October 30, 2019

APTIV

Third Quarter 2019 Earnings Call

APTIV

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. 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 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.

Third Quarter Highlights

STRONG ABOVE-MARKET GROWTH DESPITE GM / UAW STRIKE IMPACT

REVENUE

$3.6B 3Q up 6% | **$10.8B** YTD up 4%

EBITDA

$587M 3Q Margins of 16.5% | **$1.7B** YTD Margins of 15.7%

OPERATING INCOME

$410M 3Q Margins of 11.5% | **$1.2B** YTD Margins of 10.8%

EARNINGS PER SHARE

$1.27 3Q up 2% | **$3.65** YTD down 7%

+8% GoM

GROWTH ABOVE MARKET DRIVEN BY PORTFOLIO OF RELEVANT TECHNOLOGIES

SUSTAINED GROWTH DESPITE $70M OF REV AND $30M OI ADJ GM STRIKE IMPACT

APTIV / HYUNDAI AUTONOMOUS DRIVING JOINT VENTURE

INVESTMENTS FOR GROWTH DRIVE BENEFITS TODAY AND IN THE FUTURE

ENHANCING PORTFOLIO WITH **GABOCOM** BOLT-ON ACQUISITION

Note: Revenue growth excludes impact of foreign exchange, commodities and divestures. See appendix for organic growth rates.
EBITDA, operating income and EPS adjusted for restructuring and other special items; see appendix for detail and reconciliation to US GAAP.

2019 Updated Outlook

STRONG YEAR-TO-DATE PERFORMANCE; OUTLOOK IMPACTED BY GM / UAW STRIKE

STRONG Q3 PERFORMANCE

Sustained strong above-market growth of 8% in 3Q19
EBITDA, OI and EPS results ex-GM strike above expectations

VALUE ENHANCING TRANSACTIONS

Aptiv / Hyundai joint venture accelerating path to AMoD commercial deployments and enhancing Aptiv's competitive position

ACCRETIVE BOLT-ON ACQUISTION

gabocom enhances engineered components portfolio and builds upon HellermannTyton's telecom capabilities

GM / UAW STRIKE

Headwind to FY 2019 sales of ~($250M) and OI of ($135M)
Expecting partial recovery of lost Q3/Q4 production in 2020

FOREIGN EXCHANGE

Dilutive FY impact of unfavorable Euro and RMB vs. 2018

CONTINUED MARKET WEAKNESS

Global Vehicle Production down (5%), previously down (4%)
Lower NA volume, slightly offset by improved China outlook

Note: Revenue growth excludes impact of foreign exchange, commodities and divestures. See appendix for organic growth rates.

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Winning Across the Portfolio

NEW BUSINESS AWARDS ALIGNED TO SAFE, GREEN AND CONNECTED MEGATRENDS

BOOKINGS

Lifetime gross program revenues, $ Billions

ADVANCED SAFETY & USER EXPERIENCE

BOOKINGS

$4.4B

2019 YTD

$23.8B SINCE 2016[1]

SALES GoM[2]

~10%

2019-2022E

SIGNAL & POWER SOLUTIONS

BOOKINGS

$9.6B

2019 YTD

$50.4B SINCE 2016[1]

SALES GoM[2]

4-6%

2019-2022E

1. Cumulative value of bookings
2. Adjusted Growth over Aptiv weighted market. Investor Day targets communicated on June 4, 2019

Advanced Safety & User Experience

DELIVERING 11% GROWTH OVER MARKET; APPLYING EXPERTISE IN SENSING, SOFTWARE AND CENTRALIZED COMPUTE TO ENABLE NEXT GENERATION FEATURES AND FUNCTIONALITY

3Q 2019 HIGHLIGHTS

- Continued Growth Over Market: Up 11% YoY, including China Up 26%
- Strong Active Safety win rates and order pipeline
- User Experience headwind from roll-off of Displays, timing of new launches

SALES GROWTH DRIVERS

	3Q 2019	FY 2019E
ACTIVE SAFETY	29%	~40%
USER EXPERIENCE	4%	(~2%)

Note: Revenue growth excludes impact of foreign exchange, commodities and divestitures.

Active Safety Awards Reinforce Outlook

APTIV SCALABLE AND FLEXIBLE APPROACH AND COMPREHENSIVE TECHNOLOGY PORTFOLIO LEADING TO AWARDS WITH BOTH PREMIUM AND HIGH VOLUME OEMS

APTIV L2 / L2+ / L3 ADAS WINS

Audi	BMW	PSA GROUPE
LEVEL 1-3	LEVEL 1-3	LEVEL 1-3

GLOBAL OEM	FCA FIAT CHRYSLER AUTOMOBILES	CHINA Local	CHINA JV
LEVEL 0-2+	LEVEL 0-2+	LEVEL 1-2+	LEVEL 1-2

AUTOMATED DRIVING ON THE SPECTRUM OF ACTIVE SAFETY

Scalable solutions helping OEMs move to higher levels of active safety, and eventually AD

	L0	L1	L2	L2+	L3	L4/5
Addressable CPV $	$275 - 325		$450 - 550	$750 - 1,200	$4,000 - 5,000	

