

Delphi Technologies

**Delphi Technologies PLC
Innovation and Technology Committee Charter**

TABLE OF CONTENTS

I. Purpose of the Committee.....	3
II. Membership on the Committee.....	3
III. Meetings	3
IV. Committee's Duties and Responsibilities	3

Delphi Technologies PLC

INNOVATION AND TECHNOLOGY COMMITTEE CHARTER

I. Purpose of the Committee

The Innovation and Technology Committee (the “Committee”) of the Board of Directors (the “Board”) of Delphi Technologies PLC (the “Company”) is an ad hoc committee responsible for assisting the Board in its oversight responsibilities relating to matters of innovation and technology.

The Committee has the authority to undertake the specific duties and responsibilities listed below and will have the authority to undertake such other specific duties as the Board may prescribe from time to time.

II. Membership on the Committee

The Committee shall be comprised of at least three Directors. The members of the Committee and its Chair shall be appointed by and serve at the discretion of the Nominating and Governance Committee of the Board.

III. Meetings

The Committee shall meet at such times and with such frequency as the Committee determines appropriate, either in person or telephonically, but not less than twice per year. The Committee may ask members of management of the Company or others to attend meetings of the Committee (or to meet with any members of, or advisors to the Committee) and provide pertinent information, as necessary or desirable.

The Committee shall have the authority to retain outside experts or advisors and shall have sole authority to approve the fees and retention terms of any such advisors.

IV. Committee’s Duties and Responsibilities

Among its specific responsibilities, the Committee shall:

1. Review, evaluate and make recommendations to the Board regarding the Company's major technology plans and strategies, including its research and development activities, as well as the technical and market risks associated with product development and investment (process to include review of technology roadmaps summarizing development plans to close gaps associated with trends, customer requirements and/or competitive analysis);
2. Monitor the performance of the Company’s technology development in support of its overall business strategy (including talent review for effective execution) ;

Delphi Technologies PLC

3. Review the Company's intellectual property portfolio process in support of its overall business strategy.
4. Monitor, evaluate and provide regular updates related to existing and future trends in technology and regulations that may affect the Company's strategic plans, including monitoring of overall industry trends & scenario planning;
5. Assess the Company's approach to mergers, acquisitions and/or strategic partnerships to enhance the technology portfolio.
6. Assess the Company's risk mitigation policies and procedures relating to products based on new technology or significant innovations to existing technology;
7. Perform any other activities consistent with this Charter as the Committee or the Board may deem necessary or appropriate;
8. Review the Committee Charter from time to time for adequacy and recommend any changes to the Board;
9. Report to the Board on the significant items covered at each Committee meeting; and
10. Annually review and evaluate its own performance.

Delphi Technologies PLC

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