

January 11, 2022



WINDRVR **Acquisition**

Forward Looking Statements

This presentation, as well as other statements made by Aptiv PLC (the “Company”), contain forward-looking statements that reflect, when made, the Company’s current views with respect to current events, certain investments and acquisitions and financial performance including the potential impact of the proposed acquisition of Wind River. Such forward-looking statements are subject to many risks, uncertainties and factors relating to the Company’s operations and business environment, which may cause the actual results of the Company to be materially different from any future results. All statements that address future operating, financial or business performance or the Company’s strategies or expectations are forward-looking statements. Factors that could cause actual results to differ materially from these forward-looking statements include, but are not limited to, the following: global and regional economic conditions, including conditions affecting the credit market; uncertainties posed by the COVID-19 pandemic and the difficulty in predicting its future course and its impact on the global economy and the Company’s future operations; fluctuations in interest rates and foreign currency exchange rates; the cyclical nature of global automotive sales and production; the potential disruptions in the supply of and changes in the competitive environment for raw material and other materials integral to the Company’s products, including the current semiconductor supply shortage; the Company’s ability to maintain contracts that are critical to its operations; potential changes to beneficial free trade laws and regulations such as the United States-Mexico-Canada Agreement; the ability of the Company to integrate and realize the expected benefits of recent transactions; the ability of the Company to attract, motivate and/or retain key executives; the ability of the Company to avoid or continue to operate during a strike, or partial work stoppage or slow down by any of its unionized employees or those of its principal customers; and the ability of the Company to attract and retain customers. Additional factors are discussed under the captions “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in the Company’s filings with the Securities and Exchange Commission. New risks and uncertainties arise from time to time, and it is impossible for us to predict these events or how they may affect the Company. It should be remembered that the price of the ordinary shares and any income from them can go down as well as up. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events and/or otherwise, except as may be required by law.

Wind River At-a-Glance

ADVANCING THE DIGITAL TRANSFORMATION BY DEVELOPING
CLOUD-NATIVE SOLUTIONS AROUND THE INTELLIGENT EDGE



GLOBAL LEADER IN **INTELLIGENT CONNECTED SYSTEMS** OFFERING A COMPREHENSIVE
EDGE-TO-CLOUD PORTFOLIO



MULTI-INDUSTRY, MISSION-CRITICAL
TECHNOLOGY WITH **EXPANSIVE END-USE APPLICATIONS ACROSS HIGH GROWTH MARKETS**



TECHNOLOGY AND EXPERTISE THAT
ENABLE THE DEPLOYMENT OF **SAFE, SECURE AND RELIABLE IOT SYSTEMS**



CAPABILITIES SPANNING **THE FULL INTELLIGENT SYSTEM LIFECYCLE**
PROVIDING ROBUST, SCALABLE SOLUTIONS



WORLD CLASS MANAGEMENT TEAM AND
ESTABLISHED PLATFORM THAT ENABLES
NEXT GENERATION SOFTWARE SOLUTIONS

KEY STATISTICS

OVERVIEW

- 2+ Billion Deployed Edge Devices
- ~1,300 Employees, incl. 1,000+ Technical
- 1,700+ Global Customers

TRANSACTION DETAILS

- Purchase Price: \$4.3B
- Expected Closing: Mid-Year 2022¹

FINANCIAL PROFILE (2021 Estimated)

