

• A P T I V •

Aptiv PLC

Finance Committee Charter

TABLE OF CONTENTS

I. Purpose of the Committee	3
II. Authority and Delegation	3
III. Membership	3
IV. General Operating Procedures	3
V. Duties and Responsibilities	4

APTIV PLC
FINANCE COMMITTEE CHARTER

I. Purpose of the Committee

The purpose of the Finance Committee (the “Committee”) of the Board of Directors (the “Board”) of Aptiv PLC (the “Company”) shall be to assist in Board oversight of 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 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 outside counsel, accountants, outside 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 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 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 the Company's policies and practices relating to financial matters, including management's strategies for mitigating liquidity, commodity, interest rate and foreign exchange risks, the Company's tax strategy and initiatives 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 pension and 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, and any significant updates thereto.