

# CODE OF ETHICAL BUSINESS CONDUCT

DRIVE



• APTIV •

## Dear Aptiv Colleagues:

Ethics and integrity is a core value at Aptiv and guides how we interact with our colleagues, customers, investors, regulators, suppliers and other stakeholders.

We each have an obligation to ensure Aptiv continues to be a trustworthy and ethical company. That means acting lawfully and with the highest level of integrity in everything we do. Aptiv's Code of Ethical Business Conduct is your guide to understanding expectations in this regard. It provides clear instructions for making decisions and taking actions that are consistent with our ethical standards. In addition, it is meant to encourage you to speak up when you witness or hear of activity that could contradict our values.

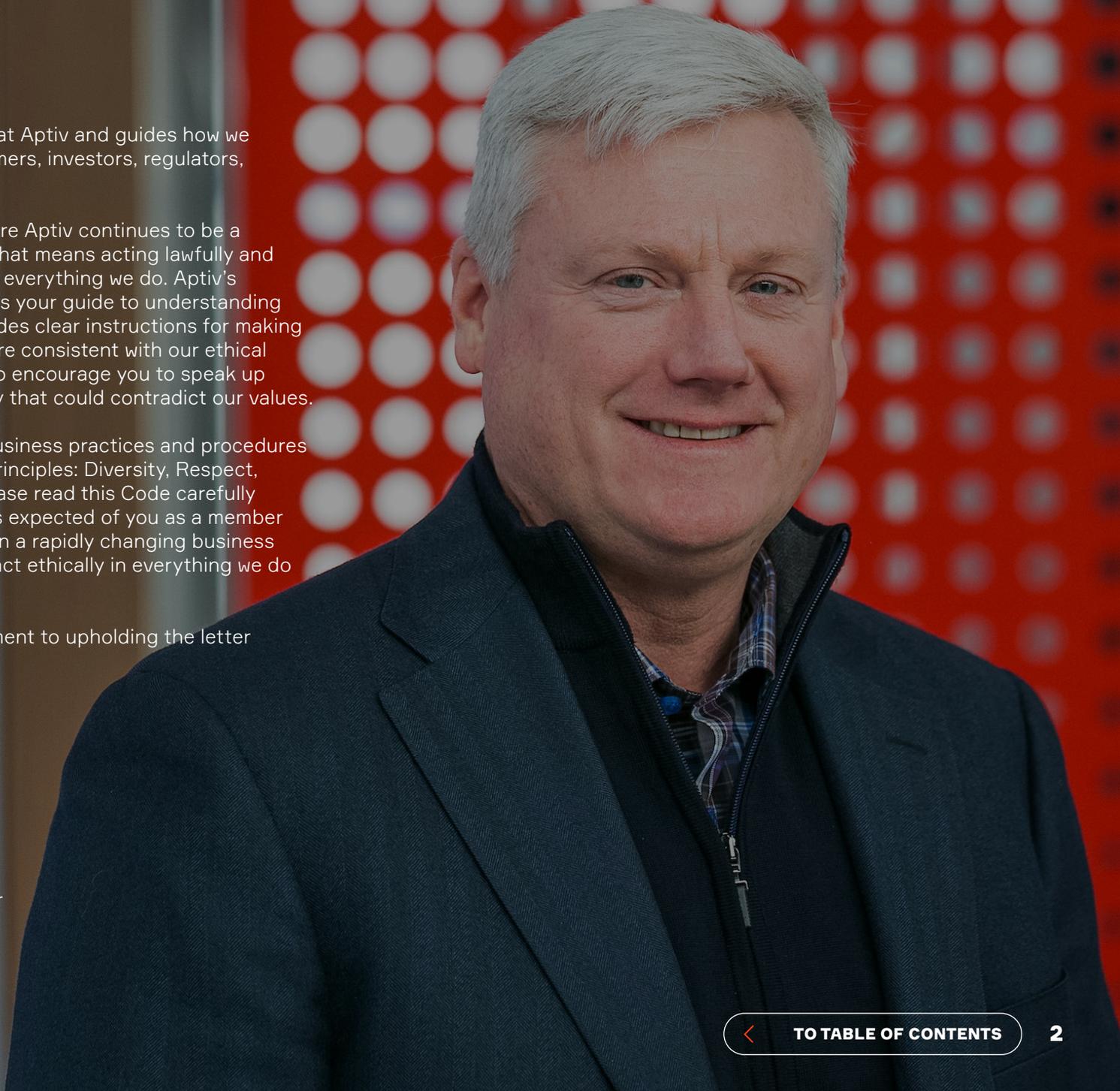
Our Code covers a wide range of business practices and procedures and is an extension of our DRIVE principles: Diversity, Respect, Integrity, Value and Excellence. Please read this Code carefully and be sure you understand what is expected of you as a member of the Aptiv team. We are involved in a rapidly changing business environment, yet our obligation to act ethically in everything we do will not change.

I appreciate your personal commitment to upholding the letter and spirit of our Code.

