

**AUTOZONE, INC.**

**NOMINATING & CORPORATE GOVERNANCE COMMITTEE**

**CHARTER**

***Authority***

This Nominating & Corporate Governance Committee Charter was adopted by the Board of Directors of AutoZone, Inc., on August 27, 2002, and amended by the Board on June 9, 2004.

***Purpose***

The Nominating & Corporate Governance Committee shall ensure that qualified candidates are presented to the Board of Directors for election as Directors, that the Board of Directors has adopted appropriate corporate governance principles that best serve the practices and objectives of the Board of Directors; and that AutoZone's Articles of Incorporation and Bylaws are structured to best serve the objectives of the stockholders.

***Membership***

The Committee shall have a minimum of two directors, up to a maximum as the Board of Directors may determine from time to time. The Committee shall consist solely of independent directors. An independent director is defined as a director who:

- has not been employed by AutoZone within the last five years;
- has not been employed by AutoZone's independent auditor in the last five years;
- is not, and is not affiliated with a company that is, an adviser, or consultant to AutoZone or any AutoZone executive officer;
- is not affiliated with a significant customer or supplier of AutoZone;
- has no personal services contract with AutoZone or any AutoZone executive officer;
- is not affiliated with a not-for-profit entity that receives significant contributions from AutoZone;
- within the last three years, has not had any business relationship with AutoZone for which AutoZone has been or will be required to make disclosure under Rule 404 (a) or (b) of Regulation S-K of the Securities and Exchange Commission as currently in effect;

- receives no compensation from AutoZone other than compensation as a director;
- is not employed by a public company at which an executive officer of AutoZone serves as a director;
- has not had any of the relationships described above with any affiliate of AutoZone; and
- is not a member of the immediate family of any person with any relationships described above.

The Board of Directors shall annually appoint Committee members and its chair, shall fill any vacancies as they occur, and may remove any member at any time

### ***Board Composition and Recruitment***

The Committee shall:

- establish criteria for membership on the Board of Directors, such as necessary experience, expertise, and qualifications of membership, for approval by the Board;
- in light of the composition of the existing Board, evaluate the skills needs of the Board;
- evaluate potential candidates for membership on the Board for presentment to the full Board;
- recommend to the Board from time to time the optimum size of the Board of Directors; and
- present for consideration by the full Board nominees to the Board of Directors to be elected at each Annual Meeting.

In considering candidates for membership on the Board of Directors, the Committee shall consider candidates submitted by other Directors, officers and stockholders.

### ***Director Evaluation***

The Committee shall establish criteria and procedures for evaluating the performance of each Director. Using the criteria and procedures developed, the Committee shall perform an annual evaluation of the performance of each Director. In the performance evaluation, the Committee shall seek the input of all of the other directors in the review process. The Committee shall report to the full Board its finding and any recommendations developed by the Committee in its review process.

### ***Board Evaluation***

The Committee shall assist the Board in developing evaluation criteria for the Board as a whole and for the committees of the Board. The Committee shall annually lead the Board in an evaluation of the effectiveness of the Board and of its committees.

### ***Committee Evaluation***

The Committee shall establish criteria and procedures for evaluating the performance of the Nominating and Corporate Governance Committee. Using the criteria and procedures developed, the Committee shall perform an annual evaluation of the performance of the Nominating and Corporate Governance Committee.

### ***Director Education***

The Committee shall establish a program for the orientation of new directors, and shall create programs for the continuing education of directors as the need may arise from time to time.

### ***Corporate Governance***

The Committee shall review AutoZone's Corporate Governance Guidelines and the charters of all committees from time to time and make recommendations to the Board as to any amendments that the Committee recommends.

The Committee, in consultation with the CEO and the Secretary, shall review AutoZone's Articles of Incorporation and Bylaws from time to time to assure that they are structured to best serve the needs of the stockholders.

### ***Consultants***

The Committee shall have the authority to retain consultants of its selection to advise it with respect to its work. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms.

### ***Meetings***

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

The action of a majority of the members present at any meeting in which a quorum is present shall be the action of the Committee. If the Committee only has two members, the committee shall only act through unanimous consent of both members.

Notice for all meetings shall be given as required by AutoZone's Bylaws.

Committee meetings may be held in person, by telephone, or any other method of communication in which all committee members may be heard. In lieu of a meeting, a Committee may act by unanimous written consent.

The chair of the Committee shall report results of its meeting to the full Board of Directors at the next following Board meeting.

The Corporate Secretary shall be management's representative to the Committee and shall act as the Committee's secretary.

The Committee shall meet at least once per year prior to the time of the printing of AutoZone's Proxy Statement for the Annual Meeting and at other such times as directed by the Committee's chair.

The agenda and other materials for any meeting should be provided to Committee members in advance of the meeting as may be practical.

The Committee's secretary shall coordinate the Committee meeting notices and distribution of materials to Committee members.

The Committee may appoint such subcommittees with responsibilities as it may determine appropriate from time to time.