

4.15 Code of Ethics & Business Conduct: Putting Values into Action

Message from Mary Sammons, Chairman and Chief Executive Officer

Rite Aid's good name and reputation are the result of its associate's dedication and hard work. Together, we are responsible for preserving and enhancing this reputation, a task that is fundamental to our continued well-being. Rite Aid's goal is not just to comply with the spirit and the letter of the laws and regulations that apply to our business, but also to strive to abide by the highest principles of ethics, honor, and respect for others.

Set forth in the succeeding pages is Rite Aid's *Code of Ethics and Business Conduct*, which has been approved by its Board of Directors. The purpose of the Code is to reinforce and enhance Rite Aid's commitment to an ethical way of doing business. This not only applies to Rite Aid associates, but also to the companies Rite Aid does business with. The contents of the Code are not new; the policies set forth are part of Rite Aid's long-standing tradition of high ethical standards.

You are expected to read the policies set forth in the Code and ensure that you understand and comply with them. If you are a Rite Aid associate and have questions about this information, you should speak to your supervisor, upper management, the Senior Vice President of Human Resources, the General Counsel, or any of the other resources identified in the Code. If you are not a Rite Aid associate and have questions about this information, please contact Rite Aid's General Counsel. The Code does not purport to provide answers to all questions that might arise; for that we must ultimately rely on each person's good sense of what is right, including a sense of when it is proper to seek guidance from others on the appropriate course of conduct.

We at Rite Aid are committed to providing the most competitive products and finest services for our customers. Adherence to the policies set forth in the Code will help us achieve this goal.

Thank you for doing your part to ensure that Rite Aid continues to realize its potential in both the business that we do and the way that we do business. Every Rite Aid associate and shareholder depends on you to do the right thing.

Scope

This policy applies to all associates who work from locations owned, leased, or used by Rite Aid and its subsidiaries, as well as members of the Board of Directors.

Effective date	This policy is effective immediately and supersedes all previous policies.
Policy owner	Senior Vice President, Human Resources
Violations of policy	Associates who violate this policy are subject to disciplinary action up to and including discharge.

4.15a Putting the Code of Ethics and Business Conduct to Work

About the Code of Ethics and Business Conduct

Rite Aid is committed to the highest standards of business conduct in its relationships with associates, customers, suppliers, stakeholders, and shareholders. This means conducting business in accordance with the spirit and letter of applicable laws and regulations. Rite Aid's *Code of Ethics and Business Conduct*, which applies to all associates, helps each associate in this endeavor by providing a statement of the fundamental principles and key policies and procedures that govern the conduct of the Company's business. However, it in no way provides associates with the assurance of continued employment with the Company. In addition, all associates, agents, consultants, independent contractors, representatives, members of the Board of Directors, and suppliers of Rite Aid are responsible for complying with all applicable laws and regulations.

Unless otherwise stated, the policies in this Code apply to all Rite Aid associates, Board members, and subsidiaries, regardless of the state or region in which they operate. The Code does not cover all Rite Aid policies or laws. Therefore, if a local law conflicts with a policy in this Code, associates must comply with the law. If a local custom or practice conflicts with a policy in this Code, associates must comply with the Code.

Meeting shared obligations

Each associate is responsible for knowing and understanding the policies and guidelines contained in the following pages. He/she also has an obligation to comply with the letter and spirit of the Code and all other Rite Aid policies, report violations of the Code and other improper conduct, and know when to ask for guidance when ethical questions and dilemmas are encountered. Associate actions should reflect Rite Aid's values, demonstrate ethical leadership, and promote a work environment that upholds the Company's reputation for integrity, ethical conduct, and trust.

The way that we do business is just as important as the business that we do.

4.15b Responsibility to Associates

Respecting one another

The way that associates treat each other and their work environment affects the way that they do their jobs. All associates want and deserve a work place where they are respected and appreciated. Everyone who works for the Company must contribute to the creation and maintenance of such an environment, regardless of their title or position.

Associate privacy

Rite Aid respects the privacy and dignity of all associates and will acquire and retain only the personal information that is necessary for the Company's effective operation or required by law. Access to such information is limited to only those associates who have an appropriate need to know and will comply with all applicable laws regarding the disclosure of personal information.

