

**MOTORCAR PARTS OF AMERICA, INC.**  
**AUDIT COMMITTEE CHARTER**  
**Adopted November 2, 2018**

**Purpose**

The Audit Committee is appointed by the Board of Directors (the “Board”) to oversee the accounting and financial reporting processes of the Company and the audits of the Company’s financial statements. In that regard, the Audit Committee assists the Board in fulfilling its oversight responsibility for (1) the integrity of the financial statements of the Company, (2) the effectiveness of the Company’s internal control over financial reporting (3) the independent auditor’s qualifications and independence, (4) the performance of the Company’s internal audit function and the independent auditors, and (5) the compliance by the Company with legal and regulatory requirements.

The Audit Committee shall prepare the Audit Committee Report required by the rules of the Securities and Exchange Commission (the “Commission”) to be included in the Company’s annual proxy statement. The Audit Committee shall maintain free and open communication between the Audit Committee, the independent auditor, the internal auditor and management and ensure all such parties are aware of each of their respective responsibilities.

**Committee Membership**

The Audit Committee shall consist of no fewer than three members. Each member of the Audit Committee shall meet the independence and experience requirements of the Nasdaq Stock Market LLC (“NASDAQ”) Listing Rulebook and the Securities Exchange Act of 1934, as amended (the “Exchange Act”). All members of the Audit Committee shall be able to read and understand fundamental financial statements. No member of the Audit Committee shall have participated in the preparation of the financial statements of the Company in the past three years. At least one member of the Audit Committee shall be an “audit committee financial expert” as defined by the Commission. However, one director who does not meet the NASDAQ definition of independence, but who meets the criteria set forth in Section 10A(m)(3) under the Exchange Act and the rules thereunder, and who is not a current officer or employee or a family member of such individual, may serve for no more than two years on the Audit Committee if the Board, under exceptional and limited circumstances, determines that such individual’s membership is required by the best interests of the Company and its shareholders. Such individual must satisfy the independence requirements set forth in Section 10A(m)(3) of the Exchange Act, and may not chair the Audit Committee. The use of this “exceptional and limited circumstances” exception, as well as the nature of the individual’s relationship to the Company and the basis for the Board’s determination, shall be disclosed in the annual proxy statement.

In addition, if an Audit Committee member ceases to be independent for reasons outside the member’s reasonable control, his or her membership on the Audit Committee may continue until the earlier of the Company’s next annual shareholders’ meeting or one year from the occurrence of the event that caused the failure to qualify as independent. If the Company is not already relying on this provision, and falls out of compliance with the requirements regarding Audit Committee composition due to a single vacancy on the Audit Committee, then the Company

will have until the earlier of the next annual shareholders' meeting or one year from the occurrence of the event that caused the failure to comply with this requirement. The Company shall provide notice to NASDAQ immediately upon learning of the event or circumstance that caused the non-compliance, if it expects to rely on either of these provisions for a cure period.

The members of the Audit Committee shall be appointed and may be removed, with or without cause, and may be replaced by the Board.

## **Meetings**

The Audit Committee shall meet as often as it determines necessary, but not less frequently than quarterly. As part of its responsibility to foster open communications, the Audit Committee shall meet periodically in separate executive sessions with management, the internal auditors and the independent auditor, and have such other direct and independent interaction with such persons from time to time as the members of the Audit Committee deem appropriate. A majority of the Committee members shall constitute a quorum. The Audit Committee may request any officer or employee of the Company or the Company's independent counsel or independent auditor to attend a meeting of the Audit Committee or to meet with any members of, or consultants to, the Audit Committee. Written minutes of Audit Committee meetings shall be maintained.

## **Committee Chair**

A Committee Chair may be appointed by the Board. If a Committee Chair is not appointed by the Board, the Audit Committee may elect a Committee Chair. The Committee Chair shall preside at each meeting. If the Committee Chair is absent from a meeting, another member of the Committee will be appointed by the Committee to act as Chair.

## **Committee Authority and Responsibilities**

The Audit Committee shall have the sole authority to appoint, determine funding for, and oversee the independent auditors (subject, if applicable, to shareholder ratification). The Audit Committee shall discuss with the independent auditors the overall scope and plan for each audit, including the adequacy of staffing and compensation of the work of the independent auditor. The Audit Committee shall be directly responsible for the compensation and oversight of the work of the independent auditor (including resolution of disagreements between management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work. The independent auditor shall report directly to the Audit Committee.

