

STONERIDGE, INC.
COMPLIANCE AND ETHICS COMMITTEE CHARTER

Adopted December 10, 2019

A. Purposes of the Committee

The purposes of the Compliance and Ethics Committee (the “Committee”) of the Board of Directors (the “Board”) of Stoneridge, Inc. (the “Company”) are to assist the Board in overseeing (a) the Company’s activities in the areas of corporate responsibility, compliance and ethics, including oversight of the Stoneridge Integrity Program, and (b) in collaboration with the Audit Committee the Company’s compliance with legal and regulatory requirements. The Company is committed to establishing a culture of integrity and trust, to conducting all of its business dealings in compliance with applicable federal, state and foreign laws, rules and regulations and to operating with the highest standards of business ethics. The Audit Committee retains primary responsibility for financial reporting, financial audit matters and internal controls over financial reporting. The Committee shall have the authority to undertake the specific duties and responsibilities described below and the authority to undertake such other duties as are assigned by law or by the Board.

B. Composition of the Committee

The Committee will be comprised of at least three directors, each of whom must be independent, as the term “independent” is defined for purposes of applicable federal securities laws, the rules of the SEC and the listing standards of the New York Stock Exchange (the “NYSE”) or other applicable regulations or standards.

The members of the Committee will be appointed by and serve at the pleasure of the Board. The Board has the sole authority to remove Committee members and to fill vacancies on the Committee. The Board will appoint the chairperson.

C. Meetings and Procedure of the Committee

1. *Minimum Number of Meetings and Agendas.* The Committee will meet at least four times annually or more frequently as circumstances require. Meetings of the Committee may be held telephonically. The chairperson will, in conjunction with appropriate members of the Committee and management, establish the meeting calendar and set the agenda for each meeting. All Committee members may add matters to the agenda of any meeting.

2. *Special Meetings.* Any member of the Committee may call special meetings of the Committee.

3. *Subcommittees.* The Committee may form subcommittees of not fewer than two members for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate.

4. *Attendance by Outsiders.* The Committee may request that any directors,

officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such information as the Committee may request.

5. *Executive Session.* The Committee may meet in executive session outside the presence of some or all Company's officers and employees. The Committee will meet in executive session at least once annually.

6. *Meeting Reports and Minutes.* Following each of its meetings, the Committee will report on the meeting to the Board, including a description of all actions taken by the Committee at the meeting. The Committee will keep written minutes of its meetings and deliver a copy of such minutes to the Company's corporate secretary for inclusion in the corporate records.

D. Authority and Responsibilities

The Committee has the following authority and responsibilities:

1. *Program Oversight.* Oversee the strategic direction and priorities for the Stoneridge Integrity Program (and any successor compliance and ethics program) (the "Program");

2. *Charter and Code of Conduct.* Review proposed changes to the Program Charter and to the Company's Code of Conduct, and recommend changes of which it approves to the Board for approval and formal adoption;

3. *Policy Review.* Review proposed (new and amended) integrity policies and propose them to the Board for formal adoption;

4. *Receive and Consider Reports.* Receive and consider regular reports from the Compliance Department, including in executive session where appropriate. The reports will include (but are not limited to) the subjects contemplated by the Program Charter, including in particular timely information on the status of reports on the Stoneridge Integrity Helpline or otherwise, and investigations, of possible violations of law or Company integrity policies, retaliation, and disciplinary measures taken by the Company;

5. *Monitor Program Implementation.* Monitor and exercise oversight of the implementation of the Program, including but not limited to, risk assessments, incentives, and the key areas of focus identified the Program Charter, and the Company's effectiveness in building a culture of integrity. In particular, the Committee will:

- a. Review the budget of the Program at least annually to confirm that it provides adequate resources for compliance activities (commensurate with the Company's size, scope and risks), and make recommendations (or, if necessary, give instructions) to management as appropriate; and
- b. Review as necessary compensation and any termination of employment decisions

for leaders and members of the Program and the Compliance Department and make recommendations (or, if necessary, give instructions) to management as appropriate;

6. Meet at least once each quarter in executive session with the Chief Compliance Officer (or Head of the Compliance Department) to discuss, among other things, the Program and to receive updates, as applicable;

7. Keep an open line of communication to, and ensure the integrity and objectivity of, the Compliance Department leadership and staff;

8. Communicate and coordinate with the Audit Committee with respect to matters related to internal controls and fraud, financial reporting and other disclosures to investors, compliance with securities laws and listing standards, compliance with the Company's then current code of conduct and integrity policies, and other matters that the Audit Committee related to the Audit Committee's responsibilities, so that each Committee may discharge its responsibilities in a coordinated manner, as well and without unnecessary duplication of effort;

9. Inform the Board of its activities, assessment and recommendations as appropriate to supplement reports from management; assist the Board in fulfilling its responsibilities under the Program Charter;

10. *Investigations.* The Committee has the authority, in its discretion, to oversee or to require the investigation of any instance of actual or potential noncompliance with law or with the Company's integrity policies, provided, however, that the Audit Committee shall direct any such investigation involving financial reporting, financial audit matters and internal controls over financial reporting; and

11. *Access to Records.* The Committee is entitled to full access to all books, records, facilities and personnel of the Company for the purpose of executing its authority and responsibilities.

E. Provide Access

The members of the Committee will make themselves accessible to the Chief Compliance Officer, the Chief Legal Officer, the head of Internal Audit, and the Director of the Compliance Department.

F. Evaluation

The Committee will, on an annual basis, evaluate its performance and this Charter. The Committee will report to the Board the results of its evaluation.

G. Outside Advisors

The Committee may retain, at the Company's expense, such independent counsel or other advisors (including accounting firms and experts), as it deems necessary.

H. Charter.

Nothing in this Charter will expand the duties and liabilities of any Company officer or director beyond any duties and liabilities otherwise imposed by law.

I. Adoption

This Charter was approved and adopted by the Board on December 10, 2019.

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