

**GENUINE PARTS COMPANY
COMPENSATION, NOMINATING AND
GOVERNANCE COMMITTEE**

FEBRUARY 2004 CHARTER

Purposes

Under a delegation of authority from the Board of Directors, the Compensation, Nominating and Governance Committee (the "Committee") shall be responsible for the following:

A. Discharging the Board of Director's responsibilities relating to compensation of the Corporation's executive officers and other key employees, and producing an annual report on executive compensation for inclusion in the Corporation's proxy statement for the annual meeting of stockholders, in accordance with applicable rules and regulations.

B. Identifying and evaluating potential nominees for election to the Board of Directors of the Corporation, consistent with criteria approved by the Board of Directors, and recommending the candidates for consideration by the full Board of Directors or shareholders of the Corporation in accordance with the Corporation's articles of incorporation and by-laws and with Georgia law.

C. Developing and recommending to the Board of Directors a set of corporate governance principles applicable to the Corporation and overseeing the evaluation of the Board of Directors and management.

Composition of the Committee

The members of the Committee shall be nonaffiliated, independent directors, as such term is defined by the New York Stock Exchange (the "NYSE"), shall be appointed by the Board of Directors, and shall not be officers or employees of the Corporation or have an immediate family member who is an executive officer of the Corporation (or be former officers or employees or have an immediate family member who is a former executive officer of the Corporation until three years after the employment relationship has ended). At least two of the directors appointed to serve on the Committee shall be "non-employee directors" (within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended) and "outside directors" (within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended, and the regulations thereunder). The Chairman of the Committee shall be designated by the Board of Directors. The Board of Directors, in selecting the members of the Committee, shall make an affirmative determination that each member is independent and that no member has a material relationship with the Corporation (either directly or as a partner,

shareholder or officer of an organization that has a material relationship with the Corporation).

Members of the Committee may be removed, with or without cause, at any time upon majority vote of the Board of Directors.

Power and Authority

The Committee is authorized to fix the compensation of executive officers of the Corporation, to establish and administer the annual incentive plan or plans applicable to executive officers of the Corporation, including, without limitation, the Corporation's 2004 Annual Incentive Bonus Plan and any successor plan, and to administer the equity incentive plans of the Corporation as may from time to time be acquired or adopted, including, without limitation, the Corporation's 1992 Stock Option and Incentive Plan, 1999 Long-Term Incentive Plan, and Directors' Deferred Compensation Plan, and to administer the other benefit plans of the Corporation for which the Committee is specifically designated as the administrator after the date of this Committee Charter. In connection therewith, the Committee shall have sole authority to retain and terminate any compensation consultant or consulting firm used to assist in the evaluation of executives and/or the setting of compensation levels, including sole authority to approve the consulting firm's fees and other retention terms.

The Committee is also authorized to nominate candidates for directors of the Corporation and to consider candidates nominated by shareholders in accordance with the Corporate Governance Guidelines. In connection therewith, the Committee shall have sole authority to retain and terminate any search firms used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms.

The Committee is also authorized to develop and recommend to the Board of Directors a set of corporate governance principles applicable to the Corporation.

In carrying out its purposes and in exercising its power and authority as provided in this charter, the Committee shall have and may exercise all the powers and authority of the Board of Directors to the extent permitted under Section 14-2-825 of the Georgia Business Corporation Code. The Committee shall have the authority to delegate its duties and responsibilities to subcommittees as it deems necessary or advisable. The Committee also shall have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

In addition to the indemnification, exculpation, and similar provisions contained in the Corporation'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 Corporation's officers or employees, or committees of the Board of Directors 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.

Duties and Responsibilities relative to Compensation and Benefits.

The Committee is responsible for making decisions with respect to the Corporation's executive compensation policies and equity-based compensation, including salaries, wages, bonuses, stock options, other incentive awards and other benefits for executive officers of the Corporation and equity based compensation for other key employees of the Corporation. The Committee shall determine on an annual basis the compensation to be paid to the Chief Executive Officer and each of the other executive officers of the Corporation.