The Audit Committee shall pre-approve all auditing services, internal control-related services and permitted non-audit services (including the range of fees and terms thereof) to be performed for the Company by the independent auditor, subject to the *de minimus* exception for non-audit services described in Section 10A(i)(1)(B) of the Exchange Act that are approved by the Audit Committee prior to the completion of the audit. The Audit Committee shall review and discuss with the independent auditor any documentation supplied by the independent auditor as to the nature and scope of any tax services to be approved, as well as the potential effects of the provision of such services on the auditor's independence. The Audit Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate, including the authority to grant pre-approvals of audit and permitted non-audit services, *provided*

that decisions of such subcommittee to grant pre-approvals shall be presented to the full Audit Committee at its next scheduled meeting.

The Audit Committee shall have the authority, to the extent it deems necessary or appropriate, to conduct or authorize investigations into any matters brought to its attention within the scope of the duties and responsibilities delegated to the Audit Committee. The Audit Committee shall have unrestricted access to all Company books, records and personnel, and may engage legal advisors or other independent advisors or experts to assist in any such investigation.

The Audit Committee shall have the authority, to the extent it deems necessary or appropriate, to engage and determine funding for independent legal, accounting or other advisors. The Company shall provide appropriate funding, as determined by the Audit Committee, for payment of compensation to the independent auditor for the purpose of rendering or issuing an audit report or performing other audit, review or attest services for the Company and to any advisors employed by the Audit Committee, as well as funding for the payment of ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.

The Audit Committee shall establish and oversee procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and for the confidential and anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters.

The Audit Committee shall, from time to time, report to the Board and review and reassess the adequacy of this charter and recommend any proposed changes it deems advisable to the Board for approval. The Audit Committee shall from time to time review and assess its own performance and shall report the results of such self-evaluation to the Board and submit any recommended changes to the Board for its consideration.

The Audit Committee, to the extent it deems necessary or appropriate, shall:

### **Financial Statement and Disclosure Matters**

1. Review and discuss with management and the independent auditor the annual audited financial statements, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations."
2. Review and discuss with management and the independent auditor the Company's quarterly financial statements prior to the filing of its Form 10-Q, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," the results of the independent auditor's review of the quarterly financial statements and all auditor-required communications to the Audit Committee pursuant to Public Company Accounting Oversight Board ("PCAOB") standards.
3. Consider the implications of all required communications made by the independent auditor to the Audit Committee upon conclusion of the audit pursuant to PCAOB

Auditing Standard 1301, including U.S. generally accepted accounting principles (“GAAP”) reporting issues, critical accounting policies, passed administrative rules and judgements made in connection with the preparation of the Company’s financial statements including any significant changes in the Company’s selection or application of accounting principles.

4. Review and discuss with management the Audit Committee’s process for testing controls, its findings and the management report on internal controls. Discuss with the independent auditor the results of the independent auditor’s testing and the independent auditor’s evaluation of deficiency severity, including material weaknesses and significant deficiencies. Consider management’s remediation plans and the appropriateness of disclosures around material weaknesses.
5. Review and discuss with management (including the senior internal audit executive) the independent auditor’s internal controls report and the independent auditor’s attestation report prior to the filing of the Company’s Form 10-K.
6. Review and discuss with management and the independent auditors changes in internal controls employed by the Company and the related disclosures related thereto.
7. Review and discuss quarterly reports from the independent auditors on:
  - (a) all critical accounting policies and practices to be used;
  - (b) all alternative treatments of financial information within GAAP that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor; and
  - (c) other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.
8. Discuss with management the Company’s earnings press releases, including the use of “pro forma” or “adjusted” non-GAAP information, as well as financial information and earnings guidance provided to analysts and rating agencies. Such discussion may be general (consisting of discussing the types of information to be disclosed and the types of presentations to be made).
9. Discuss with management and the independent auditor the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Company’s financial statements.
10. Recommend to the Board to include the audited financial statements in the Company’s Form 10-K.

11. Discuss with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies.
12. Review and approve the Company's decision to enter into swaps and other derivatives transactions that are exempt from exchange-execution and clearing under "end-user exception" regulations established by the Commodity Futures Trading Commission; and review and approve the Company's policies governing the Company's use of swaps and other derivatives transactions subject to the end-user exception.
13. Discuss with management the Audit Committee's evaluation of disclosure controls, including disclosures made to the Audit Committee by the Company's CEO and CFO during their certification process for the Form 10-K and Form 10-Q about any significant deficiencies in the design or operation of internal controls or material weaknesses therein, and any fraud involving management or other employees who have a significant role in the Company's internal controls.

