



Aptiv PLC

Nominating and Governance Committee Charter

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APTIV PLC

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

I. Purpose of the Committee

The purpose of the Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Aptiv PLC (the “Company”) shall be to:

1. Assist the Board in matters relating to service on the Board.
2. Review and evaluate the size, composition, function and duties of the Board, consistent with its needs.
3. Recommend criteria for the selection of candidates to the Board and its committees, and identify individuals qualified to become Board members consistent with such criteria, including the consideration of nominees submitted by shareholders.
4. Recommend to the Board nominees for Director for election at the next annual or special meeting of shareholders at which Directors are to be elected or to fill any vacancies or newly created directorships that may occur between such meetings.
5. Recommend Directors for appointment to Board committees and committee chairs.
6. Make recommendations to the Board as to determinations of Director independence.
7. Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company and oversee compliance with such guidelines.
8. Oversee the evaluation of the Board.
9. Oversee the process for establishing compensation for the Directors and recommend a compensation plan to the Board for its review and approval.
10. Play a leadership role in shaping and assessing the Company’s corporate governance as well as its culture.
11. Oversee the Company’s Sustainability programs.

II. Authority and Delegation

The Committee shall have such other powers and perform such other duties as the Board may from time to time delegate to it. The Committee also has authority to take appropriate actions necessary to discharge its responsibilities. Such authority includes but is not limited to the power to:

1. Retain outside counsel, accountants, outside advisors, consultants, or others to assist in the conduct of an investigation or as it determines appropriate to advise or assist in the performance of the Committee’s functions.

2. Retain and terminate, solely at the Committee's discretion, any search firm to be used to identify Director candidates and sole authority to approve such search firm's fees and other retention terms.
3. Seek any information it requires from employees or external parties (employees and external parties will be directed to cooperate and comply with the Committee's requests).

The Committee may delegate its authority to subcommittees or the Chair of the Committee when it deems appropriate and in the best interests of the Company.

III. Membership

The Committee shall consist of at least three members, comprised solely of Directors deemed by the Board to be independent and who meet the independence requirements of the New York Stock Exchange. The Committee shall, in its sole discretion, have the authority to reduce the number of members to two on a temporary basis. The Committee shall recommend nominees for appointment to the Committee to the full Board annually and as vacancies or newly created positions occur. Committee members shall be appointed by the Board and may be removed by the Board at any time. The Committee shall recommend to the Board, and the Board shall designate, the Chair of the Committee.

IV. General Operating Procedures

1. The Committee shall review the adequacy of this Charter on an annual basis.
2. The Committee shall assess annually the Committee's performance of the duties specified in this Charter, and report its findings to the Board.
3. The Committee shall perform such other functions within the purposes, duties and responsibilities of the Committee as may be directed by the Board.
4. The Committee shall keep minutes of its meetings and make such minutes available to the Board.
5. Two members of the Committee shall constitute a quorum. When more than two members are present, the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Committee, and when only two members are present, the unanimous vote of the two members shall constitute the act of the Committee.
6. The Committee shall meet as often as may be deemed necessary or appropriate in its judgment, either in person or telephonically, and at such times and places as the Committee shall determine. The Committee shall make regular reports to the Board with respect to its activities.

V. Duties and Responsibilities

Among its specific responsibilities, the Committee is responsible for the following matters:

Board Nominees

1. The Committee shall recommend to the Board criteria for membership on the Board.
2. The Committee shall oversee searches and identify highly-qualified individuals for membership on the Board. The Committee is committed to actively seeking out diverse candidates, including women and individuals from minority groups to include in the pool of candidates from which Board nominees are chosen.
3. The Committee shall recommend individuals for membership on the Board. In making its recommendations for Board membership, the Committee shall:
 - a. Review candidates' qualifications for membership on the Board (including making a specific determination as to the independence of each candidate) based on the criteria approved by the Board.
 - b. Consider any other factors that are set forth in the Company's corporate governance guidelines or are deemed appropriate by the Committee or the Board.
4. The Committee shall periodically review the composition of the Board and its committees in light of the current challenges and needs of the Board, the Company and each committee. In making its recommendations, the Committee shall:
 - a. Determine whether it may be appropriate to add or remove individuals after taking into account considerations, including judgment, diversity, retirement age, skills, background and experience.
 - b. In evaluating current Directors for re-nomination to the Board, assess the performance of such Directors.

Committee Membership

1. The Committee shall advise the Board with respect to charters, structure and operations of the various committees of the Board and qualification for membership thereon.
2. The Committee shall make recommendations to the Board regarding the size and composition of the committees of the Board.
3. The Committee shall also consider rotation of committee members and committee chairs, as appropriate.

Corporate Governance Matters. As part of its role in shaping and assessing the Company's corporate governance as well as its culture, among other things:

1. The Committee shall periodically review and reassess the adequacy of the Company's corporate governance guidelines and recommend to the Board any changes in the corporate governance guidelines that the Committee considers appropriate.
2. The Committee shall review and consider any requests for waivers of the Company's Code of Ethical Business Conduct for the Company's Directors, executive officers and other senior financial officers, and shall make a recommendation to the Board with respect to such request for a waiver, which waiver shall be granted only on an exceptional basis after careful consideration by the Committee.
3. The Committee shall consider questions of possible conflicts of interest of Board members and initiate appropriate action to address any such conflicts, including whether such Director or Directors may vote on any issue as to which there may be a conflict.
4. The Committee shall oversee the orientation and continuing education of Directors.
5. The Committee shall review and, if appropriate, approve related party transactions in accordance with the Company's related party transaction policy.

Evaluating the Board and Its Committees

1. The Committee shall monitor the functions of the Board and its committees, as set forth in their respective charters, and coordinate and oversee annual evaluations of the Board's and each committee's performance and procedures. In particular, the evaluations will solicit feedback from the Directors about:
 - Overall effectiveness
 - Composition and structure
 - Culture
 - Focus
 - Information and resources
 - Process
2. The Committee also coordinates the annual evaluation of individual Directors. After this evaluation, the Lead Independent Director discusses with each Director (i) his or her assessment of Directors' performance, Board dynamics and the effectiveness of the Board and its committees, and (ii) feedback about that Director's performance.

Oversight of Sustainability Programs

The Committee shall oversee management's handling of sustainability matters of importance to the Company, including risks, policies, strategies and programs. In addition, the Committee shall review the goals the Company establishes with respect to sustainability matters and its progress against those goals, as well as the Company's Sustainability Report. The Committee shall ensure that the other committees of the Board, as appropriate, receive updates relevant to their continuing oversight on specific sustainability topics that otherwise fall within the charter of those committees.