

DORMAN PRODUCTS, INC.
SENIOR MANAGEMENT AND NON-EMPLOYEE
DIRECTOR STOCK OWNERSHIP GUIDELINES
(Amended and Restated as of February 22, 2024)

The Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Dorman Products, Inc. (the “Company”) believes that in order to further align the long-term interests of the Company’s shareholders and management, the Company’s Senior Management (defined below) and Non-Employee Directors should maintain a specified level of ownership in the Company’s common stock. Therefore, the Committee has adopted the following formal stock ownership guidelines (the “Ownership Guidelines”) for the Company’s Senior Management and non-employee directors:

Senior Management Stock Ownership Guidelines:

For purposes of these Ownership Guidelines, the members of “Senior Management” of the Company include the following:

- the Chief Executive Officer (the “CEO”);
- 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 rules under Section 16 of the Securities Exchange Act of 1934, as amended (the “Section 16 Officers”); and
- the members of the Company’s executive management team who are direct reports to the CEO and are not Section 16 Officers (together with the Section 16 Officers, the “Other Executive Officers”).

Each member of Senior Management is required, within five years following his or her date of hire or promotion (or, if later, January 1, 2020), to own shares of the Company’s common stock (as determined in accordance with the section entitled “Shares Included in Ownership Calculation” below) having an aggregate value at least equal to:

- Chief Executive Officer – Five (5) times his or her annual base salary; and
- Each of the Other Executive Officers – Two (2) times his or her annual base salary.

Once achieved, the guideline amount must be maintained at the level that pertains to an individual’s then-current title for as long as the individual is subject to these Stock Ownership Guidelines.

Non-Employee Director Stock Ownership Guidelines:

Each Non-Employee Director is required, within five years following his or her first election to the Board (or, if later, January 1, 2020), to own shares of the Company’s common stock (as determined in accordance with the section entitled “Shares Included in Ownership Calculation” below) having an aggregate value at least equal to five (5) times the amount of the annual cash retainer that the Company pays such director for regular service on the Board (not including any cash compensation paid for services as Lead Director or chair of a Board committee). To the extent (a) the Non-Executive Chairman is receiving compensation pursuant to that certain Transition and Release Agreement dated February 23, 2023 between the Non-Executive Chairman and the Company (the “Transition Agreement”), the Non-Executive Chairman is required to own shares of the Company’s common stock (as determined in accordance with the section entitled “Shares Included in Ownership Calculation” below) having an aggregate value at least equal to four (4) times the amount payable to the Non-Executive Chairman as continued annual base salary under Section 1(i) of the Transition Agreement, and (b) the Non-Executive Chairman is not receiving compensation pursuant to the Transition Agreement, the Non-Executive Chairman is required to own shares of the Company’s common stock (as determined in accordance with the section entitled “Shares Included in Ownership Calculation” below) having an aggregate value at least equal to five (5) times the amount of the annual cash retainer that the Company pays such Non-Executive Chairman for regular service on the Board (not including any cash compensation paid for services as Chairman, Lead Director or chair of a Board committee). Non-Employee Directors are subject to these Ownership Guidelines for as long as they continue to serve on the Board.

Shares Included in Ownership Calculation:

For the purpose of determining stock ownership levels, the following forms of equity interests in the Company are included:

- Shares owned directly by the individual or his or her immediate family members residing in the same household;

- Share held in a trust for the benefit of the individual or his or her immediate family members;
- Shares owned through savings plans, such as the Company's 401(k) plan, or acquired through a Company sponsored employee stock purchase plan;
- Unvested time-based restricted stock held by the individual;
- Shares underlying unvested time-based restricted stock units held by the individual; and
- Shares, restricted stock and restricted stock units held by the individual in any Company sponsored deferred compensation plan.

For purposes of these Ownership Guidelines, shares underlying stock options, unvested performance-based restricted stock and shares underlying unvested performance-based restricted stock units will not be considered when determining an individual's stock ownership.

Hardship Exceptions:

There may be rare instances in which compliance with these Ownership Guidelines would place a severe hardship on an individual or would prevent an individual from complying with a court order, such as in the case of a divorce settlement. In these instances, the Committee will evaluate whether exceptions from these Ownership Guidelines should be made. If an exception is granted in whole or in part, the Committee will, in consultation with the individual, develop an alternative stock ownership plan that reflects both the intention of these Ownership Guidelines and the individual's particular circumstances. Any such granted exception and alternative stock ownership plan shall be deemed to be consistent with these Ownership Guidelines and shall not be deemed a waiver.

Compliance:

The Committee shall be responsible for monitoring the application of these Ownership Guidelines. To determine compliance with these Ownership Guidelines, a calculation will be made in January of each year based on:

- (a) the then-current salary or annual retainer;
- (b) with respect to shares of common stock owned outright (e.g., held directly, in a trust, through a Company sponsored benefit plan or in a deferred account), the value of the stock using the average closing price of the Company's stock for the prior calendar year; and
- (c) with respect to unvested restricted stock and restricted stock unit awards, using the greater of:
 - i. the closing price of the Company's stock on the last trading day of the prior calendar year; and
 - ii. the value of the awards on the date of grant.

Once an individual covered by these Ownership Guidelines has achieved compliance in any year, if he or she fails to meet these Ownership Guidelines in any subsequent year solely because of a decline in the price of the Company's common stock, he or she shall not be found to be noncompliant. Calculations shall be presented to the Committee for its review at its first regularly scheduled quarterly meeting for the year, or at such other time as the Committee chairperson requests.

The Committee has the discretion to enforce these Ownership Guidelines on a case-by-case basis. Failure to meet, or in unique circumstances, to show sustained progress toward meeting these Ownership Guidelines may be a factor considered by the Committee in determining future long-term incentive equity grants and/or appropriate levels of compensation.

Amendment:

The Committee may amend these Ownership Guidelines at any time and from time to time in its sole discretion.