

LKQ CORPORATION COMPENSATION COMMITTEE CHARTER

(adopted on September 10, 2003; amended on November 7, 2005; November 5, 2008;
March 4, 2012; March 4, 2013; November 4, 2014; and
August 5, 2019)

I. Purpose

The Compensation Committee (the “Committee”) is a committee of the board of directors (the “Board”) of LKQ Corporation (the “Company”) composed entirely of independent, non-employee directors. The purpose of the Committee is to discharge certain Board responsibilities relating to the evaluation and compensation of the Company’s executive officers and the administration of the Company’s employee equity compensation plans. The Committee shall maintain effective working relationships with the Board as a whole, as well as with the Company’s management, legal counsel, independent auditors, and external consultants and advisors. In addition, each Committee member shall obtain an understanding of the responsibilities of Committee membership as well as a knowledge of the Company’s business, operations, and risks in order to effectively perform his or her role.

II. Compliance Obligation

In the course of performing the goals and responsibilities set forth in this Compensation Committee Charter (this “Charter”), the Committee shall oversee compliance with the Securities Act of 1933, as amended, the Securities Exchange Act of 1934, as amended (the “1934 Act”), the Sarbanes-Oxley Act of 2002, the Dodd Frank Wall Street Reform and Consumer Protection Act of 2012 (“Dodd Frank”) and the Securities and Exchange Commission rules adopted thereunder (collectively, “SOX”), and the applicable requirements of Nasdaq (“NASDAQ”).

III. Membership

A. Composition

The Committee shall consist of three or more directors as determined by the Board. Each member of the Committee shall be appointed by the Board and shall meet the requirements set forth in this Charter. The Board shall appoint one member of the Committee as the chairperson of the Committee.

B. Eligibility; No Additional Compensation

A person may qualify for the Committee only if he or she (i) is a “Non-employee Director” for purposes of Rule 16b-3 under the 1934 Act, and (ii) is considered “independent” under Dodd Frank and applicable listing rules. Additional factors to consider may include, but are not limited to, executive experience with businesses and other organizations of comparable size, a background in human resources, and excellent interpersonal communication skills. Members should also be individuals who understand and respect the confidential and sensitive nature of discussions with regard to compensation and performance evaluation.

Neither the chief executive officer nor any other executive officer of the Company shall

serve on the Committee. No member of the Committee shall receive any compensation that would contravene the independence requirements of SOX and NASDAQ. The members of the Committee shall be appointed by the Board based on recommendations from the Governance/Nominating Committee of the Board. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause.

IV. Meetings

The Committee shall meet as is necessary or advisable at the call of the Committee chairperson. The chairperson shall determine the subject matter of each meeting sufficiently in advance of each meeting to afford the members notice to prepare for the meeting so that the purpose of the meeting can be fulfilled.

The Committee may invite such members of management to its meetings as it deems appropriate. However, the Committee shall meet regularly without such members present, and in all cases the CEO and any other such officers shall not be present at meetings at which their compensation or performance is discussed or determined.

V. Duties & Responsibilities

The Committee's duties and responsibilities shall be to:

- set the compensation (including any salary, bonus, or other form of compensation) of the Company's chief executive officer and all other executive officers, taking into consideration, among other things, the outcome of any advisory vote on executive compensation by the stockholders of the Company;
- review and approve corporate goals and objectives for the chief executive officer's compensation, evaluate the chief executive officer's performance in light of those criteria, and set compensation based on such evaluation;
- administer the Company's employee equity incentive plans (the "Plans"), including approving grants made under the Plans and taking all actions and making all determinations required by or provided for under the Plans, any award agreement under the Plans, and with respect to any award granted under the Plans;
- review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") and the related executive compensation information, recommend that the CD&A and related executive compensation information be included in the Company's annual report on Form 10-K and proxy statement, and approve the compensation committee report on executive officer compensation required to be included in the Company's proxy statement or annual report on Form 10-K;
- engage, at the Company's expense, and meet with external consultants and counsel and management in separate executive sessions to discuss any matters that the

Committee believes should be discussed privately, and require that significant findings and recommendations made by the external consultants and counsel are received and discussed on a timely basis;

- oversee the Company's compliance with Securities and Exchange Commission rules and regulations regarding stockholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and the requirement under the NASDAQ rules that, with limited exceptions, stockholders approve equity compensation plans;
- review, with the Company's counsel, any legal matters that may have a significant impact on the Company's compensation policies;
- oversee the guidelines for stock ownership by the executive officers;
- review the policies and procedures in effect for considering officers' expenses and perquisites;
- perform other oversight functions as requested by the Board;
- annually review and, if deemed necessary or prudent, update, this Charter; and
- periodically update the Board regarding Committee activities and instituting appropriate recommendations.

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a compensation consultant as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation, and oversee the work, of the compensation consultant. The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside legal counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation, and oversee the work, of its outside counsel and other advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its compensation consultants, outside counsel and any other advisors. The Committee shall take into consideration the following factors prior to selecting, retaining or obtaining the advice of a compensation consultant, outside counsel or other advisor:

- (i) the provision of other services to the Company by the employer of the compensation consultant, legal counsel or other advisor;
- (ii) the amount of fees received from the Company by the employer of the compensation consultant, legal counsel or other advisor, as a percentage of the total revenue of the employer;
- (iii) the policies and procedures of the employer of the compensation consultant, legal counsel or other advisor that are designed to prevent conflicts of interest;

- (iv) any business or personal relationship of the compensation consultant, legal counsel or other advisor with a member of the Committee;
- (v) any stock of the Company owned by the compensation consultant, legal counsel or other advisor; and
- (vi) any business or personal relationship of the compensation consultant, legal counsel, other advisor or the employer of the compensation consultant, legal counsel or other advisor with an Executive Officer of the Company.

VI. Performance Evaluation

The Committee shall undergo an annual performance evaluation.