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# CODE OF ETHICS

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FOR ALL BOARD MEMBERS, EXECUTIVE OFFICERS  
AND MANAGEMENT TEAMMATES



Teammates:

As we begin another year of service together, we are reminded of Monro's **Vision Statement**:

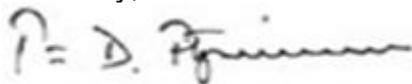
To be America's leading chain of tire and auto service centers, trusted by consumers as the best place in their neighborhoods for quality automotive service and tires. We do this by exceeding our guests' expectations with consistent, best-value-for-money assistance, provided by a committed organization of friendly, knowledgeable and professional teammates.

Building and maintaining a reputation of trust and integrity in our stores and throughout our organization is vital to our Company's success and the achievement of our **Vision**. To do so, we must follow high standards of conduct and hold ourselves and our Teammates accountable to those high standards each day. Compliance with the law and adherence to Monro's policies and practices are absolute requirements.

Please read this Code of Ethics carefully and familiarize yourself with its provisions. It applies to members of the Board of Directors, Executive Officers, Regional Vice Presidents, District Managers, Vice Presidents and Director-level teammates (the code of ethics for our other teammates is summarized in the Monro Employee Handbook). The Code is intended as a guide in making sound decisions. However, making the right choice is not always easy, and no written document can address every situation that you may encounter. Therefore, you should seek specific guidance as directed in this Code of Ethics whenever a situation arises that is not clearly covered by the Code.

I consider our Company's reputation to be one of our most valuable business assets. Together each day, we must strive not just to preserve, but to enhance the value of our reputation. Of course, we want to succeed, but success at the expense of our reputation cannot be sustained.

Sincerely,



Peter D. Fitzsimmons  
President and Chief Executive Officer

# **INTRODUCTION**

## **Purpose of Code of Business Conduct**

This Code of Ethics (“Code”) describes standards of conduct for certain management teammates, officers and members of Monro’s Board of Directors and has been approved by Monro’s Board of Directors. Many of the policies in this Code are based on various laws and regulations. Others are based on business and ethical principles that enhance our ability to conduct our business effectively. The purpose of the Code is to provide guidance and set common ethical standards that each of us adheres to on a consistent basis. It governs the actions and working relationships of Monro’s Management Teammates, Executive Officers and Board Members (each as defined herein) with current and potential customers, consumers, fellow teammates, competitors, vendors, suppliers, both government and self-regulatory agencies, the media and anyone else with whom Monro has contact. These relationships are essential to the continued success of Monro.

The code of ethics for remaining field and headquarters teammates is summarized in the Monro Employee Handbook.

This Code:

- Requires the highest standards for honest and ethical conduct, including proper and ethical procedures for dealing with actual or apparent conflicts of interest between personal and professional relationships.
- Addresses potential or apparent conflicts of interest and provides guidance for Management Teammates, officers and directors to communicate those conflicts to Monro.
- Requires full, fair, accurate, timely and understandable disclosure in reports and documents that Monro files with, or submits to, governmental and regulatory agencies and in other public communications made by Monro.
- Requires compliance with applicable governmental laws, rules and regulations.
- Requires the prompt internal reporting of any illegal behavior or violations of the Code.
- Establishes accountability for adherence to the Code.

## **Leadership Responsibilities**

You are responsible for complying with both the letter and spirit of applicable laws and regulations. You are expected to act fairly and honestly when conducting business on behalf of Monro and to maintain Monro’s high ethical standards. You should avoid any actions that might reflect unfavorably on either your own integrity or that of Monro.

Additionally, you are responsible for adhering strictly to the Code and to all additional policies of Monro. You are responsible for knowing all company policies applicable to you and for complying with them. The Code and any additional policy statements may be modified periodically to reflect Monro’s changing needs and the changing environment in which it operates.

Supervisors are responsible for ensuring that their teammates are aware that Monro’s basic operating principle is to conduct business in accordance with the highest level of integrity and ethical standards.

