



Solutions That Move the World



ANNUAL REPORT 2024



### REGISTRAR AND TRANSFER AGENT

Computershare Trust Company, N.A.  
PO Box 43006  
Providence, RI 02940-3006  
www.computershare.com/investor

### INDEPENDENT AUDITORS

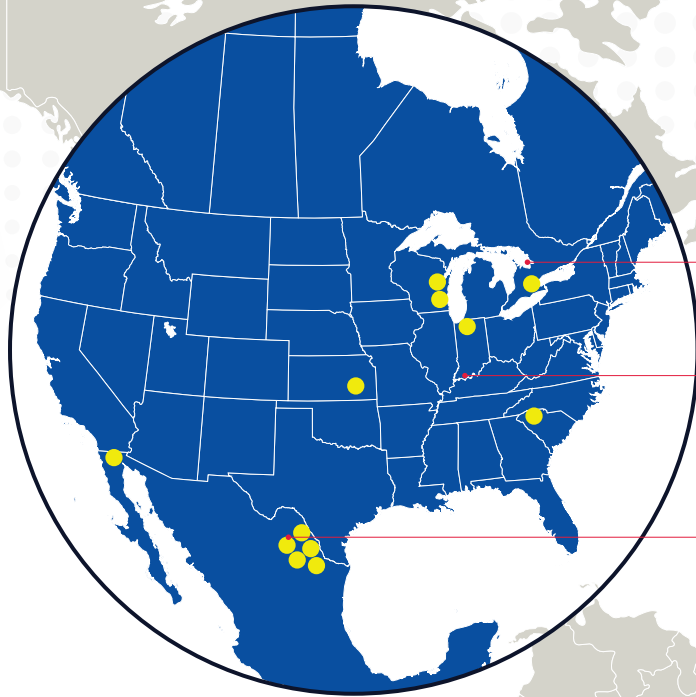
KPMG LLP  
345 Park Avenue  
New York, NY 10154

### COMMON STOCK

Standard Motor Products, Inc.'s Common Stock is listed on the New York Stock Exchange under the symbol "SMP"



## MANUFACTURING LOCATIONS

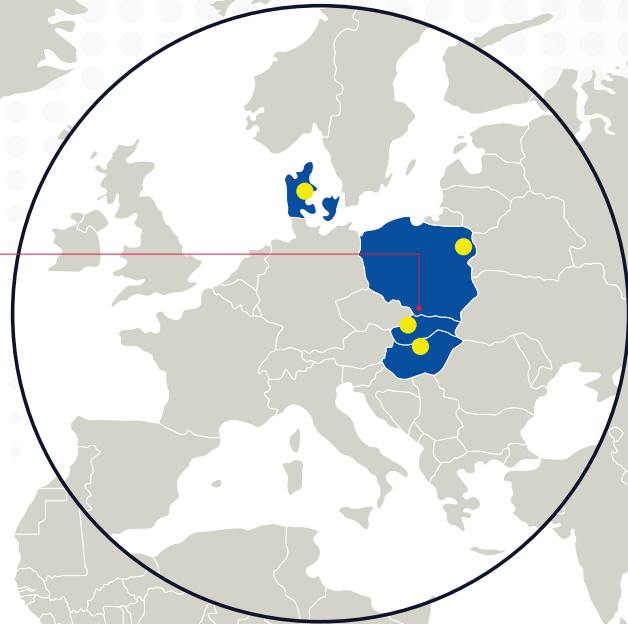


**Europe**  
4 Facilities

**Canada**  
1 Facility

**U.S.A**  
5 Facilities

**Mexico**  
6 Facilities



# YEAR ENDED DECEMBER 31,

|  | 2024 |                   | 2023 |            |
|--|------|-------------------|------|------------|
| Net Sales  | \$   | <b>1,463,849</b>  | \$   | 1,358,272  |
| Operating Income <sup>1</sup>                                |      | <b>101,693</b>    |      | 95,243     |
| Earnings From Continuing Operations <sup>1,2</sup>           | \$   | <b>70,456</b>     | \$   | 64,787     |
| Adjusted EBITDA <sup>1,2</sup>                               | \$   | <b>140.1</b>      | \$   | 126.7      |
| <b>PER SHARE:</b>  |      |                   |      |            |
| Earnings From Continuing Operations <sup>1,2</sup> - Diluted | \$   | <b>3.17</b>       | \$   | 2.92       |
| Dividends  |      | <b>1.16</b>       |      | 1.16       |
| Stock Price at Year End                                      | \$   | <b>30.98</b>      | \$   | 39.81      |
| Average Number of Common and Dilutive Shares                 |      | <b>22,237,059</b> |      | 22,161,341 |
| Assets   | \$   | <b>1,814,126</b>  | \$   | 1,293,047  |
| Stockholders' Equity   | \$   | <b>630,082</b>    | \$   | 650,873    |

(Dollars in thousands, except per share amounts)

<sup>1</sup> Non-GAAP. See the Reconciliation of GAAP and Non-GAAP Measures on the page facing the inside back cover of this Annual Report

<sup>2</sup> Attributable to SMP



**Asia**  
**5 Facilities**

## ABOUT THE COMPANY

With over 100 years in business, we are a leading manufacturer and distributor of premium replacement parts in the automotive aftermarket and a custom engineered solutions provider to vehicle and equipment manufacturers in diverse non-aftermarket end markets. Our business is organized into four operating segments: Vehicle Control, Temperature Control, Nissens Automotive and Engineered Solutions. Our aftermarket products are primarily used to perform non-discretionary repairs that extend the service life of vehicles by replacing critical components that have failed over time and that are necessary for vehicles to operate as designed. Our Engineered Solutions operating segment offers a broad array of conventional and future-oriented technologies in markets for commercial and light vehicles, construction, agriculture, power sports, marine, hydraulics and lawn & garden. SMP's strategy combines growth, stability and diversification to balance today's corporate needs with future opportunities, along with a goal to provide steady, long-term shareholder returns through consistent dividends, reinvestment into our company and selective acquisitions that serve to make our businesses stronger.

## TO OUR SHAREHOLDERS



**ERIC P. SILLS**

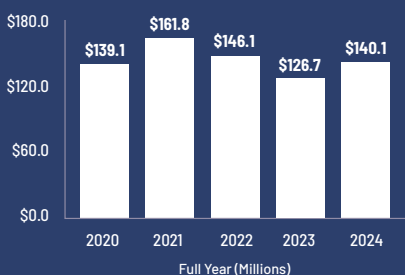
Chairman of the Board &  
Chief Executive Officer

2024 was a landmark year for SMP. We achieved record sales across all segments, generated strong earnings growth, and consummated the biggest acquisition in our 105-year history. This success is a testament to the hard work, dedication, and strategic focus of our team, and it positions us well for the future.

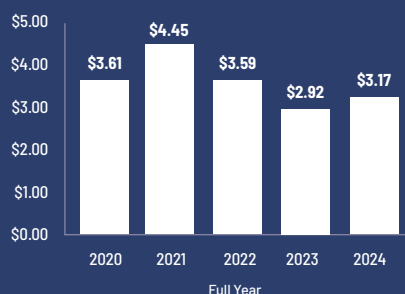
### CONSOLIDATED NET SALES



### EBITDA (W/O SPECIAL ITEMS)\*



### DILUTED EPS (W/O SPECIAL ITEMS)\*



\*See the Reconciliation of GAAP and Non-GAAP Measures on the page facing the inside back cover of this Annual Report

### QUARTERLY DIVIDENDS



\*\*Dividend paid in two quarters

## Nissens Automotive Acquisition

A key highlight of the year was the acquisition of Nissens, completed in November. This transaction was not only the largest in our company's history but also a transformative one, expanding and diversifying our reach into new end markets.

Nissens is a market leader in essential thermal and engine efficiency products in Europe, and an outstanding strategic fit for our company. A growing and profitable organization with a strong leadership team, their business complements ours perfectly, and their strategy aligns with our own.

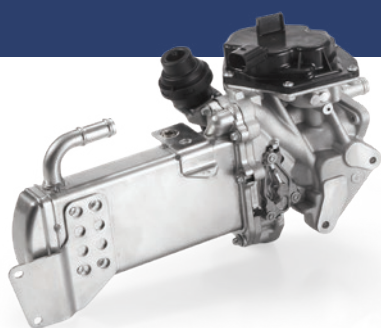
This acquisition offers us tremendous benefits including geographic expansion, a more diverse customer base, cross-selling across our combined portfolio, and meaningful cost savings potential. We are excited about what the future holds as we work together to unlock these significant opportunities.

## Business Performance

Overall, 2024 was a solid year as each of our individual operating segments delivered record results. The North American aftermarket continued to demonstrate its resilience in a volatile global environment, and our largely non-discretionary products remained in high demand.

Our Vehicle Control segment showed consistent performance throughout the year, with each quarter surpassing the previous year's sales. Our Temperature Control business, which can be impacted by the weather, showed outsized growth as record heat across the United States made for an extended selling season.

Differing from the aftermarket, our Engineered Solutions business is dependent on new vehicle and equipment production schedules and thus can be more prone to the ebbs and flows of consumer purchasing behaviors. After a strong first half, we experienced softening in certain end markets.





And lastly, Nissens performed to our expectations in the short time that it was part of SMP, considering that these are the slowest months of the year for its seasonal business.

## Looking Ahead

We recognize that we are heading into times of economic uncertainty and volatility.

History has shown that the aftermarket sector, which is greater than 80% of our business, tends to outperform in times like these, and we feel good about ongoing customer demand. Furthermore, with Nissens we now have expanded global diversification.

While our Engineered Solutions business faces certain demand headwinds, our customer relationships continue to strengthen as we become known as a high-quality supplier with a broad portfolio, and they are rewarding us with new contracts. We remain confident in our ability to drive ongoing success over the long term.

Threats of tariffs abound, and while it remains unclear where they will be applied and for how long, we are pleased with the geographic diversity of our supply chain. With manufacturing operations balanced among North America, Europe and Asia, and with sourcing across the globe, we believe we are well-positioned to navigate these challenges.

2025 will be a year of major initiatives as we continue the transformation of our business into a global player. The integration of Nissens is already yielding positive results, with teams engaged across a variety of sales growth and cost savings programs. And we have many other initiatives underway aimed at expanding profitability and driving long-term sustainable growth.

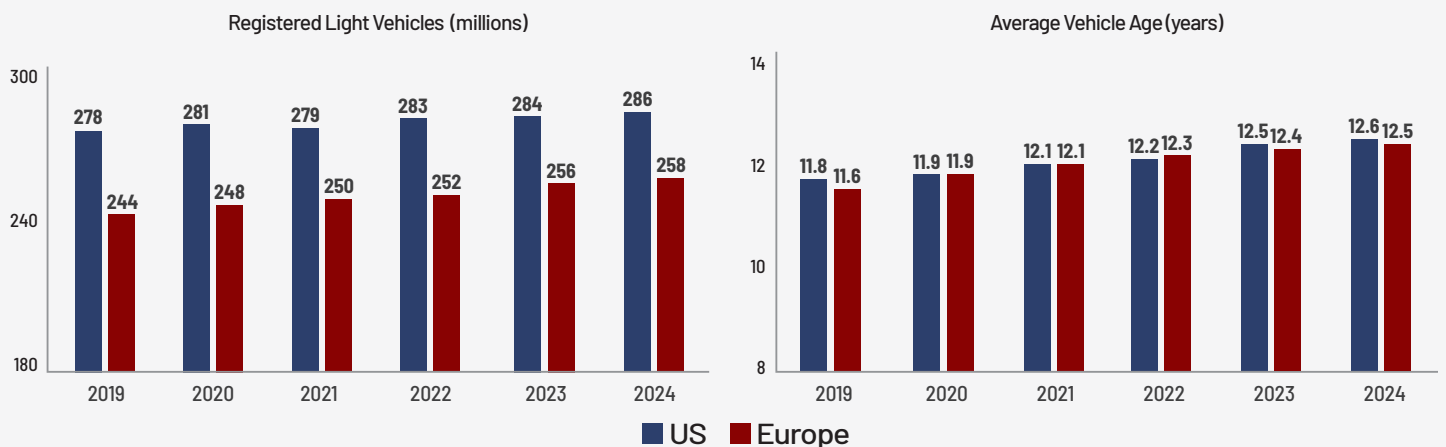
Ultimately, it is the strength of our team that gives me the greatest confidence in our continued success, as we execute on these opportunities and deliver exceptional value to our shareholders.

Thank you for your continued trust and support.

Sincerely,

Eric Sills  
Chairman of the Board & Chief Executive Officer

## Favorable Market Conditions





# ANNUAL MEETING OF SHAREHOLDERS

The Annual Meeting of Shareholders of Standard Motor Products, Inc. will be held online at [www.virtualshareholdermeeting.com/SMP2025](http://www.virtualshareholdermeeting.com/SMP2025) on Thursday May 15, 2025 at 2:00 p.m. (Eastern Daylight Time)

A notice of this meeting, together with a proxy statement, is being mailed to all shareholders on or about April 15, 2025.



**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**  
**FORM 10-K**

(Mark One)

- ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the fiscal year ended December 31, 2024**

**or**

- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from \_\_\_\_ to \_\_\_\_**

**Commission file number: 001-04743**

**Standard Motor Products, Inc.**

(Exact name of registrant as specified in its charter)

**New York**

(State or other jurisdiction of incorporation or organization)

**11-1362020**

(I.R.S. Employer Identification No.)

**37-18 Northern Blvd., Long Island City, New York**

(Address of principal executive offices)

**11101**

(Zip Code)

**Registrant's telephone number, including area code:**

**(718) 392-0200**

**Securities registered pursuant to Section 12(b) of the Act:**

| Title of each class                      | Trading Symbol(s) | Name of each exchange on which registered |
|--|-------------------|---|
| Common Stock, par value \$2.00 per share | SMP               | New York Stock Exchange LLC               |

**Securities registered pursuant to Section 12(g) of the Act:**

**None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See definition of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer

Accelerated Filer

Non-Accelerated Filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

The aggregate market value of the voting common stock based on the closing price on the New York Stock Exchange on June 30, 2024 (the last business day of registrant's most recently completed second fiscal quarter) of \$27.73 per share held by non-affiliates of the registrant was \$544,138,691. For purposes of the foregoing calculation only, all directors and officers have been deemed to be affiliates, but the registrant disclaims that any of such are affiliates.

As of February 25, 2025, there were 21,861,880 outstanding shares of the registrant's common stock, par value \$2.00 per share.

#### **DOCUMENTS INCORPORATED BY REFERENCE**

The information required by Part III of this Report is incorporated herein by reference from the registrant's definitive proxy statement relating to its annual meeting of stockholders to be held on May 16, 2024.

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# STANDARD MOTOR PRODUCTS, INC.

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## PART I

*In this Annual Report on Form 10-K, “Standard Motor Products,” “we,” “us,” “our,” “SMP,” and the “Company” refer to Standard Motor Products, Inc. and its subsidiaries, unless the context requires otherwise. This Report, including the documents incorporated herein by reference, contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements in this Report are indicated by words such as “anticipates,” “expects,” “believes,” “intends,” “plans,” “estimates,” “projects,” “strategies” and similar expressions. These statements represent our expectations based on current information and assumptions and are inherently subject to risks and uncertainties. Our actual results could differ materially from those which are anticipated or projected as a result of certain risks and uncertainties, including, but not limited to, changes or loss in business relationships with our major customers and in the timing, size and continuation of our customers’ programs; changes in our supply chain financing arrangements, such as changes in terms, termination of contracts and/or the impact of rising interest rates; the ability of our customers to achieve their projected sales; competitive product and pricing pressures; increases in production or material costs, including procurement costs resulting from higher tariffs, and inflationary cost increases in raw materials, labor and transportation, that cannot be recouped in product pricing; the performance of the automotive aftermarket and/or other end-markets that we supply; changes in the product mix and distribution channel mix; economic and market conditions; successful integration of acquired businesses; our ability to achieve benefits from our cost savings initiatives; product liability matters (including, without limitation, those related to asbestos-related contingent liabilities); the effects of disruptions in the supply chain caused by geopolitical risks; uncertainties in U.S. trade policy, particularly as it relates to Mexico, Canada and China; as well as other risks and uncertainties, such as those described under Risk Factors, Quantitative and Qualitative Disclosures About Market Risk and those detailed herein and from time to time in the filings of the Company with the SEC. Forward-looking statements are made only as of the date hereof, and the Company undertakes no obligation to update or revise the forward-looking statements, whether as a result of new information, future events or otherwise. In addition, historical information should not be considered as an indicator of future performance.*

### ITEM 1. BUSINESS

#### Overview

We are a leading manufacturer and distributor of premium replacement parts in the automotive aftermarket and a custom-engineered solutions provider to vehicle and equipment manufacturers in diverse non-aftermarket end markets. Our business is organized into four operating segments: *Vehicle Control*, *Temperature Control*, *Nissens Automotive* and *Engineered Solutions*. *Nissens Automotive* is a new operating segment created in the fourth quarter of 2024 following the completion of our previously-disclosed acquisition of AX V Nissens III ApS (now known as SMP Nissens III ApS) and its direct and indirect subsidiaries (“Nissens Automotive”) in November 2024. Our *Vehicle Control*, *Temperature Control* and *Nissens Automotive* operating segments supply the automotive aftermarket with premium replacement parts in largely non-discretionary categories. Our products are primarily used to perform non-discretionary repairs that extend the service life of vehicles by replacing critical components that have failed over time and that are necessary for vehicles to operate as designed. Our *Engineered Solutions* operating segment offers a broad array of conventional and future-oriented technologies in markets for commercial and light vehicles, construction, agriculture, power sports, marine, hydraulics and lawn and garden. We sell our products primarily to retailers, warehouse distributors, original equipment manufacturers and original equipment service part operations in the United States, Europe, Canada, Mexico, Asia and other foreign countries.

Our operating segment structure provides clarity to the unique dynamics and margin profiles of the markets we serve, and it is designed to align our operations with our strategic focus on diversifying our business and capturing opportunities for future growth.

Our *Vehicle Control Segment* services our core automotive aftermarket customers through its offering of premium replacement parts within the following major product groups.

- (1) *Engine Management*, which includes components for the ignition, emissions and fuel delivery systems of vehicles utilizing an internal combustion engine. Product categories include air injection and induction components, air management valves, regulators and solenoids, exhaust gas recirculation (EGR) components, fuel injectors and related components, fuel valves, ignition coils, connectors and sockets, modules, pumps, relays and fuses, starting and charging system parts, and vapor and purge components.
- (2) *Electrical & Safety*, which includes components for the electrical and safety systems of vehicles, and are powertrain neutral vehicle technologies. Product categories include electrical switches and actuators, chassis and drivetrain sensors such as anti-lock brake and vehicle speed sensors, fluid level sensors, pressure sensors such as tire pressure monitoring, temperature sensors, and sensors for advanced driver assistance systems (ADAS), along with battery cables, pigtails, sockets and a wide range of electrical wire, terminals, connectors, and tools for servicing a vehicle's electrical system.
- (3) *Wire Sets & Other*, which includes spark plug wire sets, coil on plug boots and accessories servicing the vehicle's ignition system. Certain product categories within this group are in secular decline based upon product life cycle.

Many *Vehicle Control* systems use on-board computers to monitor inputs from sensing devices located throughout the vehicle. As the complexity of these systems continues to develop and proliferate, we expect to benefit from increased demand for our sensors, switches, actuators, valves, solenoids and related parts, which are designed to function with these systems.

We also expect to benefit from government regulations regarding vehicle safety and emissions. For example, we believe emissions laws and fuel economy regulations have had a positive impact on sales of our ignition, emissions control and fuel delivery parts since vehicles not meeting emissions inspection standards may require repairs utilizing parts sold by us. Similarly, as government-mandated safety devices, such as anti-lock braking systems and ADAS, proliferate with new vehicle production, we anticipate increased replacement opportunities for many of our products such as ABS sensors, TPMS sensors, traction control products and ADAS replacement parts.

Our *Temperature Control Segment* also services our core automotive aftermarket customers through its offering of premium replacement parts within the following major product groups:

- (1) *AC System Components*, which includes compressors, air conditioning repair kits, connecting lines, heat exchangers, and expansion devices.
- (2) *Other Thermal Components*, which includes parts that provide engine, transmission, electric drive motor, and battery temperature management.

We believe our *Temperature Control Segment* is poised to benefit from the broader adoption of more complex air conditioning systems that will provide passenger comfort regardless of the vehicle's powertrain. For example, in addition to cabin comfort, powertrains such as electric vehicles will require cooling systems for the batteries, electronics, motors and other applications.

Our *Nissens Automotive Segment* was created in the fourth quarter of 2024 following the completion of our previously-disclosed acquisition of Nissens Automotive, a leading European supplier of thermal management and engine efficiency products for the automotive aftermarket. Our *Nissens Automotive Segment* offers premium replacement parts within the following major product groups:

- (1) *Engine Cooling*, which includes radiators and oil coolers, electronics, such as electric water pumps and temperature sensors, and related components, such as expansion tanks and fan clutches.
- (2) *Air Conditioning*, which includes compressors and condensers, electronics, such as blowers, fans and pressure sensors, and related components, such as evaporators, expansion valves and heaters.
- (3) *Engine Efficiency*, which includes turbochargers and intercoolers, electronics, such as exhaust gas recirculation (EGR) valves and modules, and related components, such as EGR coolers and oil feed pipes.

Our *Engineered Solutions Segment* services our vehicle and equipment manufacturing customers across diverse global end markets, including commercial and light vehicles, construction, agriculture, power sports, marine, hydraulics and lawn and garden, through an offering of custom-engineered solutions within the following product categories:

- (1) *Thermal Management Products*, which are designed to control the operating temperature of HVAC, battery and heat exchange systems, such as electrical compressors, fans, motors and pumps.
- (2) *Sensors*, covering applications in speed, position, temperature, pressure, level and particulate matter, among others.
- (3) *Switches*, covering applications in electrical performance, position, temperature, pressure, tilt and fluid levels, among others.
- (4) *Power Distribution*, covering applications in power switching, industrial solenoids, and voltage regulators.
- (5) *Electrification & Electronics*, which includes controller area network (CAN) devices, CAN bus wiring and splitting devices, and electronic controls, transmitters and components.
- (6) *Injection & Fuel Delivery*, covering an extensive array of applications in transportation, such as gasoline, diesel and alternative fuels, such as compressed natural gas, liquefied natural gas, liquefied petroleum gas, and hydrogen.
- (7) *Ignition & Emissions*, which includes wire, ignition coils and positive crankcase ventilation valves.
- (8) *Clamping Devices*, covering commercial and light vehicle automotive applications, and industrial applications.



## **Our Business Strategy**

*Our Corporate Mission is to be a leading global supplier of parts and services to diverse end markets for the vehicles of yesterday, today and tomorrow, while leveraging our heritage of integrity and respect for all of our stakeholders.*

We sell our products in the automotive aftermarket in North America primarily to retailers and warehouse distributors, who buy directly from us and sell directly to jobber stores, professional technicians and to individual consumers who perform “do-it-yourself” repairs on their personal vehicles. In the automotive aftermarket in Europe, we sell primarily to wholesalers and distributors, who may be members of international trading groups, in addition to retailers and repair shops.

We believe that our value proposition is a key competitive advantage in maintaining our position as a strategic partner to our customers and a leader in the automotive aftermarket.

*In the automotive aftermarket, our mission is to be the best full-line, full-service supplier of premium Vehicle Control and Temperature Control products.*

### **Our Aftermarket Value Proposition**

- *Premium Quality Products*
- *Premium Brands*
- *Full-Line Coverage*
- *Supply Chain Excellence*
- *Field Sales Support*
- *Marketing Support*
- *World-Class Training*
- *Basic Manufacturing*

#### Premium Quality Products.

We offer professional grade products intended to fit, form and function to standards that meet or exceed the original equipment (“OE”) product it replaces. Our products undergo rigorous product qualification, testing our products against exacting specifications and performance criteria. In some cases, we have successfully identified and implemented improvements in the durability of our products through the evaluation and analysis of OE product failures in the field.

Premium Brands.

We believe that our brands are a key component of our value proposition, and serve to distinguish our premium products from those of our competitors. We market and distribute our products under our own brands, such as:



*Vehicle Control*



*Temperature Control*



*Nissens Automotive*



We also distribute our products to customers for resale under private labels and the following co-labels:

*Vehicle Control*



In some cases, we have developed our product offering and brand strategies to support our customers' initiatives to market a tiered product assortment designed to satisfy end-user preferences for quality and value. We believe that this alignment makes us an invaluable business partner to our customers.

Full-Line Coverage.

Our product offering is designed to ensure our automotive aftermarket customers have the parts needed to maintain, service and repair the wide range of vehicles in operation. We offer a full line of critical components for most years, makes, models and engine sizes. Our product offering is a reflection of the vehicles in operation, the adoption rates of new vehicle technologies by original equipment manufacturers, the number of miles driven, and the failure rates of parts in service. We continuously look to expand our coverage through the addition of late-model applications in existing product categories as well as new product categories in response to evolving vehicle technologies, or that otherwise complement our existing offering and have potential for high growth.

We focus on expanding our product coverage in advanced powertrain technologies, including start and stop technology, cylinder deactivation, variable valve timing, turbochargers, electronic throttle bodies, diesel exhaust emissions control, gasoline direct injection, active grill shutters; electrification, such as battery cooling fans, drive battery charging cables and adapters, and electric coolant pumps; and safety related categories, such as anti-lock brake, vehicle speed sensors, tire pressure monitoring, park assist sensors and advanced driver assistance components, including blind spot detection sensors, cruise control distance sensors, lane departure sensor cameras and park assist backup cameras.

### Supply Chain Excellence.

Product availability, including order turn-around time and fill rates, are critical measures of performance in the automotive aftermarket, and we partner with our suppliers and customers, to implement focused initiatives designed to achieve high levels of performance against these key metrics. For example, we manage forecasting responsibilities for our major retail customers, and provide twelve month projections to our suppliers to assist in their raw material and capacity planning to ensure continuity of supply.

In 2023, we announced plans to open a new distribution center in Shawnee, Kansas. The new facility, which began a phased opening in 2024 and is expected to be fully operational in 2025, will expand our total distribution network square footage to meet our growing demands in the automotive aftermarket, and integrate new distribution technologies including a mechanized material handling system designed to deliver improved logistics capabilities, operational efficiencies, as well as enhanced employee, customer and supplier experiences. The new Shawnee, Kansas distribution facility will also bring our *Vehicle Control* and *Temperature Control* products geographically closer to our Midwest and West Coast customers, reducing transportation lead-time, and will ultimately provide disaster recovery capabilities for automotive aftermarket products across our divisions.

### Field Sales Support.

We believe our technically-trained salesforce is a key competitive advantage. Our field sales support focuses on educating parts professionals (*e.g.*, customer team members) and professional technicians in highly technical product categories. Our customers depend on our sales personnel as a reliable source for technical information and to assist with sales to their customers (*e.g.*, jobber stores, professional technicians and individual consumers performing “do-it-yourself” repairs). We direct a significant portion of our sales efforts to our customers’ customers to generate demand for our products. The structure of our salesforce facilitates these efforts, enabling us to implement our sales and marketing programs uniformly throughout the distribution channel.

### Marketing Support.

We support our customers with superior value-added services such as data-driven category management based on vehicles in operation, sophisticated parts catalogs, available online and through our mobile application, and technical support, including selection, assortment and application support for all of our products. We also grant our customers royalty-free licenses to use certain intellectual property rights to advertise, market and sell our products. The licenses primarily cover vehicle application data, which is used to identify the parts necessary to service any particular vehicle make, model, year and/or engine size, product information data, including product interchanges, part numbers, attributes, high resolution images and videos, dimensions, specifications and other technical descriptions of parts and components.

### World-Class Training.

We generate demand for our products through our technical training program, which offers training seminars to professional automotive technicians. Our training program is accredited by the National Institute for Automotive Service Excellence (ASE) Training Managers Council. Our seminars are taught by ASE certified instructors, and are available in-person and online through webinars and on-demand seminars. Our seminars cover approximately 150 different topics, offered in both English and Spanish. Through our training program, we typically teach approximately 60,000 technicians annually how to diagnose and repair vehicles equipped with complex systems related to our products, and we have approximately 16,000 technicians and 7,000 of our customers’ store employees and sales team members who are registered to participate in such sessions through our online platform.

## Basic Manufacturing.

We are committed to expanding our design, engineering and manufacturing capabilities, and vertically integrating production processes to bring more manufacturing in-house. We engineer, tool and manufacture many of the products we offer for sale and the components used in their assembly. We believe this level of vertical integration, in combination with our manufacturing footprint in low cost regions, is a key competitive advantage in terms of the quality, cost and availability of our products.

### *Examples of vertically integrated processes:*

- plastic molding operations
- stamping and machining operations
- wire extrusion
- automated electronics assembly
- design and fabrication of automated processing and test equipment
- teardown, diagnostics and rebuilding of remanufactured air conditioning compressors, diesel injectors and diesel pumps

As of December 31, 2024, seventeen of our principal manufacturing facilities maintained quality management systems that were ISO 9001 and/or TS 16949 certified, and thirteen of our principal manufacturing and distribution facilities maintained environmental management systems that were ISO 14001 certified.

Our manufacturing footprint is geographically diverse with a greater presence in North America and Europe compared to many of our peers. We leverage our footprint to improve our cost position by locating labor-intensive processes within our low-cost plants, and by investing in automation and undertaking continuous improvement and expansion initiatives in our domestic facilities.

### **Our Engineered Solutions Value Proposition**

*We seek to leverage our extensive portfolio of adaptable products and strategically positioned global network of resources to deliver custom-engineered solutions for vehicle control and thermal management categories to the diversified end markets we supply.*

Our *Engineered Solutions* products are sold primarily to original equipment manufacturers and their tier suppliers, system integrators, and original equipment service part operations. Our customers use our products in serial production and as service and replacement parts.

We believe our global network of resources, including our engineering capabilities, advanced quality systems, manufacturing, distribution and technical sales expertise, combined with our customizable solutions for vehicle control and thermal management categories, is a key competitive advantage. Our focus on vehicle control and thermal management categories leverages the legacy and leadership position of our automotive aftermarket business to provide a platform for future growth in diverse non-aftermarket end markets. We drive growth in this segment by developing new customer relationships, cross-selling to existing customers, introducing new products to new and existing customers, and increasing platform content. Our growth strategy is long-term, and we do not expect growth to be linear given the lengthy nature of design engineering and validation, and the period of time between the awarding of new business and the start of production, which often occurs 1-2 years after business is awarded.

We believe our automotive aftermarket business benefits from our *Engineered Solutions* business through accelerated future product development; systems, processes and quality enhancements; the technical insights of its original equipment customers; its global footprint; and synergistic mergers and acquisitions.

We distribute our *Engineered Solutions* products under the following trade names:

*Engineered  
Solutions*



**Pollak**<sup>®</sup>

**TROMBETTA**<sup>®</sup>

**K** **KADE**

**STABIL**



## Strategic Acquisitions

We selectively pursue strategic acquisitions that strengthen our position in the markets we supply or that diversify our business in target markets or geographies. Among other considerations, we seek acquisitions that align with our core competencies; enhance our existing design, engineering and manufacturing capabilities; and vertically integrate key technologies, products and processes.

For information on recent acquisitions and investments, see Note 2 “Business Combinations” of the Notes to Consolidated Financial Statements in Item 8 of this Report.

## Industry Trends

The automotive aftermarket is a mature industry that tends to be influenced by trends such as the number of vehicles on the road, the average age of vehicles on the road, and the total number of miles driven per year. Weather extremes like unseasonably hot or cool temperatures in the summer can also have an impact on automotive aftermarket product demand.

In the diverse non-aftermarket end markets we supply, such as commercial and light vehicles, construction, agriculture, power sports and others, other economic factors such as the level of new vehicle sales and production rates tend to have a more direct impact.

## Our Customers

In the automotive aftermarket in North America, our customers are many of the largest national and regional retailers and distributors, such as: Auto Value and Bumper to Bumper (Aftermarket Auto Parts Alliance); Automotive Distribution Network; AutoZone; Canadian Tire; Federated Auto Parts; Genuine Parts Company and NAPA (National Automotive Parts Association); O’Reilly Auto Parts; The Automotive Parts Services Group or The Group; The National Pronto Association; and Uni-Select. In Europe, *Nissens Automotive* customers are comprised of many of the largest wholesalers and distributors, which may be members of international trading groups, such as: AD International, ATR International, GROUPAUTO International, Global One Automotive, Nexus Automotive International and TEMOT International Autoparts.

*Engineered Solutions* customers are many of the largest original equipment manufacturers and their tier suppliers, system integrators, and original equipment service part operations, such as: BRP; Caterpillar; CNH; Daimler Truck; Eberspacher; Ford; General Motors; Harley-Davidson; IVECO; John Deere; Mobile Climate Control; Polaris; Scania; Volvo/Mack Truck; and Woodward.

Our three largest individual customers accounted for approximately 60.7% of our consolidated net sales in 2024. During 2024, O’Reilly Auto Parts, AutoZone and NAPA accounted for 28.4%, 18.8% and 13.5% of our consolidated net sales, respectively.

## Competition

Our business operates in highly competitive markets, and we face substantial competition in all of the markets that we supply.

In the automotive aftermarket, we compete primarily on the basis of product quality, availability (including order turn-around time and fill rate), coverage and price, and value-added services. Our primary competitors are full-line suppliers, short- or value-line suppliers, tier suppliers and service part operations of original equipment manufacturers, including car dealerships, and the direct import programs of certain retailers.

In our *Engineered Solutions* segment, we compete on the basis of product quality, price and availability (including order turn-around time and fill rate), technical expertise (including product design, development and innovation), and lean process improvements. Our primary competitors are global and regional tier suppliers of original equipment manufacturers.

We believe we differentiate ourselves from our competition through the execution of our value proposition, discussed further above. In addition, in the automotive aftermarket, we offer a variety of strategic customer discounts, allowances and incentives to increase the sale of our products. For example, we offer cash discounts for paying invoices in accordance with the specified discounted terms of the invoice. We also offer rebates and discounts to customers as advertising and sales force allowances, and allowances for warranty and overstock returns are also provided. These discounts, allowances and incentives are a common practice in the automotive aftermarket, and we intend to continue offering them in response to competitive pressures and to strategically support growth in sales of our products.

## Seasonality

Historically, our operating results have fluctuated by quarter, with the greatest sales occurring in the second and third quarters of the year and revenues generally being recognized at the time of shipment. It is in these quarters that demand for our products is typically the highest, specifically in the *Temperature Control Segment* of our business. The demand for our *Temperature Control* products during the second and third quarters of the year may vary significantly with the summer weather and customer inventories.

## Working Capital and Inventory Management

We maintain an inventory management system that is designed to reduce inventory requirements, and enhance our ability to compete on the basis of product availability (including order turn-around time and fill rate) and product coverage. We seek continuous improvements in this system to improve inventory deployment, enhance collaboration with customers on forecasts and inventory assortments, and further integrate our supply chain with both our customers and suppliers. We also utilize a pack-to-order distribution system, which permits us to retain slow moving items in a bulk storage state until a related order is received. This system reduces the volume of a given part in inventory.

We face inventory management issues in our automotive aftermarket business as a result of overstock returns. We permit our automotive aftermarket customers to return new, undamaged products within customer-specific limits (which are generally limited to a specified percentage of their annual purchases from us) in the event that they have overstocked their inventories. We accrue for overstock returns as a percentage of sales after giving consideration to recent returns history. In addition, as discussed further above under the heading “Seasonality”, the seasonality of our *Temperature Control Segment* requires that we increase our inventory during the winter season in preparation of the summer selling season.

As such, our profitability and working capital requirements are seasonal due to our sales mix of *Temperature Control* products. Our working capital requirements typically peak near the end of the second quarter, as the inventory build-up of air conditioning products is converted to sales, and payments on the receivables associated with such sales have yet to be received. These increased working capital requirements are funded by borrowings from our revolving credit facility.

## Suppliers

We source materials through a global network of suppliers to ensure a consistent, high quality and low cost supply of materials and key components for our product lines. As a result of the breadth of our product offering, we are not dependent on any single raw material. The principal raw materials purchased by us consist of brass, electronic components, fabricated copper (primarily in the form of magnet and insulated wire), steel magnets, laminations, tubes and shafts, stamped steel parts, stainless steel coils and rods, aluminum coils, fittings, rods, cast aluminum parts, lead, steel roller bearings, rubber molding compound, thermo-set and thermo plastic molding powders, and chemicals.

