical files maintained by GPC. All employees given access to such information will be responsible for safeguarding the information and protecting the confidentiality of the information acquired. Information contained within employees' personnel files will be utilized only for legitimate business purposes and in accordance with GPC policies and applicable privacy and data protection laws.

## **Health and Safety**

An overriding concern of GPC is to protect the health and safety of each employee. Each of us has a responsibility to ensure that we are following the health and safety procedures established for our work unit. It is up to each of us to use equipment properly to avoid accidents. Remember that a single act of carelessness can affect more than just you. Other employees or the general public may be placed at risk due to your carelessness. Employees must report to GPC in a timely manner any accident, workplace injury, instance of non-compliance, or any situation presenting a possibility of injury.

## **CONFLICTS OF INTEREST**

GPC requires you to avoid any relationship, activity, or ownership that might create a conflict between your personal interest and GPC's interest. A "conflict of interest" occurs when your private interest interferes in any way, or even appears to interfere, with the interests of GPC. A conflict of interest can arise when you (or a member of your family) take actions or have interests that may interfere with your ability to perform your job objectively and effectively. Conflicts of interest also arise when you, or a member of your family, receive improper personal benefits as a result of your position with GPC.

You owe a duty of loyalty to GPC. You may not use your position improperly to profit personally or to assist others in profiting at GPC's expense. GPC expects you to avoid situations that might influence your actions or prejudice your judgment in handling GPC business. You must not become obligated in any way to representatives of firms with which you deal and must not show any preference to third parties based on self or family interests. In addition, you must communicate to your supervisor any material transaction or relationship that could create a conflict of interest.

Whether or not a conflict of interest exists can be unclear. You should avoid conflicts of interest unless you have written approval from the GPC Legal Department or the Audit Committee of the Board of Directors, if you are a director or executive officer)

regarding your situation. While not all inclusive, the following will serve as a guide to the types of activities that might cause conflicts of interest:

### **Outside Financial Interests**

- Owning a financial interest in any company that is a competitor of GPC or which does or seeks to do business with GPC. Generally, owning securities of a publicly-owned corporation regularly traded on a national securities exchange would not create a conflict of interest (as long as this ownership is not a significant percentage of the outstanding shares of such corporation).
- Representing GPC in any transaction in which you or a family member, have a personal interest.
- Disclosing or using confidential, special or inside information of or about GPC for your or a family member's profit or advantage.
- Competing with GPC in the purchase, sale or ownership of property or services or business investment opportunities.
- Engaging in outside business activities or employment incompatible with GPC's right to your full time employment and efficient service.

### **Suppliers and Fair Treatment**

Our suppliers are selected on a competitive basis based on quality, service, technology and price. If you are responsible for making decisions regarding the purchase of products or services, your decision should not be based on gratuities, gifts or entertainment. If you are directly responsible for making these decisions and are offered a gift by a supplier, you should politely decline (and you should not solicit gifts of any type or amount). This prohibition includes suppliers and bidders and prohibits our giving of gifts to secure more business. Simple, modest forms of entertainment offered or received are acceptable, provided the entertainment is in good taste, not lavish, infrequent and does not create a sense of obligation to the host. It is your responsibility to ensure that any such event does not create the perception that favors were granted to obtain special treatment.

In addition, selecting suppliers or vendors based on a personal relationship may constitute a conflict of interest. If you have a relative who is employed by or owns a customer or supplier of GPC, and you have discretionary authority in dealing with that company, you must have approval from GPC's legal department before moving forward with any transaction related to such company.

### **Loans**

Loans by GPC to, or guarantees by GPC of obligations of, employees or their family members are of special concern and could constitute improper personal benefits to the

recipients of such loans or guarantees, depending on the facts and circumstances. You may not lend to or borrow from any GPC customer, supplier, contractor or any person connected with the same.