However, associates should have no expectation of privacy with respect to their workstations. There may be times when an associate's workstation must be accessed for the safety of others or when otherwise deemed appropriate by Rite Aid management.

Equal employment opportunity and nondiscrimination

Rite Aid is an equal opportunity employer and is committed to cultivating a diverse work environment where individual differences are appreciated and respected. It is the Company's policy, through responsible management, to recruit, hire, train, and promote associates regardless of their race, color, national origin, religion, sex, sexual orientation, disability, age, or any other basis protected by state or federal law. In addition, Rite Aid does not tolerate discrimination against associates based on any of these bases and, when necessary, makes reasonable accommodations for disabled and pregnant associates who request such accommodations with the advice of their healthcare providers.

For further information regarding the Company's policy concerning equal employment opportunity and nondiscrimination, please refer to Policies 1.1 and 1.2.

Sexual and other forms of harassment

It is Rite Aid's policy that sexual harassment (including harassment based on gender, pregnancy, childbirth, or related medical conditions) as well as harassment based on such factors as race, color, religion, national origin, disability, age, or any other basis protected by state or federal law is unacceptable and will not be tolerated. Harassment of any kind includes verbal, physical, and visual conduct that creates an intimidating, offensive, or hostile work environment or that interferes with work performance.

For further information regarding the Company's policy concerning harassment in the workplace, please refer to Policy 4.1.

Associate complaint resolution

If associates believe that they have been subjected to harassment of any kind or any other type of unlawful discrimination, they should promptly report the incident to their supervisor or Human Resources Manager. Complaints of harassment, abuse, or discrimination will be investigated promptly and thoroughly and will be kept confidential to the extent possible.

For further information regarding the Company's policy concerning the associate complaint resolution process, please refer to Policy 4.9.

Environmental policies

All associates have an obligation to carry out Rite Aid activities in ways that preserve and promote a clean, safe, and healthy environment. Associates must strictly comply with the letter and spirit of applicable environmental laws and the public policies they represent.

The consequences of failing to adhere to environmental laws and policies could be serious. The Company, as well as individual associates, may be liable not only for the costs of cleaning up pollution, but also for significant civil and criminal penalties. Associates must make every effort to prevent violations from occurring, to report violations to the Risk Management department or the General Counsel, and to promptly correct any violations that occur despite the Company's best efforts.

Safety in the workplace

The safety and security of associates are of primary importance to the Company. Accordingly, associates are responsible for maintaining clean and orderly work facilities that are free from recognized hazards. They must also obey all safety statutes and regulations as well as Corporate safety policies, procedures, rules, and guidelines.

**Safety in the
workplace
(continued)**

Equipment must be operated in a safe manner, with all safety devices in place. Associates must wear personal protective equipment in areas where it is required. All injuries, no matter how minor, and violations of health and safety policies, laws, or regulations must be reported immediately to the associate's supervisor. In addition, health and safety information must be accurately recorded.

For further information regarding the Company's policy concerning safety in the workplace, please refer to Policy 2.2 and the *Retail Safety Handbook*.

**Weapons and
workplace
violence**

Associates may not carry weapons or explosives on corporate time or on the Company's premises. Similarly, the Company will not tolerate any level of violence in the workplace or in any work-related setting. Violations of this policy must be referred to the associate's supervisor immediately.

For further information regarding the Company's policy concerning weapons and workplace violence, please refer to Policy 2.1.

**Drugs and
alcohol**

The Company intends to maintain a drug-free work environment. Accordingly, associates may not be under the influence of alcohol or illegal drugs and may not sell, use, possess, manufacture, or distribute illegal drugs or controlled substances on Rite Aid property or during Rite Aid time. It is the associate's responsibility to determine from his/her physician or a medication label whether prescription or over-the-counter drugs could impair his/her safe job performance. Associates must report to their supervisor or manager the use of prescribed or over-the-counter medication and any side effects that could affect their ability to safely perform the required job duties.

