



Vendor Code of Conduct

November 2015

We are committed to the highest level of ethical and legal conduct in all aspects of our business, and we seek to establish and maintain mutually beneficial, long-term relationships with business partners who demonstrate a commitment to these principles. We have developed this Vendor Code of Conduct to communicate these principles to our business partners, and we expect our business partners, as well as their affiliates, employees, officers, directors, agents and representatives, to adhere to these principles. If a business partner violates this Vendor Code of Conduct, we may investigate and take such corrective action as we deem appropriate, up to and including termination of our commercial relationship.

Anti-Bribery and Anti-Corruption

Business partners may never promise, offer or give any money or anything of value to any government official to influence any governmental act or decision affecting our business. A “government official” includes:

- An employee or person acting on behalf of a government or a department, agency or instrumentality of government.
- An employee or person acting on behalf of a company or business that is owned or controlled by a government.
- A political party, political official, or candidate for political office.

Bribery involving commercial parties (non-government officials) is also prohibited under this Vendor Code of Conduct. To this end, business partners may never promise, offer or give any money or anything of value to any employee, agent or representative of SMP or any current or potential business partner of SMP to induce the recipient or any other person to act improperly in the performance of their functions, or to reward them for acting improperly, or where the recipient would act improperly by accepting the money or thing of value. A person acts improperly where they act illegally, unethically, or contrary to an expectation of good faith or impartiality, or where they abuse a position of trust.

Conflict Minerals Policy & Reporting Obligations

We have endorsed a policy against the use of columbite-tantalite (coltan), cassiterite, gold, wolframite, tantalum, tin and tungsten (referred to as “conflict minerals”) that directly or indirectly finance or benefit armed groups in the Democratic Republic of the Congo (DRC) or any adjoining country. Our policy is publicly available at www.smpcorp.com under “Investor Relations—Governance Documents—Conflict Minerals Policy Statement.”

In furtherance of our policy, our business partners must provide timely, accurate and complete information to the extent possible regarding the usage, origination and sourcing of conflict minerals in our supply chain. The information provided must be in sufficient detail to enable us to comply with all of our and our customers' due diligence and disclosure requirements under Rule 13p-1 of the Securities Exchange Act of 1934. Business partners must specifically endeavor to identify the smelters and refiners in our supply chain that were reported to have processed conflict minerals that were sourced from the DRC or any adjoining country.

Product Safety & Quality Control

As a manufacturer and distributor of automotive parts, we place significant value on the quality of our parts and in ensuring that our parts meet or exceed rigorous testing standards and performance specifications. Our parts have the ability to affect the operation of motor vehicles, and as such, we have a duty to delivery safe, reliable and high-quality parts to our customers. Our business partners must endorse the same values and duties, and adhere to the quality processes and procedures that we communicate to you from time to time.

Confidential Information

We may provide you with confidential, proprietary and non-public information belonging to SMP and our customers, suppliers and other third parties in the course of our business dealings. Business partners have a duty to protect and safeguard the confidentiality of this information, and to use it only for the purpose for which it was disclosed. Business partners must also not disclose this information to any person, including any person outside their organization (such as sub-suppliers) or within their organization (such as fellow employees), unless that person has a business need to know the information and the business partner has the right to share it with them.

If a business partner has the right to share confidential information with another person, in most instances, the business partner will be responsible for that person's misuse of the information, so the business partner must make sure that it has appropriate agreements and controls in place to address this risk.

If a business partner receives any request or demand to disclose information under any law, regulation or order issued by a court or governmental agency, the business partner must immediately advise the Legal Department of SMP.

Intellectual Property Rights

The term "intellectual property" or "IP" refers to valuable, legally protected rights that are the product of the human intellect, such as patents (*e.g.*, processes, methods and manufactured goods), copyrights (*e.g.*, software, websites and catalogs), trademarks (*e.g.*, names, logos and slogans) and trade secrets (*e.g.*, business, financial and technical information).

Applicable law establishes the owner of IP and how that owner may use or restrict others from using its IP. Business partners must take care to respect the IP rights of others. Business partners

must never intentionally infringe another person's IP rights. If a business partner is given the right to use another person's IP, the business partner must make sure that its use complies with the rights that were given to it.

Conflicts of Interest

Occasionally, we may engage our business partners to act on our behalf or to provide advice on matters within their expertise. In these situations, our business partners are responsible for avoiding all conflicts of interest, such as personal or family interests that could interfere or appear to interfere with their ability to make sound, objective business decisions that are in the best interest of our Company.

If you believe that a conflict of interest has occurred or may occur in the future, you have a duty to immediately report the matter to SMP. If you have any questions regarding these requirements or our expectations, you are encouraged to contact us immediately for further clarification.

Health & Safety

We believe that all workers deserve to work in a safe environment. Business partners must implement robust health and safety standards throughout their business operations to protect their employees and ensure compliance with all applicable laws and regulations regarding workplace safety. Health and safety standards should include policies, procedures and training designed to prevent workplace injuries, accidents and illness.

