

**GENUINE PARTS COMPANY  
AUDIT COMMITTEE**

**FEBRUARY 2005 CHARTER**

**Purposes**

The primary purpose of the Audit Committee is to oversee Genuine Parts Company's (the "Company") financial reporting process on behalf of the Board of Directors (the "Board") and report the results of their activities to the Board. Under a delegation of authority from the Board, the Audit Committee (the "Committee") of the Company shall be responsible for the following:

A. Assisting the Board in fulfilling its fiduciary responsibilities with respect to oversight of (i) the integrity of the Company's financial statements; (ii) the Company's compliance with legal and regulatory financial disclosure requirements; (iii) the independent auditor's qualifications and independence; and (iv) the performance of the Company's internal audit function and independent auditors; and

B. Preparing the Report of the Audit Committee which is to be included in the Company's proxy statement relating to its annual meeting of shareholders in compliance with the rules of the Securities and Exchange Commission (the "SEC").

**Composition**

The Audit Committee shall consist of no fewer than three members. Each member of the Audit Committee shall meet the independence, experience and financial literacy requirements of the New York Stock Exchange (the "NYSE"), Section 10A(m)(3) of the Securities Exchange Act of 1934 (the "Exchange Act") and the rules and regulations of the SEC. At least one member of the Committee shall be an "audit committee financial expert" as defined by the SEC in Item 401(h) of Regulation S-K. Committee members shall not simultaneously serve on the audit committees of more than two other public companies, unless the Board determines that such simultaneous service on such other audit committees does not impair the ability of such member to effectively serve on the Company's Audit Committee. The members of the Committee shall be appointed by the Board. Committee members may be removed, with or without cause, at any time upon majority vote of the Board.

**Authority**

In carrying out its purposes, the Committee shall have and may exercise all the powers and authority of the Board to the extent permitted under Section 14-2-825 of the Georgia Business Corporation Code.

The Committee shall have the authority to investigate any financial matter brought to its attention with full access to all books, records, facilities and personnel of the Company,

and shall have the authority to retain, at the Company's expense, outside legal, accounting or other professional advisors to advise the Committee.

The Committee shall have the sole authority to: (1) appoint, retain, compensate, evaluate and terminate the Company's independent auditors; and (2) pre-approve, to the extent required by applicable law, all audit and non-audit services with the independent auditors and the related fees and terms, subject to the exceptions for certain minor non-audit services described in Section 10A(i)(1)(B) of the Exchange Act which are approved by the Committee prior to the completion of the audit.

The Company shall provide appropriate funding, as determined by the Committee, for payment of compensation to the independent auditor for the audit report and to any legal, accounting or other professional advisors employed by the Committee.

The Committee may delegate its authority to an individual member, or a sub-committee of members when appropriate, including the authority to grant pre-approvals of audit and non-audit services. Any decisions of any such individual or sub-committee to grant pre-approvals shall be presented to the full Committee at its next scheduled meeting.

In addition to the indemnification, exculpation, and similar provisions contained in the Company's articles of incorporation and by-laws or in statutory and common law and in addition to applicable insurance, each member of the Committee shall, in the performance of such member's duties, be fully protected in relying on information, opinions, reports or statements prepared or presented by any of the Company's officers or employees, or committees of the Board or by any other person as to matters the member reasonably believes are within such other person's professional or expert competence, all to the extent permitted by Section 14-2-830 of the Georgia Business Corporation Code.

## **Responsibilities**

The Committee shall be directly responsible for the appointment, compensation, retention and oversight of the work of the independent auditor, including resolution of disagreements between management and the independent auditor regarding financial reporting, for the purpose of preparing or issuing an audit report or related work or performing other audit, review or attest services for the Company. The independent auditor shall report directly to the Committee.

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

### Financial Statement and Disclosure Matters

- (1) Review and discuss the annual audited financial statements, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," with management and the independent auditors prior to filing or distribution of the Company's Annual Report on Form 10-K or the annual report to shareholders if distributed prior to the filing of Form 10-K). Annually obtain from the independent

auditors and review a report that sets forth: (i) all critical accounting policies and practices used by the Company; (ii) analysis setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including all alternative accounting treatments of financial information within GAAP related to material items that have been discussed with management, including the ramifications of using such alternative treatments and disclosures and the treatment preferred by the independent auditor; and (iii) major issues as to the adequacy of the Company's internal controls and any specific remedial actions adopted in light of material control deficiencies and (iv) other material written communication between the independent auditor and management.

- (2) Meet quarterly with management and the independent auditors to discuss audited financial statements, including footnotes, the unaudited quarterly financial results, and the quarterly financial statements prior to filing or distribution, including in each case a review of the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations."
- (3) Receive and review, if necessary, a report from the controller, Chief Financial Officer or other appropriate officer as to any unusual deviations from prior practice that were included in the preparation of the annual or quarterly financial results.
- (4) Review and discuss (i) the type and presentation of information to be included in press releases of unaudited interim and annual financial results, including the use of "pro forma" or "adjusted" non-GAAP information, before their release to the public, and (ii) financial information and earnings guidance provided to analysts and ratings agencies.
- (5) Review and discuss (i) any major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles and (ii) the effects of significant regulatory, accounting and auditing initiatives, including new pronouncements, as well as off-balance sheet structures on the Company's financial statements.
- (6) Discuss policies with respect to risk assessment and risk management,
- (7) In addition to the foregoing meetings, meet separately, periodically, with management, with internal auditors and with the independent auditors.
- (8) After the close of each fiscal year but prior to the Company's annual meeting of shareholders, as well as on any other occasion where the Committee deems it advisable or prudent, report to and review with the full Board any issues that arise with respect to the quality or integrity of the Company's publicly reported financial statements, the Company's

compliance with legal or regulatory financial disclosure requirements, the performance and independence of the independent auditors, the performance of the internal audit function, or such other information as it deems appropriate to report concerning the Committee's activities.

