



Aptiv PLC
Finance Committee Charter

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APTIV PLC

FINANCE COMMITTEE CHARTER

I. Purpose of the Committee

The purpose of the Committee shall be to assist the Board in fulfilling its responsibilities to oversee management's conduct as it relates to the Company's capital structure, financing transactions, acquisitions and divestitures, share repurchase and dividend programs, employee retirement plans, policies relating to interest rate, commodity and currency hedging, annual business plan development, and other such topics as the Board may deem appropriate.

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 is authorized (without seeking Board approval) to retain special legal, accounting or other advisors and may request any officer or employee of the Company or the Company's outside counsel or independent auditor to meet with any members of, or advisors to, the Committee. The Committee may delegate its authority to subcommittees or the Chair of the Committee, when it deems appropriate.

III. Membership

The Committee shall consist of at least three members. 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 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 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

1. Review the Company's policies and practices relating to financial matters, including management's strategies for mitigating liquidity, commodity and interest rate risk and the Company's financing plans and capital allocation procedures.
2. Review and make recommendations to the Board concerning changes to the Company's capital structure proposed by management, including dividends and the repurchase or issuance of debt or equity securities.
3. Receive periodic reports regarding the status and performance of the Company's employee retirement plans.
4. Receive periodic reports regarding the Company's continuing relationships with financial institutions and credit rating agencies.
5. Review with management and provide recommendations to the Board on the adoption of the Company's annual budget and business plan, including certain capital expenditures, as set forth in the Company's Delegation of Authority.
6. Review with management and provide recommendations to the Board on the proposed significant transactions requiring Board approval, such as mergers, acquisitions, joint ventures, divestitures, strategic investments and restructuring activities as well as the execution, financial results and operational impact of such transactions, per the Company's Delegation of Authority.