This Code will not provide an answer to all questions that may arise. If you have a question that the Code does not address directly, you should use your own common sense of what is right, based on the standards set forth in the Code, and seek appropriate guidance from others.

You also have a duty to report apparent misconduct by others using appropriate channels, as addressed below, and to assist Monro in the prevention, or, as necessary, the investigation and correction of these problems.

## **ADMINISTRATION**

Periodically, Monro may require you to acknowledge in writing that you have received and reviewed the Code. Monro also requires every new Board Member or teammate in a position covered by this Code to acknowledge in writing that he or she has received and reviewed the Code. In addition, you should disclose any previously unreported transactions, relationships or activities known to you that appear to be in violation of the Code and that the Code requires to be disclosed. If you have a question about whether an event occurring prior to receipt of the Code is reportable, contact Monro's Senior Compliance Officer (as defined herein) or one of its Executive Officers.

### **Questions about the Code**

You should contact Monro's Senior Compliance Officer or one of its Executive Officers with any questions about the Code. Information on who to contact to ask questions about or report violations of the Code or other Monro policies is set forth at the end of the Code.

### **Reporting Violations**

You should promptly report to Monro's Senior Compliance Officer or one of its Executive Officers any activity that appears to be fraudulent or illegal or otherwise in violation of the Code. If you would rather contact a resource outside of Company management, you may contact the representative of the Audit Committee of the Company's Board of Directors, which has established a procedure for receiving and responding to such complaints. The contact information for the Audit Committee is included in this policy in the "Important Contact Information" section of this policy. You may review the Audit Committee's "Anonymous Complaint Procedure" in the Investor Information/Corporate Governance section of [www.monro.com](http://www.monro.com) or in the Employee Handbook. Anonymous reports will be investigated if sufficient information is provided. However, Monro encourages you to identify yourself if you call, in case additional information is necessary during the course of the investigation.

To the fullest extent possible and appropriate, Monro will endeavor to keep confidential the identity of any teammate or Board Member who reports a violation. It is Monro's policy to prohibit retaliation against any teammate or Board Member who in good faith report possible Code violations by others. However, if you knowingly or recklessly provide false information to Monro, it may result in disciplinary action, including immediate dismissal.

### **Penalty for Violations**

Violations of the Code, violations of applicable laws or failure to cooperate with an internal investigation may all constitute grounds for disciplinary action, including immediate dismissal.

## Supplemental Policies

The provisions of the Code cannot include all situations or events likely to occur in the conduct of Monro's business. Therefore, Monro may issue additional policy statements from time to time, either to address topics not covered in the Code or to provide greater detail on topics already covered in the Code. All supplemental policies will be reviewed by Monro's Senior Compliance Officer or one of its Executive Officers and circulated to all Management Teammates, Executive Officers and Board Members.

## Nationwide Applicability of Code

The Code applies to all Management Teammates, Executive Officers and Board Members nationwide. However, if any provisions conflict with local law of any jurisdiction in which Monro operates, Monro may issue either (i) amendments to this Code; or (ii) supplemental policies in those jurisdictions. You should consult the Senior Compliance Officer or an Executive Officer with any questions regarding conflicts with local law. The Senior Compliance Officer or Executive Officer will review all such amendments or supplements.

## Definitions

Certain terms are defined as follows in the Code:

**Board Members** means members of Monro's Board of Directors.

**Code** means this Code of Ethics.

**Executive Officers** means the Chief Executive Officer and President, any Executive Vice President, Senior Vice President or Regional Vice President of Monro.

**Immediate Family** means your spouse, minor children and dependents, including natural, adoptive and step-children, any other individual residing in the same household as you, and any individual or organization which represents or acts as agent or fiduciary for such individuals.

**Management Teammates** means Monro's district managers, as well as all vice president and director-level teammates.

**Monro or the Company** means Monro, Inc., a New York corporation.

**Securities** means any stocks, bonds, notes, debentures, or other interests, instruments or documents commonly known as securities, and any rights thereto.