Medical verification or verification that the associate can safely perform his/her job duties may be required before he/she is allowed to continue with the job assignment. Failure to report the use of such medications can result in disciplinary action. .

Rite Aid provides assistance to associates who seek help in coping with a drug or alcohol problem through its Employee Assistance Program and through referrals to treatment and rehabilitation programs. The Company will not take disciplinary action against an associate simply for seeking assistance under these programs. However, seeking assistance through treatment and rehabilitation programs will not keep an associate from being disciplined, up to and including discharge, for violations of this Code.

For further information regarding the Company's policy concerning drugs and alcohol, please refer to Policy 4.7.

4.15c Responsibility to the Company

Conflicts of interest (outside employment and other activities)

To maintain the highest degree of integrity in the conduct of the Company's business and to maintain an associate's independent judgment, he/she must avoid any activity or personal interest that creates or appears to create a conflict between his/her interests and the interests of the Company. A conflict of interest arises any time an associate has two (2) or more duties or interests that are mutually incompatible and may conflict with the proper and impartial fulfillment of the associate's duties, responsibilities, or obligations to the Company.

Conflicts of interest include an associate making an investment that may affect his/her business decisions, owning a significant financial interest in or being employed by an organization that is in competition with the Company, or owning a significant financial interest in or being employed by an organization that does or seeks to do business with Rite Aid. Participation in any of these activities cannot be done without the permission of the Company.

Associates must be sensitive to issues of security, confidentiality, and conflicts of interest if their spouse, an immediate family member, or someone else that they are close to is a competitor or supplier of the Company or is employed by one. Associates must get clearance from their manager or the Legal department before doing business on Rite Aid's behalf with any company in which they or a family member may benefit from this action. Whenever associates have doubts about a possible conflict, they should discuss the matter with their supervisor or the Senior Vice President, Human Resources, before taking any action.

For further information regarding the Company's policy concerning conflicts of interest, please refer to Policy 4.5.

Dealing with suppliers and others

Associates who make or are involved in making business decisions for the Company must do so using consistent and unbiased standards. Associates interacting with any person who has business dealings with Rite Aid (including suppliers, customers, competitors, contractors, and consultants) must conduct such activities in the best interest of the Company. Therefore, associates must not accept any gifts, entertainment, or gratuities that could influence or be perceived to influence their business decisions or be in a position to derive any direct or indirect benefit or interest from a party having business dealings with the Company.

Business courtesies

The type of business that Rite Aid does involves dealing with a wide range of suppliers, many of whom may consider it standard practice to provide gifts and entertainment as a gesture of appreciation. The giving or receiving of gifts or entertainment by any associate acting in his/her capacity as a Rite Aid associate or by members of an associate's immediate family can potentially be problematic because such acts may be construed as attempts to influence the performance of duties.

Receiving gifts

Associates and/or members of an associate's immediate family may not request or accept gifts in connection with Rite Aid business beyond that of a nominal or token value (less than \$25). This includes gifts, payments, consulting fees, loans, or other benefits of value received directly or indirectly from any existing or potential customer, supplier, or competitor. Gifts of a nominal or token value, motivated by commonly accepted business courtesies, may be accepted. However, any gift that could create or appear to create an obligation to the donor or influence the business relationship with the donor may not be accepted.

Associates may accept an occasional meal or outing with suppliers or customers if there is a valid business purpose involved. If an associate is asked to attend an overnight event with a vendor, he/she must obtain prior approval from his/her department's Executive/Senior Vice President.

Giving gifts

Associates may not furnish or offer to furnish any gifts, entertainment, meals, compensation, credits, or anything of value to a person who has business dealings with the Company (suppliers, purchasers, and competitors), except when authorized by the department's Vice President. If authorized, the item must be reasonable and proper under generally accepted business practices and ethics.

Guarding Corporate assets

Associates have a duty to safeguard Rite Aid assets, including the physical premises and equipment, records, customer information, and Corporate names and trademarks. Rite Aid assets should be used for Corporate business only. Without specific authorization, no associate may take, loan, sell, damage, or otherwise dispose of Rite Aid property or use this property for non-Rite Aid purposes. Associates must also take measures to ensure against theft, damage, and the misuse of Corporate property.