L0
- Forward Collision Warn
- Lane Departure Warn
- Blind Spot Detect

L1
- Adaptive Cruise
- AEB
  - Vehicles
  - Pedestrians
- Rear Autobrake

L2
- Lane Keeping
- Auto Park Assist
- AEB
  - Bicycles
  - Oncoming

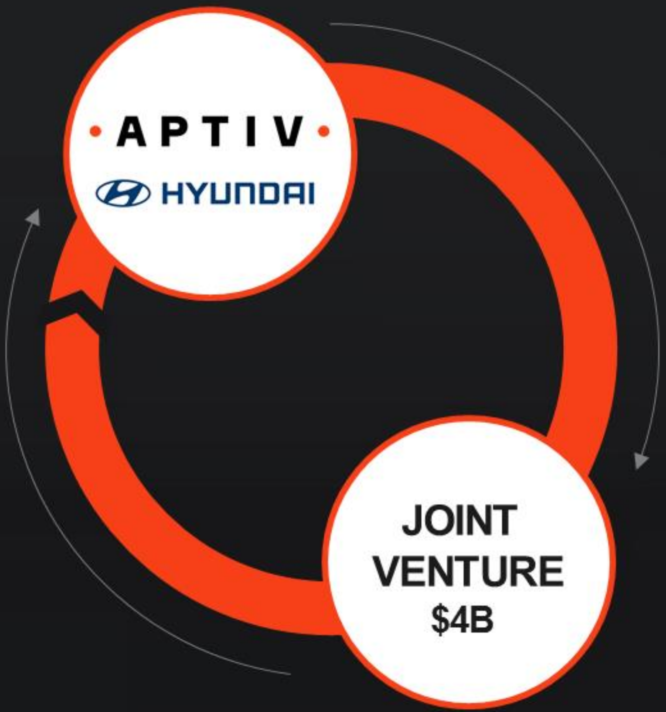
L2+
- Highway Assist
- Traffic Jam Assist
- Command Lane Change
- Auto Park

L3
- Traffic Jam Pilot
- Highway Chauffeur
- Park Valet

L4/5
- Highway Pilot
- Traffic Pilot
- Urban Pilot
- Mobility on Demand

Aptiv / Hyundai Joint Venture

JOINT VENTURE TO ADVANCE THE DESIGN, DEVELOPMENT AND COMMERCIALIZATION OF L4/5 AV TECHNOLOGY



RIGHT PARTNER

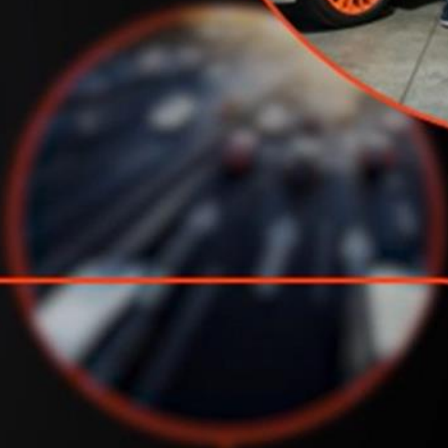
VEHICLES IN DEVELOPMENT WITH THE FUNCTIONAL SAFETY ARCHITECTURE IN PLACE, TO ADVANCE THE DEVELOPMENT OF L4-L5 TECHNOLOGY AT SCALE

SHARED VISION

SHARED TIMELINE AND DEPLOYMENT, WITH COMPLEMENTARY CAPABILITIES TO ADVANCE PATH OF AUTONOMOUS TECHNOLOGY INTO PRODUCTION-READY SYSTEMS

RIGHT STRUCTURE

ACCESS TO JOINT VENTURE TECHNOLOGY AND INSIGHTS FURTHER ENHANCE OUR COMPETITIVE POSITIONS IN ACTIVE SAFETY, VEHICLE CONNECTIVITY AND SVA™



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Signal & Power Solutions

GROWTH OVER MARKET OF 6%; BENEFITING FROM NEW PROGRAM LAUNCHES AND END MARKET DIVERSIFICATION

3Q 2019 HIGHLIGHTS

- Ramp up of new launches and acquisition contributions accelerate growth
- High Voltage Electrification growth in Europe and China
- Strong cable management and fastening solutions growth driven by auto and industrial end markets

SALES GROWTH DRIVERS[1]

	3Q 2019	FY 2019E
HIGH VOLTAGE ELECTRIFICATION	30%	40%+
CV & INDUSTRIAL END MARKETS[2]	34%	~35%

1. Note: Revenue growth excludes impact of foreign exchange, commodities and divestitures. See appendix for organic growth rates.
2. Commercial vehicles and industrial end market revenue includes Winchester acquisition contributions. Excluding Winchester, growth in 3Q 2019 of 8%, FY 2019E of 12%.

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Effective Capital Deployment

ENHANCING ENGINEERED COMPONENTS PORTFOLIO WITH STRATEGIC BOLT-ON ACQUISITIONS

WHY GABOCOM

MARKET LEADER
Leading provider of high-engineered, high-quality cable management and protection solutions

HIGHLY COMPLEMENTARY TO HELLERMANNTYTON
Broadens HT's capabilities and expands existing platforms in key growth regions