Additionally, we use components and cores (used parts) in our remanufacturing processes for air conditioning compressors, diesel injectors, and diesel pumps. We obtain cores from exchanges with customers who return cores subsequent to purchasing remanufactured products, and from a network of core brokers who sell cores. In addition, we acquire certain materials by purchasing products that are resold into the market, particularly by OEM sources and other domestic and foreign suppliers.

In 2024, we experienced a gradual improvement in our global supply chains, with fewer delays in procuring component parts and raw materials, and moderation in the volatility of input costs generally following a period of significant volatility. However, we were adversely impacted by regional events, such as the Suez Canal and Panama Canal disruptions, and the lingering effects of inflationary cost increases. We continue to work closely with our suppliers and customers to implement actions designed to mitigate the impact of these events on our business, including cost savings initiatives, the vertical integration of production processes and price negotiations. We expect to have an adequate supply of primary raw materials and cores necessary to meet our needs; however, there are always risks and uncertainties with respect to the supply of raw materials and components that could impact their availability in sufficient quantities and at cost effective prices to meet our needs.

## **Sustainability**

We support and seek continuous improvement in the pursuit of environmental, social and corporate governance practices that embody our culture and what we believe it means to be a good corporate citizen.

### Our Culture

Our Company was founded in 1919 on the values of integrity, common decency and respect for others. These values are embodied in our Code of Ethics, which has been adopted by the Board of Directors of the Company to serve as a statement of principles to guide our decision-making and reinforce our commitment to these values in all aspects of our business. These values also serve as the foundation for our continued focus on many important sustainability issues.

### Environmental Stewardship

We have made significant strides with respect to our sustainability initiatives, building awareness of the environmental impact of our operations, and challenging ourselves to reduce our impact by reducing our usage of energy and water, reducing our generation of waste, increasing our recycling efforts and reducing our Scope 1 and Scope 2 greenhouse gas emissions. Additionally, we believe our product offering contributes to a greener car parc through several key product categories that are critical components in automotive systems designed to improve fuel economy and reduce harmful emissions, such as fuel injectors, exhaust gas recirculation valves, sensors and tubes, and evaporative emission control system components. We also bring to market alternative energy products, which utilize cleaner burning fuels or are designed for electric or hybrid electric vehicles, and we remanufacture key categories within our product portfolio, such as air conditioning compressors, diesel injectors and diesel pumps, through processes that save energy and reduce waste.

### Human Capital

As of December 31, 2024, we employed approximately 5,600 people, with 2,000 people in the United States and 3,600 people in Mexico, Canada, Denmark, France, Germany, Hungary, Italy, Netherlands, Poland, Slovakia, Spain, the United Kingdom, China and Hong Kong. Of the 5,600 people employed, approximately 2,800 people are production employees. We operate primarily in non-union facilities and have binding labor agreements with employees at other unionized facilities. We have approximately 94 production employees in Edwardsville, Kansas, who will eventually migrate to our new Shawnee, KS facility, who are covered by a contract with The International Union, United Automobile, Aerospace and Agricultural Implement Workers of America that expires in August 2026. We also have approximately 1,200 employees in Mexico who are represented by works council, trade unions or other employee representative bodies under agreements negotiated at various intervals. For clarification, the employee numbers described above exclude the employees of our joint venture operations. We believe our facilities are in labor markets with ready access to adequate numbers of skilled and unskilled workers, and our relations with our union and non-union employees are good.

*Talent Acquisition and Retention.* We strive to hire, retain and advance a workforce whose diverse experiences and backgrounds enhance our collaborative and inclusive environment. Our recent efforts have been focused in three areas: expanding our efforts to recruit and hire world-class diverse talent; inspiring innovation through collaboration and diversity of ideas; and offering opportunities for our employees to engage in meaningful projects, both at work and in our communities.

*Health, Safety and Wellness.* We are committed to the health, safety and wellness of our employees. We strive to eliminate workplace incidents, risks and hazards. Our health and wellness programs support our employees' physical and mental health by providing tools and resources to encourage healthy behaviors and provide peace of mind in circumstances that may require time away from work.

*Compensation and Benefits.* We provide competitive compensation and benefits programs that meet the needs of our employees. In addition to wages and salaries, these programs include annual incentive based compensation, a 401(k) Plan, employee stock ownership plan, healthcare and insurance benefits, health savings and flexible spending accounts, paid time off, family leave, fertility benefits, family care resources, tuition reimbursement, inclusive benefits, medicare and retirement planning, perimenopause and menopause support, mental health resources and employee assistance programs.

*Talent Development.* We invest significant resources to develop the talent of our high potential employees. We deliver employee workshops and mentoring programs, training opportunities, rotational assignments, continuous learning and development, and implement processes to manage performance, provide feedback and develop talent, all designed to provide employees with the resources they need to achieve their career goals and build skills. Our annual review process encourages manager and employee conversations throughout the year to enhance growth and development.

Employee satisfaction and engagement are important elements in our talent retention strategy. From time to time, we conduct employee engagement surveys to identify areas where we can enhance our talent retention strategy and employee satisfaction, including fostering a sense of belonging throughout our organization. We utilize the results from these engagement surveys to better provide employees with the tools, resources and support that they need to succeed and grow in their SMP careers.

#### Social Engagement and Community Service

We believe that building connections between our employees, their families and our communities creates a more meaningful, fulfilling and enjoyable workplace. Through our SMP Cares® initiative, we sponsor corporate giving and volunteering programs to encourage our employees to connect with our local communities and engage in the local causes that they are passionate about.

#### Governance

Our commitment to sustainability is spearheaded by our Board of Directors. Specifically, our Nominating and Corporate Governance Committee established a sustainability steering committee among our executive officers including our Chief Executive Officer & President, Chief Legal Officer & Secretary, Chief Human Resources Officer, and Senior Vice President of North American Operations. The sustainability steering committee is tasked with developing specific strategies to ensure that our company-wide operations adhere to our corporate governance values and advance our sustainability objectives globally. The multidisciplinary approach of our steering committee allows it to leverage our expertise in operations, engineering, supply chain, human capital management, finance, legal and other fields to push our sustainability initiatives ahead from all angles.

#### Continued Commitment

With each year, we intend to further our commitment to sustainability initiatives, improving our environmental stewardship, finding ways to give back to our communities, and enhancing the diversity and inclusion of our workforce while offering opportunities for development. Information on our sustainability initiatives can be found in our most current sustainability report and on our corporate website at [ir.smpcorp.com](http://ir.smpcorp.com) under “Environmental & Social Responsibility” and at [smpcares.smpcorp.com](http://smpcares.smpcorp.com). Information in our sustainability report and on our corporate websites regarding our sustainability initiatives are referenced for general information only and are not incorporated by reference in this Report.

#### **Available Information**

We are a New York corporation founded in 1919. Our principal executive offices are located at 37-18 Northern Boulevard, Long Island City, New York 11101, and our main telephone number at that location is (718) 392-0200. Our Internet address is [www.smpcorp.com](http://www.smpcorp.com). We provide a link to reports that we have filed with the SEC. However, for those persons that make a request in writing or by e-mail ([financial@smpcorp.com](mailto:financial@smpcorp.com)), we will provide free of charge our Annual Report on Form 10-K, our Quarterly Reports on Form 10-Q, our Current Reports on Form 8-K and any amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934. These reports and other information are also available, free of charge, at [www.sec.gov](http://www.sec.gov).



## ITEM 1A. RISK FACTORS

*You should carefully consider the risks described below. These risks and uncertainties are not the only ones we face. Additional risks and uncertainties not presently known to us or other factors not perceived by us to present significant risks to our business at this time also may impair our business and results of operations. If any of the stated risks actually occur, they could materially and adversely affect our business, financial condition or operating results.*

### ***Risks Related to Our Operations***

**We depend on a limited number of key customers, and the loss of any such customer, or a significant reduction in purchases by such customer, could have a material adverse effect on our business, financial condition and results of operations.**

Our three largest individual customers accounted for approximately 60.7% of our consolidated net sales in 2024. During 2024, O'Reilly Auto Parts, AutoZone and NAPA accounted for 28.4%, 18.8% and 13.5% of our consolidated net sales, respectively. Net sales from each of the customers were reported in our Vehicle Control and Temperature Control operating segments. The loss of one or more of these customers or, a significant reduction in purchases of our products from any one of them could have a material adverse impact on our business, financial condition and results of operations. In addition, any consolidation among our key customers may further increase our customer concentration risk.

In our automotive aftermarket business, we do not typically enter into long-term agreements with any of our customers. Instead, we enter into a number of purchase order commitments with our aftermarket customers, based on their current or projected needs. We have in the past, and may in the future, lose customers or lose a particular product line of a customer due to the highly competitive conditions in the automotive aftermarket industry, including pricing pressures, consolidation of customers, customer initiatives to buy direct from foreign suppliers and/or to pursue a private brand strategy, or other business considerations. A decision by any significant customer, whether motivated by competitive conditions, financial difficulties or otherwise, to materially decrease the amount of products purchased from us, to change their manner of doing business with us, or to stop doing business with us, including a decision to source products directly from a low cost region such as Asia, could have a material adverse effect on our business, financial condition and results of operations. Because our sales are concentrated, and the markets in which we operate are very competitive, we are under ongoing pressure from our customers to offer lower prices, extend payment terms, increase marketing allowances and other terms more favorable to these customers. These customer demands have put continued pressure on our operating margins and profitability, resulted in periodic contract renegotiation to provide more favorable prices and terms to these customers, and significantly increased our working capital needs.

**Our industry is highly competitive, and our success depends on our ability to compete with suppliers of automotive products, some of which may have substantially greater financial, marketing and other resources than we do.**

The automotive industry is highly competitive, and our success depends on our ability to compete with other suppliers of automotive products. In the automotive aftermarket, we compete primarily with full-line suppliers, short- or value-line suppliers, tier suppliers and service part operations of original equipment manufacturers, including car dealerships, and the direct import programs of certain retailers. In the diverse non-aftermarket end markets we supply, we compete primarily with global and regional tier suppliers of original equipment manufacturers. Some of our competitors may have larger customer bases and significantly greater financial, technical and marketing resources than we do. These factors may allow our competitors to:

- respond more quickly than we can to new or emerging technologies and changes in customer requirements by devoting greater resources than we can to the development, promotion and sale of automotive products and services;
- engage in more extensive research and development;
- sell products at a lower price than us;
- undertake more extensive marketing campaigns; and
- make more attractive offers to existing and potential customers and strategic partners.

We cannot assure you that our competitors will not develop products or services that are equal or superior to our products or that achieve greater market acceptance than our products or that in the future other companies involved in the

automotive industry will not expand their operations into product lines produced and sold by us. We also cannot assure you that additional entrants will not enter the automotive industry or that companies in the industry will not consolidate. Any such competitive pressures could cause us to lose market share or could result in significant price decreases and could have a material adverse effect upon our business, financial condition and results of operations.

**There is substantial price competition in our industry, and our success and profitability will depend on our ability to maintain a competitive cost and price structure.**

There is substantial price competition in our industry, and our success and profitability will depend on our ability to maintain a competitive cost and price structure. This is the result of a number of industry trends, including the impact of offshore suppliers in the marketplace (particularly in China) which do not have the same infrastructure costs as we do, the consolidated purchasing power of large customers, and actions taken by some of our competitors in an effort to “win over” new business. We have in the past reduced prices to remain competitive and may do so again in the future. Price reductions have impacted our sales and profit margins and may do so again in the future. Our future profitability will depend in part upon our ability to respond to changes in product and distribution channel mix, to continue to improve our manufacturing efficiencies, to generate cost reductions, including reductions in the cost of components purchased from outside suppliers, to maintain a cost structure that will enable us to offer competitive prices, and to pass through higher distribution, raw materials and labor costs to our customers. Our inability to maintain a competitive cost structure could have a material adverse effect on our business, financial condition and results of operations.

**Our business is seasonal and is subject to substantial quarterly fluctuations, which impact our quarterly performance and working capital requirements.**

Historically, our operating results have fluctuated by quarter, with the greatest sales occurring in the second and third quarters of the year and revenues generally being recognized at the time of shipment. It is in these quarters that demand for our temperature control products is typically the highest.

The demand for our temperature control products during the second and third quarters of the year may vary significantly with the summer weather and customer inventories. As such, our working capital requirements typically peak near the end of the second quarter, as the inventory build-up of air conditioning products is converted to sales, and payments on the receivables associated with such sales have yet to be received. These increased working capital requirements are funded by borrowings under our revolving credit facility.

Climate-related physical risks, such as changes to weather patterns and conditions may also impact the pattern of seasonality and variability in demand for our temperature control products discussed above, which may impact our quarterly performance and working capital requirements.

**We may incur material losses and significant costs as a result of warranty-related returns by our customers in excess of anticipated amounts.**

Our products are required to meet rigorous standards imposed by our customers and our industry. Many of our products carry a warranty ranging from a 90-day limited warranty to a limited lifetime warranty, which generally cover defects in materials or workmanship, and conformance to agreed upon specifications. If our products fail to conform to these warranties, the affected products may be subject to warranty returns and/or product recalls. We cannot give any assurance that our products will not suffer from defects or other deficiencies or that we will not experience material warranty returns or product recalls in the future.

We accrue for warranty returns as a percentage of sales, after giving consideration to recent historical returns. Actual returns may differ from our estimates for warranty returns in accordance with our revenue recognition policies. We have in the past incurred, and may in the future incur, material losses and significant costs as a result of our customers returning products to us for warranty-related issues in excess of anticipated amounts. Deficiencies or defects in our products in the future may result in warranty returns and product recalls in excess of anticipated amounts and may have a material adverse effect on our business, financial condition and results of operations.

**Our profitability may be materially adversely affected as a result of overstock inventory related returns by our customers in excess of anticipated amounts.**

In our automotive aftermarket business, we permit overstock returns of inventory that may be either new or non-defective or non-obsolete but that we believe we can re-sell. Customers are generally limited to returning overstocked inventory according to a specified percentage of their annual purchases from us. In addition, a customer’s annual allowance cannot be carried forward to the upcoming year.

We accrue for overstock returns as a percentage of sales, after giving consideration to recent historical returns. While we believe that we make reasonable estimates for overstock returns in accordance with our revenue recognition policies, actual returns may differ from our estimates. To the extent that overstocked returns are materially in excess of our projections, our business, financial condition and results of operations may be materially adversely affected.

**We may be materially adversely affected by asbestos claims arising from products sold by our former brake business, as well as by other product liability claims.**

In 1986, we acquired a brake business, which we subsequently sold in March 1998. When we originally acquired this brake business, we assumed future liabilities relating to any alleged exposure to asbestos-containing products manufactured by the seller of the acquired brake business. In accordance with the related purchase agreement, we agreed to assume the liabilities for all new claims filed after September 2001. Our ultimate exposure will depend upon the number of claims filed against us on or after September 2001, and the amounts paid for settlements, awards of asbestos-related damages, and defense of such claims. We do not have insurance coverage for the indemnity and defense costs associated with the claims we face.

At December 31, 2024, 1,287 cases were outstanding for which we may be responsible for any related liabilities. Since inception in September 2001 through December 31, 2024, the amounts paid for settled claims and awards of asbestos-related damages, including interest, were approximately \$91.4 million. A substantial increase in the number of new claims, or increased settlement payments, or awards of asbestos-related damages, could have a material adverse effect on our business, financial condition and results of operations.

In accordance with our policy to perform an annual actuarial evaluation in the third quarter of each year, an actuarial study was performed as of August 31, 2024. The results of the August 31, 2024 study included an estimate of our undiscounted liability for settlement payments and awards of asbestos-related damages, excluding legal costs, ranging from \$99.6 million to \$210.8 million for the period through 2065. Based upon the results of the August 31, 2024 actuarial study, and all other available information to us, we increased our asbestos liability to \$99.6 million, the low end of the range, and recorded an incremental pre-tax provision of \$29.3 million in loss from discontinued operations in the accompanying statement of operations. Future legal costs, which are expensed as incurred and reported in loss from discontinued operations in the accompanying statement of operations, are estimated, according to the August 31, 2024 study, to range from \$49.8 million to \$115.9 million for the period through 2065.

Given the uncertainties associated with projecting asbestos-related matters into the future and other factors outside our control, we cannot give any assurance that significant increases in the number of claims filed against us will not occur, that awards of asbestos-related damages or settlement awards will not exceed the amount we have in reserve, or that additional provisions will not be required. Management will continue to monitor the circumstances surrounding these potential liabilities in determining whether additional reserves and provisions may be necessary. We plan on performing an annual actuarial analysis during the third quarter of each year for the foreseeable future, and whenever events or changes in circumstances indicate that additional provisions may be necessary.

In addition to asbestos-related claims, our product sales entail the risk of involvement in other product liability actions. We cannot give any assurance that current or future policy limits of our product liability insurance coverage will be sufficient to cover all possible liabilities. Further, we can give no assurance that adequate product liability insurance will continue to be available to us in the future or that such insurance may be maintained at a reasonable cost to us. In the event of a successful product liability claim against us, a lack or insufficiency of insurance coverage could have a material adverse effect on our business, financial condition and results of operations.

**We may not be able to achieve the benefits that we expect from our cost savings initiatives.**

We expect to realize the continued benefit of discretionary cost reduction measures, along with the continued cost savings anticipated from several ongoing and/or recently completed restructuring and integration initiatives. Due to factors outside our control, such as changes in U.S. trade policy resulting in new or higher tariffs, the adoption or modification of domestic and foreign laws, regulations or policies and other factors such as changes in our sales levels or the amount, timing and character of charges related to such initiatives, or a substantial delay in the completion of such initiatives, we may not be able to achieve the level of benefits that we expect to realize in these initiatives, or we may not be able to realize these benefits within the time frames we currently expect. Failure to achieve the benefits of our cost saving initiatives could have a material adverse effect on us.

**Severe weather, natural disasters and other disruptions could adversely impact our operations at our manufacturing and distribution facilities.**

Severe weather conditions and natural disasters, such as hurricanes, tornados, earthquakes and floods, could damage our properties and effect our operations, particularly our major manufacturing and distribution operations at foreign facilities in Canada, China, Denmark, Germany, Hungary, Mexico, Netherlands, Poland and Slovakia, and at our domestic facilities in Florida, Indiana, Kansas, South Carolina, Texas, Virginia, and Wisconsin. Moreover, global climate change may cause these natural disasters to occur more frequently and/or with more intense effects, which could prevent us from, or cause delays in our ability to, manufacture and deliver products to our customers, and/or cause us to incur additional costs.

In addition, our business and operations could be materially adversely affected in the event of other serious disruptions at these facilities due to fire, electrical blackouts, power losses, telecommunications failures, wars, terrorist attack, widespread outbreak of infectious disease or similar events. Any of these occurrences could impair our ability to adequately manufacture or supply our customers due to all or a significant portion of our equipment or inventory being damaged or insufficient labor. If our existing manufacturing or distribution facilities become incapable of producing and supplying products for any reason, we may not be able to satisfy our customers' requirements and we may lose revenue and incur significant costs and expenses that may not be recoverable through our business interruption insurance.

**Disruptions in the supply of raw materials, manufactured components, or equipment could materially and adversely affect our operations and cause us to incur significant cost increases.**

We source various types of raw materials, finished goods, equipment, and component parts from suppliers as part of a global supply chain, and we may be materially and adversely affected by the failure of those suppliers to perform as expected. Although we have historically had access to an adequate supply of raw materials, finished goods, equipment and component parts, we have experienced, and in the future are likely to experience, disruptions in our supply chains that result in longer lead times, delays in procuring component parts and raw materials, and higher input costs. When we experience such supply disruptions, we may not be able to effectively mitigate the adverse impacts that such disruptions have on our business. We cannot assure that unforeseen future events in the global supply chain affecting the availability of materials and components, and/or increasing commodity pricing, will not have a material adverse effect on our business, financial condition and results of operations.

Additionally, supplier non-performance may consist of delivery delays or failures caused by production issues or delivery of non-conforming products. Our suppliers' ability to supply products to us is also subject to a number of risks, including the availability and cost of raw materials, the destruction of their facilities, work stoppages, cybersecurity incidents affecting their information systems or other limitations on their business operations, which could be caused by any number of factors, such as labor disruptions, financial distress, severe weather conditions and natural disasters, social unrest, economic and political instability, international hostilities and public health crises, including the occurrence of a pandemic, epidemic or widespread contagious disease or illness, war, terrorism or other catastrophic events. In addition, our failure to promptly pay, or order sufficient quantities of inventory from our suppliers may increase the cost of products we purchase or may lead to suppliers refusing to sell products to us at all. Our efforts to protect against and minimize these risks may not always be effective, which could materially and adversely affect our operations and cause us to incur significant cost increases.

**Our operations could be adversely affected by interruptions or breaches in the security of our computer and information systems.**

We rely on information systems throughout our organization to conduct day-to-day business operations, including the management of our supply chain and our purchasing, receiving and distribution functions. We also routinely use our information systems to send, receive, store, access and use sensitive data relating to our Company and its employees, customers, suppliers, and business partners, including intellectual property, proprietary business information, and other sensitive materials. Additionally, we may rely on our information systems to enable many of our employees to work remotely.

Despite security measures designed to prevent and mitigate the risk of cybersecurity incidents, our information systems, and the systems of our customers, suppliers and business partners, may be vulnerable to such incidents, including interruptions, outages, data breaches, phishing attacks, ransomware attacks, unauthorized access, attempts to hack into our network, and computer viruses. Moreover, the technologies and techniques used to carry out cyber-attacks are continuously evolving, making it difficult to detect these changes or implement adequate measures in time to prevent or mitigate the impact of an attack. We have not experienced a material cybersecurity incident in 2024, but we cannot guarantee that there

will be no future cybersecurity incident that causes a material adverse effect on our information systems, or that of our customers, suppliers and other business partners.

In the event that our information systems, or the systems of our customers, suppliers or business partners, are subject to such incidents, we could experience errors, interruptions, delays, and/or the cessation of services in key portions of our information systems. If critical information systems fail or otherwise become unavailable, our ability to process orders, maintain proper inventory levels, collect accounts receivable and disburse funds could be adversely affected. The foregoing matters could also cause significant damage to our business reputation, affect our relationships with our business partners, lead to claims against us, and/or subject us to fines or other penalties assessed by governmental authorities. Additionally, we may be required to incur substantial costs to remediate the damage caused by these disruptions or protect us against future cybersecurity incidents. Depending on the nature and magnitude of these events, they could have a material and adverse effect on our business, financial condition or results of operations.

**The transition risks associated with global climate change may cause us to incur significant costs.**

In addition to the physical risks described above, global climate change attributable to increased levels of greenhouse gases has brought about certain risks associated with the anticipated transition to a lower-carbon economy, such as regulatory changes affecting vehicle emissions and fuel efficiency requirements, or establishing new sustainability-related disclosure requirements or new supply chain requirements, technological changes in vehicle architectures, changes in consumer demand, carbon taxes, greenhouse gas emissions tracking, and regulation of greenhouse gas emissions from certain sources. Any regulatory changes aimed to reduce or eliminate greenhouse gas emissions may require us to change our manufacturing processes or undertake other actions that cause us to incur additional operating costs, such as to purchase and operate emissions control systems or other such technologies to comply with applicable regulations or reporting requirements. These regulations, as well as shifts in consumer demand due to public awareness and concern of climate change, could affect the timing and scope of their proliferation and may also adversely impact our sales of products designed for internal combustion engines. As we monitor the rapid developments in this area, we may be required to adjust our business strategy to address the various transition risks posed by climate change.

**Failure to maintain the value of our brands could have an adverse effect on our reputation, cause us to incur significant costs and negatively impact our business.**

Our brands are a key component of our value proposition, and serve to distinguish our premium products from those of our competitors. In our automotive aftermarket business, we believe that our success depends, in part, on maintaining and enhancing the value of our brands and executing our brand strategies, which are designed to drive end-user demand for our products and make us a valued business partner to our aftermarket customers through the support of their marketing initiatives. A decline in the reputation of our brands as a result of events, such as deficiencies or defects in the design or manufacture of our products, or from legal proceedings, product recalls or warranty claims resulting from such deficiencies or defects, may harm our reputation as a manufacturer and distributor of premium automotive parts, reduce demand for our products and adversely affect our business.

**Our revenue and results of operations may suffer upon the bankruptcy, insolvency or other credit failure of a significant customer.**

Most of our customers buy products from us on credit. We extend credit to customers and offer extended payment terms based upon competitive conditions in the marketplace and our assessment and analysis of creditworthiness. General economic conditions, competition and other factors may adversely affect the solvency or creditworthiness of our customers. Higher interest rates, inflationary cost increases in raw materials, labor and transportation and a general worsening of economic conditions have put financial pressure on many of our customers and may threaten certain customers' ability to maintain liquidity sufficient to repay their obligations to us as they become due. The bankruptcy, insolvency or other credit failure of any customer that has a substantial amount owed to us could have a material adverse effect on our operating revenue and results of operations. We recorded a \$7 million pre-tax charge in 2022 to reduce our outstanding accounts receivable balance from a customer that filed for bankruptcy in the first quarter of 2023 to our estimated recovery amount.

**In our Engineered Solutions business, our supply agreements with our customers are generally requirements contracts, and a decline in the production requirements of any of our significant customers could adversely impact our revenues and profitability.**



In our Engineered Solutions business, our customers generally agree to purchase their requirements for specific products, and we receive volume forecasts of their requirements, but not long-term firm volume commitments. Furthermore, our customers typically reserve the right to change, delay or cancel their orders for products, and we have limited recourse in such events. Changes, delays or cancellations by a significant customer or by a number of customers could adversely impact our results of operations by reducing the volumes of products we manufacture and sell, by causing a delay in the recovery of expenditures for raw materials and component parts procured to satisfy such orders, or by reducing our asset utilization, resulting in lower profitability.

We also make key decisions based on our estimates of our customers' requirements, including in planning our production schedules, raw material and component part purchases, personnel needs and other resource requirements. Changes in demand for our customers' products would likely reduce our customers' requirements and adversely impact our ability to accurately estimate their requirements in the future. Any significant decrease or delay in customer orders could have a material adverse effect on our business, financial condition and results of operations.

**Our inability to attract or retain key employees may have an adverse effect on our business, financial condition and results of operations.**

Our success is dependent upon our ability to attract, retain and motivate certain key employees, including our management and our skilled workforce of engineers, technically-trained salesforce employees and other qualified personnel. Many of our key employees have many years of experience with our Company and would be difficult to replace without allotment of a significant amount of time for knowledge transfer. Furthermore, we compete with other businesses to fill many of our hourly positions in certain distribution facilities, which historically have had high turnover rates, and has led to increased training and retention costs, particularly in a competitive and shrinking labor market. We cannot be certain that we will be able to continue to attract or retain our key employees or other labor needs, which could cause us to fail to execute our value proposition, fail to achieve operational efficiencies, and incur increased labor costs, which could have an adverse effect our business, financial condition and results of operations.

**We may not be able to realize all of the expected revenues and cash flows from our acquisitions and investments, and any completed acquisitions and investments may be unsuccessful or consume significant resources.**

Our ability to realize all of the expected enhanced revenue and cash flows from our acquisitions and investments will depend, in substantial part, on our ability to identify suitable acquisition candidates, obtain financing or have sufficient cash necessary for acquisitions or successfully complete acquisitions in the future. Acquisitions and investments may involve significant cash expenditures, operating losses and expenses. Our business strategy includes acquiring businesses and making investments and we continue to analyze and evaluate the acquisition of strategic businesses to strengthen our position in the markets we supply or that diversify our business in target markets or geographies. Acquisitions involve other risks, including diversion of management time and attention from daily operations and difficulties integrating acquired businesses, technologies and personnel into our business. It may be difficult for us to integrate acquisitions or investments into our business operations, and our acquisitions or investments may not be successful and could have a material adverse effect on our business, financial condition, results of operations and cash flows.

***Risks Related to Liquidity***

**We are exposed to risks related to our receivables supply chain financing arrangements.**

We are party to several supply chain financing arrangements, in which we may sell certain of our customers' trade accounts receivable without recourse to such customers' financial institutions. To the extent that these arrangements are terminated, our financial condition, results of operations, cash flows and liquidity could be adversely affected by extended payment terms, delays or failures in collecting trade accounts receivables.

The utility of the supply chain financing arrangements also depends upon a benchmark reference rate for the purpose of determining the discount rate on the sale of the underlying trade accounts receivable. If the benchmark reference rate increases significantly, we may be negatively impacted as we may not be able to pass these added costs on to our customers, which could have a material and adverse effect upon our financial condition, results of operations and cash flows. Depending upon the level of sales of receivables pursuant these agreements, a hypothetical, instantaneous and unfavorable change of 100 basis points in the reference rate may have an approximate \$8.8 million negative impact on our earnings or cash flows.

**A significant increase in our indebtedness, or in interest rates, could negatively affect our financial condition, results of operations and cash flows.**

In September 2024, the Company refinanced its existing 2022 Credit Agreement with a new five-year Credit Agreement with JPMorgan Chase Bank, N.A., as administrative agent, and a syndicate of lenders (“2024 Credit Agreement”). The 2024 Credit Agreement provides for senior secured borrowings of up to approximately \$750 million, consisting of a \$430 million multi-currency revolving credit facility (global tranche), a \$10 million multi-currency revolving credit facility (Danish tranche), a \$200 million delayed draw term loan facility, and a 100 million euros delayed draw term loan facility. As of December 31, 2024, our total outstanding indebtedness was \$562.3 million, including outstanding borrowings under the 2024 Credit Agreement of \$545.4 million, net of deferred financing costs, consisting of current borrowings of \$25.2 million and long-term debt of \$520.1 million.

Borrowings bear interest at the applicable interest rate index selected by the Company based on the particular currency borrowed plus a credit spread adjustment depending on the index, and a margin ranging from 1.25% to 2.25% per annum based on the total net leverage ratio of the Company and its restricted subsidiaries. The Company may select interest periods of one, three or six months depending on the index. Interest is payable at the end of the selected interest period, but no less frequently than quarterly.

The significant increase in our indebtedness could:

- increase our borrowing costs;
- limit our ability to obtain additional financing or borrow additional funds;
- require that a substantial portion of our cash flow from operations be used to pay principal and interest in our indebtedness, instead of funding working capital, capital expenditures, acquisitions, dividends, stock repurchases, or other general corporate purposes;
- limit our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate; and
- increase our vulnerability to general adverse economic and industry conditions.

In addition, the Company’s obligations under the 2024 Credit Agreement are guaranteed by its material domestic subsidiaries (each, a “Guarantor”), and secured by a first priority perfected security interest in substantially all of the existing and future personal property of the Company and each Guarantor, subject to certain exceptions. The collateral security described above also secures certain banking services obligations and interest rate swaps and currency or other hedging obligations of the Company owing to any of the then existing lenders or any affiliates thereof. In 2022 and 2024, we entered into interest rate swap agreements with a notional amounts of \$100 million and \$103.9 million or €100 million that mature in May 2029 and March 2030, respectively. The interest rate swap agreements are designated as a cash flow hedges of interest payments on borrowings in U.S. dollars and euros under our 2024 Credit Agreement.

The 2024 Credit Agreement contains customary covenants limiting, among other things, the incurrence of additional indebtedness, the creation of liens, mergers, consolidations, liquidations and dissolutions, sales of assets, dividends and other payments in respect of equity interests, acquisitions, investments, loans and guarantees, subject, in each case, to customary exceptions, thresholds and baskets. The 2024 Credit Agreement also contains customary events of default. If we were default on any of these covenants, or on any of our indebtedness, if interest rates were to significantly increase, or the financial institution that is a party to our interest rate swap agreement were to default, or if we are unable to obtain necessary liquidity, our business could be adversely affected.

**We may not be able to generate the significant amount of cash needed to satisfy our obligations or maintain sufficient liquidity through borrowing capacities.**

Our ability either to make payments on or to refinance our indebtedness, or to fund planned capital expenditures and research and development efforts, will depend on our ability to generate cash in the future. Our ability to generate cash is in part subject to:

- general economic, financial, competitive, legislative, regulatory and other factors that are beyond our control;
- the ability of our customers to pay timely the amounts we have billed; and
- our ability to sell receivables under supply chain financing arrangements.

The foregoing factors could result in reduced cash flow, which could have a material adverse effect on us. When cash generated by earnings is not sufficient for the Company’s liquidity needs, the Company seeks external financing. Our

access to funding sources in amounts adequate to finance our activities on terms that are beneficial to us could be impaired by factors that affect us specifically or the economy generally. During periods of disruptions in the credit and capital markets, potential sources of external financing could be reduced, and borrowing costs could increase. A significant downgrade in the company's credit ratings could increase its borrowing costs and limit access to capital.

Based on our current level of operations, we believe our cash flow from operations, available cash and available borrowings under our 2024 Credit Agreement will be adequate to meet our future liquidity needs for at least the next twelve months. Significant assumptions underlie this belief, including, among other things, that we will be able to mitigate the future impact, if any, of disruptions in global supply chains, which have resulted in longer lead times and delays in procuring component parts and raw materials, and inflationary cost increases in certain raw materials, labor and transportation, and that there will be no material adverse developments in our business, liquidity or capital requirements. If we are unable to fund our operations through earnings or external financing, we will be forced to adopt an alternative strategy that may include actions such as:

- deferring, reducing or eliminating future cash dividends;
- reducing or delaying capital expenditures or restructuring activities;
- reducing or delaying research and development efforts;
- selling assets;
- deferring or refraining from pursuing certain strategic initiatives and acquisitions;
- refinancing our indebtedness; and
- seeking additional funding.

We cannot assure you that, if material adverse developments in our business, liquidity or capital requirements should occur, our business will generate sufficient cash flow from operations, or that future borrowings will be available to us under our 2024 Credit Agreement in amounts sufficient to enable us to pay the principal and interest on our indebtedness, or to fund our other liquidity needs. In addition, if we default on any of our indebtedness, or breach any financial covenant in our 2024 Credit Agreement, our business could be adversely affected.

**We have significant goodwill and other intangible assets, and future impairment of these assets could have a material adverse impact on our financial condition and results of operations.**

A significant portion of our long-term assets consists of goodwill and other intangible assets recorded as a result of past acquisitions. We do not amortize goodwill and certain other intangible assets having indefinite lives, but rather test them for impairment on an annual basis or in interim periods if an event occurs or circumstances change that may indicate the fair value is below its carrying amount. The process of evaluating the potential impairment of goodwill and other intangible assets requires significant judgement, specifically with respect to applying assumptions and estimates to the analysis of identifiable intangibles and long-lived asset impairment including projecting revenues, interest rates, tax rates and the cost of capital. Many of the factors used in assessing fair value are outside our control and it is reasonably likely that assumptions and estimates will change in future periods. These changes could result in impairment charges against our goodwill and other intangible assets. In the event that we determine that our goodwill or other intangible assets are impaired, we may be required to record a significant charge to earnings that could adversely affect our financial condition and results of operations.

### ***Risks Related to Other External Factors***

#### **We conduct our manufacturing and distribution operations on a worldwide basis and are subject to risks associated with doing business outside the United States.**

We have manufacturing and distribution facilities in many countries, including Mexico, Canada, Denmark, France, Germany, Hungary, Italy, Netherlands, Poland, Slovakia, Spain and the United Kingdom, as well as joint-ventures in China. Our global operations subject us to a variety of political, economic and regulatory risks that are associated with doing business internationally, including: (a) changes in economic conditions in the countries in which we operate; (b) political uncertainty, instability, civil unrest and the risks of terrorism or other hostilities; (c) currency exchange rate fluctuations and currency controls; (d) changes in U.S. trade policy and international trade agreements, resulting in political tension and trade disputes between the U.S. and foreign governments, and new or higher tariffs or changes to customs requirements or procedures; and (e) the potential for shortages of trained labor.

Changes in U.S. trade policy, particularly as it relates to Mexico, Canada and China, have caused significant uncertainty in our business, and could have a substantial adverse effect on our business, financial condition and results of operations. We believe that new or higher tariffs on imports to the United States from countries in which we source raw materials, component parts and finished goods, such as the tariffs on imports from Mexico, Canada and China announced on February 1, 2025, should they be implemented and sustained for an extended period of time, could have a substantial adverse effect on the automotive industry and our business. Further, any retaliatory tariffs imposed by foreign governments would exacerbate the impact.

Historically, there has been social unrest in Hong Kong and Mexico and any recurrence, or increased violence in or around our facilities in such countries could be disruptive to our business operations at such facilities, or present risks to our employees who may be directly affected by the violence and may result in a decision by them to relocate from the area, or make it difficult for us to recruit or retain talented employees at such facilities.

The likelihood of such occurrences and their potential effect on us is unpredictable and may vary from country to country. Any such occurrences could be harmful to our business and our financial results.