**Senior Compliance Officer** means Monro's Chief Legal Officer.

# **COMPLIANCE WITH LAWS, RULES AND REGULATIONS**

## Compliance with Laws

Monro conducts business nationwide. All Management Teammates, Executive Officers and Board Members are expected to comply with all applicable laws and regulations in every jurisdiction where Monro conducts business. You should consult with Monro's Senior Compliance Officer or one of its Executive Officers when a question arises regarding any law or regulation. While the law prescribes a minimum standard of conduct, this Code requires conduct that often exceeds the legal standard.

## Antitrust and Trade Regulation

Laws against unfair competition, also known as antitrust, monopoly or fair trade laws, are designed to protect the competitive marketplace. Typically, it is illegal to agree with competitors to do any of the following:

- Fix prices, terms or conditions;
- Divide or allocate customers, markets or territories;
- Refuse to do business with particular sources; or
- Exchange or discuss nonpublic sales information.

Improper agreements include not only specific commitments, whether oral or written, but also informal understandings. Consequently, you should never discuss with competitors, even casually, any of the prohibited activities described above or other matters that might be interpreted as an effort to improperly restrict or limit competition.

Trade regulation laws also prohibit engaging in false or deceptive advertising or other unlawful or unethical trade practices. You should consult Monro's Senior Compliance Officer or one of its Executive Officers regarding questions about any specific activities or circumstances.

## **Work Environment and Conduct**

Monro requires that all teammates treat one another with respect and in a manner that complies with this Code and all applicable laws and regulations.

## Diversity and Equal Employment Opportunity

Monro is committed to complying with all applicable civil rights, human rights, and labor laws; to providing equal employment opportunity to teammates and job applicants; and to maintaining a diverse workforce and a workplace free from discrimination based on a protected characteristic, or harassment, intimidation, and retaliation in connection therewith. Monro seeks to recruit, hire, train and promote the most qualified applicants and teammates, without regard to age, color, disability, ethnicity, marital or family status, national origin, race, religion, sex, sexual orientation, veteran status or any other characteristic protected by law. All hiring and promotion decisions are based on the qualifications of the individual applicants or teammates as such qualifications relate to the particular job.

## Harassment

Monro prohibits all forms of harassment and discrimination based on age, color, disability, ethnicity, marital or family status, national origin, race, religion, sex, sexual orientation, veteran status or any other characteristic protected by law. This policy applies not only to all Monro Management Teammates, Executive Officers and Board Members, but also to outside vendors, professionals and other providers of goods or services to Monro. This policy applies in the workplace as well as in work-related settings outside the workplace, such as business trips and Monro-sponsored or authorized social events or other functions. Monro also prohibits retaliation for reporting in good faith any actual or suspected violation of any law or regulation or of this Code.

## Reporting Violations

All Monro Management Teammates, Executive Officers and Board Members should do their utmost to prevent workplace harassment, discrimination and retaliation. Monro urges teammates to promptly report any instances of harassment, discrimination or retaliation to their immediate supervisor, their human resources representative, the Senior Compliance Officer or one of Monro's Executive Officers. (See further definition of Sexual Harassment in Section 2.02 of the Monro, Inc. Employee Handbook.) All reports will be addressed promptly and the reporting teammate will be notified of the resolution.

## **CONFLICTS OF INTEREST**

A "conflict of interest" occurs when your private interest interferes in any way - or appears to interfere - with the interests of Monro as a whole. A conflict situation can arise when a Management Teammate, Executive Officer or Board Member takes actions or has interests that may make it difficult to perform his or her work objectively or effectively. Conflicts of interest also arise when a Management Teammate, officer or director, or a member of his or her Immediate Family, receives improper personal benefits as a result of his or her position in Monro. Loans to, or guarantees of obligations of, such persons are of special concern. You are expected to avoid all situations that might lead to a real or apparent material conflict between your self-interest and your duties and responsibilities as a teammate, officer or director of Monro. You should direct questions to Monro's Senior Compliance Officer or one of its Executive Officers. Further, you are encouraged to utilize the Anonymous Whistleblower Hotline (1-866-494-3161, PIN 4150) if you reasonably believe that a violation has occurred or is about to occur.