## **CORPORATE OPPORTUNITIES**

You owe a duty to GPC to advance its legitimate interests. You cannot take any business opportunity you learn of as a result of your employment with GPC or use any GPC property or information for your personal benefit or for the benefit of a family member. In addition, you cannot compete with GPC in any way. For example, you should not acquire any interest in a company when you know that GPC is or may take steps to acquire an interest in that company. If you learn of a business opportunity that is within GPC's existing or proposed lines of business, you should inform your immediate supervisor. You may not personally pursue that business opportunity until GPC decides not to pursue it.

## **PROTECTION AND PROPER USE OF COMPANY ASSETS**

You must strive to preserve and protect GPC's assets and resources and to ensure their efficient use. In addition, you may not engage in personal activities during work hours that interfere with or prevent you from fulfilling your job responsibilities.

### **Personal Use of Corporate Assets**

You should use GPC's property for legitimate business purposes and conduct GPC's business in a way that furthers GPC's interests rather than your personal interest. You may not use or take GPC's equipment, supplies, materials or services, except in the normal course of your employment, without approval of your supervisor.

### **Use of Company Computers, Software and Email**

GPC's computer resources, which include the electronic mail system, belong to GPC and not to you. As a general rule, E-mail and the Internet should be used only in situations related to your work assignments. You should not use these resources for amusement, solicitation, or other non-business purposes. While GPC recognizes that you will occasionally use the computer system for personal communications, it is expected that such uses will be kept to a minimum and that you will be responsible and professional in your use of E-mail and the Internet. E-mail messages should be treated as any other written

business communication. All materials, messages or work product created by employees through the Internet and/or e-mail is considered to be the property of GPC. Such messages and/or work product are subject to review by GPC. Employees are not entitled to any right of privacy in these materials. It is unacceptable to use GPC equipment to access or create material that is illegal or otherwise inappropriate in the workplace. If you are uncertain if the use is appropriate, you should consult your supervisor.

### **Protecting Corporate Assets**

You have an obligation to safeguard the assets of GPC by making certain equipment is properly maintained and used to further our business interests. Whenever you use a corporate asset, you should always consider whether that use is in the best business interest of GPC. This would also include the personal use of GPC vehicles, equipment, computers and telephones and compliance with inventory procedures and security programs.

## **CONFIDENTIAL AND PROPRIETARY INFORMATION / COMMUNICATIONS WITH THE PUBLIC**

### **Confidentiality**

Confidential information includes all non-public information that might be of use to competitors or harmful to GPC or its customers, if disclosed. GPC owns all information, in any form (including electronic information), that is created or used in support of its activities. This information is a valuable asset and GPC expects you to protect it from unauthorized disclosure and not to use it for any purpose for which it was not intended. This information includes but is not limited to GPC customer, supplier, business partner and employee data. Laws, rules, and regulations may restrict the use of this information and may penalize you if you use or disclose it. You should protect information pertaining to GPC's competitive position, business strategies and information relating to negotiations with employees or third parties and share it only with employees who need to know it in order to perform their job.

You must maintain the confidentiality of information entrusted to you by GPC, its customers, employees, vendors and consultants, except when disclosure is authorized or legally required. You must take all reasonable efforts to safeguard confidential information that is in your possession against inadvertent disclosure and must comply with any non-disclosure obligations imposed on GPC. You should be careful not to inadvertently disclose nonpublic information, such as in casual conversations, either inside or outside GPC. The obligation to preserve confidential information is ongoing and continues even after your employment ends.

## **Intellectual Property and Proprietary Information**

You must maintain GPC's intellectual property rights, including GPC's name, logo, trademarks, patents, copyrights, licenses and trade secrets, to preserve and protect their value. You must share with your supervisor any innovations or inventions you create in connection with your employment with GPC or relating to any of GPC's businesses so that GPC can take steps to protect these valuable assets. Intellectual property that you create during the course of your employment belongs to GPC.

