

STANDARD MOTOR PRODUCTS, INC.

CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

(Amended as of February 15, 2018)

I. AUDIT COMMITTEE

There shall be an Audit Committee of the Board of Directors, composed of at least three Directors, appointed annually by the Board of Directors, each of whom shall have no relationship to the Company that may interfere with the exercise of their independence from management and the Company and shall otherwise satisfy the applicable membership requirements under the rules of the New York Stock Exchange, Inc. (“NYSE”) and applicable law and regulations, as such requirements are interpreted by the Board of Directors in its business judgment. All members of the Audit Committee shall have a basic understanding of finance and accounting and be able to read and understand fundamental financial statements, and at least one member of the Audit Committee shall have accounting or related financial management expertise.

II. AUDIT COMMITTEE PURPOSE

The Audit Committee is appointed by the Board of Directors to assist the Board of Directors in fulfilling its oversight responsibilities. In fulfilling their responsibilities hereunder, it is recognized that members of the Audit Committee are not full-time employees of the Company. Each member shall be independent according to the specified criteria of the Securities Exchange Act of 1934, the NYSE and the Sarbanes-Oxley Act of 2002. All members shall have sufficient financial experience and ability to enable them to discharge their responsibilities and at least one member shall be a financial expert subject to the SEC’s definition of an “audit committee financial expert.” The Audit Committee’s primary duties are to:

1. Review the integrity of the Company’s financial statements and financial reporting process and systems of internal controls regarding finance, accounting, legal and regulatory compliance.
2. Review the independence, qualifications and performance of the Company’s independent auditors and internal auditing department.
3. Provide an avenue of communication among the independent auditors, management, the internal auditing department, and the Board of Directors.
4. Prepare the report of the Audit Committee that the SEC rules require to be included in the Company’s annual proxy statement.

The Audit Committee has the authority to conduct any investigation appropriate in fulfilling its responsibilities, and it has direct access to the independent auditors as well as anyone in the organization. The Audit Committee has the ability to retain, at the Company’s expense, special legal, accounting, or other consultants or experts it deems necessary in the performance of its duties.

III. AUDIT COMMITTEE RESPONSIBILITIES

The Audit Committee's primary duties and responsibilities are to:

1. Review, and discuss with management and the independent auditors, the annual audited financial statements and the quarterly financial statements (including reviewing the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations") contained in the Annual Report on Form 10-K and in the Quarterly Reports on Form 10-Q prior to filing. The Audit Committee shall discuss with the independent auditors any significant changes to the Company's accounting principles and any items required to be communicated by or to the independent auditors in accordance with the standards of the Public Company Accounting Oversight Board (PCAOB).
2. Review and discuss the Company's earnings press releases prior to their release to the public. The Audit Committee shall also discuss generally the types of financial information and earnings guidance to be provided to analysts, rating agencies and others. The Audit Committee's responsibility to discuss such financial information and earnings guidance may be discharged generally (i.e., discussion of the types of information to be disclosed and the type of presentation to be made). The Audit Committee need not discuss in advance each instance in which the Company may provide earnings guidance.
3. Appoint, retain and, where appropriate, terminate the independent auditors. On an annual basis, approve the compensation and the terms of engagement of the independent auditors (including the pre-approval of all audit and non-audit service fees) and evaluate the performance of the independent auditors. The Audit Committee shall also regularly review with the independent auditors any difficulties the auditors encountered in the course of the audit work, including any restrictions on the scope of the independent auditors' activities or on access to requested information, and any significant disagreements with management. The independent auditors shall report directly to the Audit Committee. The independent auditors are ultimately accountable to the Board of Directors and the Audit Committee, as representatives of the Company's stockholders.
4. Assess, at least annually, the independent auditors' independence. The Audit Committee shall establish and/or approve policies regarding the hiring of employees or former employees of the Company's independent auditors.
5. Obtain and review, at least annually, a report by the independent auditors describing the firm's internal quality control procedures, any material issues raised by the most recent internal quality-control review or peer review of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, in respect of one or more independent audits carried out by the firm, and any steps taken to deal with any such issues. The report from the independent auditors shall also address all relationships between the independent auditors and the Company, in order to allow the Audit Committee to assess the independence of the independent auditors.
6. Review the independent auditors' management letter, if any, or other recommendations communicated to the Audit Committee concerning internal controls.
7. Discuss with management policies relating to risk assessment and risk management, including significant financial risk exposures and the steps management has taken to monitor,

control, and report such exposures. The Audit Committee shall receive and review the report on the Company's internal accounting controls and the report from the independent auditors with respect to the same.

8. Review the resources, the internal audit charter, risk assessment and the scope of work of the internal audit department.
9. Review the quarterly summary reports to management prepared by the internal audit department.
10. Maintain procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and the confidential and anonymous submission by Company employees of concerns regarding accounting or auditing matters.
11. Obtain from the independent auditors assurance that they have complied with all applicable provisions of Section 10A of the Securities Exchange Act of 1934 (added by the Private Securities Litigation Reform Act of 1995).
12. Review and update the Audit Committee Charter periodically, at least annually, as conditions dictate. The Charter shall be submitted to the Board of Directors for approval and published in accordance with NYSE and SEC regulations. The Audit Committee's performance, and any recommendations for improvement, shall be determined as part of the Board's annual self-evaluation process to ensure that the Board and its committees are functioning effectively.
13. Annually prepare a report to stockholders as required by the SEC. The report should be included in the Company's annual proxy statement.

IV. MEETINGS

The Audit Committee shall meet as and when deemed appropriate by the Chair of the Committee, however, not less than four times annually. The Committee shall act only on the affirmative vote of a majority of the members at a meeting at which a quorum is present. A majority of the members of the Committee shall constitute a quorum. The Audit Committee shall periodically meet in separate sessions with management, with internal auditors and with independent auditors.

V. REPORTING OF COMMITTEE ACTIVITIES AND RECOMMENDATIONS

The Audit Committee shall regularly report to the Board of Directors. The Audit Committee will maintain minutes and other relevant records of its meetings that will document its activities and recommendations. The Secretary of the Company shall act as Secretary to the Audit Committee and will compile said documentation. This Charter shall be placed on the Company's web site.