## **CONFIDENTIALITY**

### **Safeguarding Confidential Information**

Nonpublic information regarding Monro or its businesses, teammates, customers and suppliers is confidential. As a Monro Management Teammate, Executive Officer or Board Member, you are trusted with confidential information. You are only to use such confidential information for the business purpose intended. You are not to share confidential information with anyone outside of Monro, including family and friends, or with other teammates who do not need the information to carry out their duties. You may be required to sign a specific confidentiality agreement in the course of your employment at Monro. You remain under an obligation to keep all information confidential even if your employment with Monro ends.

Confidential information is information that is not generally available to the public, and includes, but is not limited to:

- Trade secrets, which include any business or technical information, such as formula, program, method, technique, compilation or information that is valuable because it is not generally known.
- All rights to any invention or process developed by a teammate using Monro facilities or trade secret information, resulting from any work for Monro, or relating to Monro's business, is

considered to be “work-for-hire” under the United States copyright laws and shall belong to Monro.

- Proprietary information such as customer lists and customers’ confidential information.
- Revenues, costs, profits, financial statements, ledgers, software, operating plans, budgets, projections, internal financial reporting, sales reporting, vendor lists, product purchase codes, quantity information, contractual agreements, wage/salary information, etc.
- Sales and marketing plans and information on advertising campaigns.
- The terms of any contract between Monro and any third party, the terms of which are not publicly disclosed.

In addition, no Management Teammate, Executive Officer or Board Member of Monro shall agree to enter into any confidentiality, non-disclosure or similar agreement with any third party on behalf of Monro unless such agreement shall have been approved by Monro’s Board of Directors or an authorized officer of Monro. See “Limits on Authority” below.

### **Communications with Media and Public**

Monro is a public company and, as such, subscribes to best practices relative to public disclosure and external communications. Policy requires Executive Officer or Senior Compliance Officer approval prior to the distribution of press releases, public statements and marketing materials (both on-line and off-line) produced by or on behalf of Monro.

## **CORPORATE OPPORTUNITIES**

### **Overview**

Management Teammates, Executive Officers and Board Members are prohibited from (i) taking for themselves personally opportunities that are discovered through the use of corporate property, information or position; (ii) using corporate property, information or position for personal gain; and (iii) competing with Monro. Management Teammates, Executive Officers and Board Members owe a duty to Monro to advance its legitimate interests when the opportunity to do so arises.

### **Business Opportunities**

Business opportunities that are actively solicited by, or offered to, Monro, or that were pursued by you or any teammate, or Board Member using Monro’s funds, facilities or personnel, belong to Monro. You should not take for your own benefit, or help others take for their benefit, a business opportunity that belongs to Monro, unless that opportunity is first offered to Monro and declined, and if your involvement would not pose a conflict. A business opportunity includes a loan, lease, investment or other transaction. You should not use Monro’s name or any of its property or resources to enhance your own, or any other person’s, economic interest in personal transactions or outside relationships. You should not engage in self-dealing or trade upon your position with Monro, or engage in a business that competes with or is a supplier to Monro, unless specifically authorized by the Board of Directors.

Neither you nor your Immediate Family should invest in or purchase personal or real property or securities owned or managed by Monro, except in situations where no undue advantage arises from your association with Monro or where Monro has a specific program that allows for such purchase.

## **Gifts, Meals and Entertainment**

### General

Neither you nor your Immediate Family should solicit, accept or retain any personal benefit from any client, customer, vendor or any other firm or individual doing or seeking to do business with Monro. A personal benefit includes any type of gift, gratuity, favor, service, loan, legacy (except from a relative), fee or compensation or anything of monetary value, except as otherwise permitted by this Code.