Regards,



**Kevin Clark**  
President & Chief Executive Officer  
Aptiv



## I am pleased to present this third version of Aptiv's Code of Ethical Business Conduct.

This Code serves as the foundation for Aptiv's compliance and integrity program. It is regularly accessed by our employees, customers, suppliers and other external parties to help understand the principles and expectations that drive operational excellence for Aptiv every day, around the world.

The Code is designed to be an engaging and relevant tool. Inside you will find coverage of several central topics, including: how we care for our employees, how we interact with and operate in the communities where we do business, and how we ensure integrity and compliance with the laws, regulations and best practices.

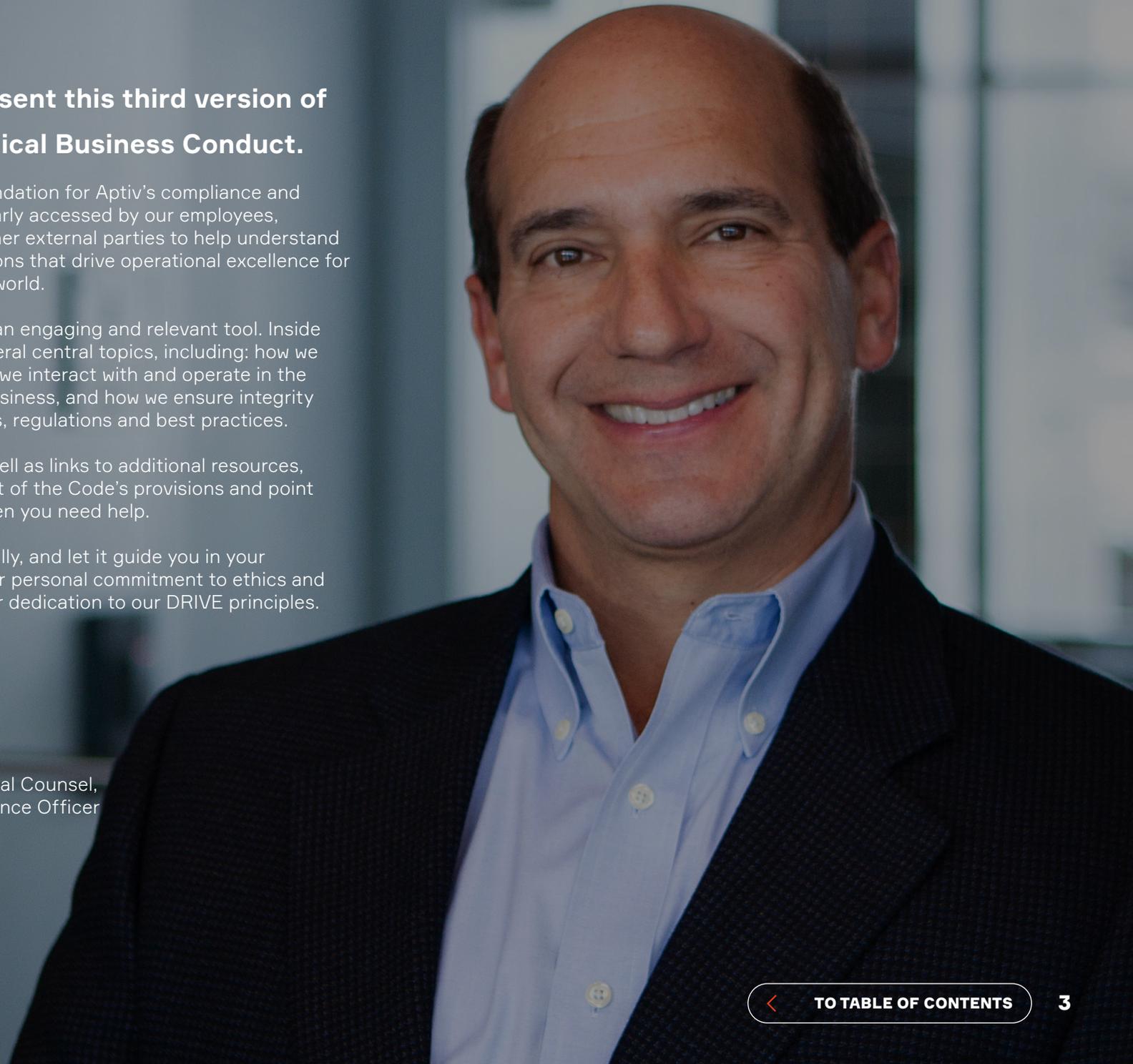
Questions and answers, as well as links to additional resources, illustrate the practical impact of the Code's provisions and point you in the right direction when you need help.

Please read this Code carefully, and let it guide you in your decisions. Thank you for your personal commitment to ethics and compliance at Aptiv and your dedication to our DRIVE principles.



**David Sherbin**

Senior Vice President, General Counsel,  
Secretary and Chief Compliance Officer  
Aptiv



## TABLE OF CONTENTS

**2** **Introductory Letter from President & Chief Executive Officer**

**3** **Introductory Letter from Chief Compliance Officer**

**5** **Our DRIVE Principles**

**6** **Your Personal Pledge to Do the Right Thing**

**7** **Code Overview**

Why Do We Have a Code?

