

CARPARTS.COM WHISTLEBLOWER POLICY

Overview

This policy governs both the reporting and investigation of allegations of suspected unlawful activities and the protection of whistleblowers from retaliation. It describes the procedures for investigating known or suspected improper activities and addressing complaints of retaliation for raising such issues as provisioned and implemented by the *California Whistleblower Protection Act* (Government Code Section 8547 – 8547.12).

Policy

CarParts.com, Inc. (“CarParts.com, Inc.”) has a responsibility for implementing procedures that are intended to detect, to prevent or deter improper and unlawful activities. CarParts.com, Inc. has a responsibility to investigate and report to appropriate parties allegations of suspected improper activities, and to protect those employees who, in good faith, reports these activities to the appropriate authority. A CarParts.com, Inc. Employee may not: (1) retaliate against an employee or applicant for employment who has made a protected disclosure or who has refused to obey an illegal order, nor (2) directly or indirectly use or attempt to use the official authority or influence of his or her position for the purpose of interfering with the right of an applicant or an employee to make a protected disclosure to the CarParts.com, Inc. management. It is the intention of CarParts.com, Inc. to take whatever action may be needed to prevent and correct activities that violate this policy.

Procedure

A. Filing a Report of Suspected Improper Activities

1. Any employee may report allegations of suspected illegal activities. Knowledge or suspicion of improper activities may originate from any personnel, staff or administrator carrying out their assigned duties, internal or external auditors, law enforcement, regulatory agencies, and customers, vendors, or other third parties. Allegations of suspected improper activities may also be reported anonymously.
2. Allegations of suspected improper activities should be made in writing so as to assure a clear understanding of the issues raised, but may be made orally. Such reports should be factual and contain as much specific information as possible
3. Normally, a report by a CarParts.com, Inc. employee of allegations of a suspected improper activity should be made to the reporting employee’s immediate supervisor or manager. However, when there is a potential conflict of interest or for other reasons, such reports may be made to Human Resources Manager and/or the assigned Department Head to whom the reporting employee may reasonably expect to have either responsibility over the affected area or the authority to review the alleged improper activity on behalf of CarParts.com, Inc. A Fact-Finding Committee, headed by the Human Resources Manager, will be appointed to investigate such reports.
4. When the alleged improper activities involve the assigned Department Head and/or the Human Resources Manager, such reports should be made to the General Counsel and/or Chief Financial Officer.

5. When a person reports allegations of suspected improper activities to an appropriate authority the report is known as a *Protected Disclosure*. CarParts.com, Inc. employees and applicants for employment who make a protected disclosure are protected from retaliation.
6. The Human Resources Manager will forward (1) a report on each allegation of suspected improper activities to the General Counsel and/or Executive Officers of CarParts.com, Inc., and (2) a follow-up report on actions taken in response.
7. The Fact-Finding Committee may enlist outside advisors, as appropriate, to conduct any investigation of complaints regarding financial statement disclosures, disclosure concerns or violations, accounting, internal accounting controls, auditing matters or violations of the CarParts.com, Inc.'s policies.

B. Protection from Retaliation

Any employee who believes he or she has been (1) subjected to or affected by a retaliatory conduct for reporting suspected unlawful activity, or, (2) for refusing to engage in activity that would result in a violation of law, should report such conduct to the appropriate supervisory personnel (if such supervisory personnel is not the source of or otherwise involved in the retaliatory conduct). Any supervisor or manager who receives such a report, or who otherwise is aware of retaliatory conduct, is required to advise the Human Resources Manager, of any such report or knowledge of retaliatory conduct.

If the employee believes that reporting such conduct to the appropriate supervisor is for any reason inappropriate, unacceptable or will be ineffectual, or if the report to the supervisor has been made and the retaliatory conduct has not ended, the employee should report the incident directly to the Human Resources Manager.

All internal complaints will be investigated promptly and all information obtained will be handled on a "need to know" basis. At the conclusion of an investigation, appropriate disciplinary action, up to termination, will be taken where the allegations are verified and/or otherwise substantiated.

C. Other Remedies, Anonymous Reporting and Appropriate Agencies

In addition to the internal complaint process set forth above, any employee who has information concerning allegedly unlawful conduct may anonymously contact the CarParts.com, Inc. Whistleblower Hotline by calling 1-866-601-5215 or the California Attorney General's Hotline by calling 800-952-5225 or by submitting a claim online through <http://www.openboard.info/prts/>. The hotline is available 24 hours a day, 7 days a week.

This policy is subject to revisions, changes and updates, as deemed necessary. This Policy is sent to employees on an annual basis.

