

**AUTOZONE, INC.**  
**AUDIT COMMITTEE CHARTER**

***Authority***

This Audit Committee Charter was adopted by the Board of Directors of AutoZone, Inc., on September 26, 2007. This Charter replaces the old Audit Committee Charter that was adopted by the Board of Directors on December 9, 1999 and has been revised several times since then. The last update was September 28, 2010.

***Purpose***

The Audit Committee (“Committee”) is appointed by the Board of Directors of AutoZone, Inc. The Committee assists the Board in fulfilling its oversight responsibilities of:

- the integrity of the Company’s financial statements
- the independent auditor’s qualification, independence, and performance
- the performance of the Company’s internal audit function
- the Company’s compliance with legal and regulatory requirements

The Committee shall prepare the report of the Committee required to be included in the annual proxy statement.

In discharging its oversight responsibilities, the Committee is not responsible for the planning or conduct of audits or for a determination that the Company’s financial statements are complete, accurate, and/or in compliance with the generally accepted accounting principles. This is the responsibility of management and the independent auditors.

***Authority***

The Committee has authority to request reviews or investigations of all matters within its responsibilities. The Committee will:

- A. evaluate, appoint or dismiss, determine compensation for, and oversee the work of the independent public accounting firm employed to conduct the annual audit. This firm will report to the Committee;
- B. resolve any disagreements identified by the independent auditor between the firm and management;
- C. pre-approve all audit and permitted non-audit services performed by the independent auditor, considering issues of auditor independence;
- D. conduct periodic reviews with Company officers, management, independent auditors, and the internal audit function;

- E. as needed, retain independent counsel, accountants, or others to advise or support the Committee;
- F. report periodically to the Board and make appropriate recommendations.

The Company will provide for appropriate funding, as determined by the Audit Committee, for the independent auditors, any advisors, and appropriate administrative expenses.

### ***Membership***

The Committee will consist of at least three members of the Board. The membership, including the Chairman, will be determined by the Board upon the recommendation of the Nominating and Corporate Governance Committee.

Each Committee member will be both independent and financially literate. At least one member shall be designated as a “financial expert” based upon applicable regulation and guidance. Members may not simultaneously serve on the audit committees of more than two other public companies.

### ***Meetings***

The Committee will meet at least four times each fiscal year or more as it deems necessary. Meetings may be held in person, by telephone, or any other method of communication allowing all members to effectively participate. In lieu of a meeting, the Committee may act by unanimous written consent.

The Committee shall meet periodically in private session as well as with management, internal audit, and the independent auditor in separate sessions to discuss any matters that the Committee or these groups deem appropriate.

The Committee will have an agenda for all meetings and will invite management, auditors and others to provide pertinent information. Minutes will be prepared as appropriate.

The Committee will annually conduct a self-assessment and report findings to the Board.

A quorum for any Committee meeting shall be a majority of the committee members.

## ***Responsibilities***

The Audit Committee, to the extent it deems necessary or appropriate, shall:

### Financial Statement and Disclosure Matters

1. Meet to review and discuss with management and the independent auditor the annual audited financial statements, including the Company's specific disclosures made in management's discussion and analysis, and recommend to the Board whether the audited financial statements should be included in the Company's Form 10-K.
2. Meet to review and discuss with management and the independent auditor the Company's quarterly financial statements prior to the filing of its Form 10-Q, including the results of the independent auditor's review of the quarterly financial statements.
3. Discuss with management and the independent auditor significant financial reporting issues and the judgments made in connection with the preparation of the Company's financial statements, including any significant changes in the Company's selection or application of accounting principles.
4. Review and discuss with management and the independent auditor any major issues as to the adequacy of the Company's internal controls, any special steps adopted in light of material control deficiencies and the adequacy of disclosures about changes in internal control over financial reporting.
5. Review and discuss with management (including the senior internal audit executive) and the independent auditor the Company's internal controls report and the independent auditor's attestation of the report prior to the filing of the Company's Form 10-K.
6. Review and discuss quarterly reports from the independent auditors on:
  - (a) all critical accounting policies and practices to be used;
  - (b) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor; and
  - (c) other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.
7. Discuss with management the Company's earnings press releases, including the use of "pro forma" or "adjusted" non-GAAP information, as well as financial information