This policy is generally not intended to include gifts based on obvious family or close non-business personal relationships where the circumstances make it clear that the personal relationships, rather than the business of Monro, are the motivating factors.

### Gifts, Meals and Entertainment

Regardless of value, you should not accept gifts of (i) cash or cash equivalents (such as securities or gift certificates) or (ii) discounts and rebates on goods or services, unless they are available on the same terms to the general public or to all Monro teammates.

However, commensurate with your position (as explained herein), you may accept personal benefits that fall within one of the following categories, provided there is, and appears to be, no intent to influence or reward you in connection with any business or transaction with Monro, and if the frequency and value of such personal benefits from one source is not excessive or unreasonable:

- Gifts of a reasonable value that are related to commonly recognized holidays or occasions, such as a promotion, business closing, wedding or birth of a child, or religious holiday or ceremony;
- Normal business courtesies, such as a golf game, attendance at an athletic event or the theater, etc., involving no more than ordinary amenities, provided there is a demonstrable business purpose;
- Advertising or promotional material of a reasonable value;
- Civic, charitable, educational, religious or professional organization awards, having a customary and reasonable value, for recognition of service and accomplishments; and
- Meals, refreshments and/or entertainment in the presence of the party paying for such meals and entertainment, provided there is a demonstrable business purpose and at a level of expense that would be reimbursable by Monro as a reasonable business expense.

Whether a gift, meal or other benefit is of a reasonable value depends on the facts and circumstances. For example, a gift, meal or other benefit would be of a reasonable value if it could have been a reimbursable business expense under Monro's policy if it had not been paid by a third party. You may also be able to accept paid trips or guest accommodations that involve formal representation of Monro, provided prior approval is obtained from Monro's Senior Compliance Officer or one of its Executive Officers. If you receive a gift, gratuity, award or advertising or promotional

material that exceeds, or reasonably appears to exceed, for Board Members or Executive Officers, \$250 in value, and for Management Teammates, \$25 in value, you should report the receipt of that personal benefit to Monro's Senior Compliance Officer or one of its Executive Officers. If you have any questions whether a particular personal benefit might be considered inappropriate or whether it falls within one of the above categories, you should consult with an Executive Officer or the Senior Compliance Officer.

## **INSIDER TRADING**

It is both unethical and illegal to buy, sell, trade or otherwise participate in transactions involving Monro common stock or other security while in possession of material information concerning Monro that has not been released to the general public, but which when released may have an impact on the market price of the Monro common stock or other equity security. It is also unethical and illegal to buy, sell, trade or otherwise participate in transactions involving the common stock or other security of any other company while in possession of similar non-public material information concerning such company. Any questions concerning the propriety of participating in a Monro or other company stock or other security transaction should be directed to Monro's Senior Compliance Officer or one of its Executive Officers.

## **TRADING DURING PROFIT-SHARING OR BENEFIT PLAN BLACKOUT PERIODS**

Subject to certain limited exceptions, you are prohibited from, directly or indirectly, purchasing, selling or otherwise acquiring or transferring any equity security of the Company during a profit-sharing or benefit plan blackout period that temporarily prevents plan participants or beneficiaries from engaging in equity securities transactions through their plan accounts, if you acquired such equity security in connection with your service or employment as a Board Member, Executive Officer or Management Teammates. The Company will provide you with notice about any blackout period.

## **OUTSIDE ACTIVITIES**

### **General**

You should not engage in outside activities, accept outside employment or perform outside services for compensation, including fees received as a consultant, lecturer or author, if the activity may subject Monro to criticism or reflect adversely on Monro, constitutes a real or apparent conflict of interest, encroaches upon working time, or interferes with regular duties of Monro. You are encouraged to seek the guidance of your supervisor in determining the appropriateness of any such activity.

### **Speaking Engagements and Publications**

The Senior Compliance Officer or one of Monro's Executive Officers must approve, in advance, public testimony before any legislative body or governmental agency, or other outside speaking engagements, industry conferences or publications relating or referring to the business of Monro.