How is This Code Relevant to Me?

Who Must Follow Our Code?

How Should I Use This Code?

Does This Code Change?

What Are the Consequences of Violating the Code?

**9** **Asking Questions and Raising Concerns**

When Should I Speak Up?

Where Can I Go for Help?

We Do Not Retaliate

The Aptiv DRIVE Line

**15** **Diversity and Respect in Our Workplace**

Global Labor Principles

Ensure Freedom from Harassment and Bullying

Support a Safe and Healthy Workplace  
Workplace Violence

Take Substance Abuse Seriously

**21** **Doing Business with Integrity**

Avoid Conflicts of Interest

Avoid Improper Payments & Corrupt Practices

Understand When We Can Give and Receive Gifts and Entertainment

Giving and Receiving Gifts

Entertainment

Compete Fairly

Never Act on Material Non-Public Information

Commit to Superior Product Quality

Working With Suppliers

Comply with Trade Restrictions & Controls

**33** **Valuing Our Property and Information**

Protect Company Assets

Avoid Taking Business Opportunities that Arise from the Use of Aptiv Information

Safeguard Information

Follow Information Security Procedures

Respect Personal Information

Create and Maintain Accurate Business and Financial Records

Accurate Business and Financial Records

Provide Full and Accurate Company Disclosure

Prevent Fraud

Practice Careful Communication

Responding to Government Inquiries and Investigations

Record Retention and Destruction

Speaking on Behalf of the Company

Social Media

**44** **Excellence in Society and Our Communities**

Our Commitment to Corporate Social Responsibility (CSR)

Appropriate Corporate Governance

Ethics and Compliance

Global Labor Principles

Respect and Protect the Environment

Education and Philanthropy

Occupational Health and Safety

Political Participation

**50** **Always Do the Right Thing!**



The "i" symbol throughout this document indicates where you can learn more about laws and policies that apply to you. See the additional resources identified throughout this document with this symbol, ask your supervisor or contact a member of the Legal or Human Resources staff.

# »» OUR DRIVE PRINCIPLES



## **DIVERSITY**

We value strength and innovation. Our success depends on the unique skills and perspectives of our richly diverse team.

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## **RESPECT**

We maintain a foundation of trust and respect with everyone we interact with, including our colleagues, customers, regulators, suppliers and other stakeholders.

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## **INTEGRITY**

We perform our work with honesty and integrity, and we voice concerns when we believe our company or colleagues are not acting ethically or in compliance with the law.

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## **VALUE**

We provide value in everything we do, for our customers, our shareholders, and the communities and institutions we interact with.

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## **EXCELLENCE**

Our future success depends on uncompromising adherence to our core values of Ethics & Compliance, Health & Safety, Respect and Corporate Social Responsibility, as well as our culture of Innovation, Collaboration and Excellence.

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**OUR DRIVE PRINCIPLES  
HIGHLIGHT OUR  
COMMITMENT TO  
DOING BUSINESS WITH  
INTEGRITY. THEY ARE THE  
FOUNDATION FOR OUR  
ACTIONS AT WORK.**



## THIS CODE IS A COMMITMENT TO DOING WHAT IS RIGHT.

When you work for Aptiv, you agree to uphold this commitment. Understand the standards and guidelines that apply to your job and follow them. Employees who fail to follow these standards, or who fail to abide by applicable laws, put themselves and Aptiv at risk. They are also subject to disciplinary action that may include termination.



If you have questions about the laws that apply to your activities, contact your supervisor, a member of Legal or Human Resources staff, or the Aptiv DRIVE Line.

<https://driveline.aptiv.com>

## CODE OVERVIEW

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### Why Do We Have a Code?

Aptiv is committed to ethical conduct in our business, and we strive to comply with the letter and spirit of the law. Our Code is the foundation of this commitment and serves as our guide as we perform our daily responsibilities at work.

The Aptiv Code provides details regarding available ethics and compliance resources, and guides us when we need advice determining the right course of action. Acting with integrity is the most important thing we can do as we perform our jobs. Our responsibility is to live up to the standards reflected in our Code, our DRIVE principles, and corporate and operating company policies.

### How is This Code Relevant to Me?

This Code is designed to help identify and avoid ethical or legal issues in areas that are unfamiliar, and to act as a guide to making the right decision when difficult ethical questions arise. It also lists references to turn to with questions or concerns.

### Who Must Follow Our Code?

Our Code applies to the employees of all Aptiv companies, including subsidiaries and controlled affiliates. It also applies to our board members and others who are contracted to do business with Aptiv, such as temporary employees and consultants.

### How Should I Use This Code?

You should begin by reading the Code and becoming familiar with its concepts. The symbol **D** will alert you to additional resources available to assist you in interpreting the Code. Remember, your supervisor or a member of the Human Resources or Legal staffs is always available if you have further questions or comments.