CarParts.com, Inc.
HOW TO BLOW THE WHISTLE ON
SUSPECTED IMPROPER ACTIVITIES

CarParts.com, Inc. wants you to report improper activities and will
 Protect you from retaliation for whistleblowing.

<p><u>What You Can Report</u></p> <p>Any activity by a CarParts.com, Inc. Employee that violates any State or Federal Law or regulation, or involves gross misconduct, gross incompetence, or gross inefficiency.</p> <p><u>What We Investigate</u></p> <ul style="list-style-type: none"> • Illegal acts like theft, fraud, or conflicts of interest by any CarParts.com, Inc. employee. • Misuse or abuse of CarParts.com, Inc. property or time by CarParts.com, Inc. employee. • Allegations of Sexual Harassment or any violations against Title VII. • Gross misconduct, incompetence, or inefficiency by a CarParts.com, Inc. employee. <p><u>Where To Report</u></p> <ul style="list-style-type: none"> • Your immediate Supervisor or Department Manager, or, • General Counsel, and/or Vice-President of Human Resources, or, • Call the Whistleblower Hotline number below or visit http://www.openboard.info/prts/ 	<p><u>How To Report</u></p> <ul style="list-style-type: none"> • In writing or verbally. • With as much specific factual information (report what you know, but don't investigate – leave that to the experts) • Anonymously, if preferred <p><i>Confidentiality will be maintained, to the extent possible.</i></p> <p><u>PROTECTION FROM RETALIATION</u></p> <p>If you believe you have been retaliated against for whistleblowing, you may file a complaint with your Human Resources Department.</p> <p>State Law Guarantees</p> <ul style="list-style-type: none"> • All action against intimidation, threats, or coercion by any CarParts.com, Inc. employee or management, that could interfere with your right to disclose improper and unlawful activities. • Keeps you safe from reprisal, retaliation, threats or coercion for reporting such information
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CALL THE WHISTLEBLOWER HOTLINE
(866)601-5215 or
THE ATTORNEY GENERAL'S OFFICE

(800)952-5225 or
CARPARTS.COM, INC WHISTLEBLOWER WEBSITE
<http://www.openboard.info/prts/>

CarParts.com, Inc

**COMO DENUNCIAR UN DELITO DE
 ACTIVIDAD SOSPECHOSA O INADECUADA**

CarParts.com, Inc. quiere que usted reporte actividades inadecuadas y los va a proteger de represalias en cuanto a revelar los delitos.

<p><u>Lo Que Usted Puede Denunciar</u></p> <p>Cualquier actividad por parte de un empleado de CarParts.com, Inc. que infringe cualquier ley o regulacion estatal o federal, o involucrar mala conducta en general, incompetencia en general o ineficiencia en general.</p> <p><u>Lo Que Nosotros Investigamos</u></p> <ul style="list-style-type: none"> • Actos ilicitos como robo, fraude o conflictos de interes por parte de un empleado de CarParts.com, Inc. • Maltrato o abuso de la propiedad de CarParts.com, Inc. o el horario de un empleado de CarParts.com, Inc. • Alegaciones de hostigamiento sexual o cualquier violacion en contra de el Titulo VII. • Mala conducta, incompetencia o ineficiencia en general por parte de un empleado de CarParts.com, Inc. <p><u>En Donde Denunciarlo</u></p> <ul style="list-style-type: none"> • Su Supervisor inmediato o gerente, o • Gerente de Recursos Humanos, y/o El Consejero General. 	<p><u>Como Denunciarlo</u></p> <ul style="list-style-type: none"> • Por escrito o verbal • Con toda la informacion especifica basada en hechos (comuniqué lo que usted sepa, pero no haga investigaciones – deje eso a los expertos) • Anonimamente, si prefiere. <p><i>Caracter confidencial o privado se mantendra, a la extencion posible.</i></p> <p><u>Proteccion De Acuerdo Con Represalias</u> Si usted cree que alguien a tomado represalias contra usted por haber revelado el delito, usted puede sentar una denuncia con su departamento de Recursos Humanos</p> <p>La ley del estado garantiza</p> <ul style="list-style-type: none"> • Toda la accion contra intimidacion, amenazas o coercion por parte de un empleado de CarParts.com, Inc. o la gerencia, que pueda impedir su derecho de divulgar actividades inadecuadas e ilegales. • Lo mantiene seguro de represalias, venganzas, amenazas o coercion por divulgar informacion de este tipo.
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**LLAME A LA LINEA DE EMERGENCIAPARA DENUNCIAR UN DELITO: (866)601-5215; O A LA
 OFICINA DEL PROCURADORGGENERAL: (800)9525225; CARPARTS.COM, INC
 WHISTLEBLOWER WEBSITE: <http://www.openboard.info/prts/>**

Whistleblower Policy