Labor & Human Rights

We respect human rights and ethical labor practices, and we require that our business partners recognize such rights and practices in all aspects of their business. We explicitly forbid the use of human trafficking, forced labor, unlawful child labor and slavery in the manufacture, distribution and sale of products, and we will not tolerate the use of such practices by those with whom we conduct business.

We may periodically assess the risks of human trafficking, forced labor, unlawful child labor and slavery in our supply chains, and implement reasonable and appropriate measures to mitigate any identified risks, including by conducting independent, unannounced audits of suppliers to evaluate their compliance with these requirements, or by requiring suppliers to certify their compliance with applicable laws regarding such matters, such as the California Transparency in Supply Chains Act.

Fair & Equal Treatment of All Employees

Our business partners must treat all employees with fairness, dignity and respect, and maintain a work environment that is free from discrimination and harassment. We will not tolerate any form of physical, sexual, psychological or verbal harassment or abuse of any kind.

All employees should be treated fairly and equally, and all employment-related decisions should be based solely on a person's qualifications and performance. Business partners must not make any employment-related decisions on the basis of race, religion, creed, national origin, ancestry, sex, gender, age, physical or mental disability, citizenship, genetic information, military service, or any other characteristic protected by applicable law.

Wage and Hour Laws

Business partners must comply at all times with applicable laws regarding payroll practices, payroll deductions, overtime, meal and rest breaks, and timekeeping requirements. Business partners should ensure that their employees understand the timing and frequency of wage payments, and all deductions that the business partner is required or permitted by law to make with respect to such wage payments. Business Partners should also ensure that they have accurate time records and that employees are paid for all hours worked in a timely manner.

Environmentally Conscious Practices

We are committed to conducting our business operations in an environmentally responsible manner, and we expect our business partners to share the same commitment. From time to time our business partners should assess the environmental impact of their operations and strive to implement innovative and efficient manufacturing processes to reduce their impact. Business partners should also implement and maintain certified environmental management systems where appropriate in their operations to assist in these endeavors by providing the tools needed to measure and improve their environmental impact.

Business partners who transport, store, use or dispose of regulated materials in their operations, including chemicals and hazardous substances, must implement processes and procedures to ensure their compliance with all applicable laws regarding such materials. Such laws include, but are not limited to, international substance control requirements such as Regulation (EC) No. 1907/2006 on the Registration, Evaluation, Authorisation and Restriction of Chemicals ("REACH"), and Directive 2002/95/EC on the restriction of the use of certain hazardous substances in electrical and electronic equipment ("RoHS").

Insider Trading Laws

Business partners must not trade in the securities of SMP while in the possession of material, non-public information about SMP that was obtained in the course of doing business with the company. In general terms, information concerning our company is "material" if a reasonable investor would consider the information important in deciding to buy or sell securities of the company, and information is "non-public" if it has not been disclosed to the general public and given adequate time to disseminate.

Antitrust Laws

The goal of antitrust laws is to create a competitive marketplace, in which efficient and innovative businesses thrive. We believe that our company will prosper in a marketplace free of

collusion and anticompetitive practices. We are committed to complying with applicable antitrust laws in all of the markets in which we compete, and we expect our business partners to share the same commitment.

Subcontractors

We may permit our business partners to engage another person (*i.e.*, a subcontractor) to provide the goods or services to SMP that the business partner is obligated to provide. Where SMP permits a business partner to engage a subcontractor, the business partner must ensure that the subcontractor will comply with all of the provisions of this Vendor Code of Conduct. At SMP's request, the business partner must certify compliance, and obtain the subcontractor's certification of compliance, with all of the provisions of this Vendor Code of Conduct.

Reporting Concerns

If you suspect that this Vendor Code of Conduct may have been violated, you have a duty to immediately notify SMP. You may also use our toll-free helpline or website to report the suspected violation anonymously.

Toll-Free Helpline:

- U.S. and Canada (English): 844-600-0079
(Spanish): 800-216-1288
(French): 855-725-0002
- Mexico: 01-800-681-5340
- China: Dial AT&T access code 10-811 or 108-10
Then dial 800-603-2869
- Hong Kong: Dial AT&T access code 800-96-1111 or 800-93-2266
Then dial 800-603-2869
- Poland: Dial AT&T access code 0-0-800-111-1111
Then dial 800-603-2869
- United Kingdom: Dial AT&T access code 0-800-89-0011, 0-500-89-0011 or
0-800-013-0011. Then dial 800-603-2869

**AT&T access codes are subject to change. For the most up-to-date information relating to these access codes, please visit AT&T's website at <http://www.business.att.com/bt/access.jsp>.*

Website Address: www.lighthouse-services.com/smpcorp

E-Mail Address: reports@lighthouse-services.com (you must reference SMP by name)

Fax Number: 215-689-3885 (you must reference SMP by name)