- Revenue: ~\$400M
- Gross Profit Margin: 80%+
- EBITDA Margin: 20%+

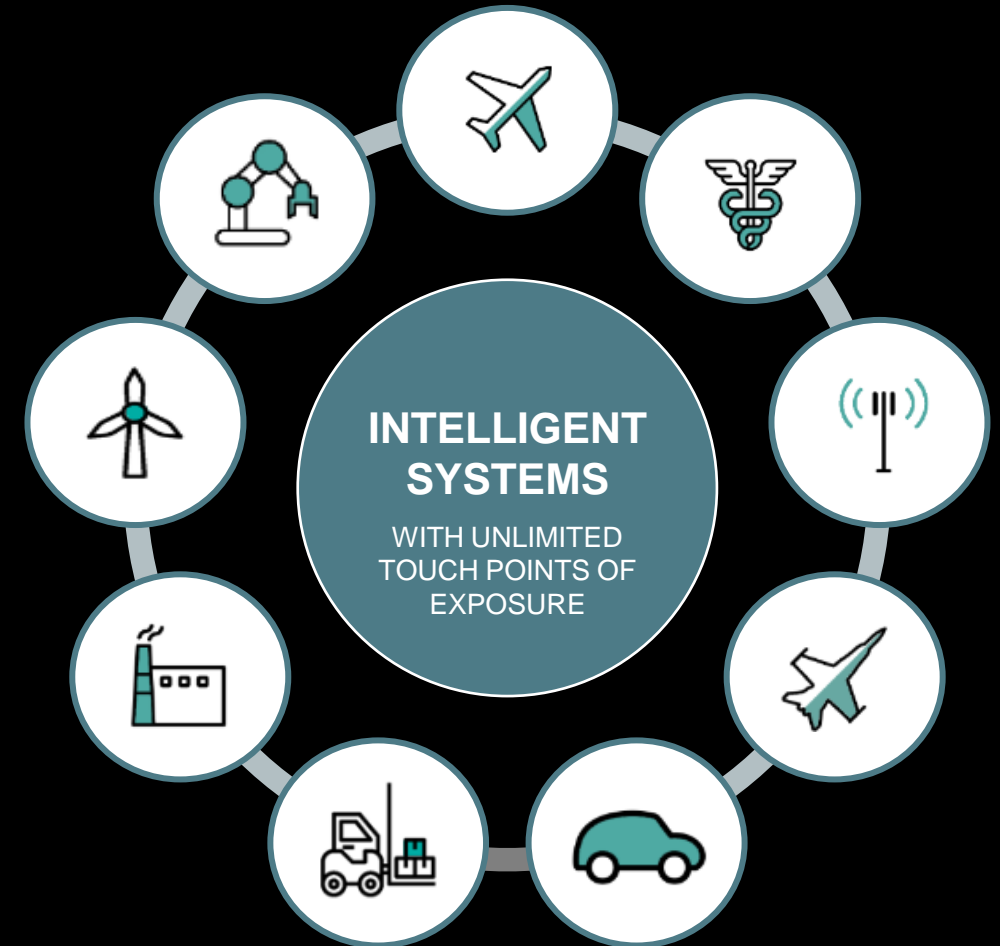
1. Subject to regulatory approvals

Intelligent Systems Transforming Industries

DELIVERING VALUE FROM CONNECTED INTELLIGENT EDGE



LEVERAGING
**TECHNOLOGY
TRENDS**
TO BUILD
**INTELLIGENT
SYSTEMS**



Opportunities Across Diversified Software Market

ENABLES APTIV TO HARNESS FULL POTENTIAL OF CONNECTED INTELLIGENT SYSTEMS ACROSS INDUSTRIES

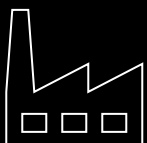
WIND RIVER SECTOR OVERVIEW



AEROSPACE & DEFENSE

~45% OF REVENUE

- Market leader for military solutions with particular focus on avionics
- Market driven by modernization of legacy systems, requiring more efficient software development



INDUSTRIAL & MEDICAL

~30% OF REVENUE

- Strong presence in embedded operation systems, specifically industrial applications
- Industry 4.0 adoption driving increased volume of connected machines



TELECOM

~15% OF REVENUE

- Market leader in virtualized networks
- Adoption of virtualization network (vRAN) expected to accelerate as 5G rolls out