ATTRACTIVE FINANCIALS
Accretive to growth and margins; Mid-20s EBITDA margins

DIVERSIFICATION
Revenue not tied to light vehicle production; 100% telecom

gabocom

TRANSACTION DETAILS

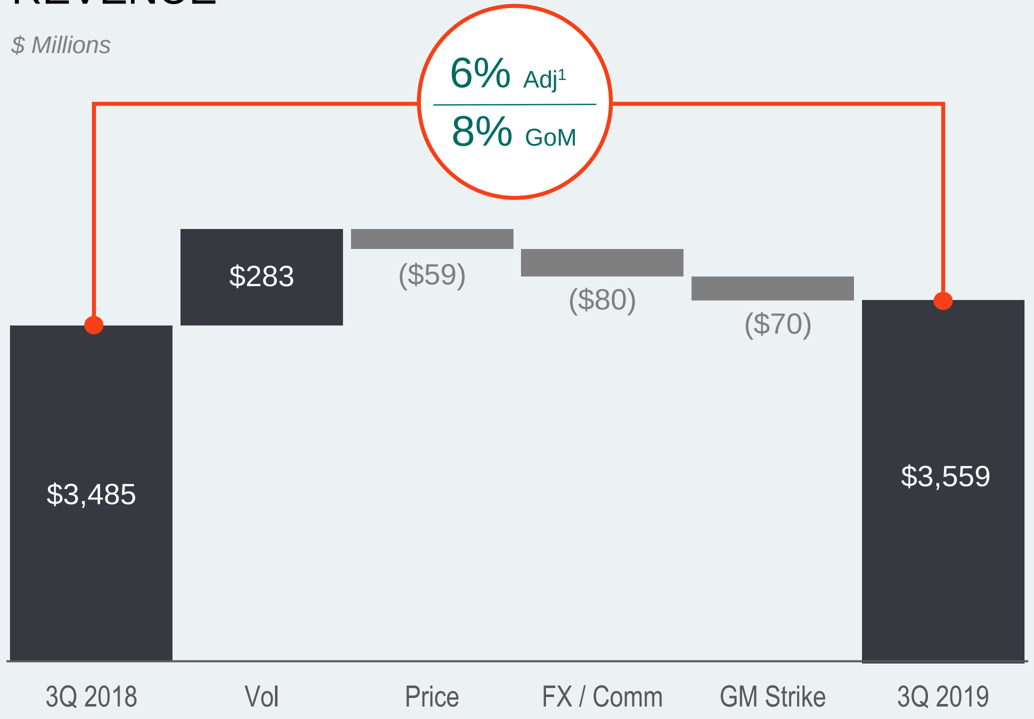
- Purchase Price: ~$310M
- EBITDA Multiple: ~11.5x; ~8.5x (post-synergies)
- Closing: Q4 2019
- Modestly accretive to 2020 EPS

3Q 2019 Revenue Growth

STRONG GROWTH OVER MARKET ACROSS ALL REGIONS WHEN EXCLUDING GM STRIKE IMPACT

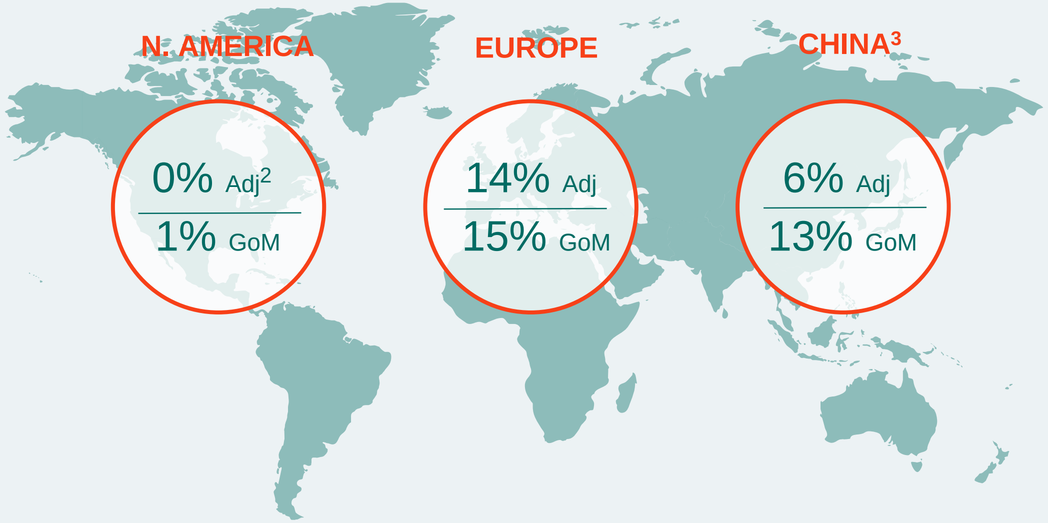
REVENUE

$ Millions



REGIONAL GROWTH

Adjusted[1] | Growth Over Market (GoM)



1. Revenue growth excludes impact of foreign exchange, commodities and divestitures. See appendix slide for organic growth rates.
2. North America adjusted revenue growth up 5% excluding adverse impact of GM/UAW strike
3. Asia Pacific adjusted revenue growth up 5% and growth over market up 10%

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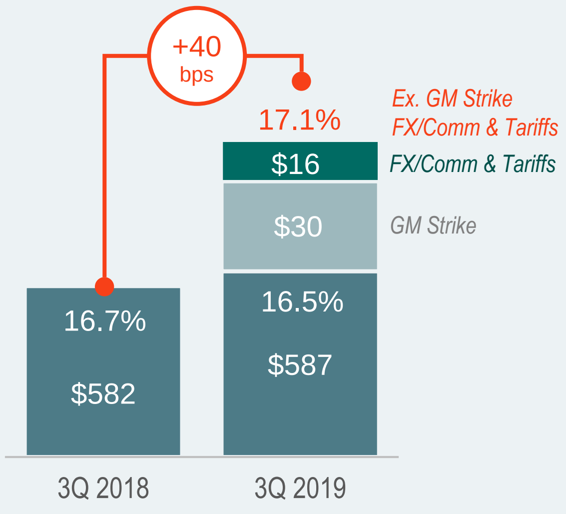
3Q 2019 Earnings

EBITDA, OPERATING INCOME AND EPS ALL AHEAD OF EXPECTATIONS

EBITDA[1]