Subject to the general limitations on outside activities, you may engage in any outside speaking engagements, public testimony or publications that do not relate or refer to the business of Monro, such as writing or speaking about non-business or non-automotive service topics.

### **Civic and Charitable Activities**

Monro encourages teammates to participate in charitable activities. Because of time demands and potential conflicts of interest, you are encouraged to consult with your supervisor if you would like to serve on the board of a nonprofit organization. If service as a director or trustee of such an organization will involve significant time away from Monro, or might otherwise interfere with efficient performance of your normal duties, then you should obtain the prior approval of your supervisor. If you do business with the nonprofit sector, you should be aware of the potential for conflicts of interest from service as a director or trustee.

Service by a teammate with a local, state or federal governmental entity may also result in the potential for conflicts of interest. Therefore, if you wish to serve in appointed or elected municipal or other governmental positions, including as a member, director, officer or employee of a municipal corporation, governmental agency, authority or advisory board, or public school or library board, you should obtain prior approval from Monro's Senior Compliance Officer or one of its Executive Officers.

### **Outside Employment and Consulting**

No officer or Management Teammate may become a director, officer, owner or partner of any business without the prior approval of an Executive Officer or of the Senior Compliance Officer.

Subject to the general limitations on outside activities, you may obtain other secondary employment if you comply with the policies, procedures and practices on outside employment of the human resources department.

### **Political Activities**

You may not use any Monro property, equipment, funds or other assets to make a contribution to a political candidate or a political party, including direct contributions to a campaign or non-financial support to a political candidate, such as use of corporate facilities, equipment, or resources, except that contributions to political or lobbying activities sponsored by trade organizations may be made, with the prior approval of Monro's Senior Compliance Officer or one of its Executive Officers. You should direct questions regarding political contributions to Monro's Senior Compliance Officer or one of its Executive Officers.

Monro encourages its teammates to participate in political activities on their own time outside of normal business hours, including making personal contributions to political candidates or activities, as long as they do not imply that they are acting on behalf of Monro. Individual participation must be completely voluntary, and may not involve the use of Monro funds, personnel time, equipment, supplies or facilities.

## **FAIR DEALING**

Each teammate, officer and director should undertake to deal fairly with Monro's customers, suppliers, competitors and teammates. Additionally, no one should take advantage of another through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practices.

Teammates must disclose prior to or at their time of hire, or to the extent applicable, promptly after receipt of this Code, the existence of any employment agreement, non-compete or non-solicitation agreement, confidentiality agreement or similar agreement with a former employer that in any way restricts or prohibits the performance of any duties or responsibilities of their positions with Monro. Copies of such agreements should be provided to the human resources department to permit evaluation of the agreement in light of the teammate's position. In no event shall a teammate use any trade secrets, proprietary information or other similar property, acquired in the course of his or her employment with another teammate, in the performance of his or her duties for or on behalf of Monro.

### **Customers**

All Management Teammates, Executive Officers and Board Members should ensure that the highest levels of integrity and ethical standards are applied to conducting business with our customers. It is also essential that we do not misrepresent facts to a customer to generate a sale.

## **PROTECTION AND PROPER USE OF MONRO PROPERTY**

### **Overview**

All Management Teammates, Executive Officers and Board Members should protect Monro's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on Monro's profitability. All assets of Monro should be used for legitimate business purposes.

### **Protection of Assets**

The assets of Monro should be used to meet the needs and achieve the business goals of Monro. You are responsible for protecting the assets of Monro and ensuring their efficient use, and for ensuring the safe and careful operation and maintenance of all of Monro's equipment. The assets of Monro include its physical assets, such as furniture, fixtures, furnaces, equipment, supplies, facilities and systems hardware, and its intangible assets, such as intellectual property. The intellectual property of Monro includes confidential or proprietary information (including business plans, acquisition plans and trade secrets), product information (including, without limitation, packaging designs), technology, research, customer information, sales and marketing plans, information on advertising campaigns, employee records and directories, trademarks and copyrighted materials.

