STANDARD MOTOR PRODUCTS, INC.

CORPORATE GOVERNANCE GUIDELINES

(Amended as of February 18, 2021)

The Board of Directors (the "Board") and the Nominating and Corporate Governance Committee of Standard Motor Products, Inc. (the "Company") have established the following guidelines for the conduct and operation of meetings and deliberations of the Board. These guidelines will be reviewed at least annually by the Board and the Nominating and Corporate Governance Committee and may be amended or modified from time to time.

1. **Duty of Loyalty:** Each director owes a duty of loyalty to the Company, is expected to act in the best interests of the Company and its shareholders as a whole and to comply with the Company's Code of Ethics, a copy of which is posted on the Company's website.

2. **Conduct of Board Meetings:** The conduct of meetings of the Board will be governed as follows:

a. **Scheduling and Selection of Agenda Items for Board Meetings.** In the fourth quarter of each year, the Board schedules meetings for the following year. There are typically five Board meetings scheduled each year. In addition to regularly scheduled meetings, additional Board meetings may be called upon appropriate notice at any time to address specific needs of the Company. The Board may also take action from time to time by unanimous written consent. Typically, the meetings are held in New York, New York.

The Chairman of the Board, in consultation with the Presiding Independent Director and other members of the Board, drafts the agenda for each meeting and distributes it in advance to the Board. Each director may propose the inclusion of items on the agenda, request the presence of or a report by any member of the Company's management, or at any Board meeting raise subjects that are not on the agenda for that meeting. The Board will review the Company's long-term strategic plans and the big-picture challenges faced by the Company in executing on these plans during at least one board meeting per year.

b. **Board Materials Distributed in Advance.** Information and data concerning the Company, its financial affairs and strategic plan is important to the Board's understanding and decision-making process. Accordingly, there will be made available in advance of each meeting of the Board appropriate written material relating to substantive agenda items. Highly sensitive subjects may be discussed at the meeting without advance distribution of written materials.

c. **Presentations.** As a general rule, information on specific subjects should be made available to the Board members in advance of each meeting so that the Board meeting time may be conserved, and discussion time focused on questions that the Board has about the material. On certain occasions, written materials will be distributed, and the presentations will be discussed, at the meeting.

d. **Management Presentations.** The Board encourages the Company's management to, from time to time, bring managers into Board meetings who (i) can provide additional insight into the items being discussed because of personal involvement in these areas, and/or (ii) represent managers with future potential that management believes should be given exposure to the Board.

e. **Regular Attendance of Non-Directors at Board Meetings.** The Board is comfortable with the regular attendance at each Board meeting of non-Board members who are members of the Company's executive team, except during executive sessions of the Board.

3. **Executive Sessions of Independent Directors:** The independent (see paragraph 5c for definition of "independent") directors of the Board will meet separately as a group periodically during the year. The Presiding Independent Director will assume the responsibility of chairing the regularly scheduled meetings of such directors.

4. **Access to Senior Management:** Each member of the Board shall have complete and open access to the Company's management. Board members will use their judgment to be sure that contact with management is not distracting to the operation of the Company and that such contact be coordinated, to the extent reasonably practicable, with the Chairman of the Board and the Presiding Independent Director. The Board and each committee shall have the authority to obtain advice, reports or opinions from internal and external counsel and expert advisors and, with the concurrence of the Presiding Independent Director, shall have the power to hire independent legal, finance and other advisors as they may deem necessary, without consulting with, or obtaining approval from, any officer of the Company in advance.

5. **Composition of the Board:**

a. **Size of the Board.** The size of the Board may be changed with the approval of a majority of the total number of directors of the Board, provided that such number may not be less than three in accordance with the Company's Bylaws. The Board periodically reviews the appropriate size of the Board.

b. **Mix of Inside and Outside Directors.** The Board believes that there must be a majority of independent directors on the Board.

c. **Board Definition of What Constitutes Independence for Outside Directors.** An independent director is one who is independent of management, who does not have any consulting, advisory or other compensatory relationship with the Company and who otherwise does not have any relationships with the Company or its subsidiaries that, in either case, would disqualify such director as an independent director under Sections 303A.01 and .02 of the New York Stock Exchange Corporate Governance Rules. In determining what constitutes an independent director, the Board shall also consider the rules relating to non-employee directors under Rule 16b-3 of the Securities Exchange Act of 1934, as well as any other applicable rule or regulation of the Securities and Exchange Commission or other applicable law.

d. **Board Membership Criteria.** The Nominating and Corporate Governance Committee is responsible for reviewing with the Board on a periodic basis, as necessary, the appropriate skills and characteristics required of Board members in the context of the current makeup of the Board. This assessment should include issues of diversity in numerous factors such as: age; race; gender; disability; ethnicity; nationality; religion; sexual orientation; understanding of and experience in manufacturing, information technology, cybersecurity, automation, electric/hybrid vehicles, finance and marketing; international experience; culture; and any other factors that is deemed appropriate. These factors, and others as considered useful by the Board, are reviewed in the context of an assessment of the perceived needs of the Board at a particular point in time.