$ Millions, % of Sales

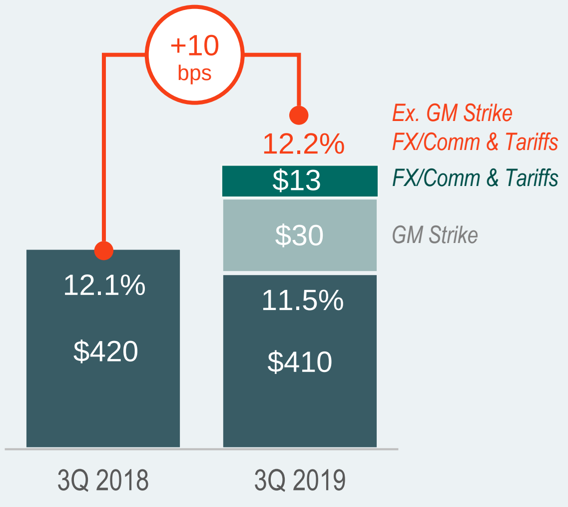
- +$7M versus midpoint of guide ex-GM strike of ($30M)
- Benefit from material & mfg performance initiatives
- ($6M) FX/Comm, ($10M) tariffs YoY



OPERATING INCOME[1]

$ Millions, % of Sales

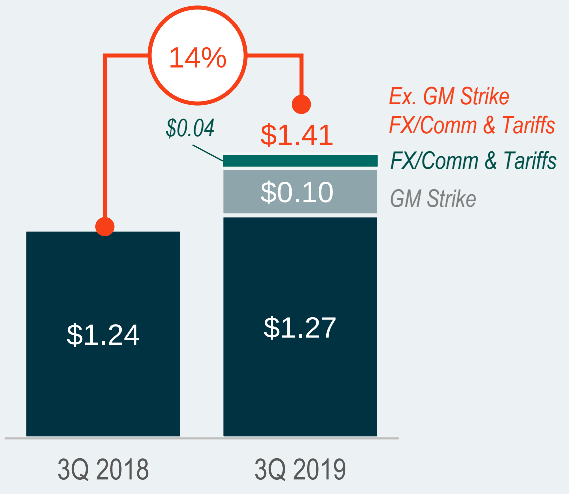
- +$15M versus midpoint of guide ex-GM strike of ($30M)
- ($4M) YoY increase in mobility investments
- ($3M) FX/Comm, ($10M) tariffs YoY



EPS[1]

Earnings per share $

- +$0.07 versus midpoint of guide ex-GM strike of ($0.10)
- OI down ($0.04) YoY, includes ($0.03) of tariff impact
- 13.1% tax rate; $0.03 benefit YoY



1. Adjusted for restructuring and other special items; see appendix for detail and reconciliation to US GAAP

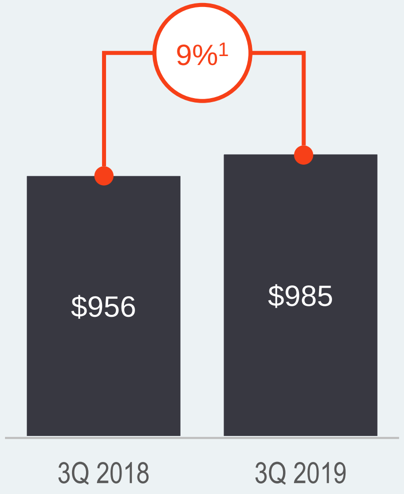
Advanced Safety & User Experience

CONSISTENT DOUBLE DIGIT GROWTH OVER MARKET AND CONTINUED INVESTMENTS TO SUPPORT FUTURE GROWTH

REVENUE

$ Millions

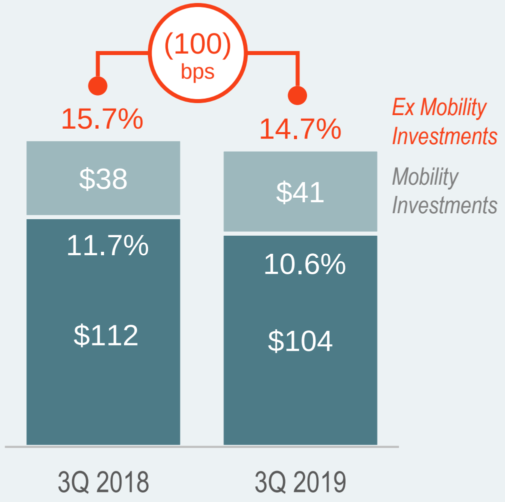
- +11% Growth Over Market
- Active Safety Up 29%
- User Experience Up 4%, ex-Displays Up 12%
- GM strike impact of ~($10M); (1%) of adjusted growth



EBITDA[2]

$ Millions, % of Sales

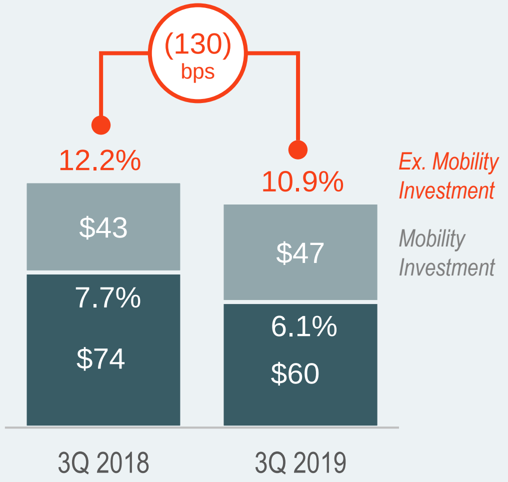
- EBITDA Margins 14.7% ex Mobility
- Engineering spend supports robust new business wins
- (2.7%) price declines
- GM strike impact of ~($5M); (40) bps of margin



OPERATING INCOME[2]

$ Millions, % of Sales

- Op Margins 10.9% ex Mobility
- Engineering spend supports robust new business wins
- (2.7%) price declines
- GM strike impact of ~($5M); (40) bps of margin