You should not disclose Monro's proprietary information to anyone without proper authorization. You should keep proprietary documents and information protected and secure at all times. All work product that you develop within the scope of your employment with Monro is the sole and exclusive property of Monro and shall be deemed to be a work made for hire, whether or not the work product was developed at company facilities, on company time or using company resources. You may use such work product solely for the benefit of, and to meet the needs and achieve the goals of, Monro.

## **Use of Computer Systems, E-Mail and the Internet**

All software, hardware, electronic devices, and network systems of Monro and all e-mail and other messaging systems of Monro, whether used for internal or external communications, are the property of Monro and are intended for business purposes. Similarly, Internet access using Monro's resources and Internet connections are intended for business purposes.

E-mail and other electronic data created, sent or stored on Monro's property (including data accessed, copied or printed from the Internet) is Monro property. Although e-mail looks different than traditional paper communications, e-mail is treated in most jurisdictions as a legal document to the same extent as a memorandum, letter or handwritten notes. E-mail and any other electronic transmission of information should be created, drafted and sent with the same level of prudence and professionalism as any other communication. All transmissions of confidential, privileged or restricted material (whether by document, e-mail, fax, other electronic transmission, or via the Internet) should be plainly marked as such, and, where possible, encrypted before sending.

You should be aware that Monro monitors, and from time to time accesses, all electronic messaging systems belonging to Monro and all use of information viewed or downloaded from the Internet through Monro's Internet connection. Teammates should have no expectation of privacy when using the Monro electronic mail or other messaging systems or the Monro Internet connection.

## **Use of Monro Stationary**

Management Teammates, Executive Officers and Board Members may not use corporate, bank or other official stationary for personal purposes.

## **Suppliers**

You should award orders, contracts and commitments to suppliers of goods or services without real or apparent favoritism of any kind and strictly on the basis of merit and on an arms-length, negotiated third party basis.

## **LIMITS ON AUTHORITY**

You should be aware of the limitations on your authority to act on behalf of Monro and should not take any action that exceeds those limits. You should not sign any document on behalf of Monro, nor in any other way represent or exercise authority on behalf of Monro, unless specifically authorized to do so.

## **BOOKS, RECORDS, ACCOUNTING AND FINANCIAL REPORTING**

The integrity of Monro's accounting books and records is essential. Monro must make and keep books, records and accounts that, in reasonable detail, accurately and fairly reflect Monro's transactions and the acquisitions and dispositions of its assets and liabilities. Monro has established internal accounting controls, disclosure controls and recordkeeping policies in order to meet both its legal requirements and its business needs. All teammates are required to maintain and adhere to these controls and policies.

All transactions must be properly authorized and approved in accordance with established policies and procedures. All receipts and expenditures incurred on behalf of Monro, including personal expense statements, must be supported by documents that accurately and properly describe such entries. If you are responsible for approving expenditures or for keeping any books, records and accounts for Monro, you should not approve or record any expenditures or entries without proper supporting documents.

All transactions should be recorded in accordance with standard procedures, into accounts that fairly reflect the true nature of the transaction. Transactions should be recorded on a timely basis in order to permit preparation of financial statements in accordance with generally accepted accounting principles. You are responsible for accurately and timely reporting any business expenses that you may incur.

No false or misleading entries shall be made in any of Monro's books, records or accounts for any reason, including but not limited to submitting any false personal expense statement or any claim for reimbursement of a non-business personal expense, or falsifying any employee benefit information or claim. No undisclosed or unrecorded funds or assets shall be established or maintained for any purpose. If any payments are made to any foreign official, political party or candidate, all financial entries should reflect the true nature, amount and purpose of all monies spent. Also, no "slush fund" or other pool of monies may be established that is not accurately reflected on Monro's books.