In addition, you must respect the intellectual property rights of others. If you misuse, misappropriate or otherwise violate other's intellectual property rights in connection with your employment with GPC, you and GPC could face substantial liability, including criminal penalties.

## **Data Security and Privacy**

Employees must take all due care to maintain the security and privacy of GPC's computer, telephone, and other communications resources. If you have a reason to believe that our network security has been violated (such as a compromised network password), you must promptly report this to a manager.

## **Communicating with the Media**

Providing clear and accurate information to the media and general public is important. Because it is so important, GPC has designated certain individuals at Headquarters to communicate GPC's position. Each location manager has a list of individuals to contact in response to inquiries from the media. If you are contacted by a member of the press, the best course of action is to first decline to comment, and then discuss the situation with your supervisor to make certain that the appropriate GPC official is contacted.

## **Communicating with the Public**

Many people and entities rely on the information we provide. Accurate and honest communications are owed to customers, suppliers, government agencies and communities. If you are contacted by a government official, it is generally best to first discuss the inquiry with your supervisor. Each location manager has a list of individuals to contact in response to inquiries from government officials. You are responsible to communicate in a forthright and honest way, free from any misleading or inaccurate information. If you make a mistake in providing someone with information, you should take quick action to correct the mistake.

## **Social Media**

Internal and external social media and other technology tools (such as blogs, wikis, and networking sites) are subject to the same rules as other GPC communications. You

should be careful in how you communicate with others online, and use online tools in a manner consistent with GPC's policies. For instance, never use company time, property or networks for social media communication. You should remember your obligation to protect GPC's confidential information and the confidential information of companies with which we do business. Also, avoid identifying or discussing GPC, clients, suppliers, and coworkers, and do not denigrate or insult others, including other GPC employees, vendors, or competitors.

In addition, unless you are explicitly authorized to speak on behalf of GPC, you should make it clear that you are speaking on your own behalf and that your views do not reflect GPC's views or its official position. Along the same lines, refrain from using GPC logos, trademarks, photos, or videos. When required by applicable law, appropriately disclose your affiliation with GPC.

## **REPORTING VIOLATIONS**

You must report any violation of this Code, GPC policy or a legal requirement. In reporting suspected violations, we encourage you first to contact your immediate supervisor or other appropriate managers or personnel, including your Human Resources Manager. If the violation in question involves a director or executive officer of GPC, you should report any violation to the Audit Committee of the Board of Directors. If you are not comfortable doing so, you may also contact GPC's legal department or GPC's Senior Vice President of Human Resources or you may call GPC's reporting Hotline at (800) 241-5689. You can use this Hotline to report possible violations, to check on the status of a previously filed report, or to report that you feel a report previously made to company management, your supervisor or other management personnel has not been addressed.

GPC's reporting Hotline is administered by The Network, an independent, third-party vendor. The telephone operators for the hotline have been trained to receive your call. This hotline is available 24 hours a day, seven days a week. All calls will be answered by a live person. Calls are not recorded and are not able to be traced. You have the option to remain anonymous. If you remain anonymous, you will be given a numeric code so that you may call back and ask for follow up. You will be guided through the call and prompted by appropriate questions from the operator.

If you report a possible violation, regardless of the method that you use to make the report, it is important that you provide as much detail as possible, including names, dates, times, locations and the specific conduct in question. Only with sufficient specific information can the company adequately investigate the reported action.

Your submission of information will be treated in a confidential manner to the extent reasonably possible. Please note, however, that if an investigation by GPC of the activities



you have reported takes place, it may be impossible for GPC to maintain the confidentiality of the fact of the report or the information reported.

In addition, all complaints or suspected violations regarding accounting, internal accounting controls, auditing or financial reporting matters will be forwarded to the head of GPC's Internal Audit Department. The head of Internal Audit will assess each complaint and will report complaints relating to material amounts or matters to the Audit Committee.

