

**GENUINE PARTS COMPANY**  
**CODE OF CONDUCT**  
**FOR SENIOR FINANCIAL OFFICERS**

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Effective October 21, 2019

Senior financial officers hold an important and elevated role in corporate governance. Genuine Parts Company's ("GPC") Board of Directors has established certain ethical standards for its principal executive officer and senior financial officers that are in addition to those included in GPC's Code of Conduct. These officers include GPC's Chief Executive Officer, President, Chief Financial Officer and other principal financial and accounting officers. While all employees, officers, and directors are required to adhere to the GPC Code of Conduct, the professional and ethical conduct of senior financial officers is essential to the proper function and success of GPC. Therefore, GPC's principal executive officer and senior financial officers must also comply with the additional conduct and ethics standards set forth below. This Code of Conduct for Senior Financial Officers (the "Code") is intended to meet the requirements of Item 406 of SEC Regulation S-K.

**Honesty and Integrity**

GPC's senior financial officers have a responsibility to act with honesty, integrity and within the parameters of GPC's policies. As a senior financial officer, you must comply with GPC's Code of Conduct and this Code. You have a responsibility to voice concerns if you know or suspect directors, officers or employees are acting contrary to GPC's Code of Conduct, this Code, or other GPC policies, and you are expected to cooperate in any internal investigation of misconduct.

As a senior financial officer, you must:

- Act in good faith, with loyalty, due care, competence and diligence, without allowing your independent judgment to be subordinated or compromised in a material way;
- Take all reasonable measures to: (i) protect the confidentiality of non-public information about GPC and its customers obtained or created in connection with your activities, (ii) prevent the unauthorized disclosure of such information unless approved by GPC or required by applicable law or regulation, and (iii) not use confidential information acquired in the course of work for personal advantage; and
- Take all reasonable measures to achieve responsible use of and control over GPC's assets, resources, and information.

**Compliance with Laws**

GPC strives to ensure all activity on its behalf is in compliance with all applicable U.S. and non-U.S. laws, rules and regulations. As a senior financial officer of GPC, you must comply with all applicable U.S. and non-U.S. laws, rules and regulations, whether or not specifically addressed in this Code or GPC's Code of Conduct. In addition, you must promptly bring to the attention of the Audit Committee of the Board of Directors any information concerning evidence of a material violation of the securities or other laws, rules, or regulations (both U.S. and non-U.S.) applicable to GPC by an employee of GPC or any agent thereof.

## **Conflicts of Interest**

GPC requires its senior financial officers to avoid any relationship, activity, or ownership that might create a conflict between their personal interest and GPC's interest. A "conflict of interest" occurs when a senior financial officer's private interests interfere in any way, or even appear to interfere, with the interests of GPC. A conflict of interest can arise when a senior financial officer takes actions or has interests that may interfere with his or her ability to perform his or her job objectively and effectively. Conflicts of interest also arise when a senior financial officer, or a member of a senior financial officer's family, receives improper personal benefits as a result of his or her position with GPC.

GPC's senior financial officers owe a duty of loyalty to GPC. GPC's senior financial officers may not use their positions improperly to profit personally or to assist others in profiting at GPC's expense. GPC expects its senior financial officers to avoid situations that might influence their actions or prejudice their judgment in handling GPC business. Senior financial officers must not become obligated in any way to representatives of firms with which they deal and must not show any preference to third parties based on self or family interests. In addition, they must promptly communicate to GPC's Chief Executive Officer or the Board of Directors any material transaction or relationship that could create a conflict of interest (either actual or apparent).

## **Integrity and Accuracy of Financial Records and Public Disclosures**

Each senior financial officer who contributes in any way to the preparation or verification of GPC's financial statements and other financial information must ensure that GPC's books, records, and accounts are accurately maintained. Business transactions must be properly authorized and completely and accurately recorded in all material respects on GPC's books and records, in accordance with generally accepted accounting principles and GPC's established financial policies. In addition, senior financial officers must comply fully with internal or external accounting and/or audits and shall not, directly or indirectly or by deliberate omission of information, take any action to coerce, manipulate, mislead or fraudulently influence any independent, public or certified public accountant engaged in the performance of any audit or review of the financial statements of the Company.

GPC's senior financial officers must also take all reasonable steps to ensure that the disclosures in the reports and documents that GPC files with or submits to the Securities and Exchange Commission and in other public communications are full, fair, accurate, timely and understandable, and do not omit or misrepresent any material facts. In the event that the principal executive officer or a senior financial officer learns that any such report, document or communication does not meet this standard and the deviation is material, then such officer will review and investigate the deviation, advise the Audit Committee of the Board of Directors and, where necessary, revise the relevant report, document or communication.

Each senior financial officer shall promptly bring to the attention of the Audit Committee of the Board of Directors any information he or she may have concerning (a) significant deficiencies in the design or operation of internal controls which could adversely affect GPC's ability to record, process, summarize and report financial data or (b) any fraud, whether or not material, that involves management or other staff who have a significant role in GPC's financial reporting, disclosures or internal controls.

## **Accounting Treatment**

Although a particular accounting treatment for one or more of GPC's operations may be

permitted under applicable accounting standards, the principal executive officer and senior financial officers will not authorize or permit the use of such an accounting treatment if the effect is to distort or conceal GPC's true financial condition.

### **Amendments and Waiver**

All senior financial officers are expected to adhere to both the GPC Code of Conduct and this Code at all times. Only GPC's Board of Directors or the 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 GPC's Code of Conduct or this Code for any senior financial officer. GPC will disclose publicly all material amendments and any waivers for senior financial officers to the extent required by law.

### **Enforcement of Code**

Reports of violations under this Code shall be handled in accordance with the complaint procedures as adopted by Human Resources and/or the Audit Committee. No one will be subject to retaliation because of a good faith report of a suspected violation. The Audit Committee shall determine, or designate appropriate persons to determine, appropriate actions to be taken in the event of material violations, as determined by the Audit Committee or its designee, of the Code of Conduct or of this Code by any senior financial officer. Such actions shall be reasonably designed to deter wrongdoing and to promote accountability for adherence to the Code of Conduct and to this Code and may include written notices to the individual involved that the Board has determined that there has been a violation, censure by the Audit Committee, demotion or re-assignment of the individual involved, suspension with or without pay or benefits, and/or termination of the individual's employment. Criminal misconduct may be referred to the appropriate legal authorities for prosecution.

In determining what action is appropriate in a particular case, the Audit Committee or its designee shall take into account all relevant information, including the nature and severity of the violation, whether the violation was a single or repeated occurrence, whether the violation appears to have been intentional or inadvertent, whether the individual in question had been advised prior to the violation as to the proper course of action and whether the individual in question had committed other violations in the past.

**Certification of Compliance**

I have read and agree to abide by the Genuine Parts Company Code of Conduct for Senior Financial Officers. I certify that, except as noted below, I am in full compliance with the Code of Conduct for Senior Financial Officers.

Signature \_\_\_\_\_

Name \_\_\_\_\_

Position/Title \_\_\_\_\_

Date \_\_\_\_\_

Exceptions \_\_\_\_\_

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