

**STANDARD MOTOR PRODUCTS, INC.**

**CHARTER OF THE STRATEGIC PLANNING COMMITTEE**

**(Adopted as of February 12, 2019)**

**I. Purpose**

The Strategic Planning Committee (“Committee”) has been established by the Board of Directors (“Board”) of Standard Motor Products, Inc. (the “Corporation”). The Committee’s purpose is: (a) to assist the Board in discharging and performing its oversight role regarding the Corporation’s long term strategic planning; (b) to give guidance to management in developing and evaluating the Corporation’s long term strategic plans; and (c) to assist management to identify critical strategic issues facing the organization.

**II. Primary Activities**

The Committee shall:

1. Assist in the development, adoption, and modification of the Corporation’s current and future strategy.
2. Review and assess external developments and other factors affecting or impacting the Corporation’s strategy.
3. Review and assess the Corporation’s core competencies with regard to expanding their implementation in attractive markets.
4. Review and advise the Board and management on corporate development and growth initiatives, including acquisitions, joint ventures, and strategic alliances.
5. Provide direction and advice to management in connection with the development (and implementation) of the Corporation’s strategy.
6. Review the Corporation’s progress with respect to the implementation of its strategy.
7. Review the long-term planning and budgeting relative to the Corporation’s Strategic Plan.
8. Review strategic planning, performance review, operational decision making process, and the alignment of the goals and targets in the executive compensation plans, in coordination with the Compensation and Management Development Committee.
9. Act as sounding board for the Chief Executive Officer on strategic issues.
10. Review and assess the adequacy of this Charter periodically and submit changes to this Charter to the Board for approval.

11. Conduct an annual self-assessment as part of the Board's annual self-evaluation process to determine whether this Committee is functioning effectively.

The foregoing list of duties is not intended to be exhaustive, and the Committee may, in addition, perform such other functions as may be necessary or appropriate for the performance of its duties.

### **III. Powers**

The Committee has the right to exercise any and all power and authority of the Board with respect to matters within the scope of this Charter, subject to the ultimate power and authority of the Board. The Board shall continue to have the ultimate duty and responsibility to manage or direct the management of the business and affairs of the Corporation. In addition, the Committee has the power to retain external advisors to assist it in its mission if deemed necessary and has the power to delegate its authority and duties to subcommittees or to individual members, as it deems appropriate in accordance with the delegations given by the Board, applicable laws and regulations.

### **IV. Composition**

The Committee shall be comprised of such number of directors as may be determined from time to time by the Board upon recommendation of the Nominating and Corporate Governance Committee. Each member of the Committee may or may not be an independent director within the meaning of the rules of the NYSE. All non-independent directors of the Board who are not members of the Committee may attend and participate in meetings of the Committee in a non-voting capacity.

The members of the Committee shall be elected by the Board at the annual organizational meeting of the Board or at such other times as the Board may determine. Each member of the Committee shall serve until the next annual organizational meeting of the Board or until such date as a member resigns or is removed from the Committee, whichever is earlier. Unless a Chair is elected by the Board, the members of the Committee may designate a Chair by a majority vote.

### **V. Meetings**

The Committee shall meet at least two times annually and shall meet at such other times as the Committee shall determine. Committee members are expected to attend meetings and to spend the time needed to properly discharge their responsibilities. The Committee may request that members of Board, management, external advisors, and other experts be present at Committee meetings as needed.

A majority of the members of the Committee shall constitute a quorum for the transaction of business. The act of a majority of the members present at any meeting at which there is a quorum shall be the act of the Committee.

The Committee shall appoint a Secretary who shall keep minutes of its meetings and other proceedings.

**VI. Procedures**

The Committee shall determine its meeting schedule, the agenda for each meeting, the information to be provided to it before or at each meeting and all other matters relating to the conduct of its meetings and other activities.

The Committee will periodically advise the Board of the Committee's work, which will contain recommendations for Board actions when appropriate.

**VII. Web Site**

This Charter shall be placed on the Corporation's web site.