1. Revenue growth excludes impact of foreign exchange, commodities and divestitures.
2. Adjusted for restructuring and other special items; see appendix for detail and reconciliation to US GAAP

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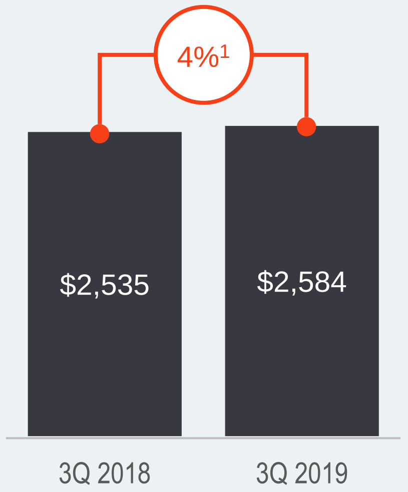
Signal & Power Solutions

STRONG GROWTH OVER MARKET DRIVEN BY NEW LAUNCHES AND END MARKET DIVERSIFICATION

REVENUE

$ Millions

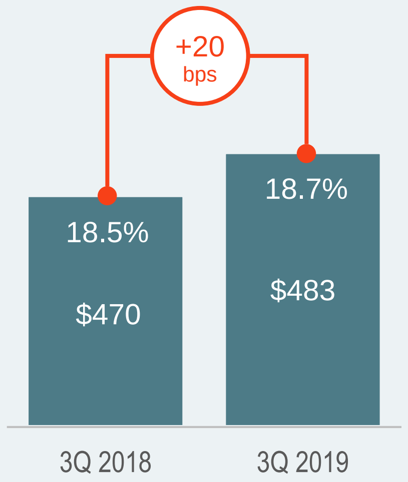
- +6% GoM, robust new launches and M&A benefit
- High Voltage Electrification Up 30%
- CV & Industrial End Markets[3] Up 34%, Up 8% organic
- GM strike impact of ~($60M); (3%) of adjusted growth



EBITDA[2]

$ Millions, % of Sales

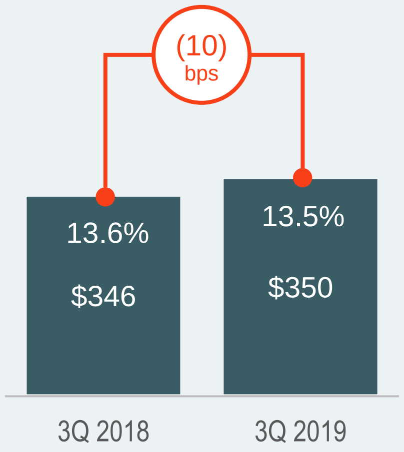
- Up 6% excluding FX/Comm and Tariffs
- ($3M) FX/Comm, ($10M) tariffs YoY
- Benefit from material & mfg performance initiatives
- GM strike impact of ~($25M); (50) bps of margin



OPERATING INCOME[2]

$ Millions, % of Sales

- Up 4% excluding FX/Comm and Tariffs
- ($10M) tariffs YoY
- Benefit from material & mfg performance initiatives
- GM strike impact of ~($25M); (70) bps of margin



1. Revenue growth excludes impact of foreign exchange, commodities and divestitures. See appendix for organic growth rates.
2. Adjusted for restructuring and other special items; see appendix for detail and reconciliation to US GAAP
3. Commercial vehicles and industrial end market revenue includes Winchester acquisition contributions.

2019 Guidance

$ millions, except per share amounts	4Q 2019[3]		FY 2019[3]		COMMENTS
	Excluding GM Strike	*Including GM Strike*	*Excluding GM Strike*	*Including GM Strike*	
REPORTED REVENUE Adj Growth %[1] | Growth Over Market	**$3,675 - 3,775** *~5% | ~9%*	**$3,495 – 3,595** *-% | ~7%*	**$14,505 – 14,605** *~5% | ~9%*	**$14,255 – 14,355** *~3% | ~8%*	• 4Q: AS&UX up Low SD; S&PS down Low SD • FY: AS&UX up Mid SD, S&PS up Low SD
EBITDA[2] EBITDA Margin	**$659 - 679** *17.9 – 18.0%*	**$554 - 574** *15.9 – 16.0%*	**$2,377 – 2,397** *~16.4%*	**$2,242 – 2,262** *15.7 – 15.8%*	• 4Q: (~$30M) FX/Comm; (~$16M) Tariffs • FY: (~$110M) FX/Comm; (~$38M) Tariffs
OPERATING INCOME[2] Operating Margin	**$470 - 490** *12.8 - 13.0%*	**$365 - 385** *10.4 – 10.7%*	**$1,660 – 1,680** *11.4 – 11.5%*	**$1,525 – 1,545** *10.7 – 10.8%*	• 4Q: (~$30M) FX/Comm; (~$16M) Tariffs • FY: (~$95M) FX/Comm; (~$38M) Tariffs
EARNINGS PER SHARE[2] Growth %	**$1.32 – 1.38** *(1%) – 3%*	**$0.97 – 1.03** *(28%) – (23%)*	**$5.07 – 5.13** *(4%) – (2%)*	**$4.62 – 4.68** *(12%) – (11%)*	• 4Q: Down (14%) ex FX/Comm & Tariffs • FY: 12.5% tax rate; $450M share buybacks
OPERATING CASH FLOW			*Excluding GM Strike* **$1,650**	*Including GM Strike* **$1,540**	• Restructuring cash of ~$150M • Capex $800M / ~5.5% of sales