Corporate books and records

Associates must ensure that all Corporate documents are completed accurately, truthfully, promptly and that, when applicable, they are properly authorized. Financial activities must be recorded in compliance with all applicable laws and accounting practices.

The making of false or misleading entries, records, or documentation is strictly prohibited. Associates must never create a false or misleading report under the Company's name. In addition, all payments and established accounts must not be used for any purpose other than as described by its support documents.

Document retention

Rite Aid complies with all laws and regulations relating to the preservation of records. Under no circumstances are records to be destroyed selectively or maintained outside Corporate premises or in designated storage facilities.

If the existence of a subpoena or impending government investigation is known or reported to an associate, he/she must immediately contact the Legal department.

Associates must retain all records that may be responsive to a subpoena or pertain to an investigation. Any questions regarding whether a record pertains to an investigation or may be responsive to a subpoena should be directed to the Legal department before the document is disposed of.

Confidential information and trade secrets

Associates may learn facts about the Company's business operations, plans, or "secrets of success" that are not known to the general public or to competitors. Customer lists, the terms offered or prices charged to customers and suppliers, and marketing or strategic plans are examples of confidential information and/or trade secrets. Similarly, associates may obtain information concerning possible transactions with other companies or receive confidential information concerning other companies, which the Company is under an obligation to maintain as confidential. Such information is to be treated as the confidential information of Rite Aid .

Associates who possess or have access to confidential information or trade secrets:

- ◆ Are not permitted to use the information for their own benefit or the benefit of persons outside the Company.
- ◆ Must guard against the disclosure of that information to people outside the Company. Associates should not discuss such matters with family members, business or social acquaintances, or in places where they may be overheard.
- ◆ Must ensure that all information is marked "confidential," "proprietary," or with a similar notation.
- ◆ Must maintain it under password protection or in a secure place and be under their direct supervision when in use.
- ◆ Are not permitted to disclose it to other Rite Aid associates unless they need the information to carry out business responsibilities.

Confidentiality agreements are commonly used when Rite Aid must disclose confidential information to suppliers, consultants, or joint venture participants. Confidentiality agreements notify the person receiving the information that he/she must maintain the secrecy of such information or face the legal consequences. If, in doing business with persons not employed by the Company, associates foresee that they may need to disclose confidential information, they must call the Legal department to discuss the possibility of using a confidentiality agreement.

Confidential information and trade secrets (continued)

The obligation to treat information as confidential does not end when associates leave the Company. Associates must return all Rite Aid documents and other materials containing confidential information upon their separation from the Company and must not disclose this information to a new employer.

Trademarks

Rite Aid's name and logo are examples of Corporate trademarks, which must be used properly. In addition to using trademarks appropriately, associates must also advise senior management or the Legal department of the inappropriate use of the Company's trademarks. Similarly, the trademarks of third parties must not be used without first obtaining approval from the Legal department.

Copyright compliance

Books, articles, drawings, computer software, and other materials may be covered under copyright laws, regardless if they contain a copyright notice or not. It is a violation of these laws to make unauthorized copies of or derivative works based upon copyrighted materials. Both associates who engage in this practice and the Company may be subject to substantial civil and criminal penalties.

In addition, Rite Aid licenses the use of its computer software from outside companies. In most instances, copyright laws protect this computer software. As such, associates may not make, acquire, or use unauthorized copies of computer software. Questions concerning copyright laws should be directed to the Legal department.

Intellectual property rights of others

Associates may not infringe knowingly upon the intellectual property rights of others. If an associate uses the name, trademark, logo, or printed materials of another company, he/she must ensure that the use of these materials is done properly and with permission. In addition, associates may not disclose or be asked to disclose to Rite Aid the confidential, proprietary, or trade secret information of other companies, including former employers.

Computer and communication resources

Rite Aid's computer and communication resources, including computers, voicemail, and e-mail, provide substantial benefits to associates. However, they also present significant security and liability risks. It is important that associates take all of the necessary measures to ensure the security of their computer systems and computer and voicemail passwords. If associates have a reason to believe that their password or the security of a Corporate computer or communication resource has been compromised, they must change their password immediately and report the incident to their manager and the Information Services department.