In performing this function, it shall be the objective of the Committee to: (i) encourage the achievement of the Corporation's performance objectives by providing compensation which directly relates to the performance of the individual and the achievement of internal strategic objectives; (ii) establish compensation policies and guidelines that will attract and retain qualified personnel through an overall level of compensation opportunity that is competitive within the Corporation's industry; and (iii) promote a direct relationship between compensation and the Corporation's performance by facilitating executive officer stock ownership through stock options and other equity-based awards. In determining the long-term incentive component of executive officer compensation, the Committee shall consider the Corporation's performance and relative shareholder return, the value of similar incentive awards to executive officers at comparable companies, and the awards given to the Corporation's executive officers in prior years.

Specifically, the Committee shall:

1. Annually review and approve corporate goals and objectives relevant to Chief Executive Officer compensation, evaluate the Chief Executive Officer's performance in light of those goals and objectives, and set the Chief Executive Officer's compensation level based on this evaluation.
2. Annually review and approve base salary and incentive bonus levels of the other executive officers of the Corporation, after having received the recommendations of the Corporation's Chief Executive Officer.
3. Annually establish performance goals and target awards and otherwise administer the 2004 Annual Incentive Bonus Plan, or any successor plan.
4. Administer the Corporation's 1992 Stock Option and Incentive Plan, 1999 Long-Term Incentive Plan and Directors' Deferred Compensation Plan as well as any other stock option, stock purchase, or equity-based incentive compensation plan

of the Corporation and the other benefit plans of the Corporation for which the Committee is specifically designated as the administrator after the date of this Committee Charter, fulfilling such duties and responsibilities as are set forth in such plans.

5. Review and approve stock options and other awards under the incentive plans of the Corporation, after having received the recommendations of the Corporation's Chief Executive Officer.
6. Produce a report on executive compensation as required by the SEC to be included in the Corporation's annual proxy statement or annual report on Form 10-K filed with the SEC.
7. Perform such other duties as shall be delegated to it by the Board of Directors.

Duties and Responsibilities relative to the Nomination of Proposed Directors.

The Committee shall identify and evaluate individuals qualified to serve on the Corporation's Board of Directors, and nominate, for consideration by the shareholders or the Board of Directors in accordance with Georgia law, candidates to serve as directors of the Corporation.

Specifically, the Committee shall:

1. Annually review the appropriate skills and characteristics required of directors of the Corporation as set forth in the Corporate Governance Guidelines, this Charter and other policies of the Board of Directors or this Committee regarding director nominations.
2. Develop and implement a screening process designed to identify qualified director nominees.
3. Evaluate a director candidate's independence from the Corporation's management and principal service providers, and the effect of any material relationships that might impair independence, e.g., business, financial or family relationships with the Corporation's management or service providers.
4. Recommend to the Board of Directors candidates for all directorships to be filled by the shareholders or the Board of Directors in accordance with the Corporate Governance Guidelines.
5. Consider, in making its recommendations, candidates for directorships proposed by the Chief Executive Officer, by any director or by any shareholder, in accordance with procedures established by the Committee from time to time.

6. Review on a periodic basis the governance structures and procedures of the Corporation relative to the nomination and election of Directors.
7. Prepare the disclosure report of the nominating process and shareholder communications with the Board of Directors for inclusion in the proxy statement, as required by SEC Rules.

Duties and Responsibilities Relative to Corporate Governance

The Committee shall assist the Board of Directors in effectively performing its oversight functions under the New York Stock Exchange listing standards, SEC Rules and Georgia law.

Specifically, the Committee shall:

1. Develop and propose for adoption by the Board of Directors a set of formal, written guidelines for corporate governance.
2. Periodically re-evaluate the Corporate Governance Guidelines and propose improvements to them if appropriate.
3. Oversee the evaluation of the Board of Directors and management.

Committee Meetings and Reports to the Board of Directors

The Committee shall meet at least twice per year. One such meeting shall be held at a time when the Committee can review and recommend annual base salary and incentive awards as described above. Other meetings may be held at the discretion of the Chairman of the Committee. Minutes shall be kept of each meeting of the Committee. The Chief Executive Officer will function as the management liaison officer to this Committee.

The Committee shall report to the Board of Directors periodically or as required by the nature of its duties or its activities and shall make recommendations to the Board of Directors as the Committee reasonably determines are necessary or appropriate.

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.