No teammate, officer or director, or other person acting under their direction shall take any action to fraudulently influence, coerce, manipulate or mislead any independent public or certified accountant engaged in performing an audit of Monro's financial statements for the purpose of rendering such financial statements materially misleading. No teammate, officer or director shall make any false or misleading statements to an accountant in connection with any audit or examination Monro's financial statements.

All information prepared and published in connection with Monro's public reporting pursuant to requirements of the Securities and Exchange Commission or any other regulatory agency, shall be complete, not misleading, fair and accurate to the best of your knowledge at the time you prepare or approve such information for inclusion in such filings.

## **REPORTING OF ILLEGAL OR UNETHICAL BEHAVIOR**

You are responsible for keeping your immediate supervisor fully informed of all matters relating to Monro's affairs and business activities so that senior management is fully informed of all such matters on a timely basis. As part of this obligation, you are responsible for reporting any activity by a colleague or customer that appears to violate applicable laws, rules, regulations or this Code. Moreover, complete candor and cooperation is required when dealing with an internal investigation or otherwise with Monro's representatives, including its internal or independent auditors or attorneys and its human resources staff.

Fraud is an element of business that can significantly affect the reputation and success of Monro. Monro requires its Management Teammates, officers and directors to talk to supervisors, managers or other appropriate personnel to report and discuss any known or suspected criminal and other

fraudulent activity involving Monro or its teammates. If, during the course of employment, you become aware of any suspicious activity or behavior including concerns regarding questionable accounting or auditing matters, you must report violations of laws, rules, regulations or this Code to the Senior Compliance Officer or to the third party representative of the Audit Committee of the Company's Board of Directors noted in the "Important Contact Information" section of this Code. Reporting the activity will not subject the teammate to discipline absent a knowingly false report.

## **ADMINISTRATION AND WAIVER OF CODE**

This Code shall be administered and monitored by the Monro Human Resources Department and the Senior Compliance Officer. Any questions and further information on this Code should be directed to this department. All managers and direct supervisors are responsible for reviewing this Code with their subordinates each time a new edition of the Code is published. This Code is also available on the Monro web site at: [www.monro.com](http://www.monro.com).

It is also the responsibility of the Human Resources Department to annually reaffirm compliance with this Code by all Management Teammates, Executive Officers and Board Members, and to obtain a confirmation that each Management Teammate, Executive Officer and Board Member has read and understands the Code and will comply. This Code will be issued to all new Management Teammates, Executive Officers and Board Members at the time of employment or appointment and reissued to existing Management Teammates, Executive Officers and Board Members from time to time.

Management Teammates, Executive Officers and Board Members of Monro are expected to follow this Code at all times. Generally, there should be no waivers to this Code; however, in rare circumstances conflicts may arise that necessitate waivers. Waivers for Management Teammates will be determined on a case-by-case basis by Monro's Chief Executive Officer with the advice of the Senior Compliance Officer. The Chief Executive Officer shall have sole and absolute discretionary authority to approve any such deviation or waiver from the Code. However, waivers for any Board Member or Executive Officer must be determined by the Board of Directors. For members of the Board of Directors and Executive Officers, the Board of Directors shall have the sole and absolute discretionary authority to approve any deviation or waiver from this Code. Disclosure of any waivers shall be made in accordance with the applicable rules published by the Securities and Exchange Commission.

Known or suspected violations of this Code will be investigated and may result in disciplinary action up to and including immediate termination of employment or appointment.

## **IMPORTANT CONTACT INFORMATION**

### **Reporting Violations**

Senior Compliance Officer:

Maureen E. Mulholland,  
Executive Vice President – Chief  
Legal Officer & Secretary

585-784-3452

Anonymous

Whistleblower Hotline  
(Third Party Contact):

Direct Access

1-866-494-3161  
PIN 4150

## **OTHER IMPORTANT POLICIES AND HANDBOOKS**

Monro, Inc. Employee Handbook

## **INSIDER TRADING GUIDELINES**

Insider Trading Policy, as amended