

**MOTORCAR PARTS OF AMERICA, INC.
NOMINATING AND CORPORATE GOVERNANCE
COMMITTEE CHARTER**

ADOPTED JANUARY 15, 2015

PURPOSE

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Motorcar Parts of America, Inc. (the “Company”) shall be to (i) identify individuals qualified to become members of the Board, consistent with criteria approved by the Board, and to select, or recommend that the Board select, the director nominees for each next annual meeting of shareholders and the individuals to fill vacancies occurring between annual meetings of shareholders; (ii) develop and recommend to the Board a set of corporate governance guidelines applicable to the Company; (iii) lead the Board in its annual review of the Board and management’s performance; and (iv) recommend to the Board director nominees for each committee of the Board.

AUTHORITY AND RESPONSIBILITIES

In furtherance of its purpose, the Committee shall have the following authority and responsibilities:

1. To evaluate periodically the desirability of and recommend to the Board any changes in the size and composition of the Board;
2. To determine the criteria for selecting new members for the Board, including desired skills and attributes;
3. To actively seek individuals qualified to become directors and to evaluate such potential candidates and submit to the Board the candidates for director to be recommended by the Board for election at each annual meeting of shareholders and at other times as necessary;
4. To receive comments from all directors and report annually to the Board with an assessment of the Board’s performance, to be discussed with the full Board following the end of each fiscal year;
5. To receive and evaluate shareholder nominations for directors (in compliance with nomination procedures specified in the Company’s bylaws);
6. To review and reassess the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval;
7. To review and reassess the adequacy of the Code of Business Conduct and Ethics of the Company and recommend any proposed changes to the Board for approval;

8. To develop and assess director orientation programs, and director continuing education programs to assist directors in maintaining skills necessary or appropriate to perform their responsibilities;
9. To review and make recommendations to the Board regarding proposals of shareholders that relate to corporate governance;
10. To retain an independent search firm, as more fully described below;
11. To review annually and make recommendations to the Board with respect to the compensation and benefits of directors, including under any incentive compensation plans and equity-based compensation plans;
12. To form and delegate authority to subcommittees when appropriate;
13. To review this charter annually and recommend any changes it deems advisable to the Board for approval by the Board which shall have sole authority to amend this charter;
14. To report regularly to the Board on Committee actions; and
15. To review annually the Committee's own performance, which will include eliciting input from management and the Board on the performance of the Committee and reporting the results of such self-assessment to the Board.

SEARCH FIRM

The Committee will have the sole authority to retain (and/or terminate) at the Company's expense, an independent search firm as necessary to identify director candidates, without obtaining the approval of the Board or any officer of the Company. The Committee will have sole authority to approve any such search firm's fees and other terms of retention. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

MEETINGS

The Committee shall meet as often as warranted to carry out its responsibilities, but not less frequently than annually. A majority of Committee members shall constitute a quorum. The Committee will keep minutes of each meeting. The keeping of minutes will be performed by a member of the Committee or someone so designated by the Committee.

COMMITTEE CHAIR

A Committee Chair shall be appointed by the Board. The Committee Chair shall preside at each meeting. If the Committee Chair is absent from a meeting, another member of the Committee will be appointed by the Committee to act as Chair.

TERM

Members will be appointed by the Board and serve at the pleasure of the Board. The members of the Committee shall be appointed annually by the Board. The Board will fill vacancies on the Committee and may remove a Committee member from the membership of the Committee at any time with or without cause.

NUMBER OF MEMBERS

The Board will determine the number of Committee members.

MEMBERSHIP

Members of the Committee will be members of the Board. Members of the Committee shall meet the independence requirements of the Nasdaq Stock Exchange and any other regulatory requirements.