**Note: Supervisors, members of the Human Resources staff and members of the Legal staff have special responsibilities.**

Throughout this Code, Aptiv employees are directed to consult their supervisors and members of the Human Resources and Legal staffs with any questions about the Code. If you are a supervisor or member of the Human Resources or Legal staffs, you have a responsibility to:

- Know the Code: You may be stopped at any time by any employee with questions regarding the Code, so be prepared. Bring any questions requiring interpretation to David Sherbin, chief compliance officer.
- Be a good example: Lead with integrity and show what it means to act with integrity.
- Be responsive: If an employee asks a question about the Code, respond quickly or forward the question to the person in the best position to provide the answer.
- Enforce the standards in the Code.
- Prevent retaliation against employees who raise questions or concerns regarding compliance and ethics.

## CODE OVERVIEW

### Does This Code Change? Are Provisions Ever Waived?

Yes. Changes to this Code may be made from time to time to address new issues or legal developments that impact how we conduct business. Waivers of the provisions in this Code may only be granted with proper approval. For questions about waivers, contact our Chief Compliance Officer, David Sherbin.

### What Are the Consequences of Violating the Code?

Violations of the Code or related policies may result in serious consequences, up to and including termination of employment, and in some cases even civil or criminal liability.

### Things to Think About

We conduct business all over the world and are subject to the laws of different countries and oversight organizations. We are responsible for following the laws that apply to us. If you are unsure about which laws apply to you, contact your supervisor or a member of the Legal or Human Resources staffs.





## ASKING QUESTIONS AND RAISING CONCERNS

We all have a responsibility to understand the laws and policies that govern our business activities. We also have a duty to let the Company know if we suspect someone may be in violation of the law or our policies. It is vital that employees speak up whenever they're uncertain about a course of action, or have reason to believe a violation has occurred.



## ASKING QUESTIONS & RAISING CONCERNS

### When Should I Speak Up?

This Code provides an overview of Aptiv's expectations, and general guidance for our actions. However, it cannot anticipate every possible situation you may encounter. That's why it's crucial that you speak up as soon as possible if:

- You are unsure about the proper course of action and need advice
- You believe that someone acting on behalf of Aptiv is doing, or may be about to do, something that violates the law or our Code

### Where Can I Go for Help?

We value an environment of open, honest communication. There are many resources available to help you make the right decision and to report concerns or violations, including:

- Your immediate supervisor
- Other managers or the head of your department
- Functional experts such as Legal staff, Internal Audit Services, Corporate Security or Human Resources
- Regional compliance officers or the general counsel and chief compliance officer
- Aptiv DRIVE Line  
<https://driveline.apativ.com>



### Things to Think About

You have a duty to speak up regarding potential legal or ethical violations. But how do you know if there's really a problem? Ask yourself the following questions:

- Does something not feel right?
- Is the action not in compliance with the law?
- Is the action in violation of our Code and policies?
- Would you be uncomfortable if the action were made public?

If the answer to any of these questions is “yes,” speak up. Seek further guidance, or report the behavior. Keeping quiet is never the right solution. If someone is breaking the law or violating Aptiv's Code, their actions could seriously damage Aptiv. Raising an issue as soon as you become aware of it can prevent a small problem from becoming a crisis. Your active participation helps us work together to keep our workplace ethical and protects Aptiv from the consequences of wrongdoing.

## ASKING QUESTIONS & RAISING CONCERNS

# WE TAKE CLAIMS OF RETALIATION SERIOUSLY. WE INVESTIGATE ALL ALLEGATIONS OF RETALIATION AND TAKE DISCIPLINARY MEASURES WHEN APPROPRIATE.

### We Do Not Retaliate

Any employee who in good faith seeks advice, raises a concern or reports misconduct is doing the right thing. Retaliation against any person who voices a concern will not be tolerated. Anyone who retaliates against someone for reporting an issue in good faith has violated this Code, and is subject to disciplinary action, up to and including termination. If someone you know has raised a compliance or integrity issue and you suspect retaliation by someone else, immediately contact your supervisor, a member of the Human Resources staff or the Aptiv DRIVE Line.

### QUESTION

What does reporting an issue in “good faith” mean?

### ANSWER

It is a violation of our Code to knowingly make a false allegation or report. When you report an issue in “good faith,” it means that you believe the information you are reporting is accurate and truthful (even if that belief turns out to be mistaken). We protect employees who raise their concerns honestly and openly.

## ASKING QUESTIONS & RAISING CONCERNS



### The Aptiv DRIVE Line

If you feel unsure about where to go or are uncomfortable using resources identified in this Code, Aptiv has an additional resource that can help: the Aptiv DRIVE Line. The Aptiv DRIVE Line is an anonymous (if requested, and subject to local law) outlet that allows employees to notify the Company of concerns regarding ethics and compliance.

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**THE APTIV DRIVE LINE IS OPERATED BY AN INDEPENDENT COMPANY 24 HOURS A DAY, SEVEN DAYS A WEEK, WITH TRANSLATION SERVICES AVAILABLE AT ALL TIMES.**

You may contact the Aptiv DRIVE Line by phone or the Internet.

#### Phone

See the DRIVE Line posters throughout your facility, or visit <https://driveline.aptiv.com>, for the number appropriate for your region.

#### Internet

<https://driveline.aptiv.com>



## ASKING QUESTIONS & RAISING CONCERNS

### QUESTION

What happens when I contact the Aptiv DRIVE Line?