Computer and communication resources (continued)

Associates must be aware that while using Rite Aid resources to send e-mail or voicemail or to access Internet services, they are acting as a representative of the Company. At times, their use of these resources may reflect poorly on the Company, damaging its reputation and exposing associates and the Company to legal liability. All e-mail, voicemail, and personal files stored on Rite Aid computers are the property of the Company and should be dedicated to business purposes. Therefore, associates should have no expectation of personal privacy in connection with these resources. In addition, the Company may review messages sent or received using Rite Aid's computer and communication resources, at its sole discretion.

Associates may not use Rite Aid resources in a way that is unlawful, disruptive, or offensive to others. While sending messages, associates should not transmit comments, language, images, or files that they would be embarrassed to have read by persons not intended to receive the message. Associates must remember that their "private" e-mail messages are easily forwarded to a wide audience. In addition, associates may not use these resources in a wasteful manner. Unnecessarily transmitting messages drains computer resources and causes the receiver to put a lot of time and effort into sorting and reading through his/her e-mail.

Use of computer and communication resources must be consistent with other Corporate policies, including those related to sexual harassment, privacy, copyrights, trademarks, trade secrets, and the intellectual property of others.

For further information regarding the Company's policy concerning computer and communication resources, please refer to Policy 5.1.

Insider trading

Associates are prohibited from insider trading (buying or selling Rite Aid securities when they are in possession of material, nonpublic information) and tipping (passing such information on to someone who may buy or sell securities).

This prohibition applies to Rite Aid securities and the securities of other companies if associates learn material, nonpublic information about them in the course of completing their duties for the Company.

Information is considered material if: a) there is a substantial likelihood that a reasonable investor would find the information important in determining whether to trade in a security; or b) the information, if made public, would likely affect the market price of a company's securities. Examples of material information include unannounced dividends, earnings, financial results, new or lost contracts or products, sales results, important personnel changes, business plans, possible mergers, acquisitions, divestitures or joint ventures, and important regulatory, judicial, and legislative actions.

**Insider trading
(continued)**

Information is considered nonpublic unless it has been adequately disclosed to the public, which means that the information must be publicly disclosed and adequate time must have passed for the securities markets to digest the information. Adequate disclosure includes public filings with securities regulatory authorities and the issuance of press releases, which may include meetings with members of the press and the public. A delay of two (2) business days is generally considered a sufficient period for routine information to be absorbed by the market. A longer period of delay may be considered appropriate for more complex transactions.

Associates may not disclose inside information to anyone, including coworkers, unless the person receiving the information has a legitimate, business-related need to know. If an associate leaves Rite Aid, he/she must maintain the confidentiality of that information until it has been adequately disclosed to the public. If there is any question as to whether information regarding the Company or any other company Rite Aid has dealings with is material or has been adequately disclosed to the public, the Legal department must be contacted.

**Responding to
inquiries from
the press and
others**

Rite Aid associates who are not official spokespersons of the Company may not speak with the press as a Rite Aid representative unless specifically authorized to do so. Requests for financial or other information about the Company from the media, the press, the financial community, or the public should be referred to the Corporate Communications department. Requests for information from regulators or the government should be referred to the Legal department.

For further information regarding the Company's policy concerning press and other inquiries, please refer to Policy 5.2.

4.15d Competing with Integrity

Success in the marketplace

To achieve a sustainable record of success, Rite Aid must depend on its reputation for quality, service, and integrity. The way associates deal with the Company's customers, competitors, and suppliers molds Rite Aid's reputation, builds long-term trust, and determines the Company's success. Rite Aid is committed to a policy of vigorous and lawful competition that is based on the merits of products and services. Associates must seek to maintain the trust of their customers, competitors, and suppliers by conducting business in a fair and ethical manner.

Antitrust laws

The Company's activities are subject to antitrust and trade regulation statutes, which govern how associates interact with competitors, customers, and suppliers. It is important for associates to know and understand these laws and regulations and to make sure that they are in full compliance with them. Some of the most serious antitrust offenses involve agreements between competitors to fix prices, to limit product and service availability, and to allocate customers, territories, and markets. Any such agreement, whether formal or informal, may be unlawful and is prohibited by the Company.