#### **We may incur liabilities under government regulations and environmental laws, which may have a material adverse effect on our business, financial condition and results of operations.**

Domestic and foreign political developments and government laws and regulations directly affect automotive consumer products in the United States and abroad. In the United States, these laws and regulations include standards relating to vehicle safety, fuel economy and emissions, among others. Furthermore, increased public awareness and concern regarding climate change may result in new laws and regulations designed to reduce or mitigate the effects of greenhouse gas emissions or otherwise effect the transition to a lower-carbon economy. The modification of existing laws, regulations or policies, or the adoption of new laws, regulations or policies could have a material adverse effect on our business, financial condition and results of operations.

Our operations and properties are subject to a wide variety of increasingly complex and stringent federal, state, local and international laws and regulations, including those governing the use, storage, handling, generation, treatment, emission, release, discharge and disposal of materials, substances and wastes, the remediation of contaminated soil and groundwater and the health and safety of employees. Such environmental laws, including but not limited to those under the Comprehensive Environmental Response Compensation & Liability Act, may impose joint and several liability and may apply to conditions at properties presently or formerly owned or operated by an entity or its predecessors, as well as to conditions at properties at which wastes or other contamination attributable to an entity or its predecessors have been sent or otherwise come to be located.

The nature of our operations exposes us to the risk of claims with respect to such matters, and we can give no assurance that violations of such laws have not occurred or will not occur or that material costs or liabilities will not be incurred in connection with such claims. We are currently monitoring our environmental remediation efforts at one of our facilities and our reserve balance related to the environmental clean-up at this facility is \$1.7 million at December 31, 2024. The environmental testing and any remediation costs at such facility may be covered by several insurance policies, although we can give no assurance that our insurance will cover any environmental remediation claims. We can give no assurance that the future cost of compliance with existing environmental laws and the liability for known environmental claims pursuant to such environmental laws will not give rise to additional significant expenditures or liabilities that would be material to us. In addition, future events, such as new information, changes in existing environmental laws or their interpretation, and more vigorous enforcement policies of federal, state or local regulatory agencies, may have a material adverse effect on our business, financial condition and results of operations.

**Our future performance may be materially adversely affected by changes in technologies and improvements in the quality of new vehicle parts.**

If we do not respond appropriately to changes in automotive technologies, such as the adoption of new technologies and systems to make traditional, internal-combustion-engine vehicles more efficient, or the adoption of electric or hybrid electric vehicle architectures, we could experience less demand for our products thereby causing a decline in our results of operations or deterioration in our business and financial condition, and we may have a material adverse effect on our long-term performance.

In addition, the size of the automotive aftermarket depends, in part, upon the growth in number of vehicles on the road, increase in average vehicle age, change in total miles driven per year, new or modified environmental and vehicle safety regulations, including fuel economy and emissions reduction standards, increase in pricing of new cars and new car quality and related warranties. The automotive aftermarket has been negatively impacted by the fact that the quality of more recent automotive vehicles and their component parts (and related warranties) has improved, thereby lengthening the repair cycle. Generally, if parts last longer, there will be less demand for our aftermarket products and the average useful life of automotive parts has been steadily increasing in recent years due to innovations in products and technology. In addition, the introduction by original equipment manufacturers of increased warranty and maintenance initiatives has the potential to decrease the demand for our aftermarket products. When proper maintenance and repair procedures are followed, newer air conditioning (A/C) systems in particular are less prone to leak resulting in fewer A/C system repairs. These factors could have a material adverse effect on our business, financial condition and results of operations.

**ITEM 1B. UNRESOLVED STAFF COMMENTS**

None.

**ITEM 1C. CYBERSECURITY**

**Cybersecurity Risk Management and Strategy**

We maintain an enterprise-wide approach to risk management through which we identify, manage and mitigate significant risks, including those related to our information systems. Our cybersecurity risk management program, which applies to our global operations, focuses on our people, processes and technology, and is designed to secure our information systems by preventing, detecting and responding to current and emerging cybersecurity threats.

Our employees are a key element of our cybersecurity risk management program. All of our employees are required to adhere to our cybersecurity practices, and undertake routine training to raise awareness and reinforce safe practices. Our training program includes bi-annual online training courses, group tabletop exercises, phishing and malicious email simulations, and information security bulletins. We also maintain policies that govern, and provide specific guidance to employees regarding how they may use our information systems.

Another key element of our cybersecurity risk management program is our use of processes and technologies to create information security safeguards and controls, and target specific users or business needs. Our processes and technologies include firewalls, email security software and encryption, endpoint detection and response, access controls, backup and recovery procedures, system patches and updates, vulnerability scanning, penetration testing by third party vendors, incident response procedures, and internal and external audits of our information systems.

Through these internal and external assessments, we continuously identify areas for remediation and opportunities to improve the security of our information systems, including by evaluating our program against industry standards and best practices, such as the Cybersecurity Framework established by the National Institute of Standards and Technology (NIST) and the CIS Critical Security Controls established by the Center for Internet Security. We also track key performance indicators that we believe are indicative of the effectiveness of our cybersecurity risk management program.

For additional information related to cybersecurity risks that could have a material and adverse effect on our business, financial condition or results of operations, see “Our operations could be adversely affected by interruptions or breaches in the security of our computer and information systems” in Item 1A of this Report.

**Cybersecurity Governance**

The Audit Committee of our Board of Directors oversees the adequacy and effectiveness of our internal controls, policies and procedures regarding cybersecurity, information security and data protection, and compliance with applicable laws and



regulations concerning privacy. Our Chief Information Officer (“CIO”), in turn, is responsible for managing the Company’s cybersecurity risk management program and incident response procedures. On a quarterly basis, and more frequently as circumstances warrant, our CIO briefs the Audit Committee on our cybersecurity risks, our strategies for preventing, detecting, responding to and mitigating such risks, including the effectiveness of our incident response procedures, and our information security controls. Our CIO has extensive knowledge and expertise regarding our information systems and security, having served in a variety of senior information technology positions across our organization for more than thirty years, and as an executive officer of the Company since 2006.

Additionally, our CIO leads an incident response team (“IRT”), charged with the on-going management of our cybersecurity program. This team is responsible for the prevention, mitigation, detection and remediation of cybersecurity risks and incidents affecting our operations pursuant to our incident response procedures. The IRT is composed of information security professionals, who collectively bring decades of relevant information security and cybersecurity experience to their roles. In the event that a cybersecurity incident is detected, the IRT performs a multi-factor, risk-based assessment to determine the appropriate level of response. Depending upon the results of the assessment, including the nature and magnitude of the event, our incident response procedures provide for oversight and management of an incident by the IRT, under the direction of the CIO, or, in the event of escalation, under the direction of the executive officers of the Company, with reporting to and oversight by the Audit Committee.

**ITEM 2. PROPERTIES**

We maintain our executive offices in Long Island City, New York. The table below describes our principal facilities as of December 31, 2024.

| <b>Location</b>            | <b>State or Country</b> | <b>Principal Business Activity</b> | <b>Approx. Square Feet</b> | <b>Owned or Expiration Date of Lease<sup>1</sup></b> |
|----------------------------|-------------------------|------------------------------------|----------------------------|--|
| <i>Vehicle Control</i>     |                         |                                    |                            |  |
| Bialystok                  | Poland                  | Manufacturing                      | 155,000                    | 2032   |
| Disputanta                 | VA                      | Distribution                       | 411,000                    | Owned  |
| Edwardsville               | KS                      | Distribution                       | 363,500                    | Owned  |
| Ft. Lauderdale             | FL                      | Distribution                       | 23,300                     | Owned  |
| Ft. Lauderdale             | FL                      | Distribution                       | 30,000                     | Owned  |
| Greenville <sup>2</sup>    | SC                      | Manufacturing                      | 184,500                    | Owned  |
| Independence <sup>2</sup>  | KS                      | Manufacturing                      | 337,400                    | Owned  |
| Long Island City           | NY                      | Administration                     | 75,800                     | 2033   |
| McAllen                    | TX                      | Distribution                       | 120,300                    | 2027   |
| Mishawaka <sup>2</sup>     | IN                      | Manufacturing                      | 153,100                    | Owned  |
| Reynosa <sup>2</sup>       | Mexico                  | Manufacturing                      | 175,000                    | 2025   |
| Reynosa <sup>2</sup>       | Mexico                  | Manufacturing                      | 153,000                    | 2031   |
| Shawnee <sup>3</sup>       | KS                      | Distribution                       | 574,700                    | 2033   |
| <i>Temperature Control</i> |                         |                                    |                            |  |
| Foshan City                | China                   | Manufacturing                      | 361,500                    | 2028   |
| Lewisville                 | TX                      | Administration and Distribution    | 415,000                    | 2034   |
| Reynosa <sup>2</sup>       | Mexico                  | Manufacturing                      | 82,000                     | 2026   |
| Reynosa <sup>2</sup>       | Mexico                  | Manufacturing                      | 117,500                    | 2026   |
| Reynosa                    | Mexico                  | Manufacturing                      | 274,000                    | 2034   |
| St. Thomas                 | Canada                  | Manufacturing                      | 42,500                     | Owned  |

| <i>Engineered Solutions</i> |             |                                  |         |       |
|-----------------------------|-------------|----------------------------------|---------|-------|
| Kirchheim-Teck              | Germany     | Distribution                     | 27,500  | 2031  |
| Pécel                       | Hungary     | Manufacturing                    | 33,500  | Owned |
| Milwaukee                   | WI          | Manufacturing                    | 84,000  | 2028  |
| Sheboygan Falls             | WI          | Manufacturing                    | 22,500  | 2025  |
| Tijuana                     | Mexico      | Distribution                     | 13,800  | 2026  |
| Tijuana                     | Mexico      | Manufacturing                    | 30,400  | 2026  |
| Wuxi                        | China       | Manufacturing                    | 27,600  | 2029  |
| <i>Nissens Automotive</i>   |             |                                  |         |       |
| Cachtice                    | Slovakia    | Manufacturing                    | 143,900 | 2031  |
| Horsens                     | Denmark     | Administration and Manufacturing | 91,100  | Owned |
| Horsens                     | Denmark     | Manufacturing                    | 19,600  | Owned |
| Horsens                     | Denmark     | Distribution                     | 211,500 | Owned |
| Horsens                     | Denmark     | Distribution                     | 54,300  | 2028  |
| Niepolomice                 | Poland      | Administration and Distribution  | 70,300  | 2025  |
| Tilburg                     | Netherlands | Administration and Distribution  | 30,800  | 2027  |
| <i>Other</i>                |             |                                  |         |       |
| Mississauga                 | Canada      | Administration and Distribution  | 82,400  | 2028  |
| Irving                      | TX          | Training Center                  | 13,400  | 2027  |

<sup>1</sup> It is our intention to extend the lease in Reynosa, Mexico that is set to expire in 2025, and relocate operations from Niepolomice, Poland to a new location in Skawina, Poland upon expiration of the lease in 2025.

<sup>2</sup> These facilities are also utilized by the Engineered Solutions operating segment.

<sup>3</sup> This facility began a phased opening in 2024 and is expected to be fully operational in 2025. This facility is also utilized by the Temperature Control operating segment.

### **ITEM 3. LEGAL PROCEEDINGS**

The information required by this Item is incorporated herein by reference to the information set forth in Item 8, “Financial Statements and Supplementary Data” of this Report under the caption “Asbestos” appearing in Note 23, “Commitments and Contingencies” of the Notes to Consolidated Financial Statements in Item 8 of this Report.

### **ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable.

## **PART II**

### **ITEM 5. MARKET FOR THE REGISTRANT’S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES**

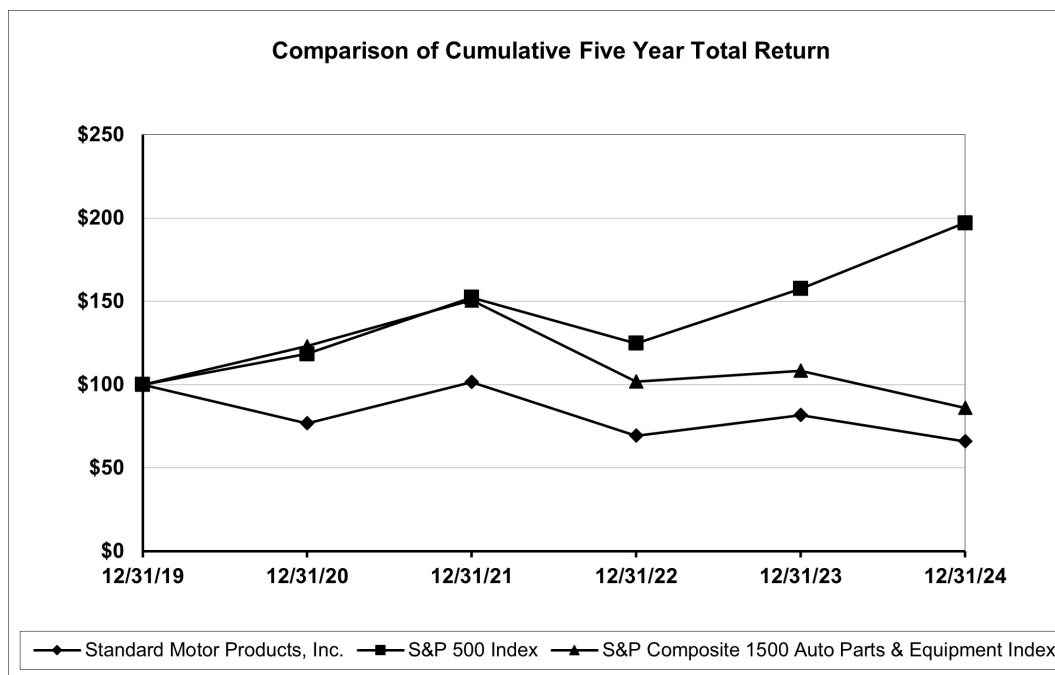
Our common stock trades publicly on the New York Stock Exchange (“NYSE”) under the trading symbol “SMP.” The last reported sale price of our common stock on the NYSE on February 25, 2025 was 31 per share. As of February 25, 2025, there were 492 holders of record of our common stock.

Dividends are declared and paid on the common stock at the discretion of our Board of Directors (the “Board”) and depend on our profitability, financial condition, capital needs, future prospects, and other factors deemed relevant by our Board. Our 2024 Credit Agreement permits dividends and distributions by us provided specific conditions are met. For information related to our 2024 Credit Agreement, see Note 11, “Credit Facilities and Long-Term Debt,” of the Notes to Consolidated Financial Statements in Item 8 of this Report.

There have been no unregistered offerings of our common stock during the fourth quarter of 2024.

**Stock Performance Graph**

The following graph compares the five year cumulative total return on the Company’s Common Stock to the total returns on the Standard & Poor’s 500 Stock Index and the S&P 1500 Auto Parts & Equipment Index, which is a combination of automotive parts and equipment companies within the S&P 400, the S&P 500 and the S&P 600. The graph shows the change in value of a \$100 investment in the Company’s Common Stock and each of the above indices on December 31, 2019 and the reinvestment of all dividends. The comparisons in this table are required by the Securities and Exchange Commission and are not intended to forecast or be indicative of possible future performance of the Company’s Common Stock or the referenced indices.



|      | Standard Motor Products, Inc. | S&P 500 Index | S&P Composite 1500 Auto Parts & Equipment Index |
|------|-------------------------------|---------------|---|
| 2019 | 100.00                        | 100.00        | 100.00  |
| 2020 | 76.80                         | 118.40        | 123.10  |
| 2021 | 101.61                        | 152.39        | 150.65  |
| 2022 | 69.31                         | 124.79        | 101.83  |
| 2023 | 81.80                         | 157.59        | 108.43  |
| 2024 | 65.89                         | 197.02        | 86.10   |

\* Source: S&P Capital IQ

ITEM 6. (RESERVED)

## ITEM 7. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

### Overview of Financial Performance

The following discussion should be read in conjunction with our consolidated financial statements and the notes thereto. This discussion summarizes the significant factors affecting our results of operations and the financial condition of our business during each of the fiscal years in the two-year period ended December 31, 2024. Discussion and analysis of our financial condition and results of operations for fiscal year 2023, and comparisons of fiscal years 2023 and 2022 can be found in Part II, Item 7. “Management’s Discussion and Analysis of Financial Condition and Results of Operations” of our Annual Report on Form 10-K for the fiscal year ended December 31, 2023.

| (In thousands, except per share data)                   | December 31, |              |
|---|--------------|--------------|
|   | 2024         | 2023         |
| Net sales   | \$ 1,463,849 | \$ 1,358,272 |
| Gross profit  | 423,321      | 388,826      |
| Gross profit %  | 28.9%        | 28.6%        |
| Operating income  | 80,624       | 92,677       |
| Operating income %                                      | 5.5%         | 6.8%         |
| Earnings from continuing operations before income taxes | 73,989       | 81,716       |
| Provision for income taxes                              | 19,385       | 18,368       |
| Earnings from continuing operations                     | 54,604       | 63,348       |
| Loss from discontinued operations, net of income taxes  | (26,128)     | (28,996)     |
| Net earnings  | 28,476       | 34,352       |
| Net earnings attributable to noncontrolling interest    | 976          | 204          |
| Net earnings attributable to SMP                        | 27,500       | 34,148       |
| <u>Per share data attributable to SMP – Diluted:</u>    |              |              |
| Continuing operations                                   | \$ 2.41      | \$ 2.85      |
| Discontinued operations                                 | (1.17)       | (1.31)       |
| Net earnings per common share                           | \$ 1.24      | \$ 1.54      |

Consolidated net sales for 2024 were \$1,463.8 million, a increase of \$105.6 million, or 7.8% compared to net sales of \$1,358.3 million in 2023. The increase in net sales in 2024 reflects the impact of multiple factors including:

- strong demand in our Temperature Control operating segment primarily reflecting the impact of warmer year-over-year seasonal weather conditions,
- net sales of \$35.7 million for the period from acquisition to December 31, 2024 in our new segment, Nissens Automotive, created with the acquisition of Nissens Automotive, a leading European supplier of thermal management and engine efficiency products for the automotive aftermarket, on November 1, 2024,
- stable demand in our Vehicle Control aftermarket segment across our major product groups, and
- a slight increase in net sales in our Engineered Solutions operating segment with growth from business wins and successful cross-selling efforts offset by slowing customer production in the fourth quarter.

Gross margin as a percentage of net sales in 2024 was 28.9% as compared to 28.6% in 2023. Overall, the gross margin increase as a percentage of sales in 2024 primarily reflects the positive impact of higher sales volumes leading to higher fixed manufacturing cost absorption, improved operating performance including the impact of cost control measures, and increased pricing, which more than offset lingering inflationary increases in certain materials and labor costs. We anticipate that the ongoing benefits from our cost-savings initiatives and strong gross margins in our newly acquired operating segment, Nissens Automotive, will mitigate continued pressure on margins resulting from inflationary headwinds. While our business in U.S. markets could be impacted by additional tariffs, we expect to mitigate the impact with a combination of price increases and cost reduction efforts.

Operating margin as a percentage of net sales in 2024 was 5.5% as compared to 6.8% in 2023. Included in our operating margin were selling, general and administrative expenses of \$335.1 million, or 22.9% of net sales in 2024 compared to \$293.6 million, or 21.6% of net sales in 2023. The \$41.5 million increase in selling, general and administrative expenses in 2024 is principally due to (i) \$14.3 million of selling, general and administrative expenses for Nissens Automotive as the results of our new operating segment are consolidated into our financial statements for the two months from the close of the acquisition, (ii) higher distribution and freight expenses in our legacy business primarily due to higher sales, (iii) costs associated with our acquisition of Nissens Automotive, and (iv) increased rent and incremental expenses as we transition away from our Edwardsville, Kansas distribution center to our new distribution facility in Shawnee, Kansas. The new larger distribution center will integrate new distribution technologies including a mechanized material handling system designed to deliver improved logistics capabilities, operational efficiencies, as well as enhanced employee, customer and supplier experiences and is expect to be fully operational later in 2025. We will incur additional costs in 2025 during the phase-in period while we operate the two facilities.

Overall, our core automotive aftermarket business remains strong, and we are both excited and optimistic for the growth potential in our newly acquired operating segment, Nissens Automotive and the long-term growth potential of the complementary markets served in our Engineered Solutions operating segment.

### **Separation Program**

During the second quarter of 2024 we offered a voluntary retirement incentive package of severance and other benefit enhancements to eligible employees in the United States and Canada as part of our commitment to optimizing our cost structure and providing professional development opportunities to our employees. The offer period ended on June 14, 2024. During the third quarter of 2024, we expanded the program to include involuntary separations. We recorded expenses of \$7.1 million in 2024, with additional expenses to be recorded of approximately \$0.6 million in 2025, and \$0.1 million in 2026 for an aggregate cost of approximately \$7.7 million. It is anticipated that the overall separation program will reduce operating expenses in 2025. Expenses incurred pursuant to the program are recorded in restructuring and integration expenses in our statement of operations.

### **Results of Operations**

**Sales.** Consolidated net sales for 2024 were \$1,463.8 million, an increase of \$105.6 million, or 7.8%, compared to \$1,358.3 million in 2023, with the majority of our net sales to customers located in the United States. Consolidated net sales increased in all our operating segments when compared to the prior fiscal year.



The following table summarizes consolidated net sales by segment and by major product group within each segment for the years ended December 31, 2024 and 2023 (in thousands):

|   | <b>Year Ended December 31,</b> |                     |
|---|--------------------------------|---------------------|
|   | <b>2024</b>                    | <b>2023</b>         |
| <b>Vehicle Control</b>                                    |                                |                     |
| Engine Management (Ignition, Emissions and Fuel Delivery) | \$ 467,460                     | \$ 450,180          |
| Electrical and Safety                                     | 229,361                        | 221,782             |
| Wire Sets and Other                                       | 65,739                         | 65,970              |
| <b>Total Vehicle Control</b>                              | <b>762,560</b>                 | <b>737,932</b>      |
| <b>Temperature Control</b>                                |                                |                     |
| AC System Components                                      | 274,926                        | 237,756             |
| Other Thermal Components                                  | 105,162                        | 99,998              |
| <b>Total Temperature Control</b>                          | <b>380,088</b>                 | <b>337,754</b>      |
| <b>Engineered Solutions</b>                               |                                |                     |
| Commercial Vehicle  | 89,171                         | 79,376              |
| Construction/Agriculture                                  | 35,832                         | 41,665              |
| Light Vehicle   | 91,548                         | 92,701              |
| All Other   | 68,905                         | 68,844              |
| <b>Total Engineered Solutions</b>                         | <b>285,456</b>                 | <b>282,586</b>      |
| <b>Nissens Automotive</b>                                 |                                |                     |
| Engine Cooling  | 19,287                         | —                   |
| Air Conditioning  | 9,214                          | —                   |
| Engine Efficiency   | 7,244                          | —                   |
| <b>Total Nissens Automotive</b>                           | <b>35,745</b>                  | <b>—</b>            |
| <b>Other</b>  |                                |                     |
|   | —                              | —                   |
| <b>Total</b>  | <b>\$ 1,463,849</b>            | <b>\$ 1,358,272</b> |

Vehicle Control's net sales for 2024 increased \$24.6 million, or 3.3, to \$762.6 million compared to \$737.9 million in 2023. Demand in the Vehicle Control segment remained relatively stable across our major product groups.

Temperature Control's net sales for 2024 increased \$42.3 million, or 12.5, to \$380.1 million compared to \$337.8 million in 2023. The higher year-over-year Temperature Control net sales reflects higher customer demand due to the impact of warmer seasonal weather conditions in the U.S. compared to 2023. Demand for our Temperature Control products may vary significantly with summer weather conditions and customer inventory levels.

Engineered Solutions' net sales for 2024 increased \$2.9 million, or 1, to \$285.5 million compared to \$282.6 million in 2023. Overall, net sales in our Engineered Solutions operating segment showed year-over-year improvement driven by new business wins as well as successful cross-selling efforts, partly offset by slowing customer production schedules in the fourth quarter.

Net sales of \$35.7 million, or 2.4 of total SMP's net sales, for our newly acquired operating segment, Nissens Automotive, are included in our consolidated results for the two months from the closing date of the acquisition. We expect Nissens Automotive's net sales to follow a similar annual seasonal pattern as the Temperature Control segment, as demand for many of Nissens Automotive's products increase with warmer weather. We also expect to benefit from revenue synergies resulting from the acquisition starting in 2026 and beyond.

**Gross Margins.** Gross margins, as a percentage of consolidated net sales, increased to 28.9% for 2024, compared to 28.6% for 2023. The following table summarizes gross margins by segment for the years ended December 31, 2024 and 2023, respectively (in thousands):

| Year Ended<br>December 31, | Vehicle<br>Control | Temperature<br>Control | Engineered<br>Solutions | Nissens<br>Automotive | Other | Total       |
|----------------------------|--------------------|------------------------|-------------------------|-----------------------|-------|-------------|
| <b>2024</b>                |                    |                        |                         |                       |       |             |
| Net sales                  | \$ 762,560         | \$ 380,088             | \$ 285,456              | \$ 35,745             | \$ —  | \$1,463,849 |
| Gross margins              | 244,085            | 117,792                | 49,919                  | 11,525                | —     | 423,321     |
| Gross margin percentage    | 32.0%              | 31.0%                  | 17.5%                   | 32.2%                 | —     | 28.9%       |
| <b>2023</b>                |                    |                        |                         |                       |       |             |
| Net sales                  | \$ 737,932         | \$ 337,754             | \$ 282,586              | \$ —                  | \$ —  | \$1,358,272 |
| Gross margins              | 238,215            | 95,827                 | 54,784                  | —                     | —     | 388,826     |
| Gross margin percentage    | 32.3%              | 28.4%                  | 19.4%                   | —                     | —     | 28.6%       |

Compared to 2023, gross margin percentage decreased from 32.3% to 32.0% at Vehicle Control, increased from 28.4% to 31.0% at Temperature Control, and decreased from 19.4% to 17.5% at Engineered Solutions. Gross margin percentage for the Nissens Automotive segment was 32.2% for the two months from the closing date of the acquisition.

The gross margin percentage in our Vehicle Control operating segment remained relatively flat reflecting higher sales volume and higher fixed cost absorption due to higher production levels than those achieved in 2023, partially offset by inflationary cost increases.

The gross margin percentage increase in our Temperature Control operating segment reflected higher sales volume, some increased pricing, improved operating performance from cost savings initiatives, and favorable fixed cost absorption due to higher production levels than those achieved in 2023.

The gross margin percentage decrease at our Engineered Solutions operating segment is driven primarily by cost inflation and an unfavorable customer sales mix, partially offset by some higher pricing. We expect some pressure on demand into 2025 for our Engineered Solutions products as production schedules at customers slow.

The gross margin percentage at our Nissens Automotive operating segment was negatively impacted by \$3.1 million of amortization for inventory fair value adjustments related to the application of accounting for business combinations. Amortization of the remaining inventory fair value adjustment will continue through Q2 2025.

While we anticipate continued margin pressure resulting from inflationary headwinds and a competitive market environment, we believe that our cost savings and product rationalization initiatives should mitigate much of this impact to our gross margins as well as, cost synergies related to our acquisition of Nissens Automotive. While our business in U.S. markets could be impacted by additional tariffs, we expect to mitigate the impact with a combination of price increases and cost reduction efforts.

**Selling, General and Administrative Expenses.** Selling, general and administrative expenses increased \$41.5 million to \$335.1 million, or 22.9% of consolidated net sales in 2024, as compared to \$293.6 million, or 21.6% of consolidated net sales in 2023. Excluding the \$14.3 million impact of including Nissens Automotive into our financial statements for the two months from the acquisition date, the increase in selling, general and administrative expenses is principally due to the impact of (i) \$10.5 million higher distribution and freight expenses in our legacy business primarily due to higher sales, (ii) \$10.3 million of costs associated with our acquisition of Nissens Automotive, including \$2.3 million of derivative losses on forward foreign exchange contract used to economically hedge the purchase price, and (iii) \$4.6 million of increased rent and incremental expenses as we transition away from our Edwardsville, Kansas distribution center to our new distribution facility in Shawnee, Kansas.

**Restructuring and Integration Expenses.** Restructuring and integration expenses were \$7.7 million in 2024 compared to \$2.6 million in 2023. Restructuring and integration expenses incurred in 2024 relate primarily to the Separation Program announced in the second quarter of 2024, and expanded to encompass involuntary separations in the third quarter of 2024, as part of our commitment to optimizing our cost structure and providing professional development opportunities to our employees. We anticipate that the program will be substantially complete by the end of 2027. Restructuring and

integration expenses in 2024 consist of \$7.3 million of costs related to workforce reductions and severance costs, and \$0.4 million for the relocation of machinery and equipment; while 2023 expenses primarily related to the Cost Reduction Initiative consist of \$2 million of costs related to workforce reductions and severance costs, and \$0.7 million for the relocation of machinery and equipment.

**Operating Income.** Operating income was \$80.6 million, or 5.5%, of consolidated net sales in 2024, compared to \$92.7 million, or 6.8%, of consolidated net sales in 2023. The year-over-year decrease in operating income of \$12.1 million is primarily the result of higher selling, general and administrative expenses, including costs associated with the acquisition of Nissens Automotive, and higher restructuring and integration expenses, partially offset, by the impact of higher net sales and improved gross margin percentage.

**Other Non-Operating Income, Net.** Other non-operating income, net was \$6.9 million in 2024, compared to \$2.3 million in 2023. The year-over-year increase in other non-operating income, net results from the increase in year-over-year equity income from our joint ventures, and the favorable impact of changes in foreign currency exchange rates. Equity income from our joint ventures increased irrespective of the year-over-year decline in the equity income of Gwo Yng, reflecting the impact of our acquisition of an additional 15% equity interest in Gwo Yng in July 2023. Commencing on the date of our equity interest increase, the financial results of Gwo Yng were no longer accounted for under the equity method of accounting. Instead, Gwo Yng's financial results are reported on a consolidated basis. As such, other non-operating income, net includes equity income of Gwo Yng of \$0.7 million in 2023.

**Interest Expense.** Interest expense increased to \$13.5 million in 2024, compared to \$13.3 million in 2023. The year-over-year increase in interest expense reflects the impact of higher average outstanding balances due to borrowings under our 2024 Credit Agreement to fund our acquisition of Nissens Automotive, partly offset by slightly lower year-over-year average interest rates on our credit facilities, including the impact of our interest swap agreements. We expect interest expense to increase in 2025 due to higher overall outstanding balances under our 2024 Credit Agreement connected to our acquisition of Nissens Automotive.

**Income Tax Provision.** The income tax provision for 2024 was \$19.4 million at an effective tax rate of 26.2%, compared to \$18.4 million at an effective tax rate of 22.5% in 2023. The higher effective tax rate in 2024 compared to 2023 reflects the impact of non-deductible transaction costs associated with our acquisition of Nissens Automotive, an increase in earnings from international as compared to U.S. operations, and the effective tax rate impact of lower year-over-year pre-tax income.

**Loss From Discontinued Operations.** Loss from discontinued operations, net of income tax, reflects information contained in the actuarial studies performed as of August 31, 2024 and 2023, as well as other available information, and legal expenses and other costs associated with our asbestos-related liability. During the years ended December 31, 2024 and 2023, we recorded a net loss of \$26.1 million and \$29 million from discontinued operations, respectively. The loss from discontinued operations for the year ended December 31, 2024 and 2023 includes (i) a 29.3 million and \$23.8 million pre-tax provision, respectively, to increase our indemnity liability in line with the 2024 and 2023 actuarial studies; (ii) legal and other miscellaneous expenses, before taxes, of 4.8 million and 4.9 million for 2024 and 2023, respectively, and (iii) a \$10.5 million pre-tax provision in 2023 related to a breach of contract legal proceeding. As discussed more fully in Note 23 "Commitments and Contingencies" of the Notes to Consolidated Financial Statements in Item 8 of this Report, we are responsible for certain future liabilities relating to alleged exposure to asbestos containing products.

**Net Earnings Attributable to Noncontrolling Interest.** Net earnings attributable to noncontrolling interest relates to the minority shareholders' interest in our 70% owned joint venture in Hong Kong, with operations in Shanghai and Wuxi, China ("Trombetta Asia, Ltd.") and, in our 80% ownership in Gwo Yng, commencing in July 2023 upon the completion of our step acquisition. Net earnings attributable to the noncontrolling interest were 1.0 million and 0.2 million during the years ended December 31, 2024 and 2023, respectively. For additional information on the Gwo Yng step acquisition, see Note 2, "Business Combinations," in the Notes to Consolidated Financial Statements in Item 8 of this Report.

## **Restructuring and Integration Programs**

For a detailed discussion on the restructuring and integration costs, see Note 3, "Restructuring and Integration Expenses," of the Notes to Consolidated Financial Statements in Item 8 of this Report.

## **Liquidity and Capital Resources**

Our primary cash requirements include working capital, capital expenditures, quarterly dividends, stock repurchases, principal and interest payments on indebtedness and acquisitions. The following table summarizes our primary sources of

funds including ongoing net cash flows from operating activities and availability under our credit agreements (in thousands).

|                              | December 31, |            |
|------------------------------|--------------|------------|
|                              | 2024         | 2023       |
| Operating cash flows         | \$ 76,693    | \$ 144,260 |
| Total debt                   | \$ 562,314   | \$ 156,211 |
| Cash and cash equivalents    | 44,426       | 32,526     |
| Net debt                     | \$ 517,888   | \$ 123,685 |
| Remaining borrowing capacity | 193,379      | 334,180    |
| Total liquidity              | \$ 237,805   | \$ 366,706 |

**Operating Activities.** During 2024, cash provided by operating activities was \$76.7 million as compared to cash provided by operating activities of \$144.3 million in 2023.

Net earnings during 2024 were \$28.5 million compared to \$34.4 million in 2023. The decrease in cash provided by operating activities resulted primarily from an increase in inventories of \$36.9 million compared to a decrease of \$29.5 million in the prior year, as well as increases in other working capital accounts primarily due to higher net sales and preparation for pre-season orders in our Temperature Control segment, and lower net earnings.

During the year ended December 31, 2023, we generated significant operating cash flow by reducing our inventory to more normalized levels while actively managing our accounts receivable and accounts payable. We continue to actively manage our working capital to maximize our operating cash flow.

**Investing Activities.** Cash used in investing activities was \$418.7 million in 2024 as compared to \$25.7 million in 2023. Investing activities during 2024 primarily consisted of (i) \$372.5 million of cash paid for the acquisition of 100% of the shares of Nissens Automotive, net of cash acquired of \$24.6 million, and (ii) capital expenditures of \$44 million. The year-over-year increase in capital expenditures primarily relates to the implementation of upgraded automation equipment, racking and other equipment, as we invest in the start-up of our new distribution facility in Shawnee, Kansas.

Cash used in investing activities during 2023 primarily consisted of (i) the payment of \$4.0 million for our acquisition of an additional 15% equity interest in Foshan GWO YNG SMP Vehicle Climate Control & Cooling Products Co., Ltd. (“Gwo Yng”) and (ii) capital expenditures of \$28.6 million, partially offset by \$6.8 million of cash acquired in the Gwo Yng step acquisition.

**Financing Activities.** Cash provided by financing activities was \$349.5 million in 2024 as compared to cash used in financing activities of \$109.6 million in 2023. In September 2024, the Company refinanced its existing 2022 Credit Agreement with a new five-year Credit Agreement with JPMorgan Chase Bank, N.A., as administrative agent, and a syndicate of lenders (“2024 Credit Agreement”). Borrowings under the 2024 Credit Agreement were used to repay all outstanding borrowings under the 2022 Credit Agreement and to finance the Company's acquisition of Nissens Automotive and related transaction costs, and will be used for general corporate purposes of the Company and its subsidiaries.

During 2024, we (i) increased our borrowings under our 2024 Credit Agreement by \$392 million, (ii) paid dividends to SMP shareholders of \$25.3 million, and (iii) made cash payments for the repurchase of shares of our common stock of \$10.4 million. These activities were funded with cash provided by our operating activities, in addition to borrowings under our 2024 Credit Agreement.

During 2023, we (i) reduced our borrowings under our 2022 Credit Agreement by \$83.5 million; and (ii) paid dividends of \$25.2 million and \$0.7 million to SMP shareholders and shareholders of our noncontrolling interests, respectively. Cash provided by our operating activities was used to reduce our borrowings under our 2022 Credit Agreement, fund our investing activities and pay dividends.

Quarterly dividends were paid at a rate of \$0.29 in 2024 and 2023.

### **Liquidity**

Our primary sources of funds are ongoing net cash flows from operating activities and availability under our 2024 Credit Agreement (as detailed below).

