



SENSATA TECHNOLOGIES HOLDING PLC

Charter of the Growth & Innovation Committee of the Board of Directors

Effective as of July 12, 2018

The Board of Directors (the “**Board**”) of Sensata Technologies Holding plc (the “**Company**”) has approved and adopted this Charter of the Growth & Innovation Committee of the Board (the “**Committee**”) effective as of the date set forth above.

I. Purpose

The purpose of the Committee is to review and provide oversight of matters relating to certain growth and innovation initiatives undertaken by the Company.

II. Composition and Qualifications

- A. **Committee Member Requirements.** The Committee shall consist of at least two or more members of the Board.
- B. **Appointment.** Committee members shall be appointed by the Board (upon the recommendation of the Nominating & Corporate Governance Committee) and shall hold his or her office until such time as his or her successor is duly appointed and qualified, or until his or her earlier death, disqualification, resignation or removal.
- C. **Chairperson.** The Board shall designate one of the members as Chairperson of the Committee. The Chairperson will supervise the conduct of all meetings and establish the meeting agendas with input from management.

III. Authority, Delegation and Resources

- A. **Authority to Engage Third Parties.** In discharging its oversight role, the Committee has the authority and is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate. In this regard, the Committee may, in its sole discretion, engage any consultant, legal counsel or other advisors (collectively, “**Advisors**”) as it deems necessary or appropriate to carry out its duties. The Committee shall be directly responsible for the appointment, compensation, retention and oversight of the work of any Advisor retained by the Committee.
- B. **Delegation to Subcommittees.** To the extent permitted by applicable law and the listing standards of the NYSE, the Committee may establish subcommittees consisting of one or more members, other directors and management to carry out such duties as the Committee may delegate, including duties specified in this Charter.
- C. **Access to and Funding of Resources.** The Company shall provide appropriate funding, as determined by the Committee, for payment of the compensation to (i) any Advisor retained by the Committee and (ii) ordinary administrative expenses of the Committee.

IV. Responsibilities

The following functions are expected to be the common recurring activities of the Committee in carrying out its responsibilities. These functions serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be required or appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee also shall carry out any other responsibilities and duties delegated to it by the Board from time to time.

- A. ***Oversight of Technology and Innovation Initiatives.*** The Committee shall oversee certain of the Company's technology and innovation initiatives, and the corresponding investments, mergers and acquisitions; including, without limitation, the impact on the Company's performance, growth, long-term profitability and competitive position. The Committee, as appropriate, will make recommendations to the Board with respect to innovation or technology-related projects, investments and acquisitions that require Board approval.
- B. ***Review of New Technologies.*** The Committee shall review with management certain new technologies and processes, as well as competitive trends, that may have a material impact on the Company, including, without limitation, those related to product development, software development and significant matters related to product improvement that require significant change to the Company's strategy.
- C. ***Charter Review.*** The Committee shall annually review this Charter and recommend any proposed changes to the Nominating & Corporate Governance Committee and the Board.
- D. ***Committee Evaluation.*** The Committee shall perform an annual review of its performance, including a review of compliance with this Charter. The Committee shall conduct such evaluation and review in such manner as it deems appropriate and report the results of the evaluation to the Board.

V. Procedural Matters

- A. ***Conflicts with Articles of Association.*** This Charter will in no way alter, amend or repeal any provision of the Company's Articles of Association, as may be amended from time to time (the "***Articles***"). To the extent that this Charter conflicts with any provision of the Company's Articles, the Articles shall govern.
- B. ***Meetings.*** The Committee shall meet at the call of its Chairperson, two or more members of the Committee or the Chairman of the Board. Meetings may, at the discretion of the Committee, include members of the Company's management, any Advisor and such other persons as the Committee or its Chairperson may determine. The Committee may request any officer or employee of the Company or the Company's outside counsel to attend a meeting of the Committee or to meet with any members of, or Advisors to, the Committee. The Committee may meet in person, by telephone conference call or in any other manner in which the Board or the Committee is permitted to meet under law and the Company's Articles. The Committee also may act by unanimous written consent in lieu of a meeting.
- C. ***Transaction of Business.*** A majority of the members of the Committee shall constitute a quorum for the transaction of business. A majority of the members of the Committee present at any meeting at which a quorum is present are competent to act. Except as expressly provided in this Charter or in the Company's Articles or Corporate Governance Guidelines, the Committee may determine additional rules and procedures to govern it or any of its subcommittees, including designation at any meeting of a chairperson pro tempore in the absence of the Chairperson and of a secretary (who need not be a member of the Committee) for that meeting.
- D. ***Minutes; Reports to the Board.*** The Committee shall keep minutes of all meetings and of all actions taken by the Committee and file such minutes with the Secretary of the Company. The Committee,

either directly or through its Chairperson, shall provide the Board with regular reports, orally or in writing, on its activities and any recommendations by the Committee to the Board.

Approved by the Growth & Innovation Committee – July 10, 2018

Approved by the Board of Directors – July 12, 2018

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While the Committee members have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of the Committee members, except to the extent otherwise provided under applicable law.