### ANSWER

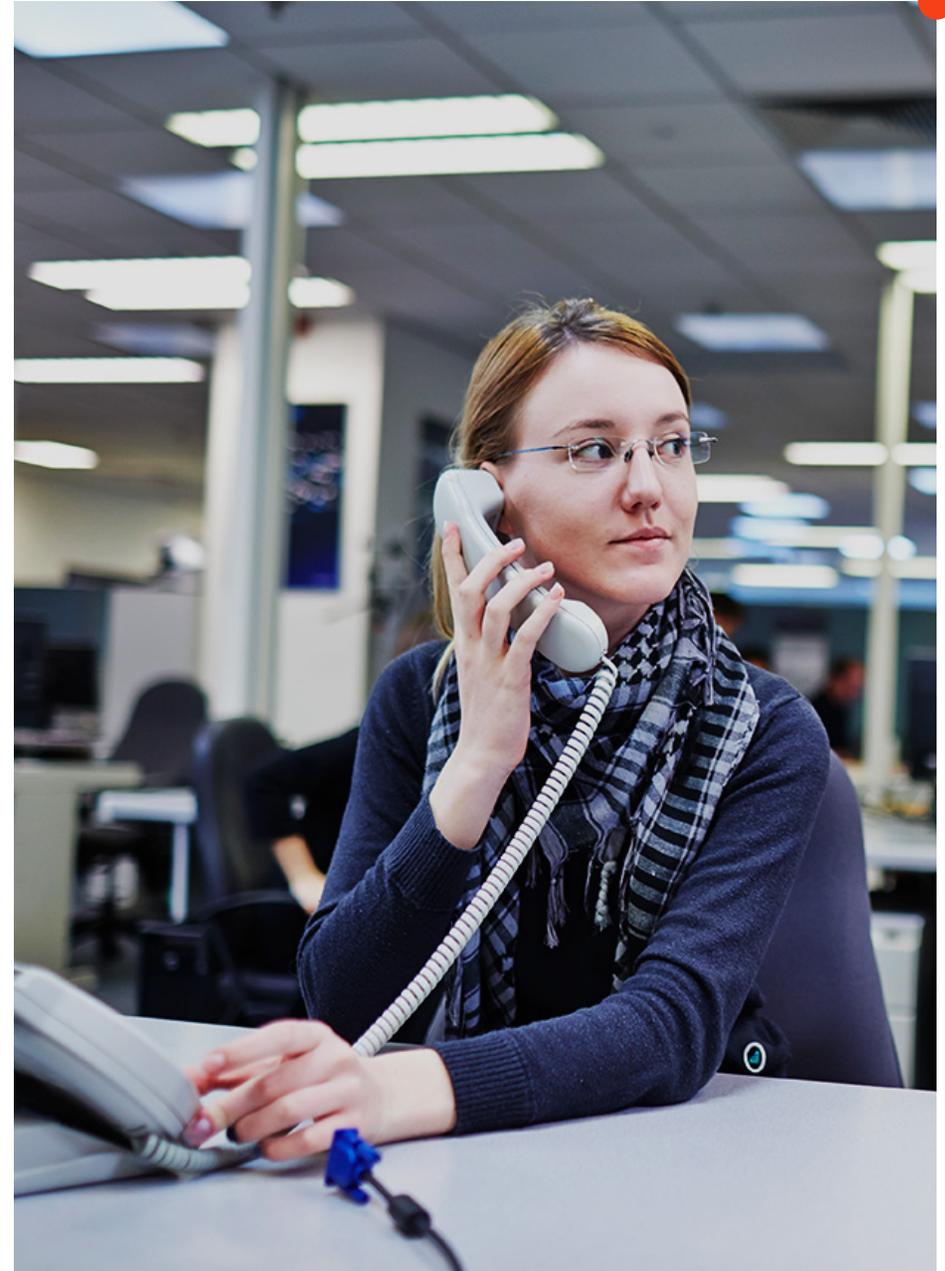
If you contact the Aptiv DRIVE Line by phone, the attendant (who is not an employee of Aptiv) will listen and provide a detailed summary of your call to Aptiv's compliance team.

The information will be confidential and your identity will be protected. If local law imposes any restrictions, the attendant will provide the relevant instructions.

If you contact the Aptiv DRIVE Line on the Internet, you will be able to report your concern and provide details. Exactly like a phone report, the information will be confidential and your identity will be protected to the greatest extent possible. The Internet portal will provide you information about any local law restrictions that may apply.

