

**Dorman Products, Inc.**  
**Audit Committee Charter**  
**(Amended and Restated as of February 22, 2023)**

**Purpose**

The purpose of the Audit Committee (the “Committee”) of Dorman Products, Inc. (the “Company”) is to assist the Board of Directors of the Company (the “Board”) with the oversight of (a) the accounting and financial reporting processes of the Company and the audits of the financial statements of the Company, (b) the independent auditor’s qualifications, appointment, compensation, retention, engagement and independence, (c) the performance of the Company’s independent auditors, (d) the Company’s compliance with legal and regulatory requirements, (e) the Company’s internal audit function, (f) the effectiveness of the Company’s control environment, including its systems of disclosure controls and procedures and internal controls over financial reporting, (g) the governance over, and effectiveness of, the Company’s risk management processes, particularly with respect to financial risk exposure, (h) the Company’s key information technology (“IT”) systems and security programs, and (i) the other matters determined by the Board from time to time. The Committee shall also be responsible for preparing an audit committee report as required by rules of the U.S. Securities and Exchange Commission (the “SEC”) to be included in the Company's annual proxy statement.

**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 Nasdaq Stock Market, Inc. for purposes of audit committee membership. Each member shall, in the judgment of the Board, be able to read and understand fundamental financial statements, including the Company's balance sheet, income statement, and cash flow statement. In addition, each member shall not have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years. Additionally, the Company must have at least one member of the Committee who has past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the individual's financial sophistication, including being or having been a chief executive officer, chief financial officer, or other senior officer with financial oversight responsibilities.

It is also expected that at least one member of the Committee will be an “audit committee financial expert” as defined by the applicable SEC rules, who may be the same person with the financial sophistication described in the preceding paragraph. The designation or identification of a person as an audit committee financial expert does not (i) impose on such person any duties, obligations or liability that are greater than the duties, obligations and liability imposed on such person as a member of the Committee and the Board in the absence of such designation or identification or (ii) affect the duties, obligations or liability of any other member of the Committee or the Board.

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. If the Board does not appoint a chairperson, the members of the Committee shall designate a chairperson by the majority vote of the full Committee membership. The chairperson will chair all meetings of the Committee. 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 four times each year and at such other times as it deems necessary to fulfill its responsibilities. Additional meetings may occur as the Committee or its chairperson deems advisable. The Committee will cause to be kept adequate 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 other electronic technology), 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 shall meet separately, periodically, with management, with any internal auditors (or any other personnel or service providers responsible for the internal audit function), and with independent auditors.

Any duties and responsibilities of the Committee, including, but not limited to, the authority to preapprove all audit and permitted non-audit services of the auditor, may be delegated to a subcommittee of the full Committee. The Committee may also delegate to one or more designated members the authority to preapprove all audit and permitted non-audit services. The decisions of any member or subcommittee to which authority is delegated to preapprove an audit or permitted non-audit service of the auditor shall be presented to the full Committee at each of its scheduled meetings.

## **Authority**

The Committee will have the resources and authority necessary to discharge its duties and responsibilities. The Committee shall have the authority, in its sole discretion, to retain or obtain the advice of independent legal, accounting or other advisers, as it deems necessary to carry out its duties, including complete authority to approve their fees and other retention terms. The Committee shall receive appropriate funding from the Company, as determined by the Committee, for the payment of (i) compensation to any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company; (ii) compensation to any outside legal, accounting or other advisers retained by the Committee; and (iii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Committee will take all necessary steps to preserve the privileged nature of those communications.

## **Responsibilities**

The Committee shall have the following responsibilities:

1. Be directly responsible for the appointment, compensation, retention, oversight and, when necessary, termination of the work of any registered public accounting firm engaged (including resolution of disagreements between management and the auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, and each such registered public accounting firm must report directly to the Committee.
2. Pre-approve all auditing services and non-audit services (other than “prohibited non-audit services”) to be provided to the Company by its independent registered public accounting firm. Comply with all preapproval requirements of Section 10A(i) of the Securities Exchange Act of 1934, as amended,

and all SEC rules relating to the administration by the Audit Committee of the auditor engagement to the extent necessary to maintain the independence of the auditor as set forth in 17 C.F.R. Part 210.2-01(c)(7).

The following shall be prohibited non-audit services: (i) bookkeeping or other services related to the accounting records or financial statements of the Company; (ii) financial information systems design and implementation; (iii) appraisal or valuation services, providing fairness opinions or preparing contribution-in-kind reports; (iv) actuarial services; (v) internal audit outsourcing services; (vi) management functions or human resources; (vii) broker or dealer, investment adviser or investment banking services; (viii) legal services and expert services unrelated to the audit; and (ix) any other service that the Public Company Accounting Oversight Board (“PCAOB”) and/or the SEC prohibits through regulation.