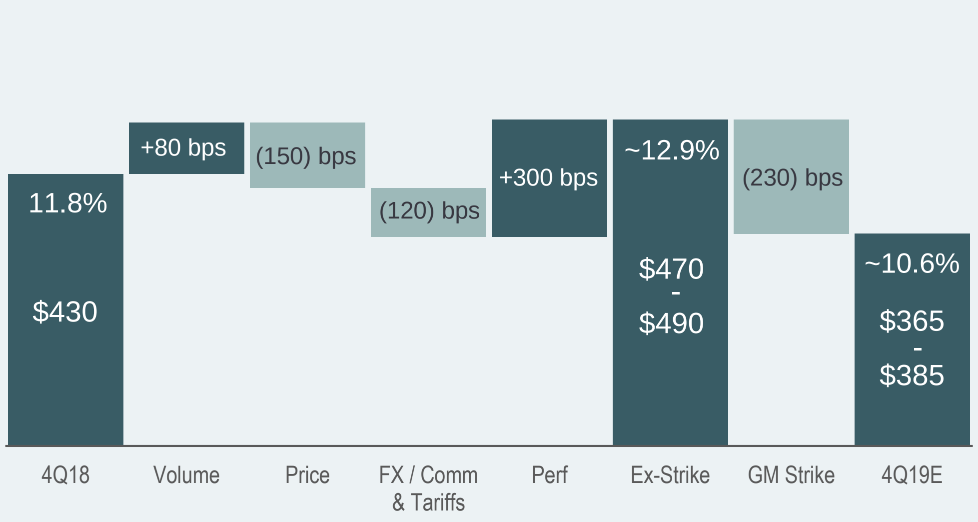
1. Revenue growth excludes impact of foreign exchange, commodities and divestitures
2. Adjusted for restructuring and other special items; see appendix for detail and reconciliation to US GAAP
3. Refer to appendix for guidance reconciliation

2019 Operating Income Guidance Walk

MIDPOINT OF GUIDANCE EXCLUDING THE GM STRIKE IMPACT REMAINS UNCHANGED

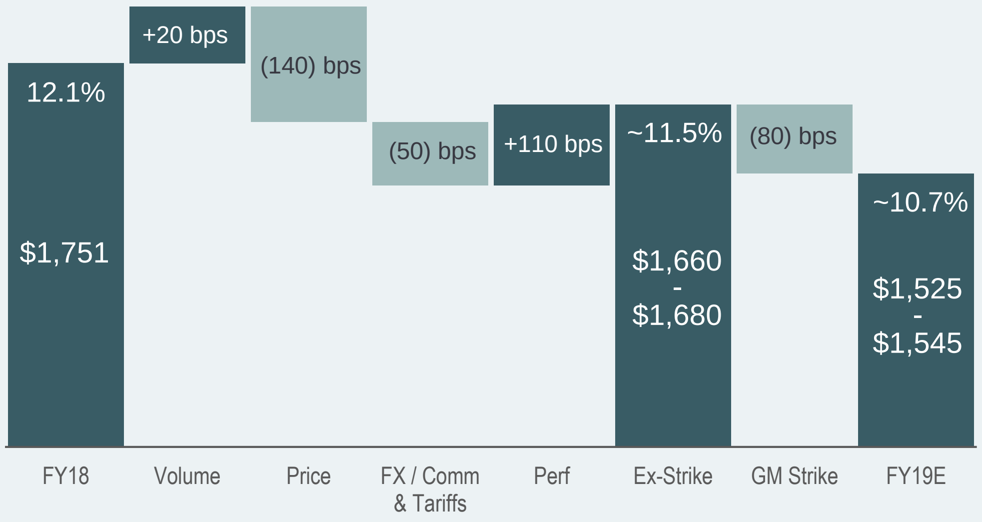
Q4 2019

Operating Income[1] ($ Millions), % of Sales[2]



FULL YEAR 2019

Operating Income[1] ($ Millions), % of Sales[2]



1. Adjusted for restructuring and other special items; margin calculations based on reported revenue; see appendix for detail and reconciliation to US GAAP
2. At midpoint of guidance

2020 Outlook

APTIV FINANCIAL STRATEGY REMAINS UNCHANGED

- COMMITMENT TO **LONG-TERM FINANCIAL** FRAMEWORK
- **RELEVANT PORTFOLIO** ADDRESSING INDUSTRY'S TOP CHALLENGES
- SMART **CAPITAL DEPLOYMENT**
- **INVESTMENTS** TO SUPPORT FUTURE GROWTH

2020 CONSIDERATIONS

Upside:

- **SUSTAINED GOM** DRIVEN BY SECULAR GROWTH DRIVERS
- **FLEXIBLE AND EFFICIENT** COST STRUCTURE
- **PORTFOLIO ENHANCING** TRANSACTIONS

Downside:

- GLOBAL LIGHT VEHICLE **PRODUCTION**
- **FX** AND **COMMODITIES**
- **GLOBAL TRADE** AND **REGULATORY CONTRAINTS**

Summary

PORTFOLIO DRIVING CONTINUED STRONG ABOVE MARKET GROWTH

- Right strategy, rigorously executed driving outperformance today and in the future
- Competitive moat expanding, generating outsized customer awards

PRUDENT FOURTH QUARTER OUTLOOK

- Strong growth over market continues despite slower vehicle production
- Structural cost actions translating into savings, offsetting weak macros

OWNERSHIP MINDSET MAKES APTIV MORE SUSTAINABLE BY DESIGN

- Strengthening business foundation while seeding next wave of growth
- Disciplined and accretive capital deployment enhances through-cycle resiliency

APPENDIX

3Q 2019 vs. 3Q 2018

($ millions, except per share amounts)