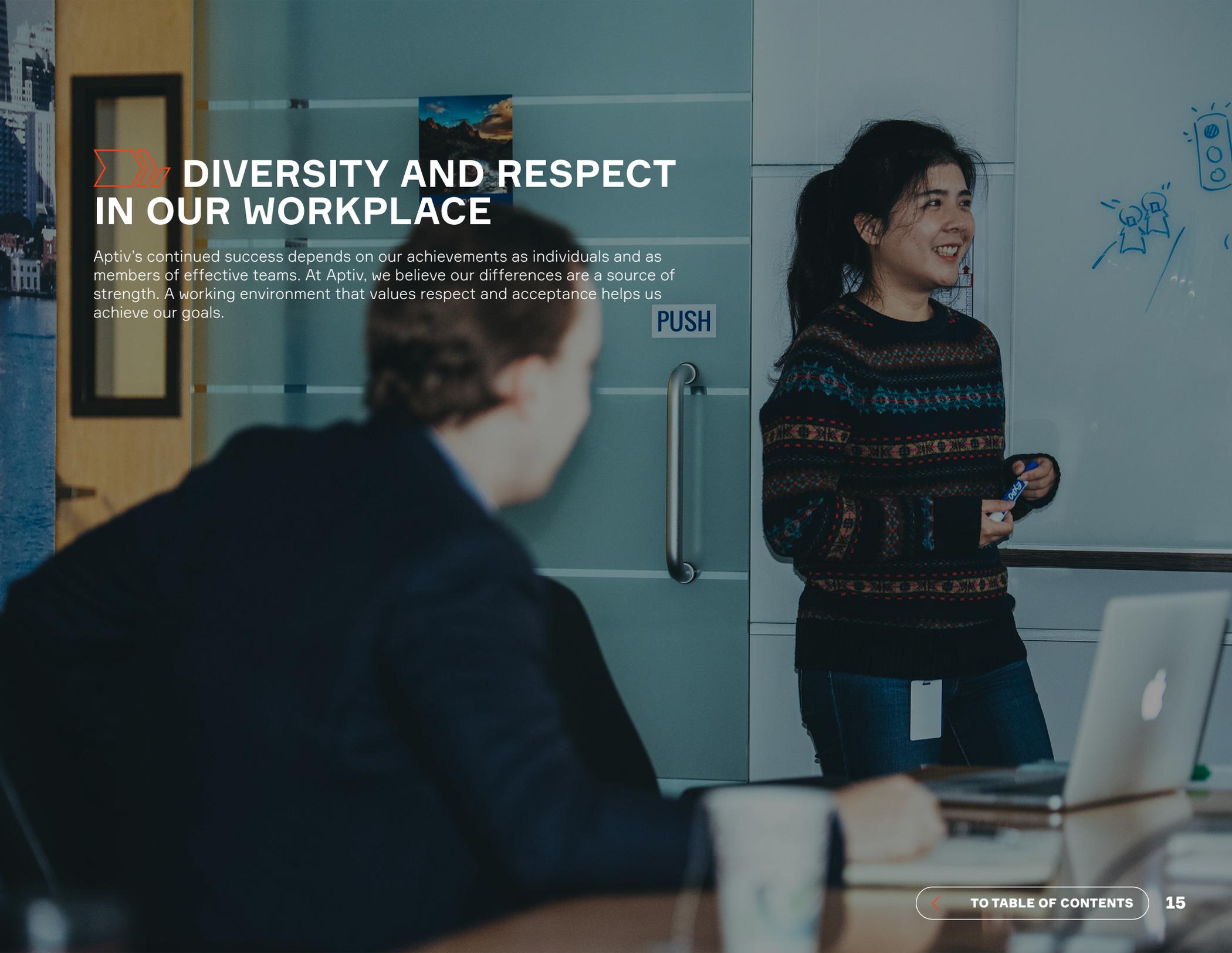
Regardless of how an issue is reported, the Aptiv DRIVE Line assigns a tracking number to each case. Employees who have made a report can check back on the status of their case or provide more information. If an employee wishes to provide his or her name, the employee is protected by the Company's strict policy against retaliation.

All reports will be reviewed by a member of the Aptiv Compliance team. If further investigation is warranted, the matter will be handled promptly by trained investigators or subject matter experts, and corrective action will be taken as appropriate.



## THE BOTTOM LINE

- You have an obligation to report suspected legal or ethical violations.
- The Aptiv DRIVE Line is an important resource for you.
- Your identity is protected.
- Retaliation against anyone who reports ethical violations in good faith is not tolerated.

A woman with dark hair in a ponytail, wearing a colorful patterned sweater and jeans, stands smiling and holding a blue marker. She is in a meeting room, presenting to a man in a dark suit who is seen from the back. In the background, there is a whiteboard with blue drawings of people and a device. A glass door with a silver handle and a 'PUSH' sign is visible. The overall scene is dimly lit with a blueish tint.

## DIVERSITY AND RESPECT IN OUR WORKPLACE

Aptiv's continued success depends on our achievements as individuals and as members of effective teams. At Aptiv, we believe our differences are a source of strength. A working environment that values respect and acceptance helps us achieve our goals.

PUSH



## DIVERSITY & RESPECT IN OUR WORKPLACE

# GLOBAL LABOR PRINCIPLES

Aptiv's employees are our most valuable resource. We are committed to treating our employees with integrity and respect, and we adhere to the following principles:

### DISCRIMINATION

We provide equal employment opportunities to individuals of diverse backgrounds and experiences. We do not discriminate against an employee or applicant because of their race, ethnicity, color, gender, sexual orientation, religion, age, national origin, handicap/disability, genetic information, union activities, political beliefs, veteran status or disabled veteran status, marital status, pregnancy status or any other status that is protected by law in a particular jurisdiction.

