



**Aptiv PLC**

**Compensation and Human Resources Committee Charter**

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## **APTIV PLC**

### **COMPENSATION AND HUMAN RESOURCES COMMITTEE CHARTER**

#### **I. Purpose of the Committee**

The Compensation and Human Resources Committee (the “Committee”) of the Board of Directors (the “Board”) of Aptiv PLC (the “Company”) is appointed by the Board to:

- a. Carry out the Board’s responsibilities relating to compensation of the Company’s Chief Executive Officer (“CEO”) and such members of the Company’s senior management as the Committee may designate (“Officers”);
- b. Establish and oversee the executive compensation and executive benefit programs for the Company and evaluate these programs to determine whether they are properly administered and achieving their intended purpose;
- c. Oversee plans for management development and succession; and
- d. Exercise and perform the authority, duties and responsibilities set forth in this charter.

#### **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:

- a. Exercise sole authority to retain or replace any advisors, including consultants, outside counsel or other experts, to provide independent advice to the Committee, including the sole authority to approve the fees payable to such advisors and any other terms of retention. Any compensation consultant, outside counsel or other advisors retained by the Committee shall meet the independence and other requirements established by the Securities and Exchange Committee (“SEC”) and the New York Stock Exchange (“NYSE”).
- b. Meet with the senior internal auditor, Company executives, external auditors, or outside counsel, as the Committee may deem necessary.
- c. 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 one or more subcommittees or the Chair of the Committee when it deems it appropriate and in the best interests of the Company.

The Committee may delegate to one or more Officers of the Company the authority to make stock-based grants and awards to any non-Officer of the Company under the Company's incentive compensation or other equity-based plans as the Committee deems appropriate and in accordance with the terms of such plans.

### **III. Membership**

The Committee shall have at least three members, and shall consist solely of directors deemed by the Board to be independent and who meet the independence requirements of the NYSE and the SEC. The Committee shall, in its sole discretion, have the authority to reduce the number of members to two on a temporary basis. The Nominating and Governance 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 members of the Board and may be removed by the Board at any time. The Board shall designate the Chair of the Committee.

### **IV. General Operating Procedures**

1. The Committee shall review the adequacy of this Charter on a periodic 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**

The Committee shall:

1. Oversee the Company's overall executive compensation philosophy and structure, policies and programs, and assess whether the Company's compensation structure establishes appropriate incentives for executives.

2. Establish and annually review the executive compensation philosophy, ensuring that it:
  - a. supports the Company's overall strategy and objectives;
  - b. links total compensation to defined performance goals;
  - c. balances the need to motivate appropriate risk taking, without encouraging or rewarding excessive risk;
  - d. attracts and retains key executives;
  - e. aligns executive and stakeholder interests by focusing executive behavior on shareholder value; and
  - f. provides competitive and internally equitable total compensation opportunities while meeting the aforementioned goals.
3. Make recommendations to the Board with respect to incentive compensation plans and equity-based plans, including performance objectives and metrics.
4. Review and approve goals and objectives relevant to the compensation of the Company's CEO, evaluate the CEO's performance in light of those goals and objectives, and recommend, for approval by the independent directors on the Board, the compensation of the CEO.
5. In consultation with the CEO, annually review the compensation and performance of the Company's Officers and approve the compensation of the Officers.
6. Review talent development and succession plans for all Officers, including the CEO. Additionally, in consultation with the CEO, make recommendations for addressing succession gaps as required.
7. Review and approve employment, retirement, and severance arrangements for Officers, excluding the CEO. In the case of the CEO, review and recommend, for approval by the Board, employment, retirement and severance arrangements.
8. Review and oversee the Company's programs for Officers as well as, if different, broadly-applicable benefit programs, including, without limitation, defined contribution retirement plans, health and welfare, insurance, deferral and perquisite programs; delegate administrative and other fiduciary functions to the Company, as appropriate; and review the Committee's findings, determinations and actions regarding the same with the Board, as appropriate.
9. Review and approve the Compensation Committee Report prepared by management, as required by the rules of the SEC, to be included in the Company's annual proxy statement, and review and discuss the Company's Compensation Disclosure and Analysis (the "CD&A") with management and provide a recommendation to the Board regarding the inclusion of the CD&A in the Company's proxy statement.

10. The Committee shall oversee the Company's submissions to shareholders on executive compensation matters, including advisory votes on executive compensation and the frequency of such votes. The Committee also shall review the results of such advisory votes and consider any implications.
11. Review and assess management's report on risks arising from the Company's compensation policies and practices, and determine whether any such risks are reasonably likely to have a material adverse effect on the Company. Drive action to mitigate risks to acceptable levels as appropriate.
12. Recommend to the Board of Directors the election of Officers.
13. The Committee shall determine and oversee the share ownership guidelines applicable to Officers.
14. The Committee shall review and approve the creation or revision of any clawback policy allowing the Company to recoup compensation paid to employees.