	3Q 2019	Fav / (Unfav)	COMMENTS
REPORTED REVENUE Adjusted Growth %[1] | Growth Over Market	**$3,559**	**$74** *6% | 8%*	• Vehicle production down (2%) • AS&UX 11% GoM, S&PS 6% GoM
EBITDA[2] EBITDA Margin	**$587** *16.5%*	**1%** *(20) bps*	• Up 4% ex FX/Commodities and Tariffs • Supporting $41M of Mobility investments
OPERATING INCOME[2] Operating Margin	**$410** *11.5%*	**(2%)** *(60) bps*	• Up 1% ex FX/Commodities and Tariffs • Overcoming higher depreciation & amortization
EARNINGS PER SHARE[2]	**$1.27**	**$0.03** *2%*	• $44M share repurchases in 3Q; $390M YTD • 13.1% tax rate
OPERATING CASH FLOW	**$325**	**$187**	• Higher earnings and lower working capital

1. Revenue growth excludes impact of foreign exchange, commodities and divestitures. See appendix for organic growth rates.
2. Adjusted for restructuring and other special items; see appendix for detail and reconciliation to US GAAP

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2019 Macro Overview

CONTINUED WEAK MACRO ENVIRONMENT

GLOBAL

	Adjusted Growth[1]	Production
1H19	4%	(5%)
3Q19	6%	(2%)
4Q19	-%	(7%)
FY19	**3%**	**(5%)**
PRIOR FY19 GUIDE	*5-6%*	*(4%)*

Light vehicle production down (5%), Commercial Vehicles flat

Note: South America 2% of Revenue[2]

NORTH AMERICA

39% of Revenue[2]

	Adjusted Growth[1]	Production
1H19	4%	(2%)
3Q19	-%	(1%)
4Q19	(16%)	(10%)
FY19	**(2%)**	**(4%)**
PRIOR FY19 GUIDE	*2%*	*(3%)*

Continued new truck/SUV launches and pass car volume declines; GM / UAW strike impact

EUROPE

32% of Revenue[2]

	Adjusted Growth[1]	Production
1H19	6%	(6%)
3Q19	14%	(1%)
4Q19	10%	(3%)
FY19	**9%**	**(4%)**
PRIOR FY19 GUIDE	*9%*	*(4%)*

Continued regulatory constraints and program delays; FY Euro of 1.12

CHINA

19% of Revenue[2]

	Adjusted Growth[1]	Production
1H19	(9%)	(14%)
3Q19	6%	(7%)
4Q19	13%	(7%)
FY19	**1%**	**(11%)**
PRIOR FY19 GUIDE	*2%*	*(13%)*

Assuming units stabilize at ~25M; FY RMB of 6.90

Note: Total Asia Pac 27% of Revenue[2]

1. Adjusted Revenue Growth at Midpoint of Guidance; excludes impact of foreign exchange, commodities and divestitures
2. % of 2018 Revenue

YoY Revenue Growth Metrics

	3Q 2019	YTD 2019
Reported net sales % change	2%	- %
Less: foreign currency exchange and commodities	(3%)	(3%)
Less: divestitures and other, net	(1%)	(1%)
Adjusted revenue growth	**6%**	**4%**

Reflective of management estimates due to integration of businesses	3Q 2019	YTD 2019
Reported Revenue Growth	**2%**	**-%**
Signal And Power Solutions Reported Revenue Growth	2%	(1%)
Advanced Safety And User Experience Reported Revenue Growth	3%	1%
Adjusted Revenue Growth[1]	**6%**	**4%**
Signal And Power Solutions Adjusted Revenue Growth[1]	4%	3%
Advanced Safety And User Experience Adjusted Revenue Growth[1]	9%	8%
Organic Revenue Growth[2]	**4%**	**2%**
Signal And Power Solutions Organic Revenue Growth[2]	2%	(1%)
Advanced Safety And User Experience Organic Revenue Growth[2]	9%	8%

1 Adjusted revenue growth excludes impact of foreign exchange, commodities, and divestitures.

2 Organic revenue growth excludes impact of foreign exchange, commodities, acquisitions and divestitures.

YoY Revenue and OI Adj. By Segment Walks

($ millions)	3Q 2019 Revenue	 OI Adj.
3Q 2018: Signal And Power Solutions	**2,535**	**346**
Volume, net of contractual price reductions	113	(13)
FX and commodities	(64)	(1)
Operational performance	-	30
Other	-	(12)
3Q 2019: Signal And Power Solutions	**2,584**	**350**
3Q 2018: Advanced Safety And User Experience	**956**	**74**
Volume, net of contractual price reductions	45	2
FX and commodities	(16)	(2)
Operational performance	-	6
Other	-	(20)
3Q 2019: Advanced Safety And User Experience	**985**	**60**
3Q 2018: Eliminations And Other	**(6)**	**-**
Volume, net of contractual price reductions	(4)	-
FX and commodities	-	-
3Q 2019: Eliminations And Other	**(10)**	**-**
3Q 2018: Total	**3,485**	**420**
Volume, net of contractual price reductions	154	(11)
FX and commodities	(80)	(3)
Operational performance	-	36
Other	-	(32)
3Q 2019: Total	**3,559**	**410**

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Non-US GAAP Financial Metrics

($ millions)	3Q 2019	3Q 2018	YTD 2019	YTD 2018
Net income attributable to Aptiv	246	222	760	820
Interest expense	42	34	123	104
Other income, net	(7)	(4)	(29)	(27)
Income tax expense	38	66	102	208
Equity income, net of tax	(5)	(4)	(12)	(17)
Net income attributable to noncontrolling interest	6	9	8	30
Operating income	**320**	**323**	**952**	**1,118**
Restructuring	61	65	118	100
Other acquisition and portfolio project costs	17	16	45	57
Asset impairments	1	1	11	2
Deferred compensation related to nuTonomy acquisition	11	15	34	44
Adjusted operating income	**410**	**420**	**1,160**	**1,321**