In May 2024 and July 2024, the Company amended its then-existing Credit Agreement with JPMorgan Chase Bank, N.A., as administrative agent, and a syndicate of lenders ("2022 Credit Agreement"), to transition from the Canadian Dollar Offered Rate ("CDOR") to the Canadian Overnight Repo Rate Average ("CORRA") for benchmark borrowings denominated in Canadian dollars and to provide for a new \$125 million term loan and the use of funds available under the revolving credit facility to finance the acquisition of Nissens Automotive and related transaction costs. For additional information on our agreement to acquire Nissens Automotive see Note 2, "Business Combinations," in the Notes to Consolidated Financial Statements in Item 8 of this Report.

In September 2024, the Company refinanced its existing 2022 Credit Agreement with a new five-year Credit Agreement with JPMorgan Chase Bank, N.A., as administrative agent, and a syndicate of lenders ("2024 Credit Agreement"). The 2024 Credit Agreement matures on September 16, 2029 and provides for an approximately \$750 million credit facility, comprised of (i) a \$430 million multi-currency revolving credit facility ("global tranche"); (ii) a \$10 million multi-currency revolving credit facility, available to one or more wholly-owned Danish subsidiaries of the Company ("Danish tranche"); (iii) a \$200 million delayed draw term loan facility in U.S. dollars; and (iv) a 100 million euros delayed draw term loan facility. The revolving credit facility has a \$25 million sublimit for the issuance of letters of credit, and a \$30 million sublimit for the borrowing of swingline loans.

Borrowings under the 2024 Credit Agreement were used to repay all outstanding borrowings under the 2022 Credit Agreement and to finance the Company's acquisition of Nissens Automotive and related transaction costs, and will be used for general corporate purposes of the Company and its subsidiaries. The term loans amortize in quarterly installments of 1.25% in each of the first two years following the funding, 1.875% for the next year, and 2.50% in each quarter thereafter. The Company may request up to two one-year extensions of the maturity date.

The Company may, subject to customary conditions, increase the global tranche or obtain incremental term loans in an aggregate amount not to exceed (x) the greater of (i) \$168 million and (ii) 100% of consolidated EBITDA for the four fiscal quarters ended most recently before such date, plus (y) any voluntary prepayment of term loans, plus (z) any amount that, after giving effect to the increase, the pro forma First Lien Net Leverage Ratio (as defined in the 2024 Credit Agreement) does not exceed 2.75 to 1.00. The Company may also, subject to customary conditions, request to increase the Danish tranche by up to \$5 million.

Borrowings bear interest at the applicable interest rate index selected by the Company based on the particular currency borrowed plus a credit spread adjustment depending on the index, and a margin ranging from 1.25% to 2.25% per annum based on the total net leverage ratio of the Company and its restricted subsidiaries. The Company may select interest periods of one, three or six months depending on the index. Interest is payable at the end of the selected interest period, but no less frequently than quarterly.

The Company may prepay the borrowings, in whole or in part, at any time without premium or penalty, subject to certain conditions.

The Company's obligations under the 2024 Credit Agreement are guaranteed by its material domestic subsidiaries (each, a "Guarantor"), and secured by a first priority perfected security interest in substantially all of the existing and future personal property of the Company and each Guarantor, subject to certain exceptions. The collateral security described above also secures certain banking services obligations and interest rate swaps and currency or other hedging obligations of the Company owing to any of the then existing lenders or any affiliates thereof.

Outstanding borrowings at December 31, 2024 under the 2024 Credit Agreement were \$545.4 million, net of deferred financing costs, consisting of current borrowings of \$25.2 million and long-term debt of \$520.1 million; while outstanding borrowings at December 31, 2023, were \$156 million, consisting of current borrowings of \$5 million and long-term debt of \$151 million. Letters of credit outstanding under the Credit Agreement were \$2.5 million and \$2.3 million at December 31, 2024 and 2023, respectively.

To manage the interest rate risk on the 2024 Credit Agreement, the Company has entered into interest rate swap agreements designated as cash flow hedges of a portion of the borrowings under the 2024 Credit Agreement to swap floating rate interest to a fixed rate. For additional information see Note 17, "Derivative Financial Instruments" of the Notes to Consolidated Financial Statements in Item 8 of this Report.

At December 31, 2024, the weighted average interest rate on borrowings under the 2024 Credit Agreement was 5.6%, primarily consisting of Term SOFR for borrowings in U.S. dollars and EURIBOR for borrowings in euros, adjusted for the impact of the interest rate swap agreement on \$100 million of the U.S. dollar borrowings. At December 31, 2023, the



weighted average interest rate under our 2022 Credit Agreement was 5.0%, under Term SOFR, adjusted for the impact of the interest rate swap agreement on \$100 million of borrowings. During the year ended December 31, 2024, our average daily alternative base rate loan balance was \$0.7 million, compared to a balance of \$0.1 million for the year ended December 31, 2023.

The 2024 Credit Agreement contains customary covenants limiting, among other things, the incurrence of additional indebtedness, the creation of liens, mergers, consolidations, liquidations and dissolutions, sales of assets, dividends and other payments in respect of equity interests, acquisitions, investments, loans and guarantees, subject, in each case, to customary exceptions, thresholds and baskets. The 2024 Credit Agreement also contains customary events of default.

In November 2023, our Polish subsidiary, SMP Poland sp. z.o.o., further amended its overdraft facility with HSBC Continental Europe (Spolka Akcyjna) Oddzial w Polsce. The overdraft facility, as amended, provides for borrowings under the facility in euros and U.S. dollars. Under the amended terms, the overdraft facility provides for borrowings of up to Polish zloty 30 million (approximately \$7.3 million) if borrowings are solely in Polish zloty, or up to 85% of the Polish zloty 30 million limit (approximately \$6.2 million) if borrowings are in euros and/or U.S. dollars. The overdraft facility had an original maturity date in March 2024, with automatic three-month renewals until June 2027, subject to cancellation by either party, at its sole discretion, at least 30 days prior to the commencement of the three-month renewal period. The facility automatically renewed in December 2024 to a March 2025 maturity date. Borrowings under the amended overdraft facility will bear interest at a rate equal to (i) the one month Warsaw Interbank Offered Rate (“WIBOR”) + 1.0% for borrowings in Polish zloty, (ii) the one month Euro Interbank Offered Rate (“EURIBOR”) + 1.0% for borrowings in Euros, and (iii) the Mid-Point of the Fed Target Range + 1.25% for borrowings in U.S. dollars. Borrowings under the overdraft facility are guaranteed by Standard Motor Products, Inc., the ultimate parent company. There were no borrowings outstanding under the overdraft facility at both December 31, 2024 and December 31, 2023.

In order to reduce our accounts receivable balances and improve our cash flow, we are party to several supply chain financing arrangements, in which we may sell certain of our customers’ trade accounts receivable to such customers’ financial institutions. We sell our undivided interests in certain of these receivables at our discretion when we determine that the cost of these arrangements is less than the cost of servicing our receivables with existing debt. Under the terms of the agreements, we retain no rights or interest, have no obligations with respect to the sold receivables, and do not service the receivables after the sale. As such, these transactions are accounted for as a sale.

Pursuant to these agreements, we sold \$884.7 million and \$830.8 million of receivables for the years ended December 31, 2024 and 2023, respectively. Receivables presented at financial institutions and not yet collected as of December 31, 2024 and December 31, 2023 were approximately \$5.8 million and \$4.5 million, respectively, and remained in our accounts receivable balance for those periods. All receivables sold were reflected as a reduction of accounts receivable in the consolidated balance sheet at the time of sale. A charge in the amount of \$48.5 million, \$46 million and \$32 million related to the sale of receivables is included in selling, general and administrative expenses in our consolidated statements of operations for the years ended December 31, 2024, 2023 and 2022, respectively.

To the extent that these arrangements are terminated, our financial condition, results of operations, cash flows and liquidity could be adversely affected by extended payment terms, delays or failures in collecting trade accounts receivables. The utility of the supply chain financing arrangements also depends upon a benchmark reference rate for the purpose of determining the discount rate applicable to each arrangement. If the benchmark reference rate increases significantly, we may be negatively impacted as we may not be able to pass these added costs on to our customers, which could have a material and adverse effect upon our financial condition, results of operations and cash flows.

In January 2023, one of our customers filed a petition for bankruptcy and we recorded a \$7 million pre-tax charge in selling, general and administrative expenses in our consolidated statement of operations during the year ended December 31, 2022 to reduce our accounts receivable balance to our estimated recovery.

In July 2022, our Board of Directors authorized the purchase of up to \$30 million of our common stock under a stock repurchase program. Stock will be purchased under the program from time to time, in the open market or through private transactions, as market conditions warrant. To date, there have been 321,229 shares repurchased for a total cost of \$10.4 million, all of which occurred during the first half of 2024. As of December 2023 there had been no repurchases of our common stock under the program.

### ***Material Cash Commitments***

Material cash commitments as of December 31, 2024 consist of required cash payments to service our outstanding borrowings of \$545.4 million under our 2024 Credit Agreement with JPMorgan Chase Bank, N.A., as agent and the future



minimum cash requirements of \$144.8 million through 2034 under operating leases. All of our other cash commitments as of December 31, 2024 are not material. For additional information related to our material cash commitments, see Note 7, “Leases,” and Note 11, “Credit Facilities and Long-Term Debt,” of the Notes to Consolidated Financial Statements in Item 8 of this Report.

We anticipate that our cash flow from operations, available cash, and available borrowings under our 2024 Credit Agreement will be adequate to meet our future liquidity needs for at least the next twelve months. Significant assumptions underlie this belief, including, among other things, that we will be able to mitigate the future impact, if any, of disruptions in the supply chain caused by geo-political risks, future increases in interest rates, and significant inflationary cost increases in raw materials, labor and transportation that we are unable to pass through our customers, macroeconomic uncertainty, and that there will be no material adverse developments in our business, liquidity or capital requirements. If material adverse developments were to occur in any of these areas, there can be no assurance that our business will generate sufficient cash flow from operations, or that future borrowings will be available to us under our 2024 Credit Agreement in amounts sufficient to enable us to pay the principal and interest on our indebtedness, or to fund our other liquidity needs. In addition, if we default on any of our indebtedness, or breach any financial covenant in our 2024 Credit Agreement, our business could be adversely affected.

For further information regarding the risks in our business, refer to Item 1A, “Risk Factors,” of this Report.

### **Critical Accounting Policies and Estimates**

We have identified the two accounting policies and estimates below as critical to our business operations and the understanding of our results of operations. The impact and any associated risks related to these policies and estimates on our business operations is discussed throughout “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” where such policies and estimates affect our reported and expected financial results. For a detailed discussion on the application of these and other accounting policies, see Note 1, “Summary of Significant Accounting Policies,” of the Notes to Consolidated Financial Statements in Item 8 of this Report.

The preparation of our consolidated financial statements requires us to make estimates and assumptions that affect the reported amount of assets and liabilities, the disclosure of contingent assets and liabilities at the date of our consolidated financial statements, and the reported amounts of revenue and expenses during the reporting periods. We can give no assurances that actual results will not differ from those estimates. Although we do not believe that there is a reasonable likelihood that there will be a material change in the future estimates, or in the assumptions that we use in calculating the estimates, the uncertain future effects, if any, of the disruptions in the supply chain caused by geo-political risks, future increases in interest rates, inflation, macroeconomic uncertainty, and other unforeseen changes in the industry, or business, could materially impact the estimates, and may have a material adverse effect on our business, financial condition and results of operations.

### ***Valuation of Long-Lived and Intangible Assets and Goodwill***

The company accounts for business combinations using the acquisition method and accordingly, the identifiable assets acquired, the liabilities assumed, and any noncontrolling interest in the acquiree are generally recorded at their acquisition date fair values. At acquisition, we estimate and record the fair value of purchased intangible assets, which primarily consist of customer relationships, trademarks and trade names, and patents, developed technology and intellectual property. Intangible assets acquired through business combinations are subject to potential adjustments within the measurement period, which is up to one year from the acquisition date.

Valuing intangible assets requires the use of significant estimates and assumptions. Significant estimates and assumptions used in valuing customer relationships include but are not limited to: (i) forecasted revenues attributable to existing customers; (ii) forecasted margins; (iii) customer attrition rates; and (iv) the discount rate. Identifiable intangible assets with finite lives are amortized over their useful lives generally on a straight-line basis.

Goodwill is the excess of the purchase price over the fair value of identifiable net assets acquired in business combinations. The primary drivers that generate goodwill are the value of synergies between the acquired entities and the company and the acquired assembled workforce, neither of which qualifies as a separately identifiable intangible asset. Goodwill and certain other intangible assets having indefinite lives are not amortized to earnings, but instead are subject to periodic testing for impairment. Intangible assets determined to have definite lives are amortized over their remaining useful lives. We believe that the fair value of acquired identifiable net assets, including intangible assets, are based upon reasonable estimates and assumptions.

We assess long-lived assets, identifiable intangible assets and goodwill for impairment whenever events or changes in circumstances indicate that the carrying value may not be recoverable. With respect to goodwill and identifiable intangible assets having indefinite lives, we test for impairment on an annual basis or in interim periods if an event occurs or circumstances change that may indicate the fair value is below its carrying amount. Factors we consider important, which could trigger an impairment review, include the following: (a) significant underperformance relative to expected historical or projected future operating results; (b) significant changes in the manner of our use of the acquired assets or the strategy for our overall business; and (c) significant negative industry or economic trends. We review the fair values using the discounted cash flows method and market multiples.

When performing our evaluation of goodwill for impairment, if we conclude qualitatively that it is not more likely than not that the fair value of the reporting unit is less than its carrying amount, then a quantitative impairment test would not be required. If we are unable to reach this conclusion, then we would perform a quantitative impairment test. In performing the quantitative impairment test, the fair value of the reporting unit is compared to its carrying amount. A charge for impairment is recognized by the amount by which the reporting unit's carrying amount exceeds its fair value, not to exceed the total amount of goodwill allocated to the reporting unit.

Identifiable intangible assets having indefinite lives are reviewed for impairment on an annual basis using a methodology similar with that used to evaluate goodwill. Intangible assets having definite lives and other long-lived assets are reviewed for impairment whenever events such as product discontinuance, plant closures, product dispositions or other changes in circumstances indicate that the carrying amount may not be recoverable. In reviewing intangible assets having definite lives and other long-lived assets for impairment, we compare the carrying value of such assets to the estimated undiscounted future cash flows expected from the use of the assets and their eventual disposition. When the estimated undiscounted future cash flows are less than their carrying amount, an impairment loss is recognized equal to the difference between the assets fair value and their carrying value.

There are inherent assumptions and estimates used in developing future cash flows requiring our judgment in applying these assumptions and estimates to the analysis of identifiable intangibles and long-lived asset impairment including projecting revenues, interest rates, tax rates and the cost of capital. Many of the factors used in assessing fair value are outside our control and it is reasonably likely that assumptions and estimates will change in future periods. These changes can result in future impairments. In the event our planning assumptions were modified resulting in impairment to our assets, we would be required to include an expense in our statement of operations, which could materially impact our business, financial condition and results of operations.

### ***Asbestos Litigation***

In evaluating our potential asbestos-related liability, we have considered various factors including, among other things, an actuarial study of the asbestos related liabilities performed by an independent actuarial firm, our settlement amounts and whether there are any co-defendants, the jurisdiction in which lawsuits are filed, and the status and results of such claims. As is our accounting policy, we consider the advice of actuarial consultants with experience in assessing asbestos-related liabilities to estimate our potential claim liability; and perform an actuarial evaluation in the third quarter of each year and whenever events or changes in circumstances indicate that additional provisions may be necessary. The methodology used to project asbestos-related liabilities and costs in our actuarial study considered: (i) historical data available from publicly available studies; (ii) an analysis of our recent claims history to estimate likely filing rates into the future; (iii) an analysis of our currently pending claims; (iv) an analysis of our settlements and awards of asbestos-related damages to date; and (v) an analysis of closed claims with pay ratios and lag patterns in order to develop average future settlement values. Based on the information contained in the actuarial study and all other available information considered by us, we have concluded that no amount within the range of settlement payments and awards of asbestos-related damages was more likely than any other and, therefore, in assessing our asbestos liability we compare the low end of the range to our recorded liability to determine if an adjustment is required. Future legal costs are expensed as incurred and reported in earnings (loss) from discontinued operations in the accompanying statement of operations.

We plan to perform an annual actuarial evaluation during the third quarter of each year for the foreseeable future and whenever events or changes in circumstances indicate that additional provisions may be necessary. Given the uncertainties associated with projecting such matters into the future and other factors outside our control, we can give no assurance that additional provisions will not be required. We will continue to monitor events and changes in circumstances surrounding these potential liabilities in determining whether to perform additional actuarial evaluations and whether additional provisions may be necessary. At the present time, however, we do not believe that any additional provisions would be reasonably likely to have a material adverse effect on our liquidity or consolidated financial position. See Note 23,

“Commitments and Contingencies,” of the Notes to Consolidated Financial Statements in Item 8 of this Report for additional information.

### **Recently Issued Accounting Pronouncements**

For a detailed discussion on recently issued accounting pronouncements and their impact on our consolidated financial statements, see Note 1, “Summary of Significant Accounting Policies” of the Notes to Consolidated Financial Statements in Item 8 of this Report.

## **ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

### **Quantitative and Qualitative Disclosures about Market Risk**

We are exposed to market risk, primarily related to foreign currency exchange and interest rates. These exposures are actively monitored by management. Our exposure to foreign exchange rate risk is due to certain costs, revenues and borrowings being denominated in currencies other than one of our subsidiary’s functional currency and net investments in our foreign subsidiaries. Similarly, we are exposed to market risk as the result of changes in interest rates, which may affect the cost of our financing. It is our policy and practice to use derivative financial instruments only to the extent necessary to manage exposures. We do not hold or issue derivative financial instruments for trading or speculative purposes.

#### **Exchange Rate Risk**

We have exchange rate exposure, primarily, with respect to the Canadian dollar, the euro, the British pound, the Polish zloty, the Hungarian forint, the Mexican peso, the Danish kroner, the Taiwan dollar, the Chinese yuan renminbi and the Hong Kong dollar. As of December 31, 2024 and December 31, 2023, our monetary assets and liabilities which are subject to this exposure are immaterial, therefore, the potential immediate loss to us that would result from a hypothetical 10% change in foreign currency exchange rates would not be expected to have a material impact on our earnings or cash flows. This sensitivity analysis assumes an unfavorable 10% fluctuation in the exchange rates affecting the foreign currencies in which monetary assets and liabilities are denominated and does not take into account the incremental effect of such a change on our foreign currency denominated revenues.

#### **Interest Rate Risk**

We manage our exposure to interest rate risk through the proportion of fixed rate debt and variable rate debt in our debt portfolio. To reduce our market risk for changes in interest rates on our variable rate borrowings, and to manage a portion of our exposure to changes in interest rates, we occasionally enter into interest rate swap agreements.

In 2022, we entered into an interest rate swap agreement with a notional amount of \$100 million that matures in May 2029. The interest rate swap agreement is designated as a cash flow hedge of interest payments on \$100 million of borrowings under our 2024 Credit Agreement. Under the terms of the swap agreement, we will receive monthly variable interest payments based on one month Term SOFR and will pay interest based on a fixed rate of 2.683% per annum.

In October 2024, we entered into an interest rate swap agreement with an initial notional amount of €100 million that matures in March 2030. At December 31, 2024, the notional amount was \$103.9 million or €100 million. The interest rate swap agreement is designated as a cash flow hedge of interest payments on euro denominated borrowings under our 2024 Credit Agreement equal to the notional amount of the interest rate swap agreement. The notional amount of the interest rate swap will decrease quarterly starting from June 2025. Under the terms of the swap agreement, we will receive monthly variable interest payments based on one month EURIBOR and will pay interest based on a fixed rate of 2.11% per annum.

As of December 31, 2024, we had approximately \$545.4 million of outstanding borrowings under our 2024 Credit Agreement, net of deferred financing costs, of which approximately \$445.4 million bears interest at variable rates of interest and \$100 million bears interest at fixed rates, after consideration of the interest rate swap agreements entered into in June 2022 and October 2024. Additionally, we invest our excess cash in highly liquid short-term investments. Based upon our current level of borrowings under our 2024 Credit Agreement and our excess cash, the effect of a hypothetical, instantaneous and unfavorable change of 100 basis points in the interest rate may have an approximate 5 million annualized negative impact on our earnings or cash flows.

In addition, we are party to several supply chain financing arrangements, in which we may sell certain of our customers’ trade accounts receivable to such customers’ financial institutions. We sell our undivided interests in certain of these

receivables at our discretion when we determine that the cost of these arrangements is less than the cost of servicing our receivables with existing debt. During the year ended December 31, 2024, we sold \$884.7 million of receivables. Depending upon the level of sales of receivables pursuant these agreements, the effect of a hypothetical, instantaneous and unfavorable change of 100 basis points in the margin rate may have an approximate \$8.8 million negative impact on our earnings or cash flows. The charge related to the sale of receivables is included in selling, general and administrative expenses in our consolidated statements of operations.

**ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

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## MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

To the Stockholders of  
Standard Motor Products, Inc. and Subsidiaries:

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) or 15d-15(f) of the Exchange Act). Our internal control system was designed to provide reasonable assurance to our management and Board of Directors regarding the preparation and fair presentation of published financial statements.

All internal control systems, no matter how well designed, have inherent limitations. Because of these inherent limitations, internal control over financial reporting can provide only reasonable assurance with respect to financial statement preparation and presentation, and may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

We assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2024. In making this assessment, we used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in the 2013 *Internal Control - Integrated Framework*. Based on our assessment using those criteria, we concluded that, as of December 31, 2024, our internal control over financial reporting is effective.

As permitted by SEC guidance, the scope of management's assessment of the effectiveness of our internal control over financial reporting as of December 31, 2024 excluded AX V Nissens III ApS (now known as SMP Nissens III ApS) and its direct and indirect subsidiaries ("Nissens Automotive"), which we acquired in November 2024. Nissens Automotive's total assets and net sales represented approximately 27 and 2, respectively, of the consolidated total assets and net sales of Standard Motor Products, Inc. as of and for the year ended December 31, 2024. We are currently in the process of evaluating and integrating the acquired operations, processes and internal controls.

Our independent registered public accounting firm, KPMG LLP, has audited our consolidated financial statements as of and for the year ended December 31, 2024 and has also audited the effectiveness of our internal control over financial reporting as of December 31, 2024. KPMG's report appears on the following pages of this "Item 8. Financial Statements and Supplementary Data."



## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and Board of Directors  
Standard Motor Products, Inc. and Subsidiaries:

### *Opinion on Internal Control Over Financial Reporting*

We have audited Standard Motor Products, Inc and Subsidiaries' (the Company) internal control over financial reporting as of December 31, 2024, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2024, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of December 31, 2024 and 2023, the related consolidated statements of operations, comprehensive income, changes in stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2024, and the related notes and financial statement Schedule II, Valuation and Qualifying Accounts (collectively, the consolidated financial statements), and our report dated February 27, 2025 expressed an unqualified opinion on those consolidated financial statements.

The Company acquired Nissens Automotive during 2024, and management excluded from its assessment of the effectiveness of the Company's internal control over financial reporting as of December 31, 2024, Nissens Automotive's internal control over financial reporting associated with 27% of total assets and 2% of total revenues included in the consolidated financial statements of the Company as of and for the year ended December 31, 2024. Our audit of internal control over financial reporting of the Company also excluded an evaluation of the internal control over financial reporting of Nissens Automotive.

### *Basis for Opinion*

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

### *Definition and Limitations of Internal Control Over Financial Reporting*

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ KPMG LLP

New York, New York  
February 27, 2025

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and Board of Directors  
Standard Motor Products, Inc. and Subsidiaries:

### *Opinion on the Consolidated Financial Statements*

We have audited the accompanying consolidated balance sheets of Standard Motor Products, Inc. and Subsidiaries' (the Company) as of December 31, 2024 and 2023, the related consolidated statements of operations, comprehensive income, changes in stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2024, and the related notes and financial statement Schedule II Valuation and Qualifying Accounts (collectively, the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2024 and 2023, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2024, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2024, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission, and our report dated February 27, 2025 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

### *Basis for Opinion*

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

### *Critical Audit Matters*

The critical audit matters communicated below are matters arising from the current period audit of the consolidated financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

#### *Asbestos liability and litigation*

As discussed in Notes 1 and 23 to the consolidated financial statements, the Company is involved in asbestos litigation and has a potential asbestos liability. As of December 31, 2024, the accrued asbestos liability was \$94.6 million. The Company's asbestos liability represents the low end of the actuarially determined range of the undiscounted liability for settlement payments and awards of asbestos related damages, excluding legal costs and any potential recovery from insurance carriers.

We identified the assessment of the asbestos liability recorded as a critical audit matter. This required subjective auditor judgment, due to the nature of the estimate and assumptions, including the applicability of those assumptions to

the current facts and circumstances, as well as judgments about future events and uncertainties. Specialized skills were needed to evaluate the Company's key assumptions. The key assumptions included future claim filings, closed with pay ratios, closed with pay lag patterns, settlement values, and large claims. Minor changes to these key assumptions could have had a significant effect on the Company's assessment of the accrual for the asbestos liability.

The following are the primary procedures we performed to address this critical audit matter. We evaluated the design and tested the operating effectiveness of certain internal controls related to the asbestos liability estimation process. This included controls related to the key assumptions and the claims data utilized in the process, and the potential need for an updated actuarial valuation. We evaluated the asbestos related legal cases settled during the year and the number of open cases as of year-end by reading letters received directly from the Company's external and internal legal counsel. We tested a selection of claims data used in the actuarial model by comparing the selection items to underlying claims documentation. We involved an actuarial professional with specialized skills and knowledge, who assisted in evaluating (1) the future claim filings assumption by developing an independent expectation and comparing it against the Company's future claim filing assumption, and (2) the closed with pay ratios, closed with pay lag patterns, settlement values, and large claims by comparing them to the Company's historical experience.

*Fair value of a tradename and customer relationships intangible assets acquired in the Nissens Automotive transaction*

As discussed in Notes 1 and 2 to the consolidated financial statements, on November 1, 2024, the Company acquired all issued and outstanding shares of European automotive aftermarket parts supplier, AX V Nissens III ApS (now known as SMP Nissens III ApS) and its direct and indirect subsidiaries (Nissens Automotive), which was accounted for as a business combination. The purchase price was €366.8 million (approximately \$397.1 million), of which, a preliminary estimated fair value of \$76.7 million and \$150.4 million was allocated to tradenames and customer relationships intangible assets, respectively. The fair value measurements of the tradename and customer relationships intangible assets was determined using the multi-period excess earnings method and the relief-from-royalty method under the income approach for customer relationships and trade names, respectively.

We identified the evaluation of the acquisition-date preliminary fair values of the acquired tradename and the customer relationships intangible assets as a critical audit matter. A high degree of subjective auditor judgement was required to evaluate the revenue growth rates, expected customer attrition rate, and the discount rate applied. Changes in these assumptions could have a significant effect on the fair values. Additionally, the evaluation of the discount rate and the attrition rate required specialized skills and knowledge.

The following are the primary procedures we performed to address this critical audit matter. We evaluated the design and tested the operating effectiveness of certain internal controls related to the Company's acquisition-date valuation process. This included controls related to the determination of the revenue growth rates, expected customer attrition rate, and discount rate used in the Company's model. We evaluated the revenue growth rates by comparing to Nissens Automotive's historical financial results and forecasted revenue trends of certain peer companies and relevant industry data. In addition, we involved valuation professionals with specialized skills and knowledge, who assisted in:

- evaluating the Company's discount rate by comparing it to an independently developed range of discount rates using publicly available market data for comparable entities
- evaluating the customer attrition rate by comparing it to attrition rates implied from the useful lives sourced from benchmarking similar transactions in the Company's industry

/s/ KPMG LLP

We have served as the Company's auditor since 2010.

New York, New York  
February 27, 2025

**STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES**

**CONSOLIDATED STATEMENTS OF OPERATIONS**

| (In thousands, except share and per share data)   | <b>Year Ended December 31,</b> |                  |                  |
|---|--------------------------------|------------------|------------------|
|   | <b>2024</b>                    | <b>2023</b>      | <b>2022</b>      |
| Net sales   | \$ 1,463,849                   | \$ 1,358,272     | \$ 1,371,815     |
| Cost of sales   | 1,040,528                      | 969,446          | 989,276          |
| Gross profit  | 423,321                        | 388,826          | 382,539          |
| Selling, general and administrative expenses  | 335,104                        | 293,583          | 276,626          |
| Restructuring and integration expenses  | 7,668                          | 2,642            | 1,891            |
| Other income, net   | 75                             | 76               | 113              |
| Operating income  | 80,624                         | 92,677           | 104,135          |
| Other non-operating income, net   | 6,877                          | 2,326            | 4,814            |
| Interest expense  | 13,512                         | 13,287           | 10,617           |
| Earnings from continuing operations before income taxes                                       | 73,989                         | 81,716           | 98,332           |
| Provision for income taxes  | 19,385                         | 18,368           | 25,206           |
| Earnings from continuing operations   | 54,604                         | 63,348           | 73,126           |
| Loss from discontinued operations, net of income tax benefit of \$10,188, \$6,216 and \$2,975 | (26,128)                       | (28,996)         | (17,691)         |
| Net earnings  | 28,476                         | 34,352           | 55,435           |
| Net earnings attributable to noncontrolling interest  | 976                            | 204              | 84               |
| Net earnings attributable to SMP (a)  | <u>\$ 27,500</u>               | <u>\$ 34,148</u> | <u>\$ 55,351</u> |
| <b>Net earnings (loss) attributable to SMP</b>  |                                |                  |                  |
| Continuing operations   | 53,628                         | 63,144           | 73,042           |
| Discontinued operations   | (26,128)                       | (28,996)         | (17,691)         |
| Net earnings attributable to SMP  | <u>\$ 27,500</u>               | <u>\$ 34,148</u> | <u>\$ 55,351</u> |
| <b>Per common share data</b>  |                                |                  |                  |
| <b>Basic:</b>   |                                |                  |                  |
| Continuing operations   | \$ 2.46                        | \$ 2.91          | \$ 3.37          |
| Discontinued operations   | (1.20)                         | (1.34)           | (0.82)           |
| Net earnings attributable to SMP per common share   | <u>\$ 1.26</u>                 | <u>\$ 1.57</u>   | <u>\$ 2.55</u>   |
| <b>Diluted:</b>   |                                |                  |                  |
| Continuing operations   | \$ 2.41                        | \$ 2.85          | \$ 3.30          |
| Discontinued operations   | (1.17)                         | (1.31)           | (0.80)           |
| Net earnings attributable to SMP per common share   | <u>1.24</u>                    | <u>1.54</u>      | <u>2.50</u>      |
| Dividends declared per common share   | <u>\$ 1.16</u>                 | <u>\$ 1.16</u>   | <u>\$ 1.08</u>   |
| Weighted average number of common shares, basic   | 21,801,141                     | 21,716,177       | 21,683,719       |
| Weighted average number of common shares, diluted   | 22,237,060                     | 22,161,341       | 22,139,981       |

(a) Throughout this Form 10-K, “SMP” refers to Standard Motor Products, Inc. and subsidiaries.

See accompanying notes to consolidated financial statements.

**STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

| (In thousands)  | <b>Year Ended December 31,</b> |             |             |
|---|--------------------------------|-------------|-------------|
|   | <b>2024</b>                    | <b>2023</b> | <b>2022</b> |
| Net earnings  | \$ 28,476                      | \$ 34,352   | \$ 55,435   |
| Other comprehensive income (loss), net of tax:                                      |                                |             |             |
| Foreign currency translation  | (20,973)                       | 7,447       | (8,222)     |
| Cash flow hedges  | 1,025                          | (924)       | 3,823       |
| Postretirement benefit plans  | (11)                           | (13)        | (15)        |
| Total other comprehensive income (loss), net of tax                                 | (19,959)                       | 6,510       | (4,414)     |
| Total comprehensive income  | 8,517                          | 40,862      | 51,021      |
| Comprehensive income (loss) attributable to noncontrolling interest,<br>net of tax: |                                |             |             |
| Net earnings  | 976                            | 204         | 84          |
| Foreign currency translation  | (101)                          | 14          | (113)       |
| Comprehensive income (loss) attributable to noncontrolling interest,<br>net of tax  | 875                            | 218         | (29)        |
| Comprehensive income attributable to SMP  | \$ 7,642                       | \$ 40,644   | \$ 51,050   |

See accompanying notes to consolidated financial statements.



STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

| (In thousands, except share data)   | December 31,        |                     |
|---|---------------------|---------------------|
|   | 2024                | 2023                |
| <b>ASSETS</b>   |                     |                     |
| CURRENT ASSETS:   |                     |                     |
| Cash and cash equivalents   | \$ 44,426           | \$ 32,526           |
| Accounts receivable, less allowances for discounts and expected credit losses of \$5,472 and \$8,045 in 2024 and 2023, respectively | 210,719             | 160,282             |
| Inventories   | 624,913             | 507,075             |
| Unreturned customer inventories   | 16,163              | 18,240              |
| Prepaid expenses and other current assets   | 25,703              | 26,100              |
| Total current assets  | 921,924             | 744,223             |
| Property, plant and equipment, net  | 168,735             | 121,872             |
| Operating lease right-of-use assets   | 109,899             | 100,065             |
| Goodwill  | 241,418             | 134,729             |
| Customer relationships intangibles, net   | 210,430             | 76,017              |
| Other intangibles, net  | 90,540              | 16,291              |
| Deferred income taxes   | 13,199              | 40,533              |
| Investments in unconsolidated affiliates  | 24,842              | 24,050              |
| Other assets  | 33,139              | 35,267              |
| Total assets  | <u>\$ 1,814,126</u> | <u>\$ 1,293,047</u> |
| <b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>   |                     |                     |
| CURRENT LIABILITIES:  |                     |                     |
| Current portion of revolving credit facility  | \$ 10,800           | \$ —                |
| Current portion of term loan and other debt   | 16,317              | 5,029               |
| Accounts payable  | 148,009             | 107,455             |
| Sundry payables and accrued expenses  | 84,936              | 63,303              |
| Accrued customer returns  | 46,471              | 38,238              |
| Accrued core liability  | 12,807              | 18,399              |
| Accrued rebates   | 76,168              | 42,278              |
| Payroll and commissions   | 40,964              | 29,561              |
| Total current liabilities   | 436,472             | 304,263             |
| Long-term debt  | 535,197             | 151,182             |
| Noncurrent operating lease liabilities  | 98,214              | 88,974              |
| Other accrued liabilities   | 29,593              | 25,742              |
| Accrued asbestos liabilities  | 84,568              | 72,013              |
| Total liabilities   | 1,184,044           | 642,174             |
| Commitments and contingencies   |                     |                     |
| Stockholders' equity:   |                     |                     |
| Common Stock - par value \$2.00 per share:  |                     |                     |
| Authorized 30,000,000 shares, issued 23,936,036 shares  | 47,872              | 47,872              |
| Capital in excess of par value  | 100,135             | 101,751             |
| Retained earnings   | 575,385             | 573,226             |
| Accumulated other comprehensive income  | (25,832)            | (5,974)             |
| Treasury stock - at cost (2,077,877 shares and 2,018,982 shares in 2024 and 2023, respectively)                                     | (81,815)            | (81,811)            |
| Total SMP stockholders' equity  | 615,745             | 635,064             |
| Noncontrolling interest   | 14,337              | 15,809              |
| Total stockholders' equity  | 630,082             | 650,873             |
| Total liabilities and stockholders' equity  | <u>\$ 1,814,126</u> | <u>\$ 1,293,047</u> |

See accompanying notes to consolidated financial statements.

STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

| (In thousands)  | Year Ended December 31, |                  |                  |
|---|-------------------------|------------------|------------------|
|   | 2024                    | 2023             | 2022             |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>                            |                         |                  |                  |
| Net earnings  | \$ 28,476               | \$ 34,352        | \$ 55,435        |
| Adjustments to reconcile net earnings to net cash provided by (used in) |                         |                  |                  |
| Depreciation and amortization   | 31,413                  | 29,022           | 28,298           |
| Amortization of deferred financing cost                                 | 1,911                   | 491              | 421              |
| Increase (decrease) to allowance for expected credit losses             | 732                     | 2,943            | (757)            |
| Increase to inventory reserves  | 4,155                   | 3,068            | 6,035            |
| Customer bankruptcy charge  | —                       | —                | 7,002            |
| Equity income from joint ventures                                       | (4,274)                 | (2,070)          | (3,464)          |
| Employee stock ownership plan allocation                                | 2,787                   | 2,966            | 2,296            |
| Stock-based compensation  | 6,127                   | 6,598            | 8,178            |
| (Increase) in deferred income taxes                                     | (9,996)                 | (6,952)          | (713)            |
| Increase in tax valuation allowance                                     | 770                     | 674              | 1,068            |
| Loss on discontinued operations, net of tax                             | 26,128                  | 28,996           | 17,691           |
| Change in assets and liabilities:                                       |                         |                  |                  |
| (Increase) decrease in accounts receivable                              | (8,753)                 | 7,965            | 6,916            |
| (Increase) decrease in inventories                                      | (36,883)                | 29,494           | (67,495)         |
| (Increase) decrease in prepaid expenses and other current assets        | 856                     | (70)             | (5,509)          |
| Increase (decrease) in accounts payable                                 | 8,166                   | 19,645           | (48,604)         |
| Increase (decrease) in sundry payables and accrued expenses             | 24,170                  | (4,284)          | (29,089)         |
| Net changes in other assets and liabilities                             | 908                     | (8,578)          | (5,242)          |
| Net cash provided by (used in) operating activities                     | <u>76,693</u>           | <u>144,260</u>   | <u>(27,533)</u>  |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>                            |                         |                  |                  |
| Acquisitions of and investments in businesses                           | (372,491)               | (3,954)          | (1,934)          |
| Cash acquired in acquisitions   | —                       | 6,779            | —                |
| Capital expenditures  | (44,018)                | (28,633)         | (25,956)         |
| Other investing activities  | (2,174)                 | 108              | 73               |
| Net cash used in investing activities                                   | <u>(418,683)</u>        | <u>(25,700)</u>  | <u>(27,817)</u>  |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>                            |                         |                  |                  |
| Borrowings under term loans   | 211,457                 | —                | 100,000          |
| Repayments of term loans  | (93)                    | (5,000)          | (2,500)          |
| Net borrowings (repayments) under revolving credit facilities           | 180,671                 | (78,500)         | 16,702           |
| Net borrowings (repayments) of other debt and lease obligations         | 595                     | (58)             | (2,895)          |
| Purchase of treasury stock  | (10,428)                | —                | (29,656)         |
| Payments of debt issuance costs   | (5,133)                 | —                | (2,128)          |
| Increase (decrease) in overdraft balances                               | 166                     | (189)            | (595)            |
| Dividends paid  | (25,341)                | (25,164)         | (23,428)         |
| Dividends paid to noncontrolling interest                               | (2,347)                 | (700)            | —                |
| Net cash provided by (used in) financing activities                     | <u>349,547</u>          | <u>(109,611)</u> | <u>55,500</u>    |
| Effect of exchange rate changes on cash                                 | <u>4,343</u>            | <u>2,427</u>     | <u>(755)</u>     |
| Net increase (decrease) in cash and cash equivalents                    | 11,900                  | 11,376           | (605)            |
| CASH AND CASH EQUIVALENTS at beginning of year                          | 32,526                  | 21,150           | 21,755           |
| CASH AND CASH EQUIVALENTS at end of year                                | <u>\$ 44,426</u>        | <u>\$ 32,526</u> | <u>\$ 21,150</u> |
| <b>Supplemental disclosure of cash flow information:</b>                |                         |                  |                  |
| Cash paid during the year for:  |                         |                  |                  |
| Interest  | <u>\$ 14,044</u>        | <u>\$ 14,597</u> | <u>\$ 9,892</u>  |
| Income taxes  | <u>\$ 19,841</u>        | <u>\$ 16,019</u> | <u>\$ 25,015</u> |

See accompanying notes to consolidated financial statements.

**STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY**  
**Years Ended December 31, 2024, 2023 and 2022**

| (In thousands)                              | Common<br>Stock | Capital in<br>Excess of<br>Par<br>Value | Retained<br>Earnings | Accumulated<br>Other<br>Comprehensive<br>Income (Loss) | Treasury<br>Stock | Total<br>SMP | Non-<br>controlling<br>Interest | Total      |
|---|-----------------|---|----------------------|--|-------------------|--------------|---------------------------------|------------|
| <b>BALANCE AT DECEMBER 31, 2021</b>         | \$ 47,872       | \$ 105,377                              | \$ 532,319           | \$ (8,169)   | \$ (75,819)       | \$ 601,580   | \$ 11,047                       | \$ 612,627 |
| Net earnings                                | —               | —                                       | 55,351               | —  | —                 | 55,351       | 84                              | 55,435     |
| Other comprehensive loss, net of tax        | —               | —                                       | —                    | (4,301)  | —                 | (4,301)      | (113)                           | (4,414)    |
| Cash dividends paid                         | —               | —                                       | (23,428)             | —  | —                 | (23,428)     | —                               | (23,428)   |
| Purchase of treasury stock                  | —               | —                                       | —                    | —  | (29,656)          | (29,656)     | —                               | (29,656)   |
| Stock-based compensation                    | —               | (131)                                   | —                    | —  | 8,309             | 8,178        | —                               | 8,178      |
| Employee Stock Ownership Plan               | —               | 369                                     | —                    | —  | 1,927             | 2,296        | —                               | 2,296      |
| <b>BALANCE AT DECEMBER 31, 2022</b>         | 47,872          | 105,615                                 | 564,242              | (12,470)   | (95,239)          | 610,020      | 11,018                          | 621,038    |
| Noncontrolling interest in step acquisition | —               | —                                       | —                    | —  | —                 | —            | 5,273                           | 5,273      |
| Net earnings                                | —               | —                                       | 34,148               | —  | —                 | 34,148       | 204                             | 34,352     |
| Other comprehensive loss, net of tax        | —               | —                                       | —                    | 6,496  | —                 | 6,496        | 14                              | 6,510      |
| Cash dividends paid                         | —               | —                                       | (25,164)             | —  | —                 | (25,164)     | —                               | (25,164)   |
| Dividends paid to noncontrolling interest   | —               | —                                       | —                    | —  | —                 | —            | (700)                           | (700)      |
| Stock-based compensation                    | —               | (3,880)                                 | —                    | —  | 10,478            | 6,598        | —                               | 6,598      |
| Employee Stock Ownership Plan               | —               | 16                                      | —                    | —  | 2,950             | 2,966        | —                               | 2,966      |
| <b>BALANCE AT DECEMBER 31, 2023</b>         | 47,872          | 101,751                                 | 573,226              | (5,974)  | (81,811)          | 635,064      | 15,809                          | 650,873    |
| Net earnings                                | —               | —                                       | 27,500               | —  | —                 | 27,500       | 976                             | 28,476     |
| Other comprehensive loss, net of tax        | —               | —                                       | —                    | (19,858)   | —                 | (19,858)     | (101)                           | (19,959)   |
| Cash dividends paid                         | —               | —                                       | (25,341)             | —  | —                 | (25,341)     | —                               | (25,341)   |
| Purchase of treasury stock                  | —               | —                                       | —                    | —  | (10,428)          | (10,428)     | —                               | (10,428)   |
| Dividends paid to noncontrolling interest   | —               | —                                       | —                    | —  | —                 | —            | (2,347)                         | (2,347)    |
| Stock-based compensation                    | —               | (1,619)                                 | —                    | —  | 7,640             | 6,021        | —                               | 6,021      |
| Employee Stock Ownership Plan               | —               | 3                                       | —                    | —  | 2,784             | 2,787        | —                               | 2,787      |
| <b>BALANCE AT DECEMBER 31, 2024</b>         | \$ 47,872       | \$ 100,135                              | \$ 575,385           | \$ (25,832)  | \$ (81,815)       | \$ 615,745   | \$ 14,337                       | \$ 630,082 |

See accompanying notes to consolidated financial statements.

**STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****1. Summary of Significant Accounting Policies*****Principles of Consolidation & Basis of Presentation***

Standard Motor Products, Inc. and its subsidiaries (referred to hereinafter in these notes to the consolidated financial statements as “we,” “us,” “our,” “SMP,” or the “Company”) is a leading manufacturer and distributor of premium replacement parts in the automotive aftermarket, and a custom-engineered solutions provider to vehicle and equipment manufacturers in diverse non-aftermarket end markets. Our automotive aftermarket is comprised of three segments, Vehicle Control, Temperature Control and Nissens Automotive, while our Engineered Solutions segment offers a broad array of conventional and future-oriented technologies in markets for commercial and light vehicles, construction, agriculture, power sports, marine, hydraulics and lawn and garden. We sell our products primarily to retailers, warehouse distributors, original equipment manufacturers and original equipment service part operations in the United States, Canada, Europe, Asia, Mexico and other Latin American countries. In addition to our legacy SMP business, we acquired European automotive aftermarket parts supplier AX V Nissens III ApS (now known as SMP Nissens III ApS) and its direct and indirect subsidiaries (“Nissens Automotive”) in a transaction which closed on November 1, 2024. Nissens Automotive develops, manufactures and markets products within the areas of engine cooling, air conditioning climate systems, and engine efficiency within the automotive aftermarket industry, primarily in Europe. Nissens Automotive will serve as our fourth business segment. For further information and disclosures regarding the Nissens Automotive acquisition, refer to Note 2, "Business Combinations."

These consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States ("U.S. GAAP") and include our accounts and all domestic and international companies that we control. In addition, we use the equity method, to include our share of the results of certain affiliates based on our economic interest, our ability to exercise significant influence over the operating or financial decisions of these affiliates or our ability to direct their economic resources. We do not control these affiliates, as our ownership in these other affiliates is generally 50% or less. All significant inter-company items have been eliminated.

***Reclassification***

Certain prior period amounts in the accompanying consolidated financial statements and related notes have been reclassified to conform to the 2024 presentation.

***Use of Estimates***

The preparation of consolidated annual and quarterly financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amount of assets and liabilities, the disclosure of contingent assets and liabilities at the date of our consolidated financial statements, and the reported amounts of revenue and expenses during the reporting periods. We have made a number of estimates and assumptions in the preparation of these consolidated financial statements. We can give no assurance that actual results will not differ from those estimates. Although we do not believe that there is a reasonable likelihood that there will be a material change in the future estimates, or in the assumptions that we use in calculating the estimates, the uncertain future effects, if any, of disruptions in the supply chain caused by geo-political risks, future increases in interest rates, inflation, macroeconomic uncertainty, and other unforeseen changes in the industry, or business, could materially impact the estimates, and may have a material adverse effect on our business, financial condition and results of operations. Some of the more significant estimates include allowances for expected credit losses, cash discounts, valuation of inventory, valuation of long-lived assets, goodwill and other intangible assets, depreciation and amortization of long-lived assets, product liability exposures, asbestos, environmental and litigation matters, valuation of deferred tax assets, share based compensation and sales returns and other allowances.

***Reportable Segments***

Our business comprises of four operating segments – Vehicle Control, Temperature Control and Engineered Solutions from our legacy SMP business and a fourth operating segment, Nissens Automotive, which was created in the fourth quarter of 2024 as a result of our acquisition of Nissens Automotive. Our operating segment structure aligns our operations with our strategic focus on diversifying our business, provides greater transparency into our positioning to capture

STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

opportunities for growth in the future, and provides clarity regarding the unique dynamics and margin profiles of the markets served by each segment.

***Cash and Cash Equivalents***

We consider all highly liquid investments purchased with a maturity of three months or less to be cash equivalents.

***Allowance for Expected Credit Losses and Cash Discounts***

We do not generally require collateral for our trade accounts receivable. Accounts receivable have been reduced by an allowance for amounts that may become uncollectible in the future. These allowances are established based on a combination of write-off history, supportable forecasts, aging analysis, and specific account evaluations. When a receivable balance is known to be uncollectible, it is written off against the allowance for expected credit losses. Cash discounts are provided based on an overall average experience rate applied to qualifying accounts receivable balances.

***Inventories***

Inventories are valued at the lower of cost and net realizable value. Cost is determined on the first-in first-out basis. Where appropriate, standard cost systems are utilized for purposes of determining cost; the standards are adjusted as necessary to ensure they approximate actual costs. Estimates of lower of cost and net realizable value of inventory are determined by comparing the actual cost of the product to the estimated selling prices in the ordinary course of business less reasonably predictable costs of completion, disposal and transportation of the inventory.

We also evaluate inventories on a regular basis to identify inventory on hand that may be obsolete or in excess of current and future projected market demand. For inventory deemed to be obsolete, we provide a reserve on the full value of the inventory. Inventory that is in excess of current and projected use is reduced by an allowance to a level that approximates our estimate of future demand. Future projected demand requires management judgment and is based upon (a) our review of historical trends and (b) our estimate of projected customer specific buying patterns and trends in the industry and markets in which we do business. Using rolling twelve month historical information, we estimate future demand on a continuous basis. The historical volatility of such estimates has been minimal. We maintain provisions for inventory reserves of 43.7 million and \$42.9 million as of December 31, 2024 and 2023, respectively.

We utilize cores (used parts) in our remanufacturing processes for air conditioning compressors, diesel injectors, and diesel pumps. The production of air conditioning compressors, diesel injectors, and diesel pumps involves the rebuilding of used cores, which we acquire either in outright purchases from used parts brokers, or from returns pursuant to an exchange program with customers. Under such exchange programs, at the time of sale of air conditioning compressors, diesel injectors, and diesel pumps, we estimate the core expected to be returned from the customer and record the estimated return as unreturned customer inventory.

In addition, many of our customers can return inventory to us based upon customer warranty and overstock arrangements within customer specific limits. At the time products are sold, we accrue a liability for product warranties and overstock returns and record an asset for unreturned customer inventory based on our estimate of anticipated customer returns. Estimates are based upon historical information on the nature, frequency and probability of the customer return. Unreturned core, warranty and overstock customer inventory is recorded at standard cost. Revision to these estimates is made when necessary, based upon changes in these factors. We regularly study trends of such claims.

**STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

***Property, Plant and Equipment***

Property, plant and equipment are recorded at historical cost and are depreciated using the straight-line method of depreciation over the estimated useful lives as follows:

|                                     | <b>Estimated Life</b> |
|-------------------------------------|-----------------------|
| Buildings                           | 25 to 33-1/2 years    |
| Building improvements               | 10 to 25 years        |
| Machinery and equipment             | 5 to 12 years         |
| Tools, dies and auxiliary equipment | 3 to 8 years          |
| Furniture and fixtures              | 3 to 12 years         |

Leasehold improvements are depreciated over the shorter of the estimated useful life or the term of the lease. Costs related to maintenance and repairs which do not prolong the assets useful lives are expensed as incurred. We assess our property, plant and equipment to be held and used for impairment when indicators are present that the carrying value may not be recoverable.

***Leases***

We determine if an arrangement is a lease at inception. For operating leases, we include and report operating lease right-of-use (“ROU”) assets, sundry payables and accrued expenses, and noncurrent operating lease liabilities on our consolidated balance sheet for leases with a term longer than twelve months. Finance leases are reported on our consolidated balance sheets in property, plant and equipment, current portion of other debt, and long-term debt.

Operating lease ROU assets and operating lease liabilities are recognized at the lease commencement date based on the present value of the total lease payments over the lease term. Our ROU assets represent the right to use an underlying leased asset over the existing lease term, and the corresponding lease liabilities represent our obligation to make lease payments arising from the lease agreement. As most of our leases do not provide for an implicit rate, we use our incremental borrowing rate based on the information available when determining the present value of our lease payments. Our lease terms may include options to terminate, or extend, our lease when it is reasonably certain that we will execute the option. Lease agreements may contain lease and non-lease components, which are generally accounted for separately. Operating lease expense is recognized on a straight-line basis over the lease term.

***Business Combinations and Intangible Assets Including Goodwill***

The company accounts for business combinations using the acquisition method and accordingly, the identifiable assets acquired, the liabilities assumed, and any noncontrolling interest in the acquiree are generally recorded at their acquisition date fair values. At acquisition, we estimate and record the fair value of purchased intangible assets, which primarily consist of customer relationships, trademarks and trade names, and patents, developed technology and intellectual property. Intangible assets acquired through business combinations are subject to potential adjustments within the measurement period, which is up to one year from the acquisition date.

Valuing intangible assets requires the use of significant estimates and assumptions. Significant estimates and assumptions used in valuing customer relationships include but are not limited to: (i) forecasted revenues attributable to existing customers; (ii) forecasted margins; (iii) customer attrition rates; and (iv) the discount rate. Identifiable intangible assets with finite lives are amortized over their useful lives generally on a straight-line basis.

Goodwill is the excess of the purchase price over the fair value of identifiable net assets acquired in business combinations. The primary drivers that generate goodwill are the value of synergies between the acquired entities and the company and the acquired assembled workforce, neither of which qualifies as a separately identifiable intangible asset. Goodwill and certain other intangible assets having indefinite lives are not amortized to earnings, but instead are subject to periodic testing for impairment. Intangible assets determined to have definite lives are amortized over their remaining useful lives. We believe that the fair value of acquired identifiable net assets, including intangible assets, are based upon reasonable estimates and assumptions.



**STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Acquisition related costs, including advisory, legal, accounting, valuation and pre-close and other costs, are typically expensed in the periods in which the costs are incurred and are recorded in selling, general and administrative expenses within the statement of operations. The results of operations of acquired businesses are included in the Consolidated Financial Statements from the acquisition date.

***Impairment***

We assess long-lived assets, identifiable intangible assets and goodwill for impairment whenever events or changes in circumstances indicate that the carrying value may not be recoverable. With respect to goodwill and identifiable intangible assets having indefinite lives, we test for impairment on an annual basis or in interim periods if an event occurs or circumstances change that may indicate the fair value is below its carrying amount. Factors we consider important, which could trigger an impairment review, include the following: (a) significant underperformance relative to expected historical or projected future operating results; (b) significant changes in the manner of our use of the acquired assets or the strategy for our overall business; and (c) significant negative industry or economic trends. We review the fair values using the discounted cash flows method and market multiples.

When performing our evaluation of goodwill for impairment, if we conclude qualitatively that it is not more likely than not that the fair value of the reporting unit is less than its carrying amount, then a quantitative impairment test would not be required. If we are unable to reach this conclusion, then we would perform a quantitative impairment test. In performing the quantitative impairment test, the fair value of the reporting unit is compared to its carrying amount. A charge for impairment is recognized by the amount by which the reporting unit's carrying amount exceeds its fair value, not to exceed the total amount of goodwill allocated to the reporting unit.

Identifiable intangible assets having indefinite lives are reviewed for impairment on an annual basis using a methodology similar with that used to evaluate goodwill. Intangible assets having definite lives and other long-lived assets are reviewed for impairment whenever events such as product discontinuance, plant closures, product dispositions or other changes in circumstances indicate that the carrying amount may not be recoverable. In reviewing intangible assets having definite lives and other long-lived assets for impairment, we compare the carrying value of such assets to the estimated undiscounted future cash flows expected from the use of the assets and their eventual disposition. When the estimated undiscounted future cash flows are less than their carrying amount, an impairment loss is recognized equal to the difference between the assets fair value and their carrying value.

There are inherent assumptions and estimates used in developing future cash flows requiring our judgment in applying these assumptions and estimates to the analysis of identifiable intangibles and long-lived asset impairment including projecting revenues, interest rates, tax rates and the cost of capital. Many of the factors used in assessing fair value are outside our control and it is reasonably likely that assumptions and estimates will change in future periods. These changes can result in future impairments. In the event our planning assumptions were modified resulting in impairment to our assets, we would be required to include an expense in our statement of operations, which could materially impact our business, financial condition and results of operations.

***Foreign Currency Translation***

Assets and liabilities of our foreign operations are translated into U.S. dollars at year-end exchange rates. Income statement accounts are translated using the average exchange rates prevailing during the year. The resulting translation adjustments are recorded as a separate component of accumulated other comprehensive income (loss) and remain there until the underlying foreign operation is liquidated or substantially disposed of. Foreign currency transaction gains or losses are recorded in other non-operating income (expense), net in our statement of operations.

***Revenue Recognition***

We derive our revenue primarily from vehicle aftermarket sales in our Vehicle Control, Temperature Control and Nissens Automotive segments, and non-aftermarket sales in our Engineered Solutions Segment. We recognize revenues when our performance obligation has been satisfied and the control of products has been transferred to a customer which typically occurs upon shipment. Revenue is measured as the amount of consideration we expect to receive in exchange for the transfer of goods or provision of services. The amount of consideration we receive and revenue we recognize depends on the marketing incentives, product warranty and overstock returns we offer to our customers. For certain of our sales of remanufactured products, we also charge our customers a deposit for the return of a used core component which we can use

STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

in our future remanufacturing activities. Such deposit is not recognized as revenue at the time of the sale but rather carried as a core liability. At the same time, we estimate the core expected to be returned from the customer and record the estimated return as unreturned customer inventory. The liability is extinguished when a core is actually returned to us, or at period end when we estimate and recognize revenue for the core deposits not expected to be returned. We estimate and record provisions for cash discounts, quantity rebates, sales returns and warranties in the period the sale is recorded, based upon our prior experience and current trends. Significant management judgments and estimates are made in estimating sales returns and allowances relating to revenue recognized in any accounting period.

***Product Warranty and Overstock Returns***

Many of our products carry a warranty ranging from a 90-day limited warranty to a lifetime limited warranty, which generally covers defects in materials or workmanship and failure to meet industry published specifications and/or the result of installation error. In addition to warranty returns, we also permit our customers to return new, undamaged products to us within customer-specific limits (which are generally limited to a specified percentage of their annual purchases from us) in the event that they have overstocked their inventories. At the time products are sold, we accrue a liability for product warranties and overstock returns as a percentage of sales based upon estimates established using historical information on the nature, frequency and average cost of the claim and the probability of the customer return. At the same time, we record an estimate of anticipated customer returns as unreturned customer inventory. Significant judgments and estimates are made in connection with establishing the sales returns and other allowances in any accounting period. Revision to these estimates is made when necessary, based upon changes in these factors. We regularly study trends of such claims.

***New Customer Acquisition Costs***

New customer acquisition costs refer to arrangements pursuant to which we incur change-over costs to induce a new customer to switch from a competitor's brand. In addition, change-over costs include the costs related to removing the new customer's inventory and replacing it with our inventory commonly referred to as a stock lift. New customer acquisition costs are recorded as a reduction to revenue when incurred.

***Selling, General and Administration Expenses***

Selling, general and administration expenses include shipping costs and advertising, which are expensed as incurred. Shipping and handling charges, as well as freight to customers, are included in distribution expenses as part of selling, general and administration expenses.

***Accounting for Income Taxes***

Income taxes are calculated using the asset and liability method. Deferred tax assets and liabilities are determined based on the estimated future tax effects of temporary differences between the financial statement carrying amounts and the tax bases of assets and liabilities, as measured by the current enacted tax rates.

We maintain valuation allowances when it is more likely than not that all or a portion of a deferred asset will not be realized. In determining whether a valuation allowance is warranted, we consider all positive and negative evidence and all sources of taxable income such as prior earnings history, expected future earnings, carryback and carryforward periods and tax strategies to estimate if sufficient future taxable income will be generated to realize the deferred tax asset. The assessment of the adequacy of our valuation allowance is based on our estimates of taxable income by jurisdiction in which we operate and the period over which our deferred tax assets will be recoverable. In the event that actual results differ from these estimates, or we adjust these estimates in future periods for current trends or expected changes in our estimating assumptions, we may need to modify the level of valuation allowance which could materially impact our business, financial condition and results of operations.

Tax benefits are recognized for an uncertain tax position when, in management's judgment, it is more likely than not that the position will be sustained upon examination by a taxing authority. For a tax position that meets the more-likely-than-not recognition threshold, the tax benefit is measured as the largest amount that is judged to have a greater than 50% likelihood of being realized upon ultimate settlement with a taxing authority. The liability associated with unrecognized tax benefits is adjusted periodically due to changing circumstances and when new information becomes available. Such adjustments are recognized entirely in the period in which they are identified.

**STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

***Asbestos Litigation***

In evaluating our potential asbestos-related liability, we have considered various factors including, among other things, an actuarial study of the asbestos related liabilities performed by an independent actuarial firm, our settlement amounts and whether there are any co-defendants, the jurisdiction in which lawsuits are filed, and the status and results of such claims. As is our accounting policy, we consider the advice of actuarial consultants with experience in assessing asbestos-related liabilities to estimate our potential claim liability; and perform an actuarial evaluation in the third quarter of each year and whenever events or changes in circumstances indicate that additional provisions may be necessary. The methodology used to project asbestos-related liabilities and costs in our actuarial study considered: (i) historical data available from publicly available studies; (ii) an analysis of our recent claims history to estimate likely filing rates into the future; (iii) an analysis of our currently pending claims; (iv) an analysis of our settlements and awards of asbestos-related damages to date; and (v) an analysis of closed claims with pay ratios and lag patterns in order to develop average future settlement values. Based on the information contained in the actuarial study and all other available information considered by us, we have concluded that no amount within the range of settlement payments and awards of asbestos-related damages was more likely than any other and, therefore, in assessing our asbestos liability we compare the low end of the range to our recorded liability to determine if an adjustment is required. Future legal costs are expensed as incurred and reported in earnings (loss) from discontinued operations in the accompanying statement of operations.

We plan to perform an annual actuarial evaluation during the third quarter of each year for the foreseeable future and whenever events or changes in circumstances indicate that additional provisions may be necessary. Given the uncertainties associated with projecting such matters into the future and other factors outside our control, we can give no assurance that additional provisions will not be required. We will continue to monitor events and changes in circumstances surrounding these potential liabilities in determining whether to perform additional actuarial evaluations and whether additional provisions may be necessary. At the present time, however, we do not believe that any additional provisions would be reasonably likely to have a material adverse effect on our liquidity or consolidated financial position.

***Loss Contingencies***

We have loss contingencies, for such matters as legal claims and legal proceedings. Establishing loss reserves for these matters requires estimates, judgment of risk exposure and ultimate liability. We record provisions when the liability is considered probable and reasonably estimable. Significant judgment is required for both the determination of probability and the determination as to whether an exposure can be reasonably estimated. We maintain an ongoing monitoring and identification process to assess how the activities are progressing against the accrued estimated costs. As additional information becomes available, we reassess our potential liability related to these matters. Adjustments to the liabilities are recorded in the statement of operations in the period when additional information becomes available. Such revisions of the potential liabilities could have a material adverse effect on our business, financial condition or results of operations.

***Concentrations of Credit Risk***

Financial instruments that potentially subject us to significant concentrations of credit risk consist principally of cash investments, accounts receivable and derivative financial instruments used to reduce our market risk for changes in interest rates on our variable rate borrowings. We place our cash investments with high quality financial institutions and limit the amount of credit exposure to any one institution. Derivative financial instruments used to reduce our market risk for changes in interest rates on our variable rate borrowings are entered into with high quality financial institutions, with their credit worthiness reviewed on a quarterly basis. Although we are directly affected by developments in the vehicle parts industry, management does not believe significant credit risk exists.

With respect to accounts receivable, such receivables are primarily from warehouse distributors and major retailers in the automotive aftermarket industry located in the U.S. We perform ongoing credit evaluations of our customers' financial conditions. A significant portion of our net sales are concentrated from our three largest individual customers. The loss of one or more of these customers or, a significant reduction in purchases of our products from any one of them, could have a materially adverse impact on our business, financial condition and results of operations.

For further information on net sales to our three largest customers and our concentration our customer risk, see Note 21, "Industry Segment and Geographic Data."

**STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

***Foreign Cash Balances***

Substantially all of the cash and cash equivalents, including foreign cash balances, at December 31, 2024 and 2023 were uninsured. Foreign cash balances at December 31, 2024 and 2023 were \$42.5 million and \$30.5 million, respectively.

***Derivative Instruments and Hedging Activities***

We occasionally use derivative financial instruments to reduce our market risk for changes in interest rates on our variable rate borrowings. Derivative financial instruments are recorded at fair value in other current and long-term assets, and other current and long-term liabilities in the consolidated balance sheets. For derivative financial instruments that have been formally designated as cash flow hedges, provided that the hedging instrument is highly effective, the entire change in the fair value of the derivative will be deferred and recorded in accumulated other comprehensive income (“AOCI”) in the consolidated balance sheets. When the underlying hedged transaction is realized (i.e., when the interest payments on the underlying borrowing are recognized in the consolidated statements of operations), the gain/loss included in AOCI is recorded in earnings and reflected on the same line as the gain/loss on the hedged item attributable to the hedged risk (i.e., interest expense for cash flow hedges of interest rate risk). At the inception of each transaction, we formally document the hedge relationship, including the identification of the hedge instrument, the related hedged items, the effectiveness of the hedge, as well as its risk management objectives and strategies.

***Recently Adopted Accounting Pronouncements***

ASU 2023-07, *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures*

In November 2023, the Financial Accounting Standards Board (FASB) issued ASU 2023-07, *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures*. This accounting standards update improves segment disclosure requirements, primarily through expanding the disclosures to include significant segment expenses incurred by the business. To achieve these disclosures the following items are required by ASU 2023-07: (i) significant segment expenses that are regularly provided to the chief operating decision maker (“CODM”) and included within each reported measure of segment profit or loss; (ii) the amount and description of the composition of other segment items to reconcile to segment profit and loss; and (iii) the CODM’s title and position and how the CODM uses the reported segment measures to allocate resources. Additionally, ASU 2023-07 requires interim disclosures of all reportable segment profit or loss and assets previously required annually by Topic 280. This ASU is effective for fiscal years beginning after December 15, 2023 and as such we have expanded our disclosures in Note 21, “Industry Segment and Geographic Data,” of the notes to our consolidated financial statements and recast comparative periods.

***Standards that are not yet adopted as of December 31, 2024***

ASU 2023-09, *Income Taxes (Topic 270): Improvements to Income Tax Disclosures*

In December 2023, the FASB issued ASU 2023-09, *Income Taxes (Topic 270): Improvements to Income Tax Disclosures*. This accounting standards update will improve transparency and decision making usefulness of income tax disclosures. ASU 2023-09 will expand the annual required income effective tax rate reconciliation disclosures to include disclosure of (i) eight specific categories of rate reconciling items; (ii) additional information for reconciling items that meet or exceed a quantitative threshold; and (iii) expand the required disclosures to include reconciling percentages as well as reported

STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

amounts. Additionally, ASU 2023-09 will expand required interim and annual disclosures of income taxes paid to include the disaggregation by federal, state and foreign jurisdictions, with expanded disclosures required annually.

The ASU is effective for annual reporting periods beginning after December 15, 2024, which for us is January 1, 2025, with full retrospective application required to all prior periods presented. Early adoption is permitted.

We are currently evaluating the full impact of adopting ASU 2023-09 on our consolidated financial statements, disclosures, processes and controls. We will adopt the guidance when it becomes effective.

ASU 2024-03, *Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40)*

In November 2024, the FASB issued ASU 2024-03, *Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40)*. This accounting standards update seeks to provide investors and users of the financial statements with clearer information regarding companies' cost structures by disaggregating expense line items in the income statement. ASU 2024-03 requires the following disclosures, in tabular format in the notes to the financial statements for public business entities, at each interim and annual reporting period: (a) purchases of inventory, (b) employee compensation, (c) depreciation, (d) intangible asset amortization, (e) depreciation, depletion, and amortization recognized as part of oil and gas producing activities that are already included in each relevant expense caption. The ASU defines a relevant expense caption as an expense caption presented on the face of the income statement within continuing operations that contains any of the expense categories listed in (a)–(e).

Furthermore, the ASU requires the disclosure table to include (i) certain amounts that are already required to be disclosed under U.S. GAAP in the same disclosure as the other disaggregation requirements, (ii) a qualitative description of the amounts remaining in relevant expense captions that are not separately disaggregated quantitatively, and (iii) the total amount of selling expenses and, in annual reporting periods, an entity's definition of selling expenses.

ASU 2024-03 is effective for annual reporting periods beginning after December 15, 2026 and interim periods beginning after December 15, 2027, which for us is January 1, 2027 and January 1, 2028, respectively. The requirements will be applied prospectively with the option for retrospective application. Early adoption is permitted.

This new standard, once adopted, will require us to disclose expenses in a more detailed and granular way than we do in these consolidated financial statements. We are currently evaluating the full impact of adopting ASU 2024-03 on our consolidated financial statements, disclosures, processes and controls. We will adopt the guidance when it becomes effective.

We have reviewed all other recently issued accounting pronouncements and concluded they were either not applicable or not expected to have a material impact on the Company's consolidated financial statements.

## 2. Business Combinations

### *Acquisition of Nissens Automotive*

On November 1, 2024, we acquired all the issued and outstanding shares of European automotive aftermarket parts supplier, AX V Nissens III ApS (now known as SMP Nissens III ApS) and its direct and indirect subsidiaries ("Nissens Automotive") for €366.8 million (approximately \$397.1 million), the purchase price consideration, from Nordic private equity firm, Axcel V K/S, and the Nissen family. The acquired Nissens Automotive business was paid for with cash funded by borrowing from our revolving credit facility and term loans, under the 2024 Credit Agreement. The acquisition of Nissens Automotive, a leading European supplier of thermal management and engine efficiency products for the automotive aftermarket, aligns with our strategy to become an aftermarket leader in North America and Europe across our key product categories. Through this acquisition, we will take advantage of collaboration for growth through cross-selling

STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

opportunities as well as bi-directional synergies with significant savings potential. The Nissens Automotive operating segment was created in the fourth quarter as a result of the acquisition.

As of February 27, 2025, the purchase price allocation is considered preliminary and was based upon a preliminary valuation. The primary areas of the preliminary purchase price allocation that are not yet finalized relate to the valuation of identifiable intangible assets acquired.

We determined the fair value of acquired intangible assets using the multi-period excess earnings method and the relief-from-royalty method under the income approach for customer relationships and trade names, respectively. These methods generally forecast expected future net cash flows discretely associated with each of the identified intangible assets and adjust the forecasts to present value by applying a discount rate intended to reflect risk factors associated with the cash flows and the time value of money.

In addition to the consideration transferred to complete the transaction, we incurred closing and other acquisition related costs of \$8 million recorded as selling, general and administrative costs within the statement of operations during the year ended December 31, 2024.

The following table summarizes the allocation of the acquisition purchase consideration to the identifiable assets acquired and liabilities assumed based on their fair values (in thousands):

|   |           |                |
|---|-----------|----------------|
| Total purchase consideration <sup>(a)</sup>       | \$        | 397,111        |
| Cash and cash equivalents                         |           | 24,620         |
| Accounts receivable                               |           | 48,460         |
| Inventories                                       |           | 88,337         |
| Unreturned customer inventories                   |           | 1,820          |
| Prepaid expenses and other current assets         |           | 1,033          |
| Property, plant and equipment                     |           | 29,048         |
| Operating lease right-of-use assets               |           | 8,625          |
| Customer relationships intangibles <sup>(c)</sup> |           | 150,400        |
| Other intangibles <sup>(c)</sup>                  |           | 78,871         |
| Other assets                                      |           | 407            |
| Total assets acquired                             |           | 431,621        |
| Current portion of term loan and other debt       |           | 1,749          |
| Accounts payable                                  |           | 34,568         |
| Sundry payables and accrued expenses              |           | 19,836         |
| Accrued customer returns                          |           | 3,360          |
| Accrued rebates                                   |           | 24,732         |
| Payroll and commissions                           |           | 3,294          |
| Long-term debt                                    |           | 14,423         |
| Noncurrent operating lease liabilities            |           | 5,501          |
| Other accrued liabilities                         |           | 1,371          |
| Deferred tax liabilities                          |           | 37,870         |
| Total liabilities assumed                         |           | 146,704        |
| Net assets acquired                               |           | 284,917        |
| <b>Goodwill<sup>(b)</sup></b>                     | <b>\$</b> | <b>112,194</b> |

(a) Total purchase consideration is the cash paid of \$397.1 million for the acquisition.

(b) Goodwill is deductible for tax purposes

(c) Intangible assets comprise of capitalized computer software of \$2.2 million and the following preliminary valuation of identifiable intangible assets (in thousands):



**STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

|                             | Gross Carrying<br>Amount | Weighted-Average<br>Useful Life (in Years) |
|-----------------------------|--------------------------|--|
| Customer relationships      | \$ 150,400               | 16   |
| Trade names - Nissens & AVA | 75,600                   | Indefinite                                 |
| Trade names - Highway       | 1,100                    | 15   |
| Other intangibles           | <u>\$ 227,100</u>        |  |

*Unaudited Supplemental Pro Forma Financial Information*

The following unaudited supplemental pro forma information presents the combined results of operations for the years ended December 31, 2024 and 2023, respectively, as if the Nissens Automotive acquisition was completed on January 1, 2023. The pro forma financial information presented below is for illustrative purposes and is not indicative of the operating results that would have been realized if the acquisition had been completed on January 1, 2023, nor is it indicative of future operating results (in thousands):

|                                  | Year Ended December 31, |              |
|----------------------------------|-------------------------|--------------|
|                                  | 2024                    | 2023         |
| Net sales                        | \$ 1,704,858            | \$ 1,615,110 |
| Net earnings attributable to SMP | 39,907                  | 18,870       |

The unaudited supplemental pro forma financial information includes adjustments for (i) amortization and depreciation totaling \$3.4 million and \$4.1 million for the years ended December 31, 2024 and 2023, respectively, that would have been recognized for the acquired intangible assets and the fair value adjustment of property, plant and equipment; (ii) amortization expense for deferred financing costs of \$14.5 million and \$18.2 million for the years ended December 31, 2024 and 2023, respectively and (iii) the estimated income tax benefit on the unaudited pro forma financial adjustments.