Board members are expected to rigorously prepare for, attend, and participate in all Board and applicable committee meetings. Each Board member is expected to ensure that other existing and planned future commitments do not materially interfere with the member's service as an outstanding director. These other commitments will be considered by the Nominating and Corporate Governance Committee and the Board when reviewing Board candidates and in connection with the Board's annual self-assessment process.

e. **Selection of New Director Candidates.** The Board itself should be responsible, in fact as well as procedure, for selecting its own members, determining and reviewing their qualifications. The Board delegates the screening process involved to the Nominating and Corporate Governance Committee.

6. **Board Compensation Review:** The Nominating and Corporate Governance Committee shall have the responsibility for recommending to the Board compensation for non-employee directors. The Board believes that the amount of director compensation should be fair and competitive in relation to director compensation at other companies with businesses similar in size and scope to the Company; the type and amount of compensation should align directors' interest with the long-term interests of shareholders; and the structure of the compensation program should be simple, transparent and easy for shareholders to understand. The Nominating and Corporate

Governance Committee shall annually review the retainer fee as well as other compensation for non-employee directors with the full Board.

It is the general policy of the Board that Board compensation should be a mix of cash and equity-based compensation. Inside directors will not be paid for Board membership in addition to their regular employee compensation. Independent directors may receive consulting, advisory or other compensatory fees from the Company in addition to their Board compensation, if such compensation would not disqualify such director as an independent director under Sections 303A.01 and .02 of the New York Stock Exchange Corporate Governance Rules or any other applicable law, rule or regulation. To the extent practicable, independent directors who are affiliated with the Company's service providers will undertake to ensure that their compensation from such providers does not include amounts connected to payments by the Company.

7. **Assessing the Board's Performance:** The Nominating and Corporate Governance Committee is responsible to report annually to the Board an assessment of the Board's performance, decision making process and procedures. The Committee's purpose is to increase the effectiveness of the Board, not to review individual Board members. In addition, the Board shall conduct an annual independent self-evaluation to determine whether the Board and its committees are functioning effectively. The Nominating and Corporate Governance Committee report and the Board self-evaluation will be discussed by the full Board. These assessments should be of the Board's and the various committees' contributions as a whole and specifically review areas in which the Board and/or the management believes a better contribution could be made in the short- and long-term perspective. The purpose should be to increase the effectiveness of the Board and of each committee as a whole as well as their individual members.

8. **Committees of the Board:** The committee structure of the Board shall at least consist of an Audit Committee, a Compensation and Management Development Committee, a Nominating and Corporate Governance Committee, and a Strategic Planning Committee. The Board shall convene other committees, as it deems appropriate.

a. **Assignment of Committee Members.** The Board is responsible for the appointment of committee members and the committee chair. Committee assignments are reviewed annually. It is the sense of the Board that all independent directors should be assigned to each committee of the Board.

b. **Frequency and Length of Committee Meeting.** The committee chair, in consultation with the committee members, will determine the frequency and length of the meetings of the committee in adherence to the committee charter.

c. **Committee Agenda.** The chair of the committee, in consultation with the appropriate members of management and other members of the committee, will develop the committee's agenda and will distribute the agenda in advance of the next committee meeting; the committee agenda will also be shared with the entire Board. In addition, each committee member may propose the inclusion of items on the agenda, request the presence of or a report by any member of the Company's management, or raise subjects that are not on the agenda for that meeting.

d. **Committee Charter.** Each committee, unless otherwise directed by the Board, shall develop a charter for approval by the full Board. The charter will set forth the principles, policies, objectives and responsibilities of the committees. The charters will provide that each committee will meet to review its performance at least once a year. The charters of the Audit Committee, the Compensation and Management Development Committee, the Nominating and Corporate Governance Committee, and the Strategic Planning Committee shall be subject to periodic review by the Board. Each committee shall have the powers and responsibilities set out in its charter, which shall be posted on the Company's website. Each committee has the authority to engage outside experts, advisers and counsel to the extent it considers appropriate to assist the committee in its work. Each committee will regularly report to the Board concerning the committee's activities.

The Audit Committee is responsible for (a) the hiring, oversight and compensation of the independent public accountants that audit the Company's financial statements, (b) monitoring the effectiveness of the Company's internal financial and accounting organization and controls and financial reporting, and (c) reviewing management policies relating to risk assessment and risk management.

The Compensation and Management Development Committee (a) reviews and determines salaries and other matters relating to compensation of the executive officers of the Company, (b) reviews the Company's overall compensation policies and practices for all employees with a view to determining whether aspects thereof may be reasonably likely to have a material adverse effect on the Company, (c) administers the Company's equity incentive plans, including the review and granting of equity awards to eligible employees under the Company's existing equity incentive plans, (d) reviews the performance, training and development of Company management in achieving corporate goals and objectives, and (e) oversees the Company's management succession planning.

The Nominating and Corporate Governance Committee reviews and reports to the Board on matters of corporate governance and reviews and addresses these Guidelines and recommends revisions as appropriate. The Nominating and Corporate Governance Committee reviews all proposals submitted by shareholders for action at the Annual Shareholders' Meeting, and recommends action by the Board with regard to each such proposal.