Associates must avoid unnecessarily involving themselves in situations from which unlawful agreements may be inferred. For that reason, contact with competitors should be kept to a minimum. Associates must notify the Legal department before participating in a meeting or event that brings competitors together. All contact with competitors should be conducted as if they were in the public view.

Failure to comply with antitrust laws could subject both the Company and the associates involved to criminal fines and jail terms. In addition, the Company may be subject to large civil penalties and treble damages. Associates must direct questions or concerns regarding antitrust laws and how they are applied to the Legal department.

Gathering competitive information

Associates may gather information about the marketplace, including information about Rite Aid's competitors and their products and services. However, there are limits to the ways that this information can be acquired and used, especially information concerning the Company's competitors. When gathering competitive information, associates must abide by the following guidelines:

Gathering competitive information (continued)

- ◆ Associates may gather information about Rite Aid's competitors from sources such as published articles, advertisements, brochures, other non-proprietary materials, surveys by consultants, and conversations with clients (as long as those conversations do not suggest that the Company is attempting to conspire with its competitors by using the customer as a messenger, by gathering information in breach of a client's nondisclosure agreement with a competitor, or through other wrongful means).
- ◆ Associates must never misrepresent the Company's identity when attempting to collect competitive information.
- ◆ Associates must never attempt to acquire a competitor's trade secrets or other proprietary information through unlawful means such as theft, spying, disclosures made by a competitor's past or present employee, or the breach of a competitor's nondisclosure agreement by a client or other person.
- ◆ If there is any indication that information obtained by an associate was not lawfully received by the party in possession, the associate must refuse to accept it. If an associate receives information that is anonymous or is marked confidential, he/she should contact the Legal department immediately.

The improper gathering or use of competitive information could subject associates and the Company to criminal and civil liability. When in doubt as to whether a source of information is proper, associates must contact the Legal department.

Product and service safety

It is essential to the Company to provide safe products and services that fulfill Rite Aid's responsibilities to the public, maintain a competitive position in the marketplace, and retain the confidence of our customers.

Truth in advertising

Associates must not make misstatements of fact or give misleading impressions in any advertisement, literature, or other public statements. All statements made in support of the Company's products and services must be true. Questions regarding whether an advertisement or other material meets the requirements of the Code should be directed to the General Counsel.

Truth in prescription billing

Rite Aid is committed to accuracy in billing for its services to government health programs as well as to private third party payers. All associates and other persons engaged by Rite Aid to provide pharmacy services or to prepare and submit claims for pharmacy services are expected to comply with all Federal health care program requirements, including the preparation and submission of accurate billings consistent with the requirements of Federal health care programs and with

**Truth in
prescription
billing
(continued)**

Rite Aid's Policies and Procedures regarding those programs and private payers.

Associates who fail to comply with Federal health care program requirements or with Rite Aid's Policies and Procedures face the possibility of disciplinary action up to and including discharge. They, as well as Rite Aid, also face the possibility of civil and criminal fines and other punishment (including imprisonment for individuals) for health care fraud. Anyone convicted of health care fraud also faces the possibility of being placed on the federal exclusion list, which will make them ineligible to participate in any manner in federally funded health care programs.

Rite Aid associates are also required to report any suspected violations of federal health care program requirements or of Rite Aid Policies and Procedure regarding those programs or billing to any third party payers. Associates may report suspected violations by calling the toll-free number, 1-888-RITE-CALL (1-888-748-3225). All such reports will be maintained in confidence to the extent appropriate and no associate will be retaliated against for making the report. Associates who fail to report face the possibility of disciplinary action up to and including discharge.

4.15e Interacting with the Government

Prohibition of gifts to government officials and employees

The various branches and levels of government have laws that restrict the giving of gifts, including meals, entertainment, transportation, and lodging, to government officials and employees. Associates must obtain pre-approval from the Legal department before providing any gift, meal, or anything of value to a government official or employee.

