

# **Regulation FD Policy**

## **1. General**

Delphi Technologies PLC ("Delphi") is committed to fair disclosure of accurate information to the public on a timely basis without advantage to any member of the investment community in compliance with all applicable securities laws, including Regulation Fair Disclosure ("Regulation FD"), adopted by the Securities and Exchange Commission ("SEC"). Our corporate policy, reflecting current legal requirements, is that our employees and board members will not make any disclosure of material, nonpublic information about Delphi to anyone outside the company (other than to persons who first are obliged in writing to maintain confidentiality), unless we disclose it to the public at the same time.

This is a highly technical area with important consequences for Delphi. If you believe that a disclosure of material, nonpublic information about Delphi may have occurred, notify the General Counsel.

Here are examples of the areas affected by this Policy:

- quarterly earnings releases and related conference calls
- speeches, interviews and conferences
- providing "guidance" as to Delphi's performance or results
- responding to market rumors
- contacts with financial analysts covering Delphi
- reviewing analyst reports and similar materials
- referring to or distributing analyst reports on Delphi
- analyst and investor visits
- postings on our website

## **2. Who Does this Policy Apply to?**

This Policy covers all employees of Delphi, the members of Delphi's Board of Directors and consultants to Delphi (the "Covered Individuals").

## **3. What Is Covered by this Policy?**

This Policy covers disclosures of material, nonpublic information in documents filed with the SEC, news and earnings releases, speeches and other presentations by senior management, as well as information provided by Delphi on its website. In addition, this Policy covers statements of material, nonpublic information made in group and individual meetings, phone calls and webcasts with analysts and investors, and interviews with the media, as well as press conferences and all other forms of communication of material information, including those made via social media, reasonably likely to be transmitted directly or indirectly to the public.

If you have an issue to report, contact the Delphi DRIVE Line at <http://driveline.delphi.com/>  
or via phone -- numbers also available at <http://driveline.delphi.com/>  
For additional Ethics and Compliance policies visit <http://apollo.delphi.com/info/policy/ethics.html>

#### **4. Prohibition on Selective Disclosure of Material, Nonpublic Information.**

Covered Individuals are prohibited from selectively disclosing material, nonpublic information about Delphi to securities market professionals, investors (current and potential) or anyone else that is not subject to a confidentiality agreement or does not otherwise owe a duty of trust or confidence to Delphi, unless the Covered Individual is authorized to do so by this Policy and the information is simultaneously disclosed to the general public.

#### **5. What is Material Information?**

Information is material if there is a substantial likelihood that a reasonable investor would consider it important in making a decision to buy, hold or sell Delphi's stock. Some examples of information, whether positive or negative, that should be assumed to be material are:

- earnings results
- projections of future earnings or losses
- pending or proposed mergers, tender offers or significant acquisitions or dispositions
- changes in senior management
- significant new products or technological advances
- significant changes in production schedules or product planning
- the gain or loss of a substantial customer or contract

#### **6. What is Nonpublic Information?**

"Nonpublic" information is any information that has not been disseminated in a manner reasonably designed to make it generally available to investors. Information is no longer considered to be nonpublic after it has been released broadly to the marketplace and the investing public has had time to fully absorb the information.

#### **7. Who Is Authorized to Disclose Material, Nonpublic Information?**

Only the following people:

- the Chief Executive Officer
- the Chief Financial Officer
- the Chief Technology Officer
- the senior executive for Marketing and Communications
- the senior executive for Investor Relations

The above-listed employees are designated as the "Primary Spokespersons" to financial audiences, the financial media and the investment community (e.g., securities market professional and investors). In certain circumstances, a Primary Spokesperson may designate others within or serving Delphi as "Authorized Spokespersons" to speak on behalf of the company or to respond to specific inquiries from the financial media or the investment

community. Any Authorized Spokesperson will be notified in advance and will be provided appropriate training regarding compliance with this Policy. Only a Primary or Authorized Spokesperson is authorized to talk to investors or the investment community, including analysts, on behalf of Delphi.

If you receive a request from someone outside Delphi for material, nonpublic information—for example, seeking guidance about our quarterly results, or asking for confirmation of a rumor—you should not respond under any circumstances. Instead, ask for the person’s name and number and contact the General Counsel or the Vice President, Investor Relations.

## **8. How Does Delphi Make Public Disclosure of Material Information?**

Delphi will disseminate material information only through one or more methods reasonably designed to provide simultaneous broad, nonexclusionary distribution of the information to the public. The only exceptions to this provision are when the recipient of the information has expressly agreed in writing to keep it confidential pursuant to a non-disclosure or confidentiality agreement or has a duty of trust or confidence to Delphi (e.g., outside auditors or legal counsel). In addition to Delphi’s SEC filings, all news releases and other material written public disclosures will be made available on Delphi’s website. Under normal circumstances, the release, filing or disclosure containing the material information about Delphi will be reviewed and approved according to company process in advance; provided, however, that an exception may be made in the case of an inadvertent disclosure of material, nonpublic information on a selective basis, where the need for immediate release would require that the normal review and approval process be abbreviated.