### CHILD LABOR

We comply with applicable laws in each jurisdiction in which we conduct business, and in accordance with International Labor Organization standards, we do not employ anyone under the age of 15.

### SLAVE LABOR/HUMAN TRAFFICKING

We do not use or tolerate forced or slave labor, or any form of human trafficking.

### WORKING HOURS

We commit to providing fair working conditions, with work hours set in compliance with applicable local laws.

### FREEDOM OF ASSOCIATION

We recognize the right of employees to communicate openly with management regarding working conditions without fear of retaliation or intimidation.

### HEALTH & SAFETY

We are committed to protecting the health and safety of each employee as our overriding priority. Aptiv believes that all occupational injuries and illnesses are preventable, and that there will be no compromise of an individual's wellbeing in anything we do.

### Things to Think About

Evaluate all employees on their work product and skills, rather than on gender, race, religion, age, or any other specific demographic characteristic. Consult with the Human Resources staff before finalizing personnel decisions.

## DIVERSITY & RESPECT IN OUR WORKPLACE

### Ensure Freedom from Harassment and Bullying

Our Company values integrity and respect. We want a workplace that is free from harassment, bullying and any other discriminatory conduct, including jokes, slurs or other offensive remarks. Similarly, implicit or explicit threats, intimidation, bullying and violence will not be tolerated.

Some actions that may be considered harassment are:

- Unwelcome or inappropriate comments, jokes, physical contact or gestures
- Sexual advances or requests for sexual favors
- Verbal or physical threats of any kind
- Displaying or distributing explicit or derogatory material
- Making ethnic, religious, age-related or sexual jokes or insults
- Demonstrating hostility towards others because of personal characteristics



#### QUESTION

Some of the workers in my area regularly tell tasteless jokes and use foul language. This doesn't bother me, but I can tell that it upsets one of my coworkers, especially when the jokes or comments are directed at her. Should I say something?



#### ANSWER

Yes. It appears that this conduct has created an uncomfortable work environment for your coworker. If you're comfortable asking the employees to stop the jokes, you may. If not, you should make your supervisor or the Human Resources staff aware.



If you observe or experience any form of harassment, report it to your supervisor, a member of the Human Resources staff or contact the Aptiv DRIVE Line. Remember, our Company has a strict policy forbidding retaliation against anyone making a good faith report. Anyone who retaliates against another employee is subject to disciplinary action, up to and including termination.

## DIVERSITY & RESPECT IN OUR WORKPLACE

### Support a Safe and Healthy Workplace

The health and safety of our employees is Aptiv's highest priority. We believe all occupational injuries and illnesses are preventable. Aptiv will never compromise the health or well-being of anyone at Aptiv. We follow all safety laws, regulations and policies at all of our locations.

Safety is everyone's responsibility. Aptiv's commitment to safety means that each of us needs to be alert to safety risks while we work. It also means that supervisors have an overriding responsibility to lead by example and support safe work practices.

### Things to Think About

Our manufacturing facilities display safety information to plant employees and visitors as a matter of pride and celebration. We have cause to celebrate: our safety record is outstanding. We must, however, ensure that our safety numbers remain accurate. If an accident occurs, we must recognize, understand and correct it. Failure to report an accident should never happen at Aptiv.



While walking through the plant, I saw an employee driving a forklift truck in what appeared to be a reckless manner. I work in the main office, and I have no responsibilities for the plant or its employees, so I didn't say anything. Now I'm wondering if I made the right call.



You should let someone know. Safety is everyone's responsibility. Reporting unsafe practices can help Aptiv take preventive steps to avoid accidents. Your actions are important in protecting the safety of the workplace and your coworkers. Such incidents should be reported to your supervisor or local Health and Safety representative.

## DIVERSITY & RESPECT IN OUR WORKPLACE



### Workplace Violence

A safe and secure work environment also means a workplace free from violence. Threats (whether implicit or explicit), intimidation and violence are not tolerated. Weapons – even if intended for sporting purposes – are never allowed on company property.

### Take Substance Abuse Seriously

Work requires clear thinking, and may also require quick reactions – the safety of others depends on it. Use of alcohol or drugs, including the improper use of medication, diminishes an employee's ability to perform at his or her best. Aptiv has a strict prohibition against the use of illegal drugs. Consumption of alcohol in the workplace or while conducting Aptiv business is also prohibited, except under the limited circumstances outlined in our Appropriate Workplace Conduct Policy. Violations are taken very seriously.

## THE BOTTOM LINE

- Aptiv is committed to fostering a safe and professional workplace – one that values teamwork, merit, diversity and trust.



# **DOING BUSINESS WITH INTEGRITY**

Aptiv conducts business around the world with fairness and integrity. This is true whether we are interacting with our customers, our suppliers or our competitors. We are committed to complying with all applicable laws wherever we do business.

