



NEWS RELEASE

Aptiv PLC Announces Proposed Offerings of Ordinary Shares and Mandatory Convertible Preferred Shares

2020-06-08

DUBLIN, June 8, 2020 /PRNewswire/ -- Aptiv PLC (NYSE: APTV) (the "Company") today announced that it has commenced concurrent proposed offerings of \$1.0 billion of ordinary shares (the "Ordinary Shares Offering") and \$1.0 billion of Series A Mandatory Convertible Preferred Shares (the "mandatory convertible preferred shares") (the "Preferred Shares Offering," and together with the Ordinary Shares Offering, the "Offerings"). The Company expects to grant the underwriters of the Ordinary Shares Offering, a 30-day option to purchase up to an additional \$150.0 million of ordinary shares and the underwriters of the Preferred Shares Offering, a 30-day option to purchase up to an additional \$150.0 million of mandatorily convertible preferred shares, solely to cover over-allotments, if any. Neither the completion of the Ordinary Shares Offering nor the Preferred Shares Offering is contingent upon the completion of the other. The Offerings are both subject to market and other conditions, and there can be no assurance as to whether or when either of the Offerings may be completed, if at all, or as to the actual size or terms of either of the Offerings. The Company intends to use the net proceeds from the Offerings for general corporate purposes, which may include, without limitation and in the Company's sole discretion, funding potential future investments (including acquisitions), capital expenditures, working capital, repayment of outstanding indebtedness, and satisfaction of other obligations. Unless earlier converted, each mandatory convertible preferred share will automatically convert into a variable number of shares of the Company's ordinary shares on or around June 15, 2023. The conversion terms, dividend rate and the other terms of the mandatory convertible preferred shares will be determined at the time of pricing of the Preferred Shares Offering.

Goldman Sachs & Co. LLC and Citigroup are acting as joint lead book-running managers for the Offerings. Barclays, BofA Securities, Deutsche Bank Securities and J.P. Morgan are also acting as book-running managers for the Offerings. BNP Paribas, SMBC Nikko and Societe Generale are acting as senior co-managers for the Offerings. BTIG, MUFG, TD Securities and UniCredit Capital Markets are acting as co-managers for the Ordinary Shares Offering.



MUFG, TD Securities, UniCredit Capital Markets and US Bancorp are acting as co-managers for the Preferred Shares Offering.

The Company is conducting the Offerings pursuant to an effective shelf registration statement, including a base prospectus, under the Securities Act of 1933, as amended. Each of the Offerings is being made only by means of a separate prospectus supplement and the accompanying prospectus. Copies of the preliminary prospectus supplement and accompanying prospectus relating to either the Ordinary Shares Offering or the Preferred Shares Offering may be obtained by contacting Goldman Sachs & Co. LLC, Attention: Prospectus Department, 200 West Street, New York, New York 10282, telephone: 1-866-471-2526, facsimile: 212-902-9316 or by emailing **prospectus-ny@ny.email.gs.com** or Citigroup, c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, New York 11717, telephone: 1-800-831-9146 or by emailing **prospectus@citi.com**. Before you invest in either of the Offerings, you should read the applicable prospectus supplement relating to such Offering and accompanying prospectus, the registration statement and the other documents that the Company has filed with the Securities and Exchange Commission as incorporated by reference therein, for more complete information about the Company and the Offerings. Investors may obtain these documents for free by visiting the SEC's website at **www.sec.gov**.

This press release shall not constitute an offer to sell, or a solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

About Aptiv

Aptiv is a global technology company that develops safer, greener and more connected solutions enabling the future of mobility.

Forward-Looking Statements

This press release, as well as other statements made by the Company, contain forward-looking statements that reflect, when made, the Company's current views with respect to the Offerings, current events 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 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 integral to the Company's products; 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 and its predecessor agreement, the North American Free Trade 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" in the applicable prospectus supplement for the Offerings, and "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.

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