

Dorman Products, Inc.
Compensation Committee Charter

(Amended and Restated as of December 5, 2024)

Purpose

Pursuant to this charter (the “Charter”), the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Dorman Products, Inc. (the “Company”) is responsible for:

1. evaluating and approving the compensation of:
 - a. the Company’s Chief Executive Officer (the “CEO”);
 - b. the Company’s officers other than the CEO who are classified by the Company as executive officers for purposes of U.S. Securities and Exchange Commission (“SEC”) rules under Section 16 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) (the “Section 16 Officers”); and
 - c. the members of the Company’s executive management team who are direct reports to the CEO, other than the Executive Officers (collectively, with the CEO and the Section 16 Officers, the “Officers”);
2. evaluating and approving all of the Company’s incentive compensation plans and equity-based plans;
3. preparing an annual report on executive compensation for inclusion in the Company’s annual report on Form 10-K or the Company’s annual proxy statement in accordance with applicable rules and regulations; and
4. other matters determined by the Board from time to time.

Membership

The Committee shall consist of three or more directors all of whom, in the judgment of the Board, shall be independent in accordance with the rules and regulations of the SEC and the rules of the Nasdaq Stock Market, Inc. (“NASDAQ”) and satisfy any other applicable requirements for service as a compensation committee member under NASDAQ rules. Each member of the Committee (or any subcommittee thereof) must also qualify as a “non-employee director” for the purposes of Rule 16b-3 under the Exchange Act. Any action taken by the Committee during a period in which one or more of the members subsequently is determined to have failed to meet the membership qualifications shall nevertheless constitute duly authorized actions of the Committee and shall be valid and effective for all purposes, except to the extent required by law or determined appropriate by the Committee to satisfy regulatory standards.

The members of the Committee shall be appointed by the Board. One member of the Committee shall be appointed as chairperson by the Board or by majority vote of the members of the Committee. The chairperson will chair all meetings of the Committee and set the agenda for each Committee meeting. The members shall serve for a term of one year or until their successors shall be appointed and qualified or until such member’s earlier resignation, removal, retirement, disqualification or death. The Board may remove any member from the Committee at any time with or without cause. The Board shall have the authority to fill vacancies or add additional members to the Committee.

Operations

The Committee shall meet at least once a year. Additional meetings may occur as the Committee or its chairperson deems advisable. The Committee will cause to be kept minutes of all its proceedings and shall report regularly to the Board regarding its actions. The Committee is governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee is authorized and empowered to adopt its own rules of procedure not inconsistent with (a) any provision of this Charter, (b) any provision of the bylaws of the Company, or (c) the laws of the Commonwealth of Pennsylvania.

The Committee may invite such members of management to its meetings as it deems appropriate. The Committee may meet in executive session without the presence of the management at any time at its discretion, including during voting or deliberations on executive compensation. The CEO cannot be present during any voting or deliberations by the Committee on his or her compensation.

The Committee may form and delegate authority to subcommittees of the Committee when the Committee deems appropriate, provided, however, that when appropriate to satisfy the requirements of Section 16b-3 of the Exchange Act, any such subcommittee shall be composed solely of two or more members that have been determined to be “non-employee directors” within the meaning of Rule 16b-3 under the Exchange Act. The Committee may delegate to one or more officers of the Company the authority to make grants and awards of cash or options or other equity securities to anyone who is not an Officer under the Company’s incentive-compensation or other equity-based plans as the Committee deems appropriate and in accordance with the terms of such plan; provided that such delegation follows the plan and applicable law.

Duties and Responsibilities

The Committee shall have the following authority and responsibilities:

1. To review and approve annually the compensation of the Officers, including but not limited to (a) the annual base salary level, (b) the annual incentive opportunity level, (c) the long-term incentive opportunity level, (d) the grant of all forms of bonus and stock compensation, (e) any special or supplemental benefits, and (f) the performance goals and objectives related to the foregoing, including an evaluation of the performance of Officers in light of such goals and objectives.
2. To review, approve, and, when appropriate, recommend to the Board for approval, any employment agreements, consulting agreements and any severance arrangements or plans, including any benefits to be provided in connection with a change in control, for the current and prospective Officers, directors or former directors, which includes the ability to adopt, amend and terminate such agreements, arrangements or plans.
3. To review, approve, and, when appropriate or required, recommend to the Board and shareholders for approval, incentive compensation plans and equity-based plans, which includes the ability to adopt, amend and terminate such plans. The Committee shall also have the authority to administer the Company's incentive compensation plans and equity-based plans, including designation of the persons (including non-employee directors) to whom the awards are to be granted, the amount of the award or equity to be granted and the terms and conditions applicable to each award or grant, subject to the provisions of each plan.