#### **Oversight of the Company's Relationship with the Independent Auditor**

14. Before the engagement of the independent auditor and at least annually thereafter, review and discuss with the independent auditor the independent auditor's written communications to the audit committee regarding the relationships between the auditor and the company that, in the auditor's professional judgment, may reasonably be thought to bear on its independence and affirming in writing to the audit committee that the auditor is independent.
15. Review and evaluate the lead partner of the independent auditor team.
16. Prior to engaging the independent auditor, obtain and review a report from the independent auditor at least annually regarding: (a) the independent auditor's internal quality-control procedures; (b) any material issues raised by the most recent internal quality-control review or peer review of the independent auditor, or by any inquiry or investigation by governmental or professional authorities (including but not limited to PCAOB investigation results) within the preceding five years respecting one or more independent audits carried out by the independent auditor; and (c) any steps taken to deal with any such issues. Evaluate the qualifications, performance and independence of the independent auditor, including considering whether the independent auditor's quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the auditor's independence, and taking into account the opinions of management and internal auditors. The Audit Committee shall present its conclusions with respect to the independent auditor to the Board.
17. Obtain from the independent auditor a formal written statement delineating all relationships between the independent auditor and the Company. It is the responsibility of the Audit Committee to actively engage in a dialogue with the

independent auditor with respect to any disclosed relationships or services that may impact the objectivity and independence of the independent auditor and for purposes of taking, or recommending that the full Board take, appropriate action to oversee the independence of the independent auditor.

18. Ensure the rotation of the lead (or coordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit as required by law. Consider whether, in order to assure continuing auditor independence, it is appropriate to adopt a policy of rotating the independent auditor on a regular basis.
19. Recommend to the Board policies for the Company's hiring of employees or former employees of the independent auditor.
20. Meet with the independent auditor prior to the audit to discuss the planning and staffing of the audit.

### **Oversight of the Company's Internal Audit Function**

21. Review and concur with the appointment, replacement or dismissal of the senior internal auditing executive.
22. Review, with the senior internal audit executive, the:
  - (a) Internal audit charter.
  - (b) Annual audit plan and all major changes to the plan.
  - (c) Internal audit budget, resource plan, activities, and organizational structure of the internal audit function.
23. Discuss, with management and the independent auditor, the internal audit department responsibilities, budget and staffing, and any recommended changes in the planned scope of the internal audit plan.
24. Review the significant reports to management prepared by internal audit and management responses.
25. Review and assess the annual performance of the senior internal audit executive and review and approve the annual compensation of the senior internal audit executive.

### **Compliance Oversight Responsibilities**

26. Ascertain from an inquiry of the independent audit, internal audit, management, and internal counsel whether any illegal acts have been identified. Ascertain that any such matters are receiving the appropriate attention.

27. Obtain reports from management, the Company's senior internal auditing executive and the independent auditor that the Company and its subsidiary/foreign affiliated entities are in conformity with applicable legal requirements and the Company's Code of Business Conduct and Ethics. Advise the Board with respect to the Company's policies and procedures regarding compliance with applicable laws and regulations, and with the Company's Code of Business Conduct and-Ethics.
28. Discuss the Company's policies regarding risk assessment and risk management, including the risk of fraud. Such discussion shall also include a discussion of major financial risk exposures and steps taken to monitor and control such exposures, including but not limited to anti-fraud programs and controls.
29. Review all related-party transactions defined by Item 404 of Regulation S-K on an ongoing basis.
30. Discuss with management and the independent auditor any correspondence with regulators or governmental agencies, and any published reports that raise material issues regarding the Company's financial statements or accounting policies.
31. Discuss with the Company's General Counsel legal matters that may have a material impact on the financial statements or the Company's compliance policies.

#### **Limitation of Audit Committee's Role**

The Audit Committee's responsibilities are limited to those set forth in this Chapter. Management is responsible for establishing and maintaining accounting policies and procedures in accordance with GAAP and other applicable reporting and disclosure standards, for preparing the Company's financial statements and maintaining internal controls. The Company's independent auditor is responsible for auditing and reviewing those financial statements and testing the effectiveness of controls and reports on those financial statements and the effectiveness of internal controls.