The unaudited supplemental pro forma financial information assumes that the following were incurred during the year ended December 31, 2023: (i) \$9.4 million for amortization of the inventory fair-value adjustment, (ii) \$1.6 million for acquisition related transaction costs, (iii) \$1.8 million for employee retention bonus expense and (iv) the related estimated income tax benefits. The pro forma financial information does not reflect any expected revenue or cost synergies.

***Increase in Equity Investment - Foshan GWO YNG SMP Vehicle Climate Control & Cooling Products Co. Ltd. (2023)***

In July 2023, we acquired an additional 15% equity interest in our 65% owned joint venture, Foshan GWO YNG SMP Vehicle Climate Control & Cooling Products Co. Ltd. ("Gwo Yng"), for Chinese renminbi ("RMB") 27,378,290 (approximately \$4 million), thereby increasing our equity interest in Gwo Yng to 80%. In connection with the transaction, we amended and restated the charter documents of Gwo Yng to remove all minority shareholder substantive participating rights, giving SMP control of Gwo Yng. As a result, as of the closing date of the transaction, Gwo Yng was accounted for as a business combination achieved in stages ("a step acquisition"). Accordingly, commencing on the closing of the transaction, we reported the results of Gwo Yng on a consolidated basis with the minority ownership interest reported as a noncontrolling interest.

## STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The following table summarizes the allocation of the total step acquisition purchase consideration to the identifiable assets acquired and liabilities assumed based on their fair values (in thousands):

|   |          |           |
|---|----------|-----------|
| Total purchase consideration(a)                               |          | \$ 21,725 |
| Assets acquired and liabilities assumed:                      |          |           |
| Cash and cash equivalents                                     | \$ 6,779 |           |
| Receivables   | 5,912    |           |
| Inventories   | 5,945    |           |
| Other current assets  | 528      |           |
| Property, plant and equipment                                 | 2,924    |           |
| Operating lease right-of-use assets                           | 4,372    |           |
| Intangible assets(b)  | 532      |           |
| Goodwill  | 2,208    |           |
| Long term investments and other assets                        | 7,257    |           |
| Current liabilities   | (6,004)  |           |
| Noncurrent operating lease liabilities                        | (3,455)  |           |
| Subtotal  |          | 26,998    |
| Fair value of acquired noncontrolling interest                |          | (5,273)   |
| Total purchase consideration allocated to net assets acquired |          | \$ 21,725 |

- (a) Total purchase consideration is the sum of the fair value of the previously held equity investment interest in Gwo Yng of \$17.7 million and the cash paid of \$4 million for the acquisition of the additional 15% equity ownership interest.
- (b) Intangible assets consists of customer relationships of \$0.4 million that will be amortized on a straight-line basis over the estimated useful life of 10 years and capitalized software of \$0.1 million.

Goodwill of \$2.2 million was allocated to the Temperature Control and Engineered Solutions segments in the amounts of \$1.2 million and \$1 million, respectively.

### 3. Restructuring and Integration Expenses

#### *Separation Program*

During the second quarter of 2024 we offered a voluntary retirement incentive package of severance and other benefit enhancements to eligible employees in the United States and Canada as part of our commitment to optimizing our cost structure and providing professional development opportunities to our employees. The offer period ended on June 14, 2024. During the third quarter of 2024, we expanded the program to include involuntary separations. Costs primarily comprise of compensation expense and enhanced medical benefits, and are charged to restructuring and integration expenses in our statement of operations as a one-time termination benefit. Voluntary retirement incentive costs were recognized when the employee accepted the offer or are being recognized over their remaining period of service based on the agreed retirement date. We anticipate that the program will be substantially complete by the end of 2027. Additional pre-tax restructuring costs related to the program are expected to be \$0.6 million in 2025, \$0.1 million in 2026 and an immaterial amount in 2027 for an aggregate cost of approximately \$7.7 million.

STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Activity for year ended December 31, 2024 related to the separation program workforce reduction consisted of the following (in thousands):

|  |    |         |
|--|----|---------|
| Exit activity liability at December 31, 2023 | \$ | —       |
| Restructuring and integration costs:         |    |         |
| Amounts provided for during 2024 (a)         |    | 7,116   |
| Cash payments                                |    | (2,485) |
| Stock-based compensation                     |    | 150     |
| Foreign currency translation                 |    | (5)     |
| Exit activity liability at December 31, 2024 | \$ | 4,776   |

(a) Restructuring and integration expenses incurred during the year ended December 31, 2024 consist of \$3.8 million in our Vehicle Control segment, \$0.8 million in our Temperature Control segment, \$0.8 million in our Engineered Solutions segment and \$1.7 million in our Other segment.

*Cost Reduction Initiative*

During the fourth quarter of 2022, to further our ongoing efforts to improve operating efficiencies and reduce costs, we announced plans for a reduction in our sales force, and initiated plans to relocate certain product lines from our Independence, Kansas manufacturing facility and from our St. Thomas, Canada manufacturing facility to our manufacturing facilities in Reynosa, Mexico. The cumulative restructuring expenses incurred to date for the program are \$4.6 million. We anticipate that the Cost Reduction Initiative will be substantially completed by the end of 2026. Additional restructuring costs related to the initiative are expected to be immaterial.

Activity for the year ended ended December 31, 2024 related to the cost reduction initiative consisted of the following (in thousands):

|   | Workforce<br>Reduction | Other Exit<br>Costs | Total    |
|---|------------------------|---------------------|----------|
| Exit activity liability at December 31, 2022    | \$ 1,521               | \$ —                | \$ 1,521 |
| Restructuring and integration costs:            |                        |                     |          |
| Amounts provided for during 2023 <sup>(a)</sup> | 1,973                  | 669                 | 2,642    |
| Cash payments <sup>(a)</sup>                    | (1,803)                | (577)               | (2,380)  |
| Reclassification of environmental liability     | —                      | (92)                | (92)     |
| Foreign currency translation                    | 38                     | —                   | 38       |
| Exit activity liability at December 31, 2023    | \$ 1,729               | \$ —                | \$ 1,729 |
| Restructuring and integration costs:            |                        |                     |          |
| Amounts provided for during 2024 <sup>(b)</sup> | 163                    | 389                 | 552      |
| Cash payments                                   | (1,632)                | (389)               | (2,021)  |
| Foreign currency translation                    | (28)                   | —                   | (28)     |
| Exit activity liability at December 31, 2024    | \$ 232                 | \$ —                | \$ 232   |

(a) Includes \$0.1 million of integration expenses recognized and cash payments made for the Particulate Matter Sensor Product Line Relocation program related to the relocation of inventory and equipment in connection with the 2021 acquisitions of certain product lines. The program was completed in 2022.

(b) Restructuring and integration expenses incurred during the year ended December 31, 2024 consist of \$0.4 million in our Vehicle Control segment, \$0.1 million in our Temperature Control segment and an immaterial amount in our Engineered Solutions segment.

Restructuring and integration activities are included within "sundry payables and accrued expenses" and "other current liabilities" in the consolidated balance sheet.

**STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**4. Sale of Receivables**

We are party to several supply chain financing arrangements, in which we may sell certain of our customers' trade accounts receivable to such customers' financial institutions. We sell our undivided interests in certain of these receivables at our discretion when we determine that the cost of these arrangements is less than the cost of servicing our receivables with existing debt. Under the terms of the agreements, we retain no rights or interest, have no obligations with respect to the sold receivables, and do not service the receivables after the sale. As such, these transactions are accounted for as a sale.

Pursuant to these agreements, we sold \$884.7 million and \$830.8 million of receivables for the years ended December 31, 2024 and 2023, respectively. Receivables presented at financial institutions and not yet collected as of December 31, 2024 and December 31, 2023 were approximately \$5.8 million and \$4.5 million, respectively, and remained in our accounts receivable balance for those periods. All receivables sold were reflected as a reduction of accounts receivable in the consolidated balance sheet at the time of sale. A charge in the amount of \$48.5 million, \$46 million and \$32 million related to the sale of receivables is included in selling, general and administrative expenses in our consolidated statements of operations for the years ended December 31, 2024, 2023 and 2022, respectively.

To the extent that these arrangements are terminated, our financial condition, results of operations, cash flows and liquidity could be adversely affected by extended payment terms, delays or failures in collecting trade accounts receivables. The utility of the supply chain financing arrangements also depends upon a benchmark reference rate for the purpose of determining the discount rate applicable to each arrangement. If the benchmark reference rate increases significantly, we may be negatively impacted as we may not be able to pass these added costs on to our customers, which could have a material and adverse effect upon our financial condition, results of operations and cash flows.

**5. Inventories**

| (In thousands)                  | December 31,      |                   |
|---------------------------------|-------------------|-------------------|
|                                 | 2024              | 2023              |
| Finished goods                  | \$ 394,852        | \$ 302,557        |
| Work-in-process                 | 22,053            | 18,503            |
| Raw materials                   | 208,008           | 186,015           |
| Subtotal                        | 624,913           | 507,075           |
| Unreturned customer inventories | 16,163            | 18,240            |
| Total inventories               | <u>\$ 641,076</u> | <u>\$ 525,315</u> |

**6. Property, Plant and Equipment**

| (In thousands)                           | December 31,      |                   |
|--|-------------------|-------------------|
|  | 2024              | 2023              |
| Land, buildings and improvements         | \$ 68,356         | \$ 45,710         |
| Machinery and equipment                  | 186,902           | 177,337           |
| Tools, dies and auxiliary equipment      | 78,934            | 73,494            |
| Furniture and fixtures                   | 37,400            | 33,212            |
| Leasehold improvements                   | 18,991            | 16,418            |
| Construction-in-progress                 | 51,416            | 35,357            |
| Total property, plant and equipment      | 441,999           | 381,528           |
| Less accumulated depreciation            | 273,264           | 259,656           |
| Total property, plant and equipment, net | <u>\$ 168,735</u> | <u>\$ 121,872</u> |

Depreciation expense was \$20.6 million in 2024, \$19.7 million in 2023 and \$19 million in 2022.

**7. Leases**

We have operating and finance leases for our manufacturing facilities, warehouses, office space, automobiles, and certain equipment. Our leases have remaining lease terms of up to ten years, some of which may include one or more five-year renewal options. We have not included any of the renewal options in our operating lease payments, as we concluded that it

STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

is not reasonably certain that we will exercise any of these renewal options. Leases with an initial term of twelve months or less are not recorded on the balance sheet. Operating lease expense is recognized on a straight-line basis over the lease term. Finance leases are not material.

The following tables provide quantitative disclosures related to our operating leases and includes all operating leases acquired from the date of the acquisition (in thousands, except where otherwise indicated):

| <i>Balance Sheet Information</i>             | <b>Year Ended December 31,</b> |                   |
|--|--------------------------------|-------------------|
|  | <b>2024</b>                    | <b>2023</b>       |
| <i>Assets</i>                                |                                |                   |
| Operating lease right-of-use assets          | \$ 109,899                     | \$ 100,065        |
| <i>Liabilities</i>                           |                                |                   |
| Sundry payables and accrued expenses         | \$ 19,992                      | \$ 17,139         |
| Noncurrent operating lease liabilities       | 98,214                         | 88,974            |
| Total operating lease liabilities            | <u>\$ 118,206</u>              | <u>\$ 106,113</u> |
| <i>Weighted Average Remaining Lease Term</i> | 7.7 years                      | 8.3 years         |
| <i>Weighted Average Discount Rate</i>        | 5.0%                           | 4.8%              |

| <i>Lease Expense</i>                            | <b>Year Ended December 31,</b> |                  |
|---|--------------------------------|------------------|
|   | <b>2024</b>                    | <b>2023</b>      |
| Operating lease expense                         | \$ 19,993                      | \$ 16,434        |
| Variable and other lease expense <sup>(a)</sup> | 3,907                          | 3,272            |
| Total lease costs                               | <u>\$ 23,900</u>               | <u>\$ 19,706</u> |

(a) Variable and other lease expense relate to non-lease components such as maintenance, property taxes, etc., and operating lease expense for leases with an initial term of 12 months or less which are not material.

| <i>Supplemental Cash Flow Information</i>   | <b>Year Ended December 31,</b> |             |
|---|--------------------------------|-------------|
|   | <b>2024</b>                    | <b>2023</b> |
| Cash paid for the amounts included in the measurement of lease liabilities        | \$ 18,365                      | \$ 12,099   |
| Right-of-use assets obtained in exchange for new lease obligations <sup>(a)</sup> | \$ 17,873                      | \$ 66,014   |

(a) During the year ended December 31, 2024 includes \$4.7 million of right-of-use assets related to the lease modification and extension for our manufacturing facility in Bialystok, Poland and \$10.8 million of right-of-use assets related to the new lease agreement for our manufacturing facility in Reynosa, Mexico.

**STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

***Minimum Lease Payments***

At December 31, 2024, we are obligated to make minimum lease payments through 2034, under operating leases, which are as follows (in thousands):

|                                    |                   |
|------------------------------------|-------------------|
| 2025                               | \$ 20,889         |
| 2026                               | 19,169            |
| 2027                               | 16,906            |
| 2028                               | 14,579            |
| 2029                               | 13,990            |
| Thereafter                         | 59,220            |
| Total lease payments               | 144,753           |
| Less: Interest                     | (26,547)          |
| Present value of lease liabilities | <u>\$ 118,206</u> |

**8. Goodwill and Other Intangible Assets**

We completed our annual impairment test of goodwill and indefinite-lived intangible assets as of December 31, 2024. As of December 31, 2024, we qualitatively assessed whether it was more likely than not that the fair value of any of our reporting units was less than carrying value, and concluded that the quantitative impairment test would not be required, and no goodwill impairment charge was required as of December 31, 2024. While we concluded that we did not have a goodwill impairment charge as of December 31, 2024, and we do not believe that future impairments are probable, we will need to maintain the current ongoing performance levels at each of our reporting units in future periods to sustain their goodwill and indefinite-lived intangible assets carrying values.

In connection with our operating segment reorganization on January 1, 2023, we reassessed our reporting units and reallocated goodwill from the reporting units that existed prior to the change to the new reporting units, using a relative fair value approach similar to that used when a portion of a reporting unit is to be disposed of. We performed goodwill impairment tests as of January 1, 2023 on both the reporting units in place prior to the change and the new reporting units, and concluded that the estimated fair values of each of the reporting units exceeded their respective carrying amounts and, therefore, no impairment charge was necessary.



**STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Goodwill**

Changes in the carrying values of goodwill by reporting unit during the years ended December 31, 2024 and 2023 are as follows (in thousands):

|                                   | Vehicle<br>Control | Temperature<br>Control | Engineered<br>Solutions | Nissens<br>Automotive | Total      |
|-----------------------------------|--------------------|------------------------|-------------------------|-----------------------|------------|
| Balance as of December 31, 2022:  |                    |                        |                         |                       |            |
| Goodwill                          | \$ 129,008         | \$ 11,474              | \$ 30,093               | \$ —                  | \$ 170,575 |
| Accumulated impairment losses     | (38,488)           | —                      | —                       | —                     | (38,488)   |
|                                   | 90,520             | 11,474                 | 30,093                  | —                     | 132,087    |
| <i>Activity in 2023</i>           |                    |                        |                         |                       |            |
| Step acquisition of Gwo Yng       | —                  | 1,214                  | 994                     | —                     | 2,208      |
| Foreign currency translation      | 286                | 42                     | 106                     | —                     | 434        |
| Balance as of December 31, 2023:  |                    |                        |                         |                       |            |
| Goodwill                          | 129,294            | 12,730                 | 31,193                  | —                     | 173,217    |
| Accumulated impairment losses     | (38,488)           | —                      | —                       | —                     | (38,488)   |
|                                   | \$ 90,806          | \$ 12,730              | \$ 31,193               | \$ —                  | \$ 134,729 |
| <i>Activity in 2024</i>           |                    |                        |                         |                       |            |
| Acquisition of Nissens Automotive | —                  | —                      | —                       | 112,194               | 112,194    |
| Foreign currency translation      | (384)              | (62)                   | (144)                   | (4,915)               | (5,505)    |
| Balance as of December 31, 2024:  |                    |                        |                         |                       |            |
| Goodwill                          | \$ 128,910         | \$ 12,668              | \$ 31,049               | \$ 107,279            | \$ 279,906 |
| Accumulated impairment losses     | (38,488)           | —                      | —                       | —                     | (38,488)   |
|                                   | \$ 90,422          | \$ 12,668              | \$ 31,049               | \$ 107,279            | \$ 241,418 |

**Acquired Intangible Assets**

Acquired identifiable intangible assets as of December 31, 2024 and 2023 consist of (in thousands):

|   | December 31, |            |
|---|--------------|------------|
|   | 2024         | 2023       |
| Customer relationships                                  | 303,547      | 159,641    |
| Patents, developed technology and intellectual property | 14,123       | 14,123     |
| Trademarks and trade names                              | 82,220       | 8,880      |
| Non-compete agreements                                  | 3,308        | 3,295      |
| Supply agreements                                       | 800          | 800        |
| Leaseholds  | 160          | 160        |
| Total acquired intangible assets                        | \$ 404,158   | \$ 186,899 |
| Less accumulated amortization(a)                        | (106,304)    | (95,681)   |
| Net acquired intangible assets                          | \$ 297,854   | \$ 91,218  |

(a) Applies to all intangible assets, except for trademarks/trade names totaling \$74.9 million, which have indefinite useful lives and, as such, are not being amortized.

Total amortization expense for acquired intangible assets was \$10 million for the year ended December 31, 2024, \$8.5 million for the year ended December 31, 2023, and \$8.6 million for the year ended December 31, 2022.

The following table summarizes the amortization expense on our intangible assets and the estimated amortization expenses in future periods based on the current estimated useful lives assigned to our intangible assets (in thousands):

**STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

|           | <b>Amortization Expense<sup>(a)</sup></b> |
|-----------|---|
| 2025      | 17,500                                    |
| 2026      | 17,500                                    |
| 2027      | 17,500                                    |
| 2028      | 17,500                                    |
| 2029-2041 | 153,000                                   |

(a) Estimated amortization expenses based on the current estimated useful lives assigned to our intangible assets

For information related to identified intangible assets acquired in the Nissens acquisition, see Note 2, “Business Acquisitions and Investments,” of the notes to our consolidated financial statements.

***Other Intangible Assets***

Other intangible assets include computer software. Computer software as of December 31, 2024 and 2023 totaled \$21.4 million and \$19.1 million, respectively. Total accumulated computer software amortization as of December 31, 2024 and 2023 was \$18.3 million and \$18.0 million, respectively. Computer software is amortized over its estimated useful life of 3 to 10 years. Amortization expense for computer software was \$0.8 million, \$0.8 million and \$0.7 million for the years ended December 31, 2024, 2023 and 2022, respectively.

**9. Investments in Unconsolidated Affiliates**

|  | <b>December 31,</b> |             |
|--|---------------------|-------------|
|  | <b>2024</b>         | <b>2023</b> |
| (in thousands)                                   |                     |             |
| Foshan FGD SMP Automotive Compressor Co. Ltd.    | \$ 19,994           | \$ 18,426   |
| Foshan Che Yijia New Energy Technology Co., Ltd. | 2,401               | 3,128       |
| Orange Electronic Co. Ltd                        | 2,447               | 2,496       |
| Total  | \$ 24,842           | \$ 24,050   |

***Investment in Foshan FGD SMP Automotive Compressor Co. Ltd.***

In November 2017, we formed Foshan FGD SMP Automotive Compressor Co., Ltd., a 50/50 joint venture with Foshan Guangdong Automotive Air Conditioning Co., Ltd. (“FGD”), a manufacturer of automotive belt driven air conditioning compressors based in China. We acquired our 50% interest in the joint venture for approximately \$12.5 million. We determined that due to a lack of a voting majority, and other qualitative factors, we do not control the operations of the joint venture and accordingly, our investment in the joint venture is accounted for under the equity method of accounting. During the years ended December 31, 2024 and 2023, we made purchases from the joint venture of approximately 60 million and \$44.1 million, respectively.

***Investment in Foshan Che Yijia New Energy Technology Co., Ltd.***

In August 2019, we acquired an approximate 29% minority interest in Foshan Che Yijia New Energy Technology Co., Ltd. (“CYJ”), a manufacturer of automotive electric air conditioning compressors based in China, for approximately \$5.1 million. In October 2022, we acquired an additional 3.55% equity interest in CYJ for RMB 1.7 million (approximately \$242,000), increasing our interest to approximately 33%. Our minority interest in CYJ is accounted for using the equity method of accounting. During the years ended December 31, 2024 and 2023, purchases we made from CYJ were not material.

In December 2021, Standard Motor Products (Hong Kong), Ltd., (“SMP HK”), a subsidiary of Standard Motor Products, Inc., entered into an unsecured loan agreement with CYJ. Under the terms of the loan agreement, CYJ shall have the right to borrow from SMP HK, as lender, up to an aggregate principal amount of \$4 million, with interest calculated on the basis of simple interest of five percent (5%) per annum and a maturity date of November 30, 2023, subject to extension by SMP HK at its sole discretion. In September 2023, the loan agreement was extended through November 30, 2025. Outstanding borrowings under the loan agreement at December 31, 2024 were 4.0 million.

**STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

***Investment in Orange Electronic Co. Ltd.***

In January 2013, we acquired a 19.4% minority interest in Orange Electronic Co., Ltd. (“Orange”), a manufacturer of tire pressure monitoring system sensors based in Taiwan, for \$6.3 million. Our minority interest in Orange is accounted for using the equity method of accounting as we have the ability to exercise significant influence. During the years ended December 31, 2024 and 2023, we made purchases from Orange of approximately \$1.4 million and \$3.2 million, respectively.

**10. Other Assets**

| (in thousands)                                      | December 31,     |                  |
|---|------------------|------------------|
|   | 2024             | 2023             |
| Deferred compensation                               | \$ 26,333        | \$ 23,893        |
| Long-term investments                               | 92               | 7,468            |
| Noncurrent portion of interest rate swap fair value | 3,991            | 1,944            |
| Deferred financing costs, net                       | 1,702            | 1,125            |
| Other   | 1,021            | 837              |
| Total other assets, net                             | <u>\$ 33,139</u> | <u>\$ 35,267</u> |

Deferred compensation consists of assets held in a nonqualified defined contribution pension plan as of December 31, 2024 and 2023, respectively. Long term investments as of December 31, 2024 consist of certificates of deposit with original maturities in excess of twelve months.

**11. Credit Facilities and Long-Term Debt**

Total debt outstanding is summarized as follows (in thousands):

|                               | December 31,      |                   |
|-------------------------------|-------------------|-------------------|
|                               | 2024              | 2023              |
| <i>2022 Credit Agreement:</i> |                   |                   |
| Revolver                      | \$ —              | \$ 63,500         |
| Term loan                     | —                 | 92,500            |
| <i>2024 Credit Agreement:</i> |                   |                   |
| Multi-currency revolver       | 244,171           | —                 |
| U.S. dollar term loan(a)      | 198,287           | —                 |
| Euro term loan(a)             | 102,908           | —                 |
| Other                         | 16,948            | 211               |
| Total debt                    | <u>\$ 562,314</u> | <u>\$ 156,211</u> |
| Current maturities of debt    | \$ 27,117         | \$ 5,029          |
| Long-term debt                | 535,197           | 151,182           |
| Total debt                    | <u>\$ 562,314</u> | <u>\$ 156,211</u> |

(a) Amounts are shown net of unamortized deferred financing costs of \$2.7 million at December 31, 2024.

***Term Loans and Revolving Credit Facilities***

In May 2024 and July 2024, the Company amended it's then-existing Credit Agreement with JPMorgan Chase Bank, N.A., as administrative agent, and a syndicate of lenders ("2022 Credit Agreement"), to transition from the Canadian Dollar Offered Rate (“CDOR”) to the Canadian Overnight Repo Rate Average (“CORRA”) for benchmark borrowings denominated in Canadian dollars and to provide for a new \$125 million term loan and the use of funds available under the revolving credit facility to finance the acquisition of Nissens Automotive and related transaction costs. For additional information on our agreement to acquire Nissens Automotive see Note 2, “Business Combinations.”

**STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

In September 2024, the Company refinanced its existing 2022 Credit Agreement with a new five-year Credit Agreement with JPMorgan Chase Bank, N.A., as administrative agent, and a syndicate of lenders ("2024 Credit Agreement"). The 2024 Credit Agreement matures on September 16, 2029 and provides for an approximately \$750 million credit facility, comprised of (i) a \$430 million multi-currency revolving credit facility ("global tranche"); (ii) a \$10 million multi-currency revolving credit facility, available to one or more wholly-owned Danish subsidiaries of the Company ("Danish tranche"); (iii) a \$200 million delayed draw term loan facility in U.S. dollars; and (iv) a 100 million euros delayed draw term loan facility. The revolving credit facility has a \$25 million sublimit for the issuance of letters of credit, and a \$30 million sublimit for the borrowing of swingline loans.

Borrowings under the 2024 Credit Agreement were used to repay all outstanding borrowings under the 2022 Credit Agreement and to finance the Company's acquisition of Nissens Automotive and related transaction costs, and will be used for general corporate purposes of the Company and its subsidiaries. The term loans amortize in quarterly installments of 1.25% in each of the first two years following the funding, 1.875% for the next year, and 2.50% in each quarter thereafter. The Company may request up to two one-year extensions of the maturity date.

The Company may, subject to customary conditions, increase the global tranche or obtain incremental term loans in an aggregate amount not to exceed (x) the greater of (i) \$168 million and (ii) 100% of consolidated EBITDA for the four fiscal quarters ended most recently before such date, plus (y) any voluntary prepayment of term loans, plus (z) any amount that, after giving effect to the increase, the pro forma First Lien Net Leverage Ratio (as defined in the 2024 Credit Agreement) does not exceed 2.75 to 1.00. The Company may also, subject to customary conditions, request to increase the Danish tranche by up to \$5 million.

Borrowings bear interest at the applicable interest rate index selected by the Company based on the particular currency borrowed plus a credit spread adjustment depending on the index, and a margin ranging from 1.25% to 2.25% per annum based on the total net leverage ratio of the Company and its restricted subsidiaries. The Company may select interest periods of one, three or six months depending on the index. Interest is payable at the end of the selected interest period, but no less frequently than quarterly.

The Company may prepay the borrowings, in whole or in part, at any time without premium or penalty, subject to certain conditions.

The Company's obligations under the 2024 Credit Agreement are guaranteed by its material domestic subsidiaries (each, a "Guarantor"), and secured by a first priority perfected security interest in substantially all of the existing and future personal property of the Company and each Guarantor, subject to certain exceptions. The collateral security described above also secures certain banking services obligations and interest rate swaps and currency or other hedging obligations of the Company owing to any of the then existing lenders or any affiliates thereof.

Outstanding borrowings at December 31, 2024 under the 2024 Credit Agreement were \$545.4 million, net of deferred financing costs, consisting of current borrowings of \$25.2 million and long-term debt of \$520.1 million; while outstanding borrowings at December 31, 2023, were \$156 million, consisting of current borrowings of \$5 million and long-term debt of \$151 million. Letters of credit outstanding under the Credit Agreement were \$2.5 million and \$2.3 million at December 31, 2024 and 2023, respectively.

At December 31, 2024, the weighted average interest rate on borrowings under the 2024 Credit Agreement was 5.6%, primarily consisting of Term SOFR for borrowings in U.S. dollars and EURIBOR for borrowings in euros, adjusted for the impact of the interest rate swap agreement on \$100 million of the U.S. dollar borrowings. At December 31, 2023, the weighted average interest rate under our 2022 Credit Agreement was 5.0%, under Term SOFR, adjusted for the impact of the interest rate swap agreement on \$100 million of borrowings. During the year ended December 31, 2024, our average daily alternative base rate loan balance was \$0.7 million, compared to a balance of \$0.1 million for the year ended December 31, 2023.

The 2024 Credit Agreement contains customary covenants limiting, among other things, the incurrence of additional indebtedness, the creation of liens, mergers, consolidations, liquidations and dissolutions, sales of assets, dividends and other payments in respect of equity interests, acquisitions, investments, loans and guarantees, subject, in each case, to customary exceptions, thresholds and baskets. The 2024 Credit Agreement also contains customary events of default.

**STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

***Polish Overdraft Facility***

In November 2023, our Polish subsidiary, SMP Poland sp. z.o.o., further amended its overdraft facility with HSBC Continental Europe (Spolka Akcyjna) Oddzial w Polsce. The overdraft facility, as amended, provides for borrowings under the facility in euros and U.S. dollars. Under the amended terms, the overdraft facility provides for borrowings of up to Polish zloty 30 million (approximately \$7.3 million) if borrowings are solely in Polish zloty, or up to 85% of the Polish zloty 30 million limit (approximately \$6.2 million) if borrowings are in euros and/or U.S. dollars. The overdraft facility had an original maturity date in March 2024, with automatic three-month renewals until June 2027, subject to cancellation by either party, at its sole discretion, at least 30 days prior to the commencement of the three-month renewal period. The facility automatically renewed in December 2024 to a March 2025 maturity date. Borrowings under the amended overdraft facility will bear interest at a rate equal to (i) the one month Warsaw Interbank Offered Rate (“WIBOR”) + 1.0% for borrowings in Polish zloty, (ii) the one month Euro Interbank Offered Rate (“EURIBOR”) + 1.0% for borrowings in Euros, and (iii) the Mid-Point of the Fed Target Range + 1.25% for borrowings in U.S. dollars. Borrowings under the overdraft facility are guaranteed by Standard Motor Products, Inc., the ultimate parent company. There were no borrowings outstanding under the overdraft facility at both December 31, 2024 and December 31, 2023.

***Maturities of Debt***

As of December 31, 2024, maturities of debt through 2038, assuming no prepayments, are as follows (in thousands):

|                          | <b>Multi-<br/>Currency<br/>Revolver</b> | <b>U.S. Dollar<br/>Term Loan</b> | <b>Euro Term<br/>Loan</b> | <b>Other Debt</b> | <b>Total</b>      |
|--------------------------|---|----------------------------------|---------------------------|-------------------|-------------------|
| 2025                     | \$ 10,800                               | \$ 9,516                         | \$ 4,923                  | \$ 1,878          | \$ 27,117         |
| 2026                     | —                                       | 9,606                            | 4,973                     | 1,146             | 15,725            |
| 2027                     | —                                       | 14,655                           | 7,598                     | 1,238             | 23,491            |
| 2028                     | —                                       | 19,703                           | 10,221                    | 1,177             | 31,101            |
| 2029                     | 233,371                                 | 144,807                          | 75,193                    | 1,214             | 454,585           |
| Thereafter               | —                                       | —                                | —                         | 10,295            | 10,295            |
| <b>Total</b>             | <b>\$ 244,171</b>                       | <b>\$ 198,287</b>                | <b>\$ 102,908</b>         | <b>\$ 16,948</b>  | <b>\$ 562,314</b> |
| Less: current maturities | (10,800)                                | (9,516)                          | (4,923)                   | (1,878)           | (27,117)          |
| Long-term debt           | <u>\$ 233,371</u>                       | <u>\$ 188,771</u>                | <u>\$ 97,985</u>          | <u>\$ 15,070</u>  | <u>\$ 535,197</u> |

***Deferred Financing Costs***

Deferred financing costs related to our term loan and revolving credit facilities were \$4.8 million and \$1.6 million as of December 31, 2024 and 2023, respectively. In connection with the July 2024 amendment to our 2022 Credit Agreement and the 2024 Credit Agreement, we deferred financing costs of \$5.1 million that will be amortized over the term of the borrowings, and expensed \$1.4 million of pre-existing unamortized financing costs to interest expense in our consolidated statement of operations. Deferred financing costs as of December 31, 2024, assuming no prepayments, are being amortized in the amounts of \$1.2 million in 2025, \$1.1 million in 2026, \$1 million in 2027, \$0.9 million in 2028, and \$0.6 million in 2029.

**STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**12. Accumulated Other Comprehensive Income Attributable to SMP**

*Changes in Accumulated Other Comprehensive Income by Component (in thousands):*

|  | Foreign<br>Currency<br>Translation | Cash Flow<br>Hedges    | Postretirement<br>Benefit Plans | Total       |
|--|------------------------------------|------------------------|---------------------------------|-------------|
| Balance at December 31, 2022                                     | \$ (16,330)                        | \$ 3,823               | \$ 37                           | \$ (12,470) |
| Other comprehensive income before reclassifications              | 7,433                              | 831 <sup>(a)</sup>     | —                               | 8,264       |
| Amounts reclassified from accumulated other comprehensive income | —                                  | (2,372) <sup>(b)</sup> | (22) <sup>(c)</sup>             | (2,394)     |
| Net other comprehensive income (loss)                            | 7,433                              | (1,541)                | (22)                            | 5,870       |
| Tax amounts  | —                                  | 617                    | 9                               | 626         |
| Balance at December 31, 2023                                     | \$ (8,897)                         | \$ 2,899               | \$ 24                           | \$ (5,974)  |
| Other comprehensive income before reclassifications              | (23,385)                           | 2,893 <sup>(a)</sup>   | —                               | (20,492)    |
| Amounts reclassified from accumulated other comprehensive income | —                                  | (2,524) <sup>(b)</sup> | (18) <sup>(c)</sup>             | (2,542)     |
| Net other comprehensive income (loss)                            | (23,385)                           | 369                    | (18)                            | (23,034)    |
| Tax amounts  | 2,513                              | 656                    | 7                               | 3,176       |
| Balance at December 31, 2024                                     | \$ (29,769)                        | \$ 3,924               | \$ 13                           | \$ (25,832) |

(a) Consists of the unrecognized gain relating to the change in fair value of the cash flow interest rate hedges of 1.4 million (1.0 million, net of tax) plus cash settlement receipts of 2.5 million (1.9 million, net of tax) in the year ended December 31, 2024; and the unrecognized loss relating to the change in fair value of the cash flow interest rate hedge of \$1.2 million (\$0.9 million, net of tax) plus cash settlement receipts of \$2.4 million (\$1.7 million, net of tax) in the year ended December 31, 2023.

(b) Unrecognized accumulated other comprehensive income (loss) related to the cash flow interest rate hedge is reclassified to earnings and reported as part of interest expense in our consolidated statements of operations when the interest payments on the underlying borrowings are recognized.

(c) Unrecognized accumulated other comprehensive income (loss) related to our post retirement plans is reclassified to earnings and included in the computation of net periodic postretirement benefit costs, which are included in other non-operating income (expense), net in our consolidated statements of operations.

**13. Stockholders' Equity**

In July 2022, our Board of Directors authorized the purchase of up to \$30 million of our common stock under a stock repurchase program. Stock will be purchased under the program from time to time, in the open market or through private transactions, as market conditions warrant. To date, there have been 321,229 shares repurchased for a total cost of \$10.4 million, all of which occurred during the first half of 2024. As of December 2023 there had been no repurchases of our common stock under the program.

**14. Stock-Based Compensation Plans**

Our stock-based compensation program is a broad-based program designed to attract and retain employees while also aligning employees' interests with the interests of our shareholders. In addition, members of our Board of Directors participate in our stock-based compensation program in connection with their service on our board.

In May 2021, our Board of Directors and Shareholders approved an amendment and restatement to the 2016 Omnibus Incentive Plan (the "Plan"). Under the Plan, which terminates in May 2026, we are authorized to issue, among other things, shares of restricted and performance-based stock to eligible employees and restricted stock to directors of up to 2,050,000 shares; and shares of restricted and performance-based stock to non-employee directors of up to 350,000 shares. Share



STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

awards granted under the Plan that are cancelled, forfeited or expire by their terms are eligible to be granted again under the Plan. The 2016 Omnibus Incentive Plan is the only remaining plan available to provide stock-based incentive compensation to our employees, directors and other eligible persons. Awards previously granted under the 2006 Omnibus Incentive Plan remain outstanding, while shares not yet granted under the plan are not available for future issuance.