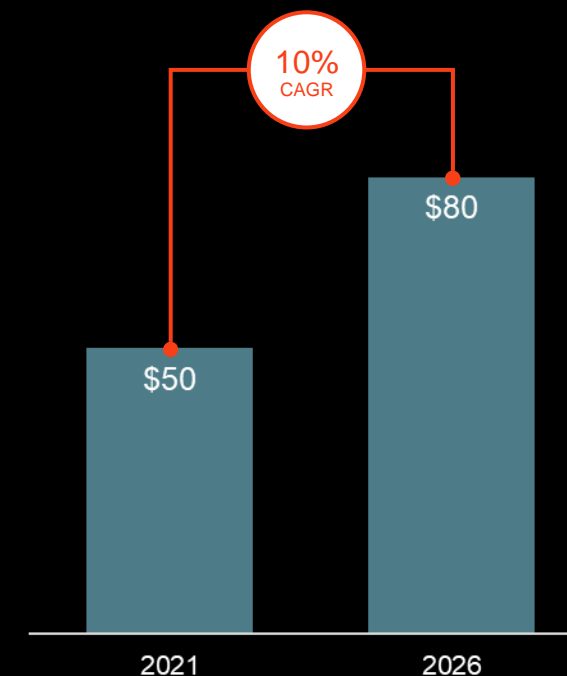
AUTOMOTIVE

~10% OF REVENUE

- Significant opportunity to accelerate growth in auto with combined Aptiv/Wind River capabilities
- Providing Real-Time Operating Systems (RTOS), OTA and lifecycle management for OEMs and suppliers

INTELLIGENT EDGE MARKET

Wind River Addressable Market, \$ Billions



Source: IDC, Aptiv Estimates

Vehicle Becoming Device on the Intelligent Edge

APTIV AND WIND RIVER LEVERAGING SYNERGISTIC TECHNOLOGIES AND DECADES OF EXPERIENCE TO CAPITALIZE ON THIS OPPORTUNITY

AUTOMOTIVE TRENDS



SOFTWARE-DEFINED VEHICLE

Architecture optimization with Domain and Zonal control models



CONNECTED VEHICLES

IoT, AI, ML to drive business insights, predictive maintenance, warranty cost reduction, customer engagement and next generation user experiences



ENHANCED ADAS / AD CAPABILITIES

Improved safety and driver assistance features (i.e. cruise control, lane keeping, warning systems) leading to fully autonomous vehicles



DIGITAL TRANSFORMATION

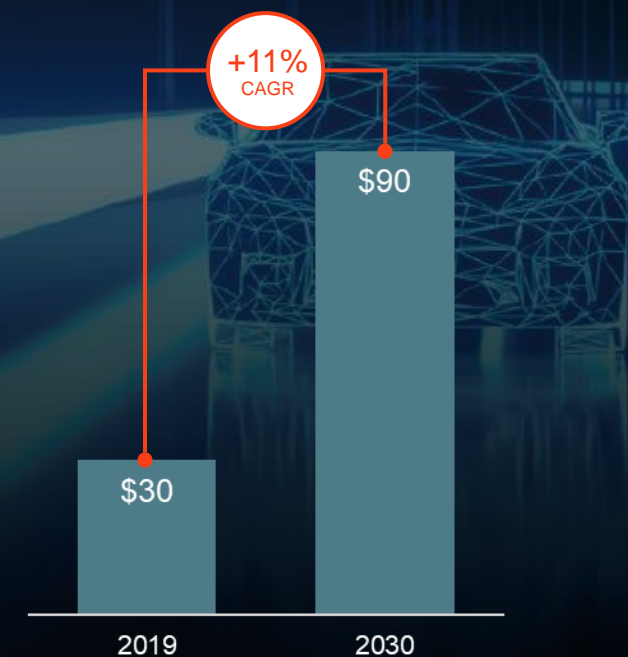
Digital Feedback Loop, Digital Twins, Cloud-based Fleet Management, and OTA enabling continuous delivery of new features and functionality

APTIV & WIND RIVER OFFERS

- SVA™ enabling advanced architecture changes and **FEATURE ADOPTION** across domains, including ADAS, infotainment and user experience
- Virtualization technology enables **SOFTWARE / HARDWARE ABSTRACTION** for mixed criticality and improved portability
- Cloud-native software platform that improves **DEVELOPMENT, DEPLOYMENT AND OPERATIONS** of software-defined vehicles
- Providing perception algorithms, sensor fusion and modular software with full vehicle-level **INTEGRATION**
- Rigorous levels of **SAFETY AND SECURITY** drawn from a strong heritage in mission-critical industries
- Flexible, secure **OVER-THE-AIR UPDATES** ensuring system longevity through software lifecycle management