4. To annually review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A"), determine whether or not to recommend that the CD&A be included in the Company's annual report on Form 10-K or the Company's proxy statement and produce the compensation committee report required under applicable SEC rules to be included in the Company's annual report on Form 10-K or the Company's proxy statement.
5. To oversee the Company's compliance with SEC rules and regulations regarding shareholder advisory votes on executive compensation and the frequency of such votes and to discuss the results of shareholder advisory votes on "say-on-pay" and any other feedback garnered through the Company's ongoing shareholder outreach that may be in effect from time to time.
6. To periodically review the compensation paid to non-employee directors for their service and make recommendations to the Board for any adjustments.
7. To review and approve any stock ownership guidelines and holding requirements for directors and Officers of the Company and monitor compliance therewith.
8. To oversee the risk management process with respect to compensation policies and to consider, on at least an annual basis, whether risks arising from the Company's compensation policies and practices for all employees, including non-Officers, are reasonably likely to have a material adverse effect on the Company.
9. To oversee and approve the management continuity planning process to the extent not otherwise delegated to another committee of the Board from time to time. To review and evaluate the leadership development and succession plans relating to Officer positions and make recommendations to the Board with respect to the selection of individuals to occupy these positions.
10. To review, discuss, and approve compensation philosophy.
11. To establish and periodically review policies in the area of senior management perquisites.
12. To review and approve the implementation or revision of any clawback policy allowing the Company to recoup compensation paid to executive officers and other employees and administer and enforce any clawback policy consistent with the terms of the policy.
13. To approve or make recommendations to the Board with respect to the adoption or modification of policies regarding the pledging or hedging of Company stock, if any, and monitor compliance with respect to any adopted policy on pledging and hedging.
14. To review and oversee stockholder proposals relating to executive compensation and related governance matters.
15. To monitor compensation and regulatory developments and trends relating to compensation matters and solicit independent advice where appropriate.
16. To annually review and assess the adequacy of this Charter and recommend to the Board for approval any proposed changes to this Charter.
17. To make an annual performance evaluation of the Committee.
18. Any other responsibilities within the scope of its functions as the Committee may determine, as may otherwise be required by law or regulation, or as expressly delegated to the Committee by the Board from time to time.

Outside Advisors

The Committee shall have the authority, in its sole discretion, to retain or obtain the advice of a compensation consultant, legal counsel or other adviser. The Committee shall be directly responsible for appointing, setting the compensation and overseeing the work of any compensation consultant, legal counsel or other adviser retained by the Committee.

The Committee shall receive appropriate funding from the Company, as determined by the Committee, for the payment of reasonable compensation to a compensation consultant, legal counsel or any other advisor retained by the Committee.

The Committee may select, or receive advice from, a compensation consultant, legal counsel or other adviser (other than the Company's in-house counsel) only after undertaking an independence assessment of the compensation consultant, legal counsel or other advisor, taking into consideration the following factors or other factors as may be required by NASDAQ from time to time:

1. the provision of other services to the Company by the person (i.e. the compensation consulting firm, the law firm, or other advisory firm) that employs the compensation consultant, legal counsel or other adviser;
2. the amount of fees received from the Company by the person (i.e. the compensation consulting firm, the law firm, or other advisory firm) that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
3. the policies and procedures of the person (i.e. the compensation consulting firm, the law firm, or other advisory firm) that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
4. any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the compensation committee;
5. any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and
6. any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with any Officer.

The Committee is not required to assess the independence of any compensation adviser that acts in a role limited to (a) consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of Officers or directors of the Company and that is generally available to all salaried employees; and/or (b) providing information that either is not customized for the Company or that is customized based on parameters that are not developed by the adviser, and about which the adviser does not provide advice. The Committee shall evaluate, on at least an annual basis, whether any work provided by the Committee's compensation consultant raised any conflict of interest. Finally, the Committee shall pre-approve any services to be provided to the Company or its subsidiaries by any of the Committee's compensation consultants or their affiliates.