- and earnings guidance provided to analysts and rating agencies. Such discussions may be general (consisting of discussing the types of information to be disclosed and the types of presentations to be made), and each earnings release or each instance in which the Company provides earnings guidance need not be discussed in advance.
8. Discuss with management and the independent auditor the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Company's financial statements.
  9. Discuss with management the Company's major financial risk exposures and the steps management has taken to identify, assess, monitor, control, remediate and report such exposures.
  10. Discuss with the independent auditor the matters required to be discussed by Statement on Auditing Standards No. 114, "The Auditor's Communication With Those Charged With Governance," relating to the conduct of the audit, including any difficulties encountered in the course of the audit work, any restrictions on the scope of activities or access to requested information, and any significant disagreements with management.
  11. Review disclosures made to the Audit Committee by the Company's CEO and CFO during their certification process for the Form 10-K and Form 10-Q about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal controls.

#### Oversight of the Company's Relationship with the Independent Auditor

12. Review and evaluate the lead partner of the independent auditor team.
13. Obtain and review a report from the independent auditor at least annually regarding (a) the independent auditor's internal quality-control procedures, (b) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years involving one or more independent audits carried out by the firm, (c) any steps taken to deal with any such issues and (d) all relationships between the independent auditor and the Company. Evaluate the qualifications, performance and independence of the independent auditor, including considering whether the auditor's quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the auditor's independence, taking into account the opinions of management and internal auditors. The Audit Committee shall present its conclusions with respect to the independent auditor to the Board.

14. Ensure the rotation of the audit partners as required by law. Consider whether, in order to ensure continuing auditor independence, it is appropriate to adopt a policy of rotating the independent auditing firm on a regular basis.
15. Set policies for the Company's hiring of employees or former employees of the independent auditor firm. Specifically, AutoZone will not hire a former employee of the firm as CEO, CFO, Controller or similar function unless at least one year has passed from termination of such employment.
16. Discuss with the independent auditor material issues on which the national office of the independent auditor was consulted by the Company's audit team.
17. Meet with the independent auditor prior to the audit to discuss the planning and staffing of the audit.

#### Oversight of the Company's Internal Audit Function

18. Review and approve the appointment, and replacement, or reassignment of the senior internal auditing executive.
19. Review the significant reports to management prepared by the internal auditing department and management's responses.
20. Discuss with the independent auditor and management the internal audit department's responsibilities, budget and staffing and any recommended changes in the planned scope of the internal audit.
21. Review the scope of the internal audit department and approve its plan.

#### Compliance Oversight Responsibilities

22. Obtain from the independent auditor assurance that Section 10A(b) of the Exchange Act has not been implicated.
23. Obtain reports from management, the Company's senior internal auditing executive and the independent auditor that the Company and its subsidiary/foreign affiliated entities are in conformity with applicable legal requirements and the Company's Code of Business Conduct and Ethics. Review reports and disclosures of insider and affiliated party transactions. Advise the Board with respect to the Company's policies and procedures regarding compliance with applicable laws and regulations and with the Company's Code of Business Conduct and Ethics.
24. Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

25. Discuss with management and the independent auditor any correspondence with regulators or governmental agencies and any published reports that raise material issues regarding the Company's financial statements or accounting policies.
26. Discuss with the Company's General Counsel legal matters that may have a material impact on the financial statements or the Company's compliance policies and internal controls.
27. Review and discuss with management and the senior internal audit executive, at least annually, the Company's enterprise risk management processes in place, including a review of all significant risks that have been identified and assessed and the strategies developed by management for managing such risks, and analyzing the significance of such risks and whether all significant risk have been identified.
28. Review and approve or ratify all related party transactions in accordance with the Company's Policies and Procedures with respect to Related Person Transactions.
29. Prepare report required by the SEC to be included in the Proxy Statement.

Other

30. Annually review the Committee's own performance, and report the results of such review to the Board of Directors.
31. Annually review and reassess the adequacy of this charter and recommend any proposed changes to the Board of Directors for approval.
32. Report regularly to the Board of Directors on matters within the scope of the Committee, as well as any special issues or risk-related information that merit the attention of the Board.