AUTOMOTIVE SOFTWARE MARKET

Aptiv Addressable Market, \$ Billions



Source: McKinsey & Company, Aptiv Estimates

Financial Highlights & Deal Terms

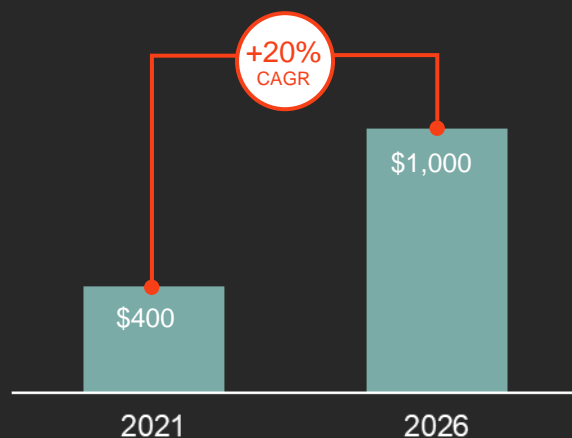
STRONG CAPABILITIES WITH EXPOSURE TO HIGH GROWTH SECULAR TRENDS

REVENUE GROWTH

Significant growth in intelligent edge software

SOFTWARE REVENUE

\$ Millions

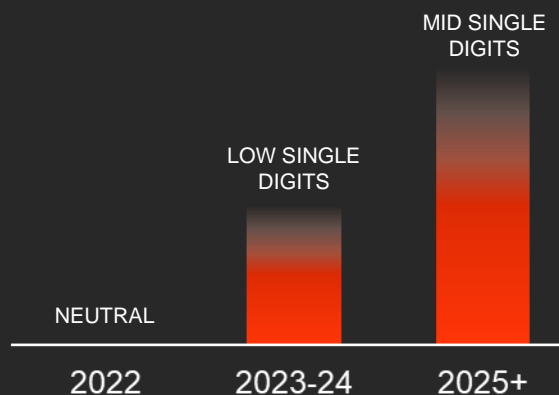


ACCRETION

Expect deal to be neutral to accretive in near term, excluding synergies

ADJ EPS¹ ACCRETION

Percentage



• **APTIV** • | WNDRV

FINANCIAL BENEFITS

- Internalization of software development spend and increased Aptiv engineering efficiencies
- Accelerated AS&UX revenue growth
- \$125M+ annual Aptiv incremental earnings run rate by Year 4

TERMS & CONDITIONS

- Transaction expected to close mid-year 2022, subject to regulatory approvals
- \$4.3B all-cash deal
- Funded with cash on hand and debt
- Subject to customary closing conditions and purchase price adjustments

1. Adjusted Earnings Per Share excludes acquisition-related amortization and incentive compensation

Continuing the Intelligent Transformation of Aptiv

BUILDS A HIGHER GROWTH, MORE DIVERSIFIED AND SUSTAINABLE PORTFOLIO WHILE UNLOCKING THE VALUE OF APTIV'S AUTOMOTIVE SOFTWARE STRATEGY

INDUSTRIAL LOGIC

ACCELERATES THE EXECUTION OF APTIV'S STRATEGY BY BROADENING OUR PORTFOLIO OF TECHNOLOGY SOLUTIONS

- Leader in mission-critical software with expansive end-use applications across multiple industries
- Exposure to diversified, high growth markets with strong secular tailwinds
- Value creation from cross-industry learnings enabling faster speed to market, scalability and reduced costs
- Aptiv scale and global capabilities to accelerate Wind River growth across current end markets

AUTOMOTIVE LOGIC

ENHANCES APTIV'S CAPABILITIES IN AUTOMOTIVE SOFTWARE AND ENABLES THE INDUSTRY'S TRANSITION TO SOFTWARE-DEFINED VEHICLES

- Enables software-defined vehicles by abstracting software from hardware with virtualization and cloud-native technologies
- Cloud-based development platform accelerates software development, providing scalability and flexibility to customers
- Improves continuous development, integration, testing and monitoring of systems throughout the vehicle lifecycle
- Provides full lifecycle management and continuous OTA deployments of automated driving features, in-cabin experiences and connected services

• **APTIV** •