We account for our stock-based compensation plans in accordance with the provisions of FASB ASC 718, *Stock Compensation*, which requires that a company measure the cost of employee services received in exchange for an award of equity instruments based on the grant-date fair value of the award. The service period is the period of time that the grantee must provide services to us before the stock-based compensation is fully vested. The grant-date fair value of the award is recognized as an expense on a straight-line basis over the requisite service periods in our consolidated statements of operations. Forfeitures are estimated at the time of grant based on historical trends in order to estimate the amount of share-based awards that will ultimately vest. We monitor actual forfeitures for any subsequent adjustment to forfeiture rates.

***Restricted Stock and Performance Share Grants***

We currently grant shares of restricted stock to eligible employees and our independent directors and performance-based stock to eligible employees. We grant eligible employees two types of restricted stock (standard restricted shares and long-term retention restricted shares). Standard restricted shares granted to employees become fully vested generally no earlier than three years after the date of grant. Long-term retention restricted shares granted to selected executives vest at a 25% rate on or within approximately two months of an executive reaching the ages of 60 and 63, and become fully vested on or within approximately two months of an executive reaching the age of 65. Restricted shares granted to directors become fully vested upon the first anniversary of the date of grant.

Performance-based shares issued to eligible employees are subject to a three-year measuring period and the achievement of performance targets and, depending upon the achievement of such performance targets, they may become vested generally no earlier than three years after the date of grant. Each period we evaluate the probability of achieving the applicable targets, and adjust our accrual accordingly. Restricted shares (other than long-term retention restricted shares) and performance shares issued to certain key executives and directors are subject to a one or two year holding period upon the lapse of the vesting period. Forfeitures on stock grants are estimated at 5% for employees and 0% for executives and directors based upon our evaluation of historical and expected future turnover.

Before a restricted share becomes fully vested or a performance share is issued, the awardees cannot transfer, pledge, hypothecate or encumber such shares. Prior to the time a restricted share is fully vested, the awardees have all other rights of a stockholder, including the right to vote (but do not receive dividends during the vesting period). Prior to the time a performance share is issued, the awardees have no rights as a stockholder. All shares and rights are subject to forfeiture if certain employment conditions are not met.

At December 31, 2024, under the Plan, there were an aggregate of (a) 1,863,027 shares of restricted and performance-based stock grants issued, net of forfeitures, and (b) 186,973 shares of common stock available for future grants. For the year ended December 31, 2024, 277,742 restricted and performance-based shares were granted (199,510 restricted shares and 78,232 performance-based shares).

In determining the grant date fair value, the stock price on the date of grant, as quoted on the New York Stock Exchange, was reduced by the present value of dividends expected to be paid on the shares issued and outstanding during the requisite service period, discounted at a risk-free interest rate. The risk-free interest rate is based on the U.S. Treasury rates at the date of grant with maturity dates approximately equal to the restriction or vesting period at the grant date. In addition, a further discount for the lack of marketability reduced the fair value of grants issued to certain key executives and directors subject to the one or two year post vesting holding period. Assumptions used in calculating the discount for the lack of marketability include an estimate of stock volatility, risk-free interest rate, and a dividend yield.

As related to restricted and performance stock shares, we recorded compensation expense of 5.8 million (4.3 million, net of tax), \$6.2 million (4.8 million, net of tax) and 7.6 million (5.7 million, net of tax), for the years ended December 31, 2024, 2023 and 2022, respectively.

The following table shows stock-based compensation unamortized compensation expense and the weighted-average periods over which the unamortized compensation expense is expected to be recognized:

**STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

| (in millions, except years)                    | Year ended December 31, |           |           |
|--|-------------------------|-----------|-----------|
|  | 2024                    | 2023      | 2022      |
| Unamortized compensation expense               | \$ 13.5                 | \$ 13.3   | \$ 14.9   |
| Expected period to be recognized for employees | 3.7 years               | 4.1 years | 4.3 years |
| Expected period to be recognized for directors | 0.3 years               | 0.3 years | 0.3 years |

Our restricted and performance-based share activity was as follows for the years ended December 31, 2024 and 2023:

|                                      | Shares    | Weighted<br>Average<br>Grant Date Fair<br>Value per Share |
|--------------------------------------|-----------|---|
| Balance at December 31, 2022         | 880,829   | \$ 31.79  |
| Granted                              | 230,875   | 27.00   |
| Vested                               | (248,065) | 36.30   |
| Performance Shares Target Adjustment | 29,137    | 36.30   |
| Forfeited                            | (11,800)  | 35.36   |
| Balance at December 31, 2023         | 880,976   | \$ 29.48  |
| Granted                              | 277,742   | 24.25   |
| Vested                               | (181,430) | 34.46   |
| Performance Shares Target Adjustment | (14,247)  | 39.28   |
| Forfeited                            | (34,017)  | 29.83   |
| Balance at December 31, 2024         | 929,024   | \$ 26.82  |

The weighted-average grant date fair value of restricted and performance-based shares outstanding as of December 31, 2024, 2023 and 2022 was \$25.5 million (or \$26.82 per share), \$26 million (or \$29.48 per share), and \$28 million (or \$31.79 per share), respectively.

**15. Employee Benefits**

***Defined Contribution Plans***

We maintain various defined contribution plans, which include profit sharing, and provide retirement benefits for substantially all of our employees. Matching obligations, in connection with the plans which are funded in cash and typically contributed to the plans in March of the following year, are as follows (in thousands):

| Year ended December 31, | U.S. Defined<br>Contribution |
|-------------------------|------------------------------|
| 2024                    | \$ 10,314                    |
| 2023                    | 10,510                       |
| 2022                    | 10,180                       |

We maintain a defined contribution Supplemental Executive Retirement Plan for key employees. Under the plan, these employees may elect to defer a portion of their compensation and, in addition, we may at our discretion make contributions to the plan on behalf of the employees. In March 2024 and 2023, contributions of \$0.6 million and \$0.8 million were made related to calendar years 2023 and 2022, respectively. As of December 31, 2024, we have recorded an obligation of \$0.4 million for 2024.

We also have an Employee Stock Ownership Plan and Trust (“ESOP”) for employees who are not covered by a collective bargaining agreement. In connection therewith, we maintain an employee benefits trust to which we contribute shares of treasury stock. We are authorized to instruct the trustees to distribute such shares toward the satisfaction of our future obligations under the plan. The shares held in trust are not considered outstanding for purposes of calculating earnings per

## STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

share until they are committed to be released. The trustees will vote the shares in accordance with its fiduciary duties. During 2024, we contributed to the trust an additional 68,700 shares from our treasury and released 68,700 shares from the trust leaving 200 shares remaining in the trust as of December 31, 2024. The provision for expense in connection with the ESOP was approximately 2.8 million in 2024, \$3.0 million in 2023 and \$2.3 million in 2022.

**16. Other Non-Operating Income, Net**

The components of other non-operating income, net are as follows (in thousands):

|  | Year Ended December 31, |                 |                 |
|--|-------------------------|-----------------|-----------------|
|  | 2024                    | 2023            | 2022            |
| Interest and dividend income                 | \$ 871                  | \$ 517          | \$ 209          |
| Equity income from joint ventures            | 4,274                   | 2,070           | 3,464           |
| Gain (loss) on foreign exchange              | 1,228                   | (776)           | 334             |
| Other non-operating income, net              | 504                     | 515             | 807             |
| <b>Total other non-operating income, net</b> | <b>\$ 6,877</b>         | <b>\$ 2,326</b> | <b>\$ 4,814</b> |

**17. Derivative Instruments**

As part of our risk management strategy, we occasionally use derivative instruments, including interest rate swaps, forward foreign exchange contracts and non-derivative instruments such as foreign currency denominated debt, to reduce our market risk for changes in interest rates and to manage foreign exchange rate risk. The objective is to offset gains and losses resulting from these exposures with losses and gains on the derivative contracts used to hedge them, thereby reducing volatility of earnings or protecting the fair value of assets and liabilities.

Derivative instruments may be designated as fair value hedges, cash flow hedges or hedges of the foreign currency exposure of a net investment in a foreign operation (“net investment hedges”) or they may not be designated as hedging instruments. Derivative instruments are recognized at fair value on a gross basis in the consolidated balance sheets. The change in fair value of the derivative instruments is recognized in the consolidated statements of operations or consolidated statements of comprehensive income depending upon the type of hedge as further discussed below. Cash flows from derivative programs are classified with the activities that correspond to the underlying hedged items in the consolidated statements of cash flows.

Due to the use of derivative instruments, we are exposed to the risk that our counterparties will fail to meet their contractual obligations. To mitigate counterparty credit risk, we have a policy of only entering into derivative contracts with carefully selected major financial institutions based on their credit ratings and other factors, and periodically reassess their creditworthiness. We do not offset derivative assets against liabilities in master netting agreements and there were no receivables or payables recognized on receipt or payment of cash collateral at December 31, 2024 and 2023.

The interest rate swaps effectively convert a portion of our variable rate borrowings under our existing facilities to a fixed rate based upon determined notional amount. The forward foreign exchange contracts fix expected future cash flows in U.S. dollar terms on certain transactions and foreign currency denominated debt is used to partially offsets the effects of foreign currency on our investments in certain foreign subsidiaries. We do not enter into derivative instruments for trading or speculative purposes.

**Cash Flow Hedges**

In 2022, we entered into an interest rate swap agreement with a notional amount of \$100 million that matures in May 2029. The interest rate swap agreement is designated as a cash flow hedge of interest payments on \$100 million of borrowings under our 2024 Credit Agreement. Under the terms of the swap agreement, we will receive monthly variable interest payments based on one month Term SOFR and will pay interest based on a fixed rate of 2.683% per annum.

In October 2024, we entered into an interest rate swap agreement with an initial notional amount of €100 million that matures in March 2030. At December 31, 2024, the notional amount was \$103.9 million or €100 million. The interest rate swap agreement is designated as a cash flow hedge of interest payments on euro denominated borrowings under our 2024

**STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Credit Agreement equal to the notional amount of the interest rate swap agreement. The notional amount of the interest rate swap will decrease quarterly starting from June 2025. Under the terms of the swap agreement, we will receive monthly variable interest payments based on one month EURIBOR and will pay interest based on a fixed rate of 2.11% per annum.

The fair value of the interest rate swap agreements as of December 31, 2024 was an asset of \$5.4 million and a liability of \$0.1 million and an asset of \$3.9 million as of December 31, 2023, which has been deferred and recorded in accumulated other comprehensive income, net of income taxes, in our consolidated balance sheet. When the hedged interest payment on the underlying borrowing is recognized in interest expense, the respective deferred gain/loss in accumulated other comprehensive income is reclassified to earnings as interest expense in the consolidated statements of operations. The amount to be reclassified from accumulated other comprehensive income in the next twelve months is expected to be 1.3 million. We perform quarterly hedge effectiveness assessments and anticipate that the interest rate swap will be highly effective throughout its term. If it becomes probable that the hedged interest payment(s) will not occur, we immediately recognize the related deferred hedging gains/losses in earnings. There were no such reclassifications during the year ended December 31, 2024.

***Net Investment Hedge***

At December 31, 2024, 202.5 million or €195 million notional amount of euro-denominated debt is designated as a hedge of our net investment in Nissens Automotive's foreign operations whose functional currency is Danish kroner. Provided the net investment hedge is highly effective, gains/losses are recorded as a currency translation adjustment in accumulated other comprehensive income in the consolidated balance sheet. The gains/losses will subsequently be reclassified into earnings when the hedged net investment is either sold or substantially liquidated. We recognized a gain of 9.7 million as a currency translation adjustment in other comprehensive income in 2024. No gains or losses related to the net investment hedge were recognized in earnings in 2024.

***Non-Designated Derivatives***

In 2024, we realized losses of 2.5 million related to forward foreign exchange contracts that were used to economically hedge forecasted foreign currency transactions primarily related to our acquisition of Nissens Automotive. The losses were recorded in selling, general and administrative expenses in the consolidated statement of operations. There are no forward foreign exchange contracts outstanding at December 31, 2024 and 2023, respectively.

**18. Fair Value Measurements**

We follow a three-level fair value hierarchy that prioritizes the inputs to measure fair value. This hierarchy requires entities to maximize the use of “observable inputs” and minimize the use of “unobservable inputs.” The three levels of inputs used to measure fair value are as follows:

Level 1: Quoted prices (unadjusted) for identical assets or liabilities in active markets as of the measurement date.

Level 2: Significant other observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

Level 3: Significant unobservable inputs that reflect assumptions that market participants would use in pricing an asset or liability.

STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The following is a summary of the estimated fair values, carrying amounts, and classification under the fair value hierarchy of our financial instruments at December 31, 2024 and December 31, 2023 (in thousands):

|                                     | Fair Value Hierarchy | December 31, 2024 |                 | December 31, 2023 |                 |
|-------------------------------------|----------------------|-------------------|-----------------|-------------------|-----------------|
|                                     |                      | Fair Value        | Carrying Amount | Fair Value        | Carrying Amount |
| Cash and cash equivalents (a)       | Level 1/2            | \$ 44,426         | \$ 44,426       | \$ 32,526         | \$ 32,526       |
| Deferred compensation               | Level 1              | 26,333            | 26,333          | 23,893            | 23,893          |
| Short-term investments              | Level 2              | 6,956             | 6,956           | —                 | —               |
| Long-term investments               | Level 2              | 93                | 93              | 7,468             | 7,468           |
| Cash flow hedge interest rate swaps | Level 2              | 5,409             | 5,409           | 3,939             | 3,939           |
| Short term borrowings               | Level 1              | 27,117            | 27,117          | 5,029             | 5,029           |
| Long-term debt                      | Level 1              | 535,197           | 535,197         | 151,182           | 151,182         |

(a) As of December 31, 2024 cash and cash equivalents consist of cash of \$44.4 million. Cash and cash equivalents at December 31, 2023 consist of cash of \$29.5 million and cash equivalents of \$3 million, which are classified as Level 1 and Level 2, respectively, under the fair value hierarchy.

Cash equivalents consist of certificates of deposit with original maturities of 3 months, or less. These securities are accounted for as held-to-maturity and recorded at amortized cost, which approximates their fair values at December 31, 2024. The fair value of the underlying assets held by the deferred compensation plan are based on the quoted market prices of the underlying funds which are held by registered investment companies. The carrying value of our variable rate short-term borrowings and long-term debt under our credit facilities approximates fair value as the variable interest rates in the facilities reflect current market rates. The fair value of our cash flow interest rate swap agreement is obtained from an independent third party, is based upon market quotes, and represents the net amount required to terminate the interest rate swap, taking into consideration market rates and counterparty credit risk. Long-term investments consist of certificates of deposit with original maturities in excess of twelve months. These securities are accounted for as held-to-maturity and recorded at amortized cost, which approximates their fair values at December 31, 2024.

**19. Income Taxes**

The income tax provision (benefit) consists of the following (in thousands):

|                            | Year Ended December 31, |           |           |
|----------------------------|-------------------------|-----------|-----------|
|                            | 2024                    | 2023      | 2022      |
| Current:                   |                         |           |           |
| Domestic                   | \$ 19,761               | \$ 15,422 | \$ 16,182 |
| Foreign                    | 11,254                  | 9,224     | 8,669     |
| Total current              | 31,015                  | 24,646    | 24,851    |
| Deferred:                  |                         |           |           |
| Domestic                   | (9,536)                 | (5,769)   | 1,102     |
| Foreign                    | (2,094)                 | (509)     | (747)     |
| Total deferred             | (11,630)                | (6,278)   | 355       |
| Total income tax provision | \$ 19,385               | \$ 18,368 | \$ 25,206 |

**STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Reconciliations between taxes at the U.S. Federal income tax rate and taxes at our effective income tax rate on earnings from continuing operations before income taxes are as follows (in thousands):

|   | <b>Year Ended December 31,</b> |                  |                  |
|---|--------------------------------|------------------|------------------|
|   | <b>2024</b>                    | <b>2023</b>      | <b>2022</b>      |
| U.S. Federal income tax rate of 21%                             | \$ 15,538                      | \$ 17,160        | \$ 20,650        |
| Increase (decrease) in tax rate resulting from:                 |                                |                  |                  |
| State and local income taxes, net of federal income tax benefit | 1,922                          | 2,086            | 3,118            |
| Change in valuation allowance                                   | 770                            | 674              | 1,068            |
| Income tax (benefit) attributable to foreign income             | 4,370                          | 377              | (53)             |
| Other non-deductible items, net                                 | (3,215)                        | (1,929)          | 423              |
| <b>Provision for income taxes</b>                               | <b>\$ 19,385</b>               | <b>\$ 18,368</b> | <b>\$ 25,206</b> |

The following is a summary of the components of the net deferred tax assets and liabilities recognized in the accompanying consolidated balance sheets (in thousands):

|   | <b>December 31,</b> |                  |
|---|---------------------|------------------|
|   | <b>2024</b>         | <b>2023</b>      |
| Deferred tax assets:                            |                     |                  |
| Inventories                                     | \$ 9,087            | \$ 10,493        |
| Allowance for customer returns                  | 17,854              | 13,083           |
| Accrued asbestos liabilities                    | 24,032              | 20,758           |
| Accrued salaries and benefits                   | 13,564              | 11,816           |
| Tax credit and net operating loss carryforwards | 5,690               | 5,968            |
| Allowance for expected credit losses            | 3,586               | 3,567            |
| Other   | 10                  | 17               |
|   | 73,823              | 65,702           |
| Valuation allowance                             | (4,849)             | (3,830)          |
| <b>Total deferred tax assets</b>                | <b>68,974</b>       | <b>61,872</b>    |
| Deferred tax liabilities:                       |                     |                  |
| Intangible assets acquired, net of amortization | 43,755              | 12,668           |
| Depreciation                                    | 6,669               | 7,597            |
| Interest rate swap agreement                    | 1,345               | 990              |
| Other   | 4,006               | 84               |
| <b>Total deferred tax liabilities</b>           | <b>55,775</b>       | <b>21,339</b>    |
| <b>Net deferred tax assets</b>                  | <b>\$ 13,199</b>    | <b>\$ 40,533</b> |

In assessing the realizability of the deferred tax assets, we consider whether it is more likely than not that some portion or the entire deferred tax asset will be realized. Ultimately, the realization of the deferred tax asset is dependent upon the generation of sufficient taxable income in those periods in which temporary differences become deductible and/or net operating loss carryforwards can be utilized. We consider the level of historical taxable income, scheduled reversal of temporary differences, carryback and carryforward periods, tax planning strategies and projected future taxable income in determining whether a valuation allowance is warranted. We also consider cumulative losses in recent years as well as the impact of one-time events in assessing our pre-tax earnings. Assumptions regarding future taxable income require significant judgment. Our assumptions are consistent with estimates and plans used to manage our business.



**STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The valuation allowance of \$4.8 million as of December 31, 2024 is intended to provide for uncertainty regarding the ultimate realization of our U.S. foreign tax credit carryovers of \$4.6 million that will expire in varying amounts by 2032, and foreign net operating losses of \$0.2 million. Based on these considerations, we believe it is more likely than not that we would realize the benefit of the net deferred tax asset of \$13.2 million as of December 31, 2024, which is net of the remaining valuation allowance.

As related to the taxation of our foreign subsidiaries, we aggregate our foreign earnings and profits, and utilize allowable deductions and available foreign tax credits in computing our U.S. tax. Notwithstanding the U.S. taxation of these amounts, we intend to continue to invest most of these earnings indefinitely outside of the U.S., and do not expect to incur any significant additional taxes related to such amounts.

We recognize in our financial statements only those tax positions that meet the more-likely-than-not recognition threshold. We establish tax reserves for uncertain tax positions that do not meet this threshold. During the years ended December 31, 2024, 2023 and 2022, we did not establish a liability for uncertain tax positions.

We are subject to taxation in the U.S. and various state, local and foreign jurisdictions. As of December 31, 2024, the Company is no longer subject to U.S. Federal tax examinations for years before 2021. We remain subject to examination by state and local tax authorities for tax years 2020 through 2023. Foreign jurisdictions have statutes of limitations generally ranging from 2 to 6 years. Years still open to examination by foreign tax authorities in major jurisdictions include Canada (2020 onward), Hong Kong (2019 onward), China (2022 onward), Mexico (2018 onward), Poland (2019 onward), Hungary (2019 onward), Germany (2020 onward), Denmark (2019 onward) and Slovakia (2019 onward). We do not presently anticipate that our unrecognized tax benefits will significantly increase or decrease over the next 12 months; however, actual developments in this area could differ from those currently expected.

**20. Earnings Per Share**

We present two calculations of earnings per common share. “Basic” earnings per common share equals net earnings attributable to SMP divided by weighted average common shares outstanding during the period. “Diluted” earnings per common share equals net earnings attributable to SMP divided by the sum of weighted average common shares outstanding during the period plus potentially dilutive common shares. Potentially dilutive common shares that are anti-dilutive are excluded from net earnings per common share.

STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The following are reconciliations of the net earnings attributable to SMP and the shares used in calculating basic and dilutive net earnings per common share attributable to SMP (in thousands, except share and per share data):

|   | Year Ended December 31, |                   |                   |
|---|-------------------------|-------------------|-------------------|
|   | 2024                    | 2023              | 2022              |
| <b>Net earnings (loss) attributable to SMP</b>                          |                         |                   |                   |
| Continuing operations   | 53,628                  | 63,144            | 73,042            |
| Discontinued operations   | (26,128)                | (28,996)          | (17,691)          |
| Net earnings attributable to SMP  | <u>\$ 27,500</u>        | <u>\$ 34,148</u>  | <u>\$ 55,351</u>  |
| <b>Basic net earnings (loss) per common share attributable to SMP</b>   |                         |                   |                   |
| Continuing operations   | \$ 2.46                 | \$ 2.91           | \$ 3.37           |
| Discontinued operations   | \$ (1.20)               | \$ (1.34)         | \$ (0.82)         |
| <b>Diluted net earnings (loss) per common share attributable to SMP</b> |                         |                   |                   |
| Continuing operations   | \$ 2.41                 | \$ 2.85           | \$ 3.30           |
| Discontinued operations   | \$ (1.17)               | \$ (1.31)         | \$ (0.80)         |
| Weighted average number of common shares, basic                         | 21,801,141              | 21,716,177        | 21,683,719        |
| Dilutive effect of restricted stock and performance-based stock         | 435,919                 | 445,164           | 456,262           |
| Weighted average number of common shares, diluted                       | <u>22,237,060</u>       | <u>22,161,341</u> | <u>22,139,981</u> |

The shares listed below were not included in the computation of diluted net earnings per common share attributable to SMP because to do so would have been anti-dilutive for the periods presented or because they were excluded under the treasury method (in thousands):

|                                   | 2024 | 2023 | 2022 |
|-----------------------------------|------|------|------|
| Restricted and performance shares | 285  | 280  | 292  |

**21. Industry Segment and Geographic Data**

Our business is organized into four operating segments, Vehicle Control, Temperature Control, Engineered Solutions and Nissens Automotive, each of which focuses on a specific line of business. Our automotive aftermarket business is comprised of three operating segments, Vehicle Control, Temperature Control and Nissens Automotive, while our Engineered Solutions operating segment offers a broad array of conventional and future-oriented technologies. Nissens Automotive is a new operating segment created in the fourth quarter of 2024 comprising of our acquisition in November 2024.

The Vehicle Control operating segment includes sales from ignition emissions and fuel delivery, electrical and safety, and wire sets and other product categories to automotive aftermarket customers.

The Temperature Control operating segment includes sales from air conditioning system components and other thermal product categories to automotive aftermarket customers primarily in the United States, and is poised to benefit from the broader adoption of more complex air conditioning systems that will provide passenger comfort regardless of the vehicle's powertrain.

The Engineered Solutions operating segment includes sales of custom-engineered solutions to vehicle and equipment manufacturers in highly diversified global end-markets such as commercial and light vehicles, construction, agriculture, power sports and marine.

The Nissens Automotive operating segment includes sales of engine cooling, air conditioning system components and engine efficiency products to automotive aftermarket customers primarily in Europe.

**STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

There are no intersegment sales among our operating segments. Other consists of financial information related to the activities of our corporate headquarters function.

We identify our operating segments based on how our chief operating decision maker ("CODM"), our President and Chief Executive Officer, allocates resources, assesses performance and makes decisions. The CODM uses operating income (loss) to allocate resources (including employees, property, and financial or capital resources) for each segment during the annual budget and forecasting process. The CODM considers budget-to-actual and year-over-year variances on a monthly basis for the significant measure when making decisions about allocating capital and personnel to the segments. The CODM also uses segment gross profit for evaluating product pricing and operating income (loss) to assess the performance for each segment by comparing the results with one another. In addition to these measures, the CODM tracks expenses at a disaggregated level to understand the drivers of total operating expenses. These include selling, general and administrative expenses, distribution expenses, supply chain financing expenses, restructuring and integration expenses, and any other special expense items. In tracking these expenses separately, the CODM is able to identify opportunities for adjusting how the business uses funds to achieve greater profitability.

The accounting policies of each segment are the same as those described in Note 1, "Summary of Significant Accounting Policies".

The following tables contain financial information for each reportable operating segment (in thousands):

| <b>Year ended December 31, 2024</b>                     | <b>Vehicle Control</b> | <b>Temperature Control</b> | <b>Engineered Solutions</b> | <b>Nissens Automotive</b> | <b>Other</b> | <b>Total</b>     |
|---|------------------------|----------------------------|-----------------------------|---------------------------|--------------|------------------|
| Net sales   | \$ 762,560             | \$ 380,088                 | \$ 285,456                  | \$ 35,745                 | \$ —         | \$1,463,849      |
| Cost of sales   | 518,475                | 262,296                    | 235,537                     | 24,220                    | —            | 1,040,528        |
| Gross profit  | 244,085                | 117,792                    | 49,919                      | 11,525                    | —            | 423,321          |
| Selling and marketing expenses                          | 45,878                 | 15,938                     | 8,060                       | 1,536                     | —            | 71,412           |
| Distribution expenses                                   | 57,627                 | 32,858                     | 5,290                       | 7,097                     | 4,579        | 107,451          |
| General and administration                              | 36,935                 | 16,763                     | 20,906                      | 5,560                     | 17,052       | 97,216           |
| Supply chain financing expenses                         | 32,090                 | 16,449                     | —                           | —                         | —            | 48,539           |
| Restructuring and integration                           | 4,249                  | 847                        | 843                         | —                         | 1,729        | 7,668            |
| Other expenses  | —                      | —                          | —                           | 100                       | 10,311       | 10,411           |
| Total operating expenses                                | 176,779                | 82,855                     | 35,099                      | 14,293                    | 33,671       | 342,697          |
| Operating income (loss)                                 | \$ 67,306              | \$ 34,937                  | \$ 14,820                   | \$ (2,768)                | \$ (33,671)  | \$ 80,624        |
| Other non-operating income, net                         |                        |                            |                             |                           |              | 6,877            |
| Interest expense  |                        |                            |                             |                           |              | 13,512           |
| Earnings from continuing operations before income taxes |                        |                            |                             |                           |              | <u>\$ 73,989</u> |

**STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

| <b>Year ended December 31, 2023</b>                     | <b>Vehicle Control</b> | <b>Temperature Control</b> | <b>Engineered Solutions</b> | <b>Nissens Automotive</b> | <b>Other</b> | <b>Total</b>     |
|---|------------------------|----------------------------|-----------------------------|---------------------------|--------------|------------------|
| Net sales   | \$ 737,932             | \$ 337,754                 | \$ 282,586                  | \$ —                      | \$ —         | \$1,358,272      |
| Cost of sales   | 499,717                | 241,927                    | 227,802                     | —                         | —            | 969,446          |
| Gross profit  | 238,215                | 95,827                     | 54,784                      | —                         | —            | 388,826          |
| Selling and marketing expenses                          | 46,223                 | 16,772                     | 8,407                       | —                         | —            | 71,402           |
| Distribution expenses                                   | 54,401                 | 30,467                     | 4,989                       | —                         | —            | 89,857           |
| General and administration                              | 34,430                 | 14,664                     | 21,186                      | —                         | 15,937       | 86,217           |
| Supply chain financing expenses                         | 30,558                 | 15,473                     | —                           | —                         | —            | 46,031           |
| Restructuring and integration                           | 1,276                  | 1,108                      | 258                         | —                         | —            | 2,642            |
| Other expenses  | —                      | —                          | —                           | —                         | —            | —                |
| Total operating expenses                                | 166,888                | 78,484                     | 34,840                      | —                         | 15,937       | 296,149          |
| Operating income (loss)                                 | \$ 71,327              | \$ 17,343                  | \$ 19,944                   | \$ —                      | \$ (15,937)  | \$ 92,677        |
| Other non-operating income, net                         |                        |                            |                             |                           |              | 2,326            |
| Interest expense  |                        |                            |                             |                           |              | 13,287           |
| Earnings from continuing operations before income taxes |                        |                            |                             |                           |              | <u>\$ 81,716</u> |

| <b>Year ended December 31, 2022</b>                     | <b>Vehicle Control</b> | <b>Temperature Control</b> | <b>Engineered Solutions</b> | <b>Nissens Automotive</b> | <b>Other</b> | <b>Total</b>     |
|---|------------------------|----------------------------|-----------------------------|---------------------------|--------------|------------------|
| Net sales   | \$ 750,571             | \$ 351,237                 | \$ 270,007                  | \$ —                      | \$ —         | \$1,371,815      |
| Cost of sales   | 518,304                | 252,323                    | 218,649                     | —                         | —            | 989,276          |
| Gross profit  | 232,267                | 98,914                     | 51,358                      | —                         | —            | 382,539          |
| Selling and marketing expenses                          | 49,245                 | 17,666                     | 7,239                       | —                         | —            | 74,150           |
| Distribution expenses                                   | 54,081                 | 29,868                     | 4,377                       | —                         | —            | 88,326           |
| General and administration                              | 31,812                 | 13,969                     | 21,029                      | —                         | 15,190       | 82,000           |
| Supply chain financing expenses                         | 21,480                 | 10,557                     | —                           | —                         | —            | 32,037           |
| Restructuring and integration                           | 1,496                  | 395                        | —                           | —                         | —            | 1,891            |
| Other expenses  | —                      | —                          | —                           | —                         | —            | —                |
| Total operating expenses                                | 158,114                | 72,455                     | 32,645                      | —                         | 15,190       | 278,404          |
| Operating income (loss)                                 | \$ 74,153              | \$ 26,459                  | \$ 18,713                   | \$ —                      | \$ (15,190)  | \$ 104,135       |
| Other non-operating income, net                         |                        |                            |                             |                           |              | 4,814            |
| Interest expense  |                        |                            |                             |                           |              | 10,617           |
| Earnings from continuing operations before income taxes |                        |                            |                             |                           |              | <u>\$ 98,332</u> |

**STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

|  | Year Ended December 31, |                     |                     |
|--|-------------------------|---------------------|---------------------|
|  | 2024                    | 2023                | 2022                |
| <b>Depreciation and amortization</b>                 |                         |                     |                     |
| Vehicle Control                                      | \$ 14,841               | \$ 13,877           | \$ 14,075           |
| Temperature Control                                  | 3,307                   | 3,424               | 2,973               |
| Engineered Solutions                                 | 9,608                   | 9,966               | 9,557               |
| Nissens Automotive                                   | 1,943                   | —                   | —                   |
| Other  | 1,714                   | 1,755               | 1,693               |
| <b>Total depreciation and amortization</b>           | <b>\$ 31,413</b>        | <b>\$ 29,022</b>    | <b>\$ 28,298</b>    |
| <b>Investment in unconsolidated affiliates</b>       |                         |                     |                     |
| Vehicle Control                                      | \$ 2,447                | \$ 2,496            | \$ 2,490            |
| Temperature Control                                  | 20,396                  | 19,711              | 27,557              |
| Engineered Solutions                                 | 1,999                   | 1,843               | 11,698              |
| Nissens Automotive                                   | —                       | —                   | —                   |
| Other  | —                       | —                   | —                   |
| <b>Total investment in unconsolidated affiliates</b> | <b>\$ 24,842</b>        | <b>\$ 24,050</b>    | <b>\$ 41,745</b>    |
| <b>Capital expenditures</b>                          |                         |                     |                     |
| Vehicle Control                                      | \$ 29,603               | \$ 13,955           | \$ 13,378           |
| Temperature Control                                  | 2,621                   | 1,899               | 3,973               |
| Engineered Solutions                                 | 9,721                   | 12,095              | 6,489               |
| Nissens Automotive                                   | 213                     | —                   | —                   |
| Other  | 1,860                   | 684                 | 2,116               |
| <b>Total capital expenditures</b>                    | <b>\$ 44,018</b>        | <b>\$ 28,633</b>    | <b>\$ 25,956</b>    |
| <b>Total assets</b>                                  |                         |                     |                     |
| Vehicle Control                                      | \$ 659,607              | \$ 620,569          | \$ 618,789          |
| Temperature Control                                  | 276,216                 | 274,657             | 254,137             |
| Engineered Solutions                                 | 285,866                 | 292,080             | 289,518             |
| Nissens Automotive                                   | 482,773                 | —                   | —                   |
| Other  | 109,664                 | 105,741             | 92,485              |
| <b>Total assets</b>                                  | <b>\$ 1,814,126</b>     | <b>\$ 1,293,047</b> | <b>\$ 1,254,929</b> |

| (in thousands)                 | December 31,      |                   |                   |
|--------------------------------|-------------------|-------------------|-------------------|
|                                | 2024              | 2023              | 2022              |
| <b>Long-lived assets (a)</b>   |                   |                   |                   |
| United States                  | \$ 378,557        | \$ 368,792        | \$ 326,199        |
| Denmark                        | 347,629           | —                 | —                 |
| Asia                           | 67,406            | 75,869            | 76,766            |
| Europe                         | 59,909            | \$ 44,517         | \$ 38,351         |
| Mexico                         | 21,173            | 13,262            | 10,355            |
| Canada                         | 4,329             | 5,851             | 7,161             |
| <b>Total long-lived assets</b> | <b>\$ 879,003</b> | <b>\$ 508,291</b> | <b>\$ 458,832</b> |

(a) Long-lived assets are attributed to countries based upon the location of the assets.

Our three largest individual customers accounted for approximately 60.7% of our consolidated net sales in 2024. During 2024, O'Reilly Auto Parts, AutoZone and NAPA accounted for 28.4%, 18.8% and 13.5% of our consolidated net sales, respectively. Net sales from each of the customers were reported in our Vehicle Control and Temperature Control operating segments. The loss of one or more of these customers or, a significant reduction in purchases of our products from any one of them could have a material adverse impact on our business, financial condition and results of operations. In addition, any consolidation among our key customers may further increase our customer concentration risk.

For the disaggregation of our net sales from customers by major product group and geographic area within each of our operating segments, see Note 22, "Net Sales."

**STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**22. Net Sales**

We disaggregate our net sales from contracts with customers by major product group and geographic area within each of our segments, as we believe it best depicts how the nature, amount, timing and uncertainty of our net sales are affected by economic factors.

*Major Product Group*

The Vehicle Control operating segment generates its revenues from core aftermarket sales of ignition, emissions, and fuel delivery, electrical and safety, and wire sets and other product categories primarily in the United States. The Temperature Control operating segment generates its revenue from aftermarket sales of air conditioning system components and other thermal products. The Engineered Solutions operating segment generates revenues from custom-engineered products to vehicle and equipment manufacturers in highly diversified global end-markets such as commercial and light vehicles, construction, agriculture, power sports and marine. The Nissens Automotive operating segment generates its revenues from aftermarket sales of engine cooling, air conditioning system components and engine efficiency products primarily in Europe.

The following table summarizes consolidated net sales by major product group within each operating segment for the years ended December 31, 2024, 2023 and 2022 (in thousands):

|   | <b>Year Ended December 31,</b> |                            |                            |
|---|--------------------------------|----------------------------|----------------------------|
|   | <b>2024</b>                    | <b>2023</b>                | <b>2022</b>                |
| <b>Vehicle Control</b>                                    |                                |                            |                            |
| Engine Management (Ignition, Emissions and Fuel Delivery) | \$ 467,460                     | \$ 450,180                 | \$ 454,571                 |
| Electrical and Safety                                     | 229,361                        | 221,782                    | 230,487                    |
| Wire Sets and Other                                       | 65,739                         | 65,970                     | 65,513                     |
| Total Vehicle Control                                     | <u>762,560</u>                 | <u>737,932</u>             | <u>750,571</u>             |
| <b>Temperature Control</b>                                |                                |                            |                            |
| AC System Components                                      | 274,926                        | 237,756                    | 245,484                    |
| Other Thermal Components                                  | 105,162                        | 99,998                     | 105,753                    |
| Total Temperature Control                                 | <u>380,088</u>                 | <u>337,754</u>             | <u>351,237</u>             |
| <b>Engineered Solutions</b>                               |                                |                            |                            |
| Commercial Vehicle  | 89,171                         | 79,376                     | 80,275                     |
| Construction/Agriculture                                  | 35,832                         | 41,665                     | 42,385                     |
| Light Vehicle   | 91,548                         | 92,701                     | 91,533                     |
| All Other   | 68,905                         | 68,844                     | 55,814                     |
| Total Engineered Solutions                                | <u>285,456</u>                 | <u>282,586</u>             | <u>270,007</u>             |
| <b>Nissens Automotive</b>                                 |                                |                            |                            |
| Engine Cooling  | 19,287                         | —                          | —                          |
| Air Conditioning  | 9,214                          | —                          | —                          |
| Engine Efficiency   | 7,244                          | —                          | —                          |
| Total Nissens Automotive                                  | <u>35,745</u>                  | <u>—</u>                   | <u>—</u>                   |
| <b>Other</b>  |                                |                            |                            |
|   | —                              | —                          | —                          |
| <b>Total</b>  | <u><u>\$ 1,463,849</u></u>     | <u><u>\$ 1,358,272</u></u> | <u><u>\$ 1,371,815</u></u> |

*Geographic Area*

We sell our line of products primarily in the United States, with additional sales in Europe, Canada, Mexico, Asia and other foreign countries. Sales are attributed to countries based upon the location of the customer. Our sales are substantially denominated in U.S. dollars.



STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The following tables provide disaggregation of net sales information by geographic area within each operating segment for the years ended December 31, 2024, 2023 and 2022 (in thousands):

| Year Ended December 31, 2024 | Vehicle Control | Temperature Control | Engineered Solutions | Nissens Automotive | Other | Total       |
|------------------------------|-----------------|---------------------|----------------------|--------------------|-------|-------------|
| United States                | \$ 677,779      | \$ 360,858          | \$ 154,960           | \$ 2,213           | \$ —  | \$1,195,810 |
| Europe                       | 1,118           | 176                 | 53,682               | 31,757             | —     | 86,733      |
| Canada                       | 37,683          | 16,707              | 31,027               | 82                 | —     | 85,499      |
| Mexico                       | 40,555          | 171                 | 9,138                | 14                 | —     | 49,878      |
| Asia                         | 330             | 1,741               | 33,508               | 1,098              | —     | 36,677      |
| Other foreign                | 5,095           | 435                 | 3,141                | 581                | —     | 9,252       |
| Total                        | \$ 762,560      | \$ 380,088          | \$ 285,456           | \$ 35,745          | \$ —  | \$1,463,849 |

| Year Ended December 31, 2023 | Vehicle Control | Temperature Control | Engineered Solutions | Nissens Automotive | Other | Total       |
|------------------------------|-----------------|---------------------|----------------------|--------------------|-------|-------------|
| United States                | \$ 659,570      | \$ 319,904          | \$ 168,878           | \$ —               | \$ —  | \$1,148,352 |
| Canada                       | 36,088          | 17,081              | 25,689               | —                  | —     | 78,858      |
| Europe                       | 916             | 8                   | 59,266               | —                  | —     | 60,190      |
| Mexico                       | 36,350          | 49                  | 6,658                | —                  | —     | 43,057      |
| Asia                         | 351             | 526                 | 19,522               | —                  | —     | 20,399      |
| Other foreign                | 4,657           | 186                 | 2,573                | —                  | —     | 7,416       |
| Total                        | \$ 737,932      | \$ 337,754          | \$ 282,586           | \$ —               | \$ —  | \$1,358,272 |

| Year Ended December 31, 2022 | Vehicle Control | Temperature Control | Engineered Solutions | Nissens Automotive | Other | Total       |
|------------------------------|-----------------|---------------------|----------------------|--------------------|-------|-------------|
| United States                | \$ 682,145      | \$ 335,281          | \$ 191,678           | \$ —               | \$ —  | \$1,209,104 |
| Canada                       | 35,233          | 14,596              | 16,762               | —                  | —     | 66,591      |
| Europe                       | 661             | 75                  | 37,784               | —                  | —     | 38,520      |
| Mexico                       | 26,019          | 401                 | 4,897                | —                  | —     | 31,317      |
| Asia                         | 2,408           | 63                  | 16,715               | —                  | —     | 19,186      |
| Other foreign                | 4,105           | 821                 | 2,171                | —                  | —     | 7,097       |
| Total                        | \$ 750,571      | \$ 351,237          | \$ 270,007           | \$ —               | \$ —  | \$1,371,815 |

**23. Commitments and Contingencies**

*Warranties*

We generally warrant our products against certain manufacturing and other defects. These product warranties are provided for specific periods of time depending on the nature of the product. Accruals for estimated product warranty claims are included in accrued customer returns on the consolidated balance sheet.

The following table provides the changes in our product warranties (in thousands):

|  | December 31, |           |
|--|--------------|-----------|
|  | 2024         | 2023      |
| Balance, beginning of period               | \$ 21,134    | \$ 19,667 |
| Liabilities accrued for current year sales | 134,831      | 120,027   |
| Settlements of warranty claims             | (131,249)    | (118,560) |
| Balance, end of period                     | \$ 24,715    | \$ 21,134 |

**STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

***Letters of Credit***

As of December 31, 2024 and 2023, we had outstanding letters of credit with certain vendors aggregating approximately \$2.5 million and \$2.3 million, respectively. These letters of credit are being maintained as security for reimbursements to insurance companies and as security to the landlord of our administrative offices in Long Island City, New York. The contract amount of the letters of credit is a reasonable estimate of their value as the value for each is fixed over the life of the commitment.

***Change of Control Arrangements***

We have a change in control arrangement with one key officer. In the event of a change of control (as defined in the agreement), the executive will receive severance payments and certain other benefits as provided in his agreement.

***Asbestos***

In 1986, we acquired a brake business, which we subsequently sold in March 1998 and which is accounted for as a discontinued operation in the accompanying statement of operations. When we originally acquired this brake business, we assumed future liabilities relating to any alleged exposure to asbestos-containing products manufactured by the seller of the acquired brake business. In accordance with the related purchase agreement, we agreed to assume the liabilities for all new claims filed on or after September 2001. Our ultimate exposure will depend upon the number of claims filed against us on or after September 2001, and the amounts paid for settlements, awards of asbestos-related damages, and defense of such claims. At December 31, 2024, approximately 1,287 cases were outstanding for which we may be responsible for any related liabilities. Since inception in September 2001 through December 31, 2024, the amounts paid for settled claims and awards of asbestos-related damages, including interest, were approximately \$91.4 million. We do not have insurance coverage for the indemnity and defense costs associated with the claims we face.

In evaluating our potential asbestos-related liability, we have considered various factors including, among other things, an actuarial study of the asbestos related liabilities performed by an independent actuarial firm, our settlement amounts and whether there are any co-defendants, the jurisdiction in which lawsuits are filed, and the status and results of such claims. As is our accounting policy, we consider the advice of actuarial consultants with experience in assessing asbestos-related liabilities to estimate our potential claim liability; and perform an actuarial evaluation in the third quarter of each year and whenever events or changes in circumstances indicate that additional provisions may be necessary. The methodology used to project asbestos-related liabilities and costs in our actuarial study considered: (i) historical data available from publicly available studies; (ii) an analysis of our recent claims history to estimate likely filing rates into the future; (iii) an analysis of our currently pending claims; (iv) an analysis of our settlements and awards of asbestos-related damages to date; and (v) an analysis of closed claims with pay ratios and lag patterns in order to develop average future settlement values. Based on the information contained in the actuarial study and all other available information considered by us, we have concluded that no amount within the range of settlement payments and awards of asbestos-related damages was more likely than any other and, therefore, in assessing our asbestos liability we compare the low end of the range to our recorded liability to determine if an adjustment is required.

In accordance with our policy to perform an annual actuarial evaluation in the third quarter of each year, an actuarial study was performed as of August 31, 2024. The results of the August 31, 2024 study included an estimate of our undiscounted liability for settlement payments and awards of asbestos-related damages, excluding legal costs, ranging from 99.6 million to 210.8 million for the period through 2065. The change from the prior year study, which was as of August 31, 2023, was a 15.6 million increase for the low end of the range and a 75.5 million increase for the high end of the range. The increase in the estimated undiscounted liability from the prior year study at both the low end and high end of the range reflects our actual experience, our historical data and certain assumptions with respect to events that may occur in the future.

Based upon the results of the August 31, 2024 actuarial study, in September 2024 we increased our asbestos liability to 99.6 million, the low end of the range, and recorded an incremental pre-tax provision of 29.3 million in earnings (loss) from discontinued operations in the accompanying statement of operations. Future legal costs, which are expensed as incurred and reported in earnings (loss) from discontinued operations in the accompanying statement of operations, are estimated, according to the August 31, 2024 study, to range from 49.8 million to 115.9 million for the period through 2065. Total operating cash outflows related to discontinued operations, which include settlements, awards of asbestos-related damages and legal costs, net of taxes, were 15.3 million, \$11 million and \$12.0 million for the years ended December 31, 2024, 2023 and 2022, respectively.

**STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

We plan to perform an annual actuarial evaluation during the third quarter of each year for the foreseeable future and whenever events or changes in circumstances indicate that additional provisions may be necessary. Given the uncertainties associated with projecting such matters into the future and other factors outside our control, we can give no assurance that additional provisions will not be required. We will continue to monitor events and changes in circumstances surrounding these potential liabilities in determining whether to perform additional actuarial evaluations and whether additional provisions may be necessary. At the present time, however, we do not believe that any additional provisions would be reasonably likely to have a material adverse effect on our liquidity or consolidated financial position.

***Other Litigation***

In connection with the aforementioned former brake business, we were subject to a legal proceeding alleging a breach of contract claim of the related purchase agreement. In August 2023, we reached a final settlement in the amount of \$10.5 million and payment was made in October 2023. The full amount of the settlement was recorded \$10.5 million in earnings (loss) from discontinued operations in the accompanying statement of operations in 2023.

We are currently involved in various other legal claims and legal proceedings (some of which may involve substantial amounts), including claims related to commercial disputes, product liability, employment, and environmental. Although these legal claims and legal proceedings are subject to inherent uncertainties, based on our understanding and evaluation of the relevant facts and circumstances, we believe that the ultimate outcome of these matters will not, either individually or in the aggregate, have a material adverse effect on our business, financial condition or results of operations. We may at any time determine that settling any of these matters is in our best interests, which settlement may include substantial payments. Although we cannot currently predict the specific amount of any liability that may ultimately arise with respect to any of these matters, we will record provisions when the liability is considered probable and reasonably estimable. Significant judgment is required in both the determination of probability and the determination as to whether an exposure can be reasonably estimated. As additional information becomes available, we reassess our potential liability related to these matters. Such revisions of the potential liabilities could have a material adverse effect on our business, financial condition or results of operations.

**ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

None.

**ITEM 9A. CONTROLS AND PROCEDURES**

(a) Evaluation of Disclosure Controls and Procedures.

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of our disclosure controls and procedures, as such term is defined under Rule 13a-15(e) and Rule 15d-15(e) promulgated under the Exchange Act, as of the end of the period covered by this Report. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this Report.

(b) Management’s Report on Internal Control Over Financial Reporting.

Pursuant to Section 404 of the Sarbanes-Oxley Act, as part of this Report we have furnished a report regarding our internal control over financial reporting as of December 31, 2024. The report is under the caption “Management’s Report on Internal Control Over Financial Reporting” in “Item 8. Financial Statements and Supplementary Data,” which report is included herein.

(c) Attestation Report of Independent Registered Public Accounting Firm.

KPMG LLP, our independent registered public accounting firm, has issued an opinion as to the effectiveness of the Company’s internal control over financial reporting as of December 31, 2024. The opinion is under the caption “Report of Independent Registered Public Accounting Firm—Internal Control Over Financial Reporting” in “Item 8. Financial Statements and Supplementary Data” for this attestation report, which is included herein.

(d) Changes in Internal Control Over Financial Reporting.

Except as discussed in “Management’s Report on Internal Control Over Financial Reporting” in “Item 8. Financial Statements and Supplementary Data,” which report is included herein, during the quarter ended December 31, 2024 and subsequent to that date, we have not made changes in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

We review, document and test our internal control over financial reporting using the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”) in the 2013 Internal Control–Integrated Framework. We may from time to time make changes aimed at enhancing their effectiveness and to ensure that our systems evolve with our business. These efforts may lead to various changes in our internal control over financial reporting.

**ITEM 9B. OTHER INFORMATION**

None.

**ITEM 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS**

Not Applicable.

**PART III**

**ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

The information required by this Item is incorporated herein by reference to the information in our Definitive Proxy Statement to be filed with the SEC in connection with our 2025 Annual Meeting of Stockholders (the “2025 Proxy

Statement”) set forth under the captions “Election of Directors (Proposal No. 1),” “Management Information,” “Corporate Governance” and “Compensation, Discussion & Analysis.”

The Board of Directors of the Company has adopted a Code of Ethics that applies to all employees, officers and directors of the Company. The Company’s Code of Ethics is available at *ir.smpcorp.com* under “Governance Documents.” The Company intends to satisfy any disclosure requirement under Item 5.05 of Form 8-K regarding an amendment to, or waiver from, a provision of the Company’s Code of Ethics that applies to its principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions, by disclosing such information on the Company’s website, at the address specified above.

#### **ITEM 11. EXECUTIVE COMPENSATION**

The information required by this Item is incorporated herein by reference to the information in our 2025 Proxy Statement set forth under captions “Corporate Governance,” “Compensation Discussion & Analysis,” “Executive Compensation and Related Information” and “Report of the Compensation and Management Development Committee.”

#### **ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

The information required by this Item is incorporated herein by reference to the information in our 2025 Proxy Statement set forth under the captions “Executive Compensation and Related Information” and “Security Ownership of Certain Beneficial Owners and Management.”

#### **ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

The information required by this Item is incorporated herein by reference to the information in our 2025 Proxy Statement set forth under the captions “Corporate Governance” and “Executive Compensation and Related Information.”

#### **ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

The Company’s independent registered public accounting firm is KPMG LLP, New York, New York (PCAOB ID 185). All other information required by this Item is incorporated herein by reference to the information in our 2025 Proxy Statement set forth under the captions “Audit and Non-Audit Fees.”

### **PART IV**

#### **ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES**

- (a)
  - (1) The Index to Consolidated Financial Statements of the Registrant under Item 8 of this Report is incorporated herein by reference as the list of Financial Statements required as part of this Report.
  - (2) The following financial schedule and related report for the years 2024, 2023 and 2022 is submitted herewith:

Schedule II - Valuation and Qualifying Accounts

All other schedules are omitted because they are not required, not applicable or the information is included in the financial statements or notes thereto.

- (3) Exhibits.

The exhibit list in the Exhibit Index is incorporated by reference as the list of exhibits required as part of this Report.

#### **ITEM 16. FORM 10-K SUMMARY**

None.

**STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES  
EXHIBIT INDEX**

**Exhibit  
Number**

|      |   |
|------|---|
| 2.1  | Share Sale and Purchase Agreement, dated as of July 5, 2024, by and among Standard Motor Products, Inc., as Buyer, Axcel V K/S, as Sellers' Representative, and the sellers named therein (incorporated by reference to the Company's Current Report on Form 8-K filed as of July 10, 2024).  |
| 3.1  | Restated By-Laws, dated as of December 15, 2022 (incorporated by reference to the Company's Current Report on Form 8-K filed as of December 21, 2022).  |
| 3.2  | Restated Certificate of Incorporation, filed as of August 1, 1990 (incorporated by reference to the Company's Annual Report on Form 10-K for the year ended December 31, 2017).   |
| 3.3  | Certificate of Amendment of the Certificate of Incorporation, filed as of February 27, 1996 (incorporated by reference to the Company's Annual Report on Form 10-K for the year ended December 31, 2017).   |
| 10.1 | Amended and Restated Employee Stock Ownership Plan and Trust of Standard Motor Products, Inc., dated as of December 21, 2018 (incorporated by reference to the Company's Annual Report on Form 10-K for the year ended December 31, 2021).  |
| 10.2 | 2006 Omnibus Incentive Plan of Standard Motor Products, Inc., as amended (incorporated by reference to the Company's Registration Statement on Form S-8 (Registration No. 333-174330), filed as of May 19, 2011).   |
| 10.3 | Supplemental Compensation Plan, effective as of October 1, 2001 (incorporated by reference to the Company's Annual Report on Form 10-K for the year ended December 31, 2001).   |
| 10.4 | Severance Compensation Agreement, dated as of December 12, 2001, between Standard Motor Products, Inc. and James Burke (incorporated by reference to the Company's Annual Report on Form 10-K for the year ended December 31, 2001).  |
| 10.5 | Amendment to the Standard Motor Products, Inc. Supplemental Compensation Plan, effective as of December 1, 2006 (incorporated by reference to the Company's Annual Report on Form 10-K for the year ended December 31, 2006).   |
| 10.6 | Amendment to Severance Compensation Agreement, dated as of December 15, 2008, between Standard Motor Products, Inc. and James Burke (incorporated by reference to the Company's Annual Report on Form 10-K for the year ended December 31, 2009).   |
| 10.7 | Amended and Restated Supplemental Executive Retirement Plan, dated as of December 31, 2010 (incorporated by reference to the Company's Annual Report on Form 10-K for the year ended December 31, 2010).  |
| 10.8 | Amendment to Severance Compensation Agreement, dated as of March 8, 2011, between Standard Motor Products, Inc. and James Burke (incorporated by reference to the Company's Annual Report on Form 10-K for the year ended December 31, 2010).   |
| 10.9 | Credit Agreement, dated as of October 28, 2015, among Standard Motor Products, Inc., as borrower and the other loan parties thereto, and JPMorgan Chase Bank, N.A., as agent and lender, J.P. Morgan Securities LLC, as sole bookrunner and joint lead arranger, Bank of America, N.A. and Wells Fargo Bank, National Association, as co-syndication agents and joint lead arrangers, and the other lenders thereto (incorporated by reference to the Company's Current Report on Form 8-K filed as of October 30, 2015). |



**STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES  
EXHIBIT INDEX**

**Exhibit  
Number**

|       |  |
|-------|--|
| 10.10 | Standard Motor Products, Inc. Amended and Restated 2016 Omnibus Incentive Plan and forms of related award agreements (incorporated by reference to the Company's Registration Statement on Form S-8 (Registration No. 333-256362) filed as of May 21, 2021).   |
| 10.11 | First Amendment to Credit Agreement, dated as of December 10, 2018, among Standard Motor Products, Inc. and SMP Motor Products Ltd., as borrowers, JPMorgan Chase Bank, N.A., as agent and lender, and the other lenders thereto (incorporated by reference to the Company's Current Report on Form 8-K filed as of December 13, 2018).  |
| 10.12 | Second Amendment to Credit Agreement, dated as of March 4, 2022, among Standard Motor Products, Inc., SMP Motor Products Ltd. and Trumpet Holdings, Inc., as borrowers, JPMorgan Chase Bank, N.A., as agent and lender, and the other lenders thereto (incorporated by reference to the Company's Current Report on Form 8-K filed as of March 10, 2022).  |
| 10.13 | Credit Agreement, dated as of June 1, 2022, among Standard Motor Products, Inc., as Borrower, JPMorgan Chase Bank, N.A., as Administrative Agent, Bank of America, N.A. and Wells Fargo Bank, National Association, as Co-Syndication Agents, J.P. Morgan Securities LLC, as Sustainability Structuring Agent, JPMorgan Chase Bank, N.A., as Sole Bookrunner, JPMorgan Chase Bank, N.A., BofA Securities, Inc. and Wells Fargo Securities, LLC, as Joint Lead Arrangers, and the lenders named therein (incorporated by reference to the Company's Current Report on Form 8-K filed as of June 2, 2022). |
| 10.14 | First Amendment to Credit Agreement, dated as of May 13, 2024, by and among Standard Motor Products, Inc., as Borrower, and JPMorgan Chase Bank, N.A., as Administrative Agent (incorporated by reference to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2024).   |
| 10.15 | Second Amendment to Credit Agreement, dated as of July 5, 2024, by and among Standard Motor Products, Inc., as Borrower, and JPMorgan Chase Bank, N.A., as Administrative Agent and the lenders named therein (incorporated by reference to the Company's Current Report on Form 8-K filed as of July 10, 2024).   |
| 10.16 | Credit Agreement, dated as of September 16, 2024, among Standard Motor Products, Inc., the Foreign Subsidiary Borrowers party thereto, JPMorgan Chase Bank, N.A., as Administrative Agent, Joint Book Runner and Joint Lead Arranger, Bank of America, N.A., as Syndication Agent, Citizens Bank, N.A., as Documentation Agent and Joint Lead Arranger, BofA Securities, Inc., as Joint Book Runner and Joint Lead Arranger, and the Lenders party thereto (incorporated by reference to the Company's Current Report on Form 8-K filed as of September 17, 2024).                                       |
| 19    | Standard Motor Products, Inc. Policy on Insider Trading, dated as of July 29, 2024.  |
| 21    | List of Subsidiaries of Standard Motor Products, Inc.  |
| 23    | Consent of KPMG LLP, Independent Registered Public Accounting Firm.  |
| 24    | Power of Attorney (see signature page to Annual Report on Form 10-K).  |
| 31.1  | Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.  |
| 31.2  | Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.  |

**STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES  
EXHIBIT INDEX**

**Exhibit  
Number**

|           |  |
|-----------|--|
| 32.1      | Certification of Chief Executive Officer furnished pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.  |
| 32.2      | Certification of Chief Financial Officer furnished pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.  |
| 97        | Standard Motor Products, Inc. Clawback Policy, dated as of October 3, 2023 (incorporated by reference to the Company's Annual Report on Form 10-K for the year ended December 31, 2023). |
| 101.INS** | Inline XBRL Instance Document (the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document).                   |
| 101.SCH** | Inline XBRL Taxonomy Extension Schema Document.  |
| 101.CAL** | Inline XBRL Taxonomy Extension Calculation Linkbase Document.  |
| 101.LAB** | Inline XBRL Taxonomy Extension Label Linkbase Document.  |
| 101.PRE** | Inline XBRL Taxonomy Extension Presentation Linkbase Document.   |
| 101.DEF** | Inline XBRL Taxonomy Extension Definition Linkbase Document.   |
| 104       | Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).  |

\*\* In accordance with Regulation S-T, the XBRL-related information in Exhibit 101 to the Original Filing shall be deemed to be "furnished" and not "filed."

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

### **STANDARD MOTOR PRODUCTS, INC.**

**(Registrant)**

/s/ Eric P. Sills

Eric P. Sills

Chief Executive Officer and President

/s/ Nathan R. Iles

Nathan R. Iles

Chief Financial Officer

New York, New York

February 27, 2025

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Eric P. Sills and Nathan R. Iles, jointly and severally, as his attorneys-in-fact, each with the power of substitution, for him in any and all capacities, to sign any amendments to this Annual Report on Form 10-K and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated:

|                   |  |
|-------------------|--|
| February 27, 2025 | <u>/s/ Eric P. Sills</u><br>Eric P. Sills<br>Chief Executive Officer and President<br>(Principal Executive Officer)    |
| February 27, 2025 | <u>/s/ Nathan R. Iles</u><br>Nathan R. Iles<br>Chief Financial Officer<br>(Principal Financial and Accounting Officer) |
| February 27, 2025 | <u>/s/ James J. Burke</u><br>James J. Burke<br>Chief Operating Officer and Director                                    |
| February 27, 2025 | <u>/s/ Alejandro C. Capparelli</u><br>Alejandro C. Capparelli, Director  |
| February 27, 2025 | <u>/s/ Pamela Forbes Lieberman</u><br>Pamela Forbes Lieberman, Director  |
| February 27, 2025 | <u>/s/ Patrick S. McClymont</u><br>Patrick S. McClymont, Director  |
| February 27, 2025 | <u>/s/ Joseph W. McDonnell</u><br>Joseph W. McDonnell, Director  |
| February 27, 2025 | <u>/s/ Alisa C. Norris</u><br>Alisa C. Norris, Director  |
| February 27, 2025 | <u>/s/ Pamela S. Puryear, Ph.D.</u><br>Pamela S. Puryear, Director   |

**STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES**

Schedule II - Valuation and Qualifying Accounts

Years ended December 31, 2024, 2023 and 2022

| <u>Description</u>                   | <u>Additions</u>                    |                                      |                         | <u>Deductions</u>     | <u>Balance at end of year</u> |
|--------------------------------------|-------------------------------------|--------------------------------------|-------------------------|-----------------------|-------------------------------|
|                                      | <u>Balance at beginning of year</u> | <u>Charged to costs and expenses</u> | <u>Other</u>            |                       |                               |
| <u>Year ended December 31, 2024:</u> |                                     |                                      |                         |                       |                               |
| Allowance for expected credit losses | \$ 6,884,000                        | \$ 736,000                           | \$ —                    | \$ 3,417,000          | \$ 4,203,000                  |
| Allowance for discounts              | 1,161,000                           | 13,487,000                           | —                       | 13,379,000            | 1,269,000                     |
|                                      | <u>\$ 8,045,000</u>                 | <u>\$ 14,223,000</u>                 | <u>\$ —</u>             | <u>\$ 16,796,000</u>  | <u>\$ 5,472,000</u>           |
| Allowance for sales returns          | <u>\$ 38,238,000</u>                | <u>\$ 184,895,000</u>                | <u>\$ 3,360,000</u> (a) | <u>\$ 180,022,000</u> | <u>\$ 46,471,000</u>          |
| <u>Year ended December 31, 2023:</u> |                                     |                                      |                         |                       |                               |
| Allowance for expected credit losses | \$ 4,129,000                        | \$ 2,940,000                         | \$ —                    | \$ 185,000            | \$ 6,884,000                  |
| Allowance for discounts              | 1,246,000                           | 12,449,000                           | —                       | 12,534,000            | 1,161,000                     |
|                                      | <u>\$ 5,375,000</u>                 | <u>\$ 15,389,000</u>                 | <u>\$ —</u>             | <u>\$ 12,719,000</u>  | <u>\$ 8,045,000</u>           |
| Allowance for sales returns          | <u>\$ 37,169,000</u>                | <u>\$ 162,525,000</u>                | <u>\$ —</u>             | <u>\$ 161,456,000</u> | <u>\$ 38,238,000</u>          |
| <u>Year ended December 31, 2022:</u> |                                     |                                      |                         |                       |                               |
| Allowance for expected credit losses | \$ 4,815,000                        | \$ 6,242,000 (b)                     | \$ —                    | \$ 6,928,000          | \$ 4,129,000                  |
| Allowance for discounts              | 1,355,000                           | 13,456,000                           | —                       | 13,565,000            | 1,246,000                     |
|                                      | <u>\$ 6,170,000</u>                 | <u>\$ 19,698,000</u>                 | <u>\$ —</u>             | <u>\$ 20,493,000</u>  | <u>\$ 5,375,000</u>           |
| Allowance for sales returns          | <u>\$ 42,412,000</u>                | <u>\$ 152,985,000</u>                | <u>\$ —</u>             | <u>\$ 158,228,000</u> | <u>\$ 37,169,000</u>          |

(a) Allowances acquired through acquisition

(b) Includes a \$7 million charge relating to one of our customers that filed a petition for bankruptcy in January 2023.

**CERTIFICATION PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Eric P. Sills, certify that:

1. I have reviewed this annual report on Form 10-K of Standard Motor Products, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 27, 2025

/s/ Eric P. Sills  
Eric P. Sills  
Chief Executive Officer  
and President



**CERTIFICATION PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Nathan R. Iles, certify that:

1. I have reviewed this annual report on Form 10-K of Standard Motor Products, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 27, 2025

/s/ Nathan R. Iles  
Nathan R. Iles  
Chief Financial Officer

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Standard Motor Products, Inc. (the “Company”) on Form 10-K for the period ended December 31, 2024 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Eric P. Sills, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. 1350, as adopted pursuant to 906 of the Sarbanes-Oxley Act of 2002, to my knowledge, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ Eric P. Sills  
Eric P. Sills  
Chief Executive Officer  
and President

February 27, 2025

- \* A signed original of this written statement required by Section 906 has been provided to Standard Motor Products, Inc. and will be retained by Standard Motor Products, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Standard Motor Products, Inc. (the “Company”) on Form 10-K for the period ended December 31, 2024 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Nathan R. Iles, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. 1350, as adopted pursuant to 906 of the Sarbanes-Oxley Act of 2002, to my knowledge, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ Nathan R. Iles

Nathan R. Iles  
Chief Financial Officer

February 27, 2025

- \* A signed original of this written statement required by Section 906 has been provided to Standard Motor Products, Inc. and will be retained by Standard Motor Products, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

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(In thousands, except per share amounts)

**TWELVE MONTHS DECEMBER 31,**  
**2024**      **2023**

**OPERATING INCOME**

|  |                   |                  |
|--|-------------------|------------------|
| <b>GAAP OPERATING INCOME</b>           | <b>\$ 80,624</b>  | <b>\$ 92,677</b> |
| RESTRUCTURING AND INTEGRATION EXPENSES | 7,668             | 2,642            |
| ACQUISITION EXPENSES                   | 13,476            | -                |
| OTHER INCOME, NET                      | (75)              | (76)             |
| <b>NON-GAAP OPERATING INCOME</b>       | <b>\$ 101,693</b> | <b>\$ 95,243</b> |

**EARNINGS FROM CONTINUING OPERATIONS ATTRIBUTABLE TO SMP**

|   |                  |                  |
|---|------------------|------------------|
| <b>GAAP EARNINGS FROM CONTINUING OPERATIONS</b>                   | <b>\$ 53,628</b> | <b>\$ 63,144</b> |
| RESTRUCTURING AND INTEGRATION EXPENSES (INCOME)                   | 7,668            | 2,642            |
| CUSTOMER BANKRUPTCY CHARGE  | -                | -                |
| ACQUISITION EXPENSES  | 15,245           | -                |
| INTANGIBLE ASSET IMPAIRMENT                                       | -                | -                |
| CERTAIN TAX CREDITS AND PRODUCTION DEDUCTIONS FINALIZED IN PERIOD | (380)            | (312)            |
| INCOME TAX EFFECT RELATED TO RECONCILING ITEMS                    | (5,705)          | (687)            |
| <b>NON-GAAP EARNINGS FROM CONTINUING OPERATIONS</b>               | <b>\$ 70,456</b> | <b>\$ 64,787</b> |

**TWELVE MONTHS DECEMBER 31,**

|             |             |             |             |             |
|-------------|-------------|-------------|-------------|-------------|
| <b>2024</b> | <b>2023</b> | <b>2022</b> | <b>2021</b> | <b>2020</b> |
|-------------|-------------|-------------|-------------|-------------|

**DILUTED EARNINGS PER SHARE FROM CONTINUING OPERATIONS ATTRIBUTABLE TO SMP**

|   |                |                |                |                |                |
|---|----------------|----------------|----------------|----------------|----------------|
| <b>GAAP DILUTED EARNINGS PER SHARE FROM CONTINUING OPERATIONS</b>     | <b>\$ 2.41</b> | <b>\$ 2.85</b> | <b>\$ 3.30</b> | <b>\$ 4.39</b> | <b>\$ 3.52</b> |
| RESTRUCTURING AND INTEGRATION EXPENSES (INCOME)                       | 0.34           | 0.12           | 0.08           | 0.02           | 0.02           |
| CUSTOMER BANKRUPTCY CHARGE  | -              | -              | 0.32           | -              | -              |
| ACQUISITION EXPENSES  | 0.69           | -              | -              | 0.07           | -              |
| INTANGIBLE ASSET IMPAIRMENT   | -              | -              | -              | -              | 0.11           |
| CERTAIN TAX CREDITS AND PRODUCTION DEDUCTIONS FINALIZED IN PERIOD     | (0.02)         | (0.01)         | (0.01)         | (0.01)         | (0.01)         |
| INCOME TAX EFFECT RELATED TO RECONCILING ITEMS                        | (0.25)         | (0.04)         | (0.10)         | (0.02)         | (0.03)         |
| <b>NON-GAAP DILUTED EARNINGS PER SHARE FROM CONTINUING OPERATIONS</b> | <b>\$ 3.17</b> | <b>\$ 2.92</b> | <b>\$ 3.59</b> | <b>\$ 4.45</b> | <b>\$ 3.61</b> |

**EBITDA WITHOUT SPECIAL ITEMS ATTRIBUTABLE TO SMP**

|  |                   |                   |                   |                   |                   |
|--|-------------------|-------------------|-------------------|-------------------|-------------------|
| <b>GAAP EARNINGS FROM CONTINUING OPERATIONS BEFORE TAXES</b> | <b>\$ 73,989</b>  | <b>\$ 81,716</b>  | <b>\$ 98,332</b>  | <b>\$ 130,465</b> | <b>\$ 107,379</b> |
| DEPRECIATION & AMORTIZATION                                  | 31,413            | 29,022            | 28,298            | 27,243            | 26,323            |
| INTEREST EXPENSE   | 13,512            | 13,287            | 10,617            | 2,028             | 2,328             |
| <b>EBITDA</b>  | <b>118,914</b>    | <b>124,025</b>    | <b>137,247</b>    | <b>159,736</b>    | <b>136,030</b>    |
| RESTRUCTURING AND INTEGRATION EXPENSES (INCOME)              | 7,668             | 2,642             | 1,891             | 392               | 464               |
| CUSTOMER BANKRUPTCY CHARGE                                   | -                 | -                 | 7,002             | -                 | -                 |
| ACQUISITION EXPENSES   | 13,476            | -                 | -                 | 1,711             | -                 |
| INTANGIBLE ASSET IMPAIRMENT                                  | -                 | -                 | -                 | -                 | 2,600             |
| <b>SPECIAL ITEMS</b>   | <b>21,144</b>     | <b>2,642</b>      | <b>8,893</b>      | <b>2,103</b>      | <b>3,064</b>      |
| <b>EBITDA WITHOUT SPECIAL ITEMS</b>                          | <b>\$ 140,058</b> | <b>\$ 126,667</b> | <b>\$ 146,140</b> | <b>\$ 161,839</b> | <b>\$ 139,094</b> |

MANAGEMENT BELIEVES THAT NON-GAAP OPERATING INCOME, NON-GAAP EARNINGS FROM CONTINUING OPERATIONS ATTRIBUTABLE TO SMP, NON-GAAP DILUTED EARNINGS PER SHARE FROM CONTINUING OPERATIONS ATTRIBUTABLE TO SMP, AND EBITDA WITHOUT SPECIAL ITEMS, EACH OF WHICH ARE NON-GAAP MEASUREMENTS AND ARE ADJUSTED FOR SPECIAL ITEMS, ARE MEANINGFUL TO INVESTORS BECAUSE THEY PROVIDE A VIEW OF THE COMPANY WITH RESPECT TO ONGOING OPERATING RESULTS. SPECIAL ITEMS REPRESENT SIGNIFICANT CHARGES OR CREDITS THAT ARE IMPORTANT TO AN UNDERSTANDING OF THE COMPANY'S OVERALL OPERATING RESULTS IN THE PERIODS PRESENTED. SUCH NON-GAAP MEASUREMENTS ARE NOT RECOGNIZED IN ACCORDANCE WITH GENERALLY ACCEPTED ACCOUNTING PRINCIPLES AND SHOULD NOT BE VIEWED AS AN ALTERNATIVE TO GAAP MEASURES OF PERFORMANCE.

## BOARD OF DIRECTORS

**ERIC P. SILLS** Chairman of the Board and Chief Executive Officer of Standard Motor Products, Inc.

**ALISA C. NORRIS** Former Chief Marketing and Communications Officer of JDRF International

**JAMES J. BURKE** Chief Operating Officer of Standard Motor Products, Inc.

**ALEJANDRO C. CAPPARELLI** Vice President and General Manager of Lifecycle Head of Regions of Rockwell Automation, Inc.

**PAMELA FORBES LIEBERMAN** Former Interim Chief Operating Officer of Entertainment Resource, Inc.

**PATRICK S. McClymont** Chief Financial Officer of Hagerty, Inc.

**JOSEPH W. McDONNELL** President of the University of Maine at Farmington

**PAMELA S. PURYEAR, Ph.D.** Former EVP and Global CHRO of Walgreens Boots Alliance, Inc.

## CORPORATE OFFICERS

**ERIC P. SILLS** Chief Executive Officer

**JAMES J. BURKE** Chief Operating Officer

**DALE BURKS** Chief Commercial Officer

**NATHAN R. ILES** Chief Financial Officer

**CARMINE J. BROCCOLE** Chief Legal Officer and Secretary

**RAY NICHOLAS** Chief Information Officer and Vice President Information Technology

**KRISTINE FROST** Chief Human Resources Officer

**ESTHER PARKER** Chief Accounting Officer

**ERIN PAWLISH** Treasurer







Standard Motor Products, Inc

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