GPC strives to create an environment where employees feel free to call attention to legal or policy violations. We will investigate reported concerns impartially. GPC will not permit any retaliation against you for reporting suspected violations in good faith. It is also GPC's policy to comply with all laws that protect employees against unlawful discrimination or retaliation by anyone at GPC as a result of their lawfully and truthfully reporting information regarding, or their participating in, investigations involving allegations of corporate fraud or other violations by the company or its agents of applicable law.

If you believe that you have been subjected to any action that violates this policy, you may file a complaint with your immediate supervisor, your Human Resources Manager, GPC's Legal Department or GPC's Senior Vice President of Human Resources.

Keep in mind that it is a violation of the Code to knowingly make a false accusation, lie to investigators, or interfere or refuse to cooperate with an investigation arising under this Code. Honest reporting does not mean that you have to be right when you raise a concern, but you must believe that the information you are providing is accurate.

## **INVESTIGATIONS AND ENFORCEMENT**

Reports of possible violations of the Code will be promptly investigated by GPC and, if a violation of the Code is substantiated, disciplinary action will be taken, where necessary, including appropriate sanctions for each individual involved, up to and including termination of employment (or termination of the relevant business relationship, for nonemployees). Any executive officer or director believed to have participated in a possible violation shall not be permitted to participate in any investigation or recommendation for disciplinary action or sanctions. Violations of the Code that may also constitute illegal conduct shall be addressed, which may include making a report to civil or criminal authorities for further action, and in certain circumstances public disclosure may be required.

GPC may also from time to time conduct reviews to assess compliance with the Code.

As part of GPC's commitment to conducting its business ethically and investigating possible violations of the Code, GPC's Human Resources Department and Department of

Internal Audit will help administer and implement the Code. GPC's Senior Vice President of Human Resources and subsidiary Human Resources Managers have overall responsibility to:

- Receive, collect, review, process, investigate and resolve concerns and reports by employees and others on the matters described in the Code;
- Work with legal counsel from time to time to review the Code in connection with current applicable laws and recommend to the Board any updates or improvements to the Code;
- Present directly to the head of GPC's Internal Audit Department a copy of each report received regarding GPC's accounting, auditing, and internal auditing controls or disclosure practices; and
- As necessary, provide guidance on the meaning and application of the Code.

## **CONCLUSION**

Each action taken by our employees affects GPC as a whole. It is the responsibility of each employee to make certain that our decisions and actions are guided by GPC's principles and policies. If you are unsure of a decision in your work life, ask yourself these questions:

- Does the action or decision I am about to undertake comply with GPC policy and/or all applicable laws, rules or regulations?
- Is the action or behavior fair and equitable?
- How would I feel if I were the recipient of such an action or decision?
- Would I want to read about or see this situation in the newspaper or in the media?

If you have any doubts about the answers to any of these questions, consult your immediate supervisor, your Human Resources Manager, GPC's legal department, corporate human resources department, or internal audit department immediately, or call GPC's reporting hotline.

## **Certification and Acknowledgement**

I certify that I have received Genuine Parts Company's ("GPC") Code of Conduct and Ethics, and I have read or agree to read the information contained within the Code of Conduct and Ethics.

I agree to comply with GPC's Code of Conduct and Ethics and GPC's other policies and procedures and understand that compliance with these policies is a condition of my continued employment with GPC. I understand that the Code of Conduct and Ethics does not create any contractual employment rights of any kind between GPC and myself. I also understand that violation of the Code of Conduct and Ethics may lead to disciplinary action up to and including termination of my employment with GPC.

When I have a concern about a possible violation of applicable laws or GPC policy, including this Code of Conduct and Ethics, I will raise the concern by using the reporting hotline or by any other method addressed by this Code of Conduct and Ethics.

Signature: \_\_\_\_\_

Name (Print): \_\_\_\_\_

Department: \_\_\_\_\_

Date: \_\_\_\_\_