The Strategic Planning Committee assists the Board in discharging and performing its oversight role regarding the Company's long term strategic planning, and gives guidance to management in creating the Company's long term strategic plans.

e. **<u>Committee Membership</u>.** The Audit Committee, the Compensation and Management Development Committee, and the Nominating and Corporate Governance Committee shall each consist of three or more directors, each of whom shall satisfy the independence (and, in the case of the Audit Committee, the financial literacy and experience) requirements of the Securities Exchange Act of 1934, the New York Stock Exchange, the Sarbanes-Oxley Act of 2002 and any other applicable rules and regulations, except that the Strategic Planning Committee may include one or more non-independent directors. The members of these committees will also meet the other membership criteria specified in the respective charters for these committees. Committee members will be appointed by the Board upon recommendation by the Nominating and Governance Committee of the Board, in accordance with the charter and principles of the committee.

9. **<u>Director Responsibilities</u>:** The fundamental role of the directors is to exercise their business judgment to act in what they reasonably believe to be the best interests of the Company and its shareholders, taking into consideration all stakeholders. The Board's detailed responsibilities include, without limitation, (i) reviewing and, where appropriate, approving the Company's major financial objectives, strategic and operating plans and actions; (ii) overseeing the conduct of the Company's business to evaluate whether the business is being properly managed; and (iii) overseeing the processes for maintaining the integrity of the Company with regards to its financial statements and other public disclosures, and compliance with law and ethics. In fulfilling that responsibility the directors should be able to rely on the honesty and integrity of the Company's senior management and expert legal, accounting, financial and other advisors.

The Board has delegated to the Chief Executive Officer, working with the other executive officers of the Company, the authority and responsibility for managing the business of the Company in a manner consistent with the standards and practices of the Company, and in accordance with any specific plans, instructions or directions of the Board. The Chief Executive Officer and management are responsible to seek the advice and, in appropriate situations, the approval of the Board with respect to extraordinary actions to be undertaken by the Company.

The Board requires each of its members to attend the annual meeting of shareholders of the Company, unless a director has an acceptable reason for his/her absence.

10. **Directors Who Change Their Present Job Responsibility; Other Board Relationships:** The Board does not believe that directors who retire or significantly change the job responsibilities they held when they came on the Board should necessarily leave the Board. However, upon such event, the director is expected to submit a letter of resignation for consideration by the Board via the Nominating and Corporate Governance Committee. The Committee will review the continued appropriateness of Board membership by that director and make a recommendation to the Board.

Directors must limit the number of other boards on which a director serves in order to ensure that such service does not interfere with the director's ability to fulfill his or her duties as a member of the Board. To that end, no director may serve on more than four publicly-traded company boards without the Board's consent. Service in excess of this limitation obtained prior to the Board's adoption of this limitation may be maintained unless the Board determines that doing so would impair the director's service on the Board. In addition, before accepting an additional board position, a director should obtain the approval of the Nominating and Corporate Governance Committee.

11. **Term Limits:** The Board does not believe it should establish term limits. While term limits could help insure that there are fresh ideas and viewpoints available to the Board, they hold the disadvantage of losing the contribution of directors who over time have developed increasing insight into the Company and its operations and therefore provide an increasing contribution to the Board as a whole.

12. **Retirement Age:** Unless otherwise approved by the Board, there is no mandatory retirement age for board members or management.

13. **Succession Planning:** There should be available, on a continuing basis, the Chief Executive Officer's recommendation as to his successor should the Chief Executive Officer be unexpectedly disabled. There should be an annual report by the Chief Executive Officer to the Board on succession planning of key executives.

14. **Leadership Development:** In addition to the succession planning annual report, there should at the same time be a report on leadership development throughout the management organization by the Chief Executive Officer.

15. **Strategic Plan:** Every year the Board will review and approve a multi-year strategic plan and a one-year operating plan for the Company.

16. **Board Communication with Outside Parties:** The Board believes that management speaks for the Company. Individual Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company. It is expected that Board members will do so only with the knowledge of management and the Presiding Independent Director, and in most instances, at the request of management.

17. **<u>Formal Evaluation of the Chief Executive Officer</u>:** The Compensation and Management Committee should submit to the independent directors annually at the close of the fiscal year an evaluation of the Chief Executive Officer. After review, amendment and agreement by the independent directors, the evaluation should be communicated to the Chief Executive Officer by the independent directors. The evaluation should be based on objective criteria including performance of the business, accomplishment of long-term objectives, development of management, etc. The independent director's final evaluation will be used by the Compensation and Management Development Committee when considering and recommending to the Board the compensation of the Chief Executive Officer.

18. **<u>Orientation and Continuing Education</u>:** The Chief Executive Officer, in conjunction with management, is responsible for new director orientation programs and for director continuing education programs. The orientation programs are designed to familiarize new directors with the Company's businesses, strategies and challenges and to assist new directors in developing and maintaining skills necessary or appropriate for the performance of their responsibilities. The continuing education programs are designed to ensure that directors have sufficient information about the Company and their duties.