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

- (9) Ensure that (i) approval of any non-audit services by the Committee is disclosed pursuant to Section 10A(i)(2) of the Exchange Act in the Company's periodic reports, and (ii) payment of fees to the independent auditor and pre-approval of services are properly disclosed as required by Item 9 of Schedule 14A.
- (10) Not engage the independent auditor to perform any of the following services while the independent auditor is engaged to perform audit services: (i) bookkeeping or other services related to the accounting records or financial statements of the Company; (ii) financial information systems design and implementation; (iii) appraisal or valuation services, fairness opinions or contribution-in-kind reports; (iv) actuarial services; (v) internal audit outsourcing services; (vi) management functions or human resources; (vii) broker or dealer, investment advisor or investment banking services; (viii) legal services and expert services unrelated to the audit; and (ix) any other services that the Public Company Accounting Oversight Board determines by regulation to be impermissible.
- (11) After completion of the annual audit, review with the independent auditors in a private session their experience, any audit problems or difficulties encountered and management's response, any restrictions on their work, cooperation received, significant disagreements with management, their findings and their recommendations and ensure that matters required to be communicated to audit committees in accordance with Statement of Accounting Standards No. 61 are discussed.
- (12) At least annually, review and evaluate the qualifications, independence and performance of the independent auditors and present its conclusions to the Board in advance of the annual meeting of shareholders.
- (13) In connection with the annual review of the independent auditors, obtain from the them and review a report describing: (i) the independent auditors' internal quality control procedures; (ii) all relationships between the independent auditors and the Company; (iii) any material issues raised by the most recent internal quality control review or peer review of the independent auditors, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits of any company carried out by the independent auditors; and (iv) any steps taken to address such material issues.

- (14) Ensure the rotation of each lead audit engagement team partner and independent review partner at least once every five years (or as otherwise required by law) and the other audit engagement team partners to the extent required by law.
- (15) Establish clear policies regarding the hiring of current or former employees of the independent auditors.
- (16) When the annual audit plan is being developed, review with the independent auditors and the individual appointed to direct or supervise the Company's internal audit function the timing, scope, staffing, location(s), foreseeable issues, priorities, procedures and coordination between the independent auditors and such individual in assembling the engagement team and executing the plan.

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

- (17) Annually review with the internal auditors the Company's internal audit program and significant reports, and management's response and follow-up to those reports. Review the internal auditors' responsibilities and staffing, internal accounting procedures and controls, and any programs that the Company has instituted to correct any control deficiencies noted by the internal auditors or by the independent auditors in their annual review. The Committee shall discuss with management and the independent auditors the results of these reviews, including significant items and potential ways to improve the accounting procedures and controls.
- (18) Review management's assessment of the effectiveness of internal control over financial reporting as of the end of the most recent fiscal year and the independent auditors' report on management assessment and the effectiveness of the Company's internal controls over financial reporting.
- (19) Discuss with management, the internal auditors, and the independent auditors the adequacy and effectiveness of internal of internal control over financial reporting, including any significant deficiencies or material weaknesses identified by management in connection with its required quarterly certifications under Section 302 of the Sarbanes-Oxley Act. In addition, the Committee shall discuss with management, the internal auditors, and the independent auditors any significant changes in internal control over financial reporting that are disclosed, or considered for disclosures, in the Company's periodic filings with the SEC.

#### Compliance Oversight

- (20) Obtain from the independent auditor assurance that Section 10A(b) of the Exchange Act relating to the discovery by the independent auditor of possible illegal acts has not been implicated.

- (21) Establish procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters, and (ii) the confidential, anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters.

The Committee shall make regular reports to the Board and perform any other activities consistent with this Charter, the Company's bylaws, and governing law as the Committee or the Board deems necessary or appropriate.

### **Committee Meetings**

The Committee shall meet at least quarterly. If necessary, additional meetings shall be held in person or by telephone to discuss any significant issues, including, but not limited to, those related to the review of any Form 10-Q or Form 10-K by the independent auditors, the necessity of filing any Form 8-Ks and the disclosure of information in proxy statements.

The Committee shall maintain, as part of the Company's permanent records, written minutes of the proceedings and actions of the Committee and shall submit the minutes of all meetings of the Committee to, or discuss the matters discussed at each Committee meeting with, the Board.

### **Limitation of Committee's Role**

The Committee's job is one of oversight and it recognizes that the Company's management is responsible for preparing the Company's financial statements and for implementing and maintaining internal control over financial reporting. The Committee also recognizes that the independent auditors are responsible for auditing the Company's financial statements and internal controls over financial reporting, and for reviewing the Company's unaudited financial statements. Additionally, the Committee recognizes that financial management, as well as the independent auditors, have more time, knowledge and more detailed information about the Company than do Committee members; consequently, in carrying out its oversight responsibilities, the Committee is not providing any expert or special assurance as to the Company's financial statements or any professional certification as to the independent auditors' work.

### **Annual Review and Assessment**

On an annual basis, the Committee shall (i) perform an evaluation and assessment of the Committee and its performance in connection with its duties and responsibilities and (ii) review, assess the adequacy of and approve this Committee Charter. The Committee shall report the results of such evaluation to the Board of Directors and recommend any proposed changes to the Board of Directors for approval.