

• A P T I V •

Aptiv PLC

Innovation and Technology Committee Charter

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APTIV PLC
INNOVATION AND TECHNOLOGY COMMITTEE CHARTER

I. Purpose of the Committee

The purpose of the Innovation and Technology Committee (the “Committee”) of the Board of Directors (the “Board”) of Aptiv PLC (the “Company”) shall be to assist the Board in its oversight responsibilities relating to matters of innovation and technology, including the Company’s technology roadmaps and the technology landscape.

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:

1. Retain experts or advisors, consultants, or others as it determines appropriate to advise or assist in the performance of the Committee’s functions.
2. 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 subcommittees or the Chair of the Committee when it deems appropriate and in the best interests of the Company.

III. Membership

The Committee shall be comprised of at least three Directors. 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 an annual 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, evaluate and make recommendations to the Board regarding the Company's technology roadmap, including its research and development activities, as well as the technical and market risks associated with product development and investment.
2. Monitor the performance of the Company's technology development in support of its overall business strategy.
3. Review and evaluate existing and future trends in technology that may affect the Company's strategic plans, including monitoring of overall industry trends.
4. Assess the Company's risk associated with new product technology or significant innovations to existing product technology, including cybersecurity risks associated with such technology.
5. Review the Company's engineering and technology talent processes, including talent acquisition, development, retention, management and succession plans for key engineering leadership positions.
6. Review the Company's intellectual property strategy and related activity.