3. At least annually, obtain and review a report by the outside auditor describing (i) the outside auditor’s internal quality-control procedures; (ii) any material issues raised by the most recent 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, respecting one or more audits carried out by the firm, and any steps taken to deal with any such issues.
4. Review and discuss the Company’s annual and quarterly financial statements with management and the independent auditor, including the Company’s disclosures under “Management’s Discussion and Analysis of Financial Condition and Results of Operations.” The Committee shall make a recommendation to the Board as to whether the annual financial statements should be included in the Company’s Annual Report on Form 10-K.
5. Review and discuss with the independent auditor a draft of the auditor’s report.
6. In consultation with management, the independent auditor and the internal audit personnel, review the integrity of the Company’s financial reporting process. Discuss with management and the independent auditor significant financial reporting issues and judgments 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, any major issues as to the adequacy of the Company’s internal controls and any special steps adopted in light of material control deficiencies and the adequacy of disclosures about changes in internal controls over financial reporting.
7. Review and discuss reports from the independent auditor on:
  - (a) All critical accounting policies and practices to be used;
  - (b) All alternative treatments of financial information within generally accepted accounting principles 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. Oversee the Company’s internal audit function, which may be outsourced to a third-party service provider.
9. Review and discuss with management the Company’s earnings press releases (paying particular attention to the use of any “pro forma” or “adjusted” non-GAAP information and measures), as well as financial information and earnings guidance provided to analysts and rating agencies. The

Committee's discussion in this regard may be general in nature (i.e., discussion of the types of information to be disclosed and the type of presentation to be made) and need not take place in advance of each earnings release or each instance in which the Company may provide earnings guidance.

10. Review with the independent auditor the matters required to be discussed by the applicable auditing standards adopted by the PCAOB and approved by the SEC from time to time, including, without limitation, any difficulties encountered in the course of the audit work, any restriction on the scope of activities or access to requested information and any significant disagreements with management, and management's responses to such matters.
11. Discuss Company policies with respect to risk assessment and risk management.
12. Review any significant findings noted by external regulatory agencies, as well as periodically review and discuss with the Company's General Counsel, or his or her designee, any legal matters that have been brought to the Committee's attention and that could have a significant impact on the Company's financial statements.
13. Review and approve or ratify all transactions between the Company and any Related Person that are required to be disclosed pursuant to Item 404(a) of Regulation S-K ("Item 404(a)"). "Related Person" shall have the meaning given to such term in Item 404(a), as amended from time to time. The Committee will discuss with the independent auditor its evaluation of the Company's identification of, accounting for, and disclosure of its relationships with related parties as set forth under the standards of the PCAOB.
14. Ensure its receipt from the outside auditors of a formal written statement delineating all relationships between the auditor and the Company, and actively engage in a dialogue with the auditor with respect to any disclosed relationships or services that may impact the objectivity and independence of the auditor and for taking, or recommending that the full Board take, appropriate action to oversee the independence of the outside auditor.
15. Establish procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and (ii) the confidential, anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters.
16. Establish clear hiring policies for employees or former employees of the independent auditor.
17. Confirm and evaluate the rotation of the audit partners on the audit engagement team as required by law.
18. Oversee the Company's compliance with legal and regulatory requirements, as well as oversee policies and procedures relating to the Company's handling of ethics matters, including the administration of the Code of Ethics for Senior Financial Officers.
19. Review the Company's key IT systems and security controls with the Company's principal executive responsible for IT. Evaluate the adequacy of the Company's IT security program, compliance and controls with the principal executive responsible for IT.
20. To annually review and assess the adequacy of this Charter and recommend to the Board any proposed changes to this Charter.

21. Make an annual performance evaluation of the Committee.
22. Make such other recommendations to the Board on such matters, within the scope of its function, as may come to its attention and which in its discretion warrant consideration by the Board.

### **Limitations**

The Committee is responsible for the duties and responsibilities set forth in this charter, but its role is oversight and therefore it is not responsible for either the preparation or certification of the Company's financial statements or the auditing of the Company's financial statements. The members of the Committee are not employees of the Company and may not be accountants or auditors by profession or experts in accounting or auditing. Management has the responsibility for preparing the financial statements and implementing internal controls and the independent auditors have the responsibility for auditing the financial statements and monitoring the effectiveness of the internal controls, subject, in each case, to the oversight of the Committee described in this charter. The review of the financial statements by the Committee is not of the same character or quality as the audit performed by the independent auditors. The oversight exercised by the Committee is not a guarantee that the financial statements will be free from mistake or fraud. In carrying out its responsibilities, the Committee believes its policies and procedures should remain flexible in order to best react to a changing environment.