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Non-US GAAP Financial Metrics

($ millions)	3Q 2019	3Q 2018	YTD 2019	YTD 2018
Net income attributable to Aptiv	246	222	760	820
Interest expense	42	34	123	104
Other income, net	(7)	(4)	(29)	(27)
Income tax expense	38	66	102	208
Equity income, net of tax	(5)	(4)	(12)	(17)
Net income attributable to noncontrolling interest	6	9	8	30
Operating income	**320**	**323**	**952**	**1,118**
Depreciation and amortization	178	163	539	474
EBITDA	**498**	**486**	**1,491**	**1,592**
Restructuring	61	65	118	100
Other acquisition and portfolio project costs	17	16	45	57
Deferred compensation related to nuTonomy acquisition	11	15	34	44
Adjusted EBITDA	**587**	**582**	**1,688**	**1,793**

APTIV

Non-US GAAP Financial Metrics

($ millions, except per share amounts)	3Q 2019	3Q 2018	YTD 2019	YTD 2018
Net income attributable to Aptiv	246	222	760	820
Adjusting items:				
Restructuring	61	65	118	100
Other acquisition and portfolio project costs	17	16	45	57
Asset impairments	1	1	11	2
Deferred compensation related to nuTonomy acquisition	11	15	34	44
Debt extinguishment costs	-	-	6	-
Transaction and related costs associated with acquisitions	-	-	-	5
Gain on changes in fair value of equity investments	-	-	(19)	-
Tax impact of U.S. tax reform enactment	-	-	-	24
Tax impact of adjusting items (a)	(11)	10	(15)	(8)
Adjusted net income attributable to Aptiv	**325**	**329**	**940**	**1,044**
Weighted average number of diluted shares outstanding	256.44	265.33	257.74	265.74
Diluted net income per share attributable to Aptiv	0.96	0.84	2.95	3.09
Adjusted net income per share	**1.27**	**1.24**	**3.65**	**3.93**

(a) Represents the income tax impacts of the adjustments made for restructuring and other special items by calculating the income tax impact of these items using the appropriate tax rate for the jurisdiction where the charges were incurred, and the impact of the intra-entity transfer of intellectual property of $24 million during the three and nine months ended September 30, 2018.

Shares Outstanding

(millions)	3Q 2019	3Q 2018	YTD 2019	YTD 2018
Weighted average ordinary shares outstanding, basic	255.89	264.56	257.32	265.02
Dilutive shares related to RSUs	0.55	0.77	0.42	0.72
Weighted average ordinary shares outstanding, including dilutive shares	**256.44**	**265.33**	**257.74**	**265.74**

APTIV

Non-US GAAP Financial Guidance Metrics

($ millions)	4Q 2019[1]	2019[1]
Net income attributable to Aptiv	203	963
Interest expense	41	164
Other income, net	8	(21)
Income tax expense	37	139
Equity income, net of tax	(1)	(13)
Net income attributable to noncontrolling interest	15	23
Operating income	**303**	**1,255**
Restructuring	54	172
Other acquisition and portfolio project costs	9	54
Asset impairments	-	11
Deferred compensation related to nuTonomy acquisition	9	43
Adjusted operating income	**375**	**1,535**
Less: Impact of GM labor strike	*105*	*135*
Pro forma - Adjusted operating income	*480*	*1,670*

1. Prepared at the estimated mid-point of the Company's financial guidance range.

APTIV

Non-US GAAP Financial Guidance Metrics

($ millions)	4Q 2019[1]	2019[1]
Net income attributable to Aptiv	203	963
Interest expense	41	164
Other income, net	8	(21)
Income tax expense	37	139
Equity income, net of tax	(1)	(13)
Net income attributable to noncontrolling interest	15	23
Operating income	**303**	**1,255**
Depreciation and amortization	189	728
EBITDA	**492**	**1,983**
Restructuring	54	172
Other acquisition and portfolio project costs	9	54
Deferred compensation related to nuTonomy acquisition	9	43
Adjusted EBITDA	**564**	**2,252**
Less: Impact of GM labor strike	*105*	*135*
Pro forma - Adjusted EBITDA	*669*	*2,387*

1. Prepared at the estimated mid-point of the Company's financial guidance range.

APTIV

Non-US GAAP Financial Guidance Metrics

($ millions, except per share amounts)	4Q 2019[1]	2019[1]
Net income attributable to Aptiv	203	963
Restructuring	54	172
Other acquisition and portfolio project costs	9	54
Asset impairments	-	11
Deferred compensation related to nuTonomy acquisition	9	43
Debt extinguishment costs	-	6
Gain on changes in fair value of equity investments	-	(19)
Tax impact of adjusting items (a)	(19)	(34)
Adjusted net income attributable to Aptiv	**256**	**1,196**
Weighted average number of diluted shares outstanding	256.19	257.34
Diluted net income per share attributable to Aptiv	0.79	3.74
Adjusted net income per share	**1.00**	**4.65**
Less: Impact of GM labor strike	*0.35*	*0.45*
Pro forma - Adjusted net income per share	*1.35*	*5.10*

1. Prepared at the estimated mid-point of the Company's financial guidance range.

(a) Represents the income tax impacts of the adjustments made for restructuring and other special items by calculating the income tax impact of these items using the appropriate tax rate for the jurisdiction where charges were incurred.

APTIV

APTIV