Political contributions and activities

Laws of certain jurisdictions prohibit the use of Rite Aid funds, assets, services, or facilities on behalf of a political party or candidate. Payment of Corporate funds to any political party, candidate, or campaign may be made only if permitted under applicable law and approved in advance by the Legal department.

Associates will not be paid by Rite Aid for any time spent running for public office, serving as an elected official, or campaigning for a political candidate. Nor will the Company compensate or reimburse any associates for a political contribution that they intend to make or have made.

Lobbying activities

Laws of certain jurisdictions require registration and reporting by anyone who engages in a lobbying activity. Generally, lobbying includes: a) communicating with any member or employee of the legislative branch of government for the purpose of influencing legislation; b) communicating with certain government officials for the purpose of influencing government action; or c) engaging in research or other activities to support or prepare such communication.

So that the Company may comply with lobbying laws, associates must notify the Legal department before engaging in any activity on behalf of the Company that might be considered lobbying, as described above.

4.15f Implementation of the Code

Responsibilities

While each associate is individually responsible for putting the *Code of Ethics and Business Conduct* to work, he/she does not need to go it alone. Rite Aid has a number of resources, people, and processes in place to answer questions and guide associates through difficult decisions.

The Senior Vice President, Human Resources, reporting directly to the Company's President and Chief Operating Officer, has been designated the responsibility to oversee and monitor compliance with the Code. The Senior Vice President, Human Resources, will also report periodically to the Company's Audit Committee regarding the establishment, implementation, and enforcement of the Code and other program elements.

Sales agents, consultants, representatives, and suppliers are required to observe the same standards of conduct as Rite Aid associates when conducting business with or for Rite Aid. If suppliers and consultants for Rite Aid have questions, they should contact the Company's General Counsel.

Seeking guidance

This Code cannot provide definitive answers to all questions. Associates are encouraged to seek guidance when uncertain as to the appropriate course of conduct in adhering to the Company's high standards. In most instances, questions concerning the Code should be brought to the attention of the associate's supervisor or the Company's General Counsel.

Copies of the Code are available on the Company's Internet and Intranet sites and should be provided to persons or entities retained and authorized to act on behalf of Rite Aid in areas to which the Code is applicable.

Reporting violations

If associates know of or suspect a violation of applicable laws and regulations, the Code, or the Company's related policies, they must immediately report that information to their supervisor, a higher level of management, the individuals or offices identified in the section above, or the Company's hotline discussed below. No associate reporting a suspected violation will be subject to retaliation because of a good faith report.

The Company's hotline

Rite Aid has a 24-hour hotline, 1-888-RITE-CALL (1-888-748-3225), which can be used to report violations of the Code, applicable laws and regulations, and the Company's policies, including the theft of Corporate assets or other types of business abuse. All calls are kept confidential.

Investigations of violations

Reported violations will be promptly investigated and treated confidentially to the greatest extent possible. It is imperative that the associate reporting the violation not conduct a preliminary investigation of his/her own. Investigations of alleged violations may involve complex legal issues. Associates who act on their own may compromise the integrity of an investigation and adversely affect both themselves and the Company.

Discipline for violations

Rite Aid intends to use every reasonable effort to prevent the occurrence of conduct not in compliance with its *Code of Ethics and Business Conduct* and to halt any such conduct that may occur as soon as reasonably possible after its discovery. Associates who violate this Code and other Corporate policies and procedures may be subject to disciplinary action, up to and including discharge. In addition, disciplinary action, up to and including discharge, may be taken against anyone who directs or approves infractions or has knowledge of them and does not move promptly to correct them in accordance with the Company's policies.

Associate reminder

Ultimate responsibility to ensure that Rite Aid complies with the laws and ethical standards affecting its business rests on each of its associates. Associates must become familiar with and conduct themselves strictly in compliance with such laws and ethical standards as well as the Company's policies and guidelines pertaining to them. An annual Code of Ethics and Business Conduct sign-off is required at the beginning of each fiscal year for the following associates:

- ◆ Vice Presidents & above
- ◆ Category Managers
- ◆ Pharmacy Marketing/Purchasing Directors & above
- ◆ Regional Vice Presidents