## **9. How Are Inadvertent Disclosures Treated?**

Should a Covered Individual make an inadvertent or unintentional disclosure of material, nonpublic information on a selective basis (e.g., at an analyst or investor meeting), Delphi will promptly (but in no event after the later of 24 hours or the commencement of the next day’s trading on the New York Stock Exchange) broadly disseminate that information publicly. If a Covered Individual believes that an inadvertent disclosure of material, nonpublic information about Delphi has been made, such disclosure must be immediately reported to the Chief Financial Officer, the Vice President, Investor Relations and to the General Counsel.

## **10. How Do We Respond to Market or Media Rumors?**

Whether or not the rumor has any basis in fact, we normally will respond by saying: “Our policy is not to comment on rumors or speculation.” Like most companies, we follow this approach consistently in order to avoid providing an implied confirmation or denial in other circumstances.

## **11. Quiet Periods.**

In general, Primary or Authorized Spokespersons will not communicate with any securities market professionals or shareholders during the period beginning with the last day of the last month of each calendar quarter and ending with the issuance of a normal quarterly earnings release (the “Quiet Period”) and will not otherwise comment on our financial or business performance or prospects during the Quiet Period. If circumstances are such that any of the Primary Spokespersons believes it is necessary or desirable to communicate with such persons or to comment on such matters during the Quiet Period, then Delphi will do so in a manner that complies with Regulation FD. Further information regarding Delphi’s actions during a Quiet

Period are contained in Appendix A. Any exceptions to these Quiet Period policies may be made only with the prior approval of the General Counsel.

## **12. Guidance and Analysts Reports.**

Delphi will not comment or provide “comfort” with respect to an earnings estimate. If an analyst inquires as to the reliability of a previously, publicly disseminated projection, the Authorized Spokesperson should follow the “no comment” policy.

Analyst reports and earnings models may only be reviewed to correct errors that can be corrected by referring to publicly available, historical, factual information or to correct any mathematical errors. No other analyst feedback or guidance on earnings models may be communicated to an analyst.

No Delphi employee should distribute copies of, or refer to, selected analysts' reports to anyone outside the company. This is consistent with Delphi's intention not to adopt any particular analyst report.

## **13. Quarterly Earnings Calls and Updates.**

Delphi typically holds investor conference calls related to the release of quarterly financial information. These calls will be open to the public and media. Delphi will provide adequate advance public notice about the calls by issuing a press release that provides information about when the call will be held and how to access the call. An audio playback of the conference call will be provided on the Delphi website for a period of at least 12 months after the conference call.

Following any investor call or public comment, Delphi will not provide new material information or elaborate in a material way beyond what was covered during the call or public comment, other than by further public disclosure within the meaning of Regulation FD.

## **14. Analyst Meetings/Investment Banker Conferences/Roadshows.**

This Policy will apply to communications at analyst meetings, investment banker conferences and roadshows (other than roadshows undertaken in connection with a public offering of Delphi's securities that is not subject to Regulation FD). Accordingly, prior to the meeting, conference or roadshow, Delphi will disclose either through a press release, an open conference call or a webcast, or any combination of these methods, any material information that is not already public and which may be discussed or presented at the meeting, conference or the roadshow.

If it is determined that material nonpublic information may have been disclosed unintentionally during the meeting, conference or roadshow, the General Counsel should be notified immediately. If the General Counsel determines that an inadvertent disclosure of material nonpublic information has occurred, a press release or Form 8-K will be issued disclosing the information within 24 hours of such determination.

**15. Media Communications**

It is Delphi's policy to publicly disclose material information before discussion with individuals representing the media.

**16. Use of Social Networks.**

Use of social networks, including corporate blogs, employee blogs, chat boards, Facebook, Twitter and the like, to disclose material, nonpublic information is considered selective disclosure and would violate this Policy.

## APPENDIX A

As a general rule, Delphi will not communicate with any securities market professionals or investors regardless of format during the Quiet Period regarding Delphi's financial or business performance or prospects. If Delphi believes that it is necessary or desirable to communicate with such parties during the Quiet Period, any such communication will be made in a Regulation FD compliant manner.

By way of example, the following table outlines the types of events and communications that are allowed and not allowed during Delphi's Quiet Period. This list does not address all possible communication scenarios and each scenario will be addressed on a facts and circumstances basis subject to the terms of Delphi's Regulation FD Policy.

<u>Event</u>	<u>Rules</u>
<ul style="list-style-type: none"><li>• One-on-one discussions with any securities market professionals or shareholders</li></ul>	<ul style="list-style-type: none"><li>• Allowed during the Quiet Period; provided, however, that no discussions of earnings, earnings estimates, quarterly and annual financial results, or other material, nonpublic information will take place</li></ul>
<ul style="list-style-type: none"><li>• Securities firm conferences and other investor presentations</li></ul>	<ul style="list-style-type: none"><li>• Allowed during the Quiet Period; provided, however, that no discussions of earnings, earnings estimates, quarterly and annual financial results, or other material, nonpublic information will take place and any such conferences or presentations will be conducted in a Regulation FD compliant manner</li></ul>

### Types of Communications

<u>Allowed</u>	<u>Not Allowed</u>
<ul style="list-style-type: none"><li>• Information of a historical nature that has already been publicly disclosed, including high level strategy, so long as the communication is not for the purpose of directing the recipient in any way as to material, nonpublic information</li><li>• Communications of an administrative nature, such as scheduling calls or events</li></ul>	<ul style="list-style-type: none"><li>• Any discussion or other communication regarding earnings, earnings guidance or estimates, quarterly or annual financial results or forecasts, or other material, nonpublic information</li></ul>