## DOING BUSINESS WITH INTEGRITY

### Avoid Conflicts of Interest

A conflict of interest exists when a personal interest or activity interferes, or appears to interfere, with your ability to fulfill your Aptiv obligations with integrity. We must avoid conflicts of interest and the appearance of conflicts of interest at all times.

Examples of potential conflicts of interest include:

- Making a material investment in a supplier, customer or competitor
- Accepting personal services or payments from a supplier, customer or competitor
- A close family member who works for a supplier or customer in a role that may affect your decisions here at Aptiv
- Working outside Aptiv without department director approval, especially in an industry related to Aptiv's core businesses
- Benefiting from opportunities that are discovered through the use of Company property, information or position
- Receiving a loan or guarantee of an obligation as a result of your position with the Company
- Holding public office or involvement in certain charitable organizations

If you believe you are involved in, or are aware of, any situation that could result in an actual or potential conflict of interest, you must disclose it to your supervisor, a member of Human Resources staff or contact the Aptiv DRIVE Line.

Supervisors have an even greater responsibility to ensure that no conflicts of interest exist and must disclose promptly to appropriate management any situation that could result in an actual or potential conflict of interest.

### QUESTION

I am a buyer in the Supply Chain Management department. My husband just accepted a job working with one of our suppliers as an engineering manager. Is this a conflict?

### ANSWER

A relative's job at a customer or supplier does not always constitute a conflict of interest, but your role as a buyer for Aptiv and his role at the supplier could be a problem. You need to disclose the situation to your supervisor or a member of the Legal staff, so that management is able to fully understand whether your husband's role could influence your purchasing decisions, and take appropriate preventive measures.





### Things to Think About

When trying to decide whether a particular situation might create a conflict of interest, ask yourself:

- Does the situation appear to influence your ability to make business decisions?
- Could you or a relative stand to personally benefit from the situation?
- Is there a risk you could be forced to choose between your best interest and Aptiv's?

If your answer to any of these questions is "yes," there is at least the appearance of a conflict of interest and you should promptly disclose it.

## DOING BUSINESS WITH INTEGRITY

### Avoid Improper Payments & Corrupt Practices

Aptiv employees are subject to a number of laws that prohibit bribery in any setting. As a result, all employees must be careful not to do anything that could be construed as giving or receiving a bribe of any sort. Aptiv employees should always operate in an open and honest manner, compete fairly with others, and not rely on illegal or unethical methods. This means that you may not provide, offer, authorize, or promise to provide anything of value in order to secure an improper advantage or obtain or retain business.

We must never:

- Give or offer a government or union official anything of value, directly or indirectly, that is intended to influence his or her judgment in the performance of official duties
- Make “facilitation payments,” that is, payments made to “speed things along,” like payments to expedite a customs authority’s approval of importation of raw materials
- Ask a third party to make any payment, or do any other act, that would be inappropriate for our Company to do directly
- Participate in any kickbacks or similar improper dealings with representatives of our suppliers or customers

Bribery payments to foreign government officials by any Aptiv employee or agent are illegal under anti-corruption laws that apply to Aptiv. Under such laws, Aptiv may be accountable for the actions of its employees and agents, regardless of their citizenship, location of employment or other factors. And in many cases, improper payments between parties to non-governmental commercial transactions (such as kickbacks) may also violate anti-corruption laws. If someone requests a bribe or kickback, refuse and immediately report the request to the Legal staff.

Employees are responsible for maintaining accurate and detailed entries in records that may reflect the true use of expenses such as in travel or entertainment expense reports.

### QUESTION

Aptiv is building a plant in a new country, but it’s taking a long time. The building inspector informed us that for a small payment he can “cut through the red tape” and expedite permit processing. Is this acceptable?

### ANSWER

No. This is what’s known as a “facilitation” or “grease” payment. This is improper even though the payment isn’t intended to influence the ultimate outcome of the government official’s action.

### 

If you have questions about bribery laws or whether a gift or payment would be considered improper under our guidelines or national or international laws, please speak to your supervisor or a member of Legal staff.

## DOING BUSINESS WITH INTEGRITY

### Understand When We Can Give and Receive Gifts and Entertainment

All relationships with our suppliers and customers must be based entirely on sound business decisions and fair dealing. You should not accept or provide anything that:

- Compromises, or appears to compromise, the integrity of the business relationship
- Places you or others in an unsafe environment (e.g., gifts of alcohol or alcohol-related activities)
- Potentially embarrasses or damages your reputation or the Company's (e.g., adult entertainment establishments, which are not acceptable under any circumstances)

Certain exceptions may be made in countries where customary practices are different, but only with approval of your management. Any questions regarding the appropriateness of a gift should be addressed with your supervisor or a member of the Legal or Human Resources staffs.



### ? QUESTION

A supplier invited me to participate in a golf outing, which my manager approved. After the round, a drawing was held and I won a set of golf clubs (valued at several hundred US dollars). I accepted the prize because it was a random drawing, not an intentional gift to me. But a coworker told me I should not have accepted the clubs. Who was right?

### ! ANSWER

Your coworker is correct. Any prize received in a contest, drawing or a raffle would be considered a gift. If the value exceeds US \$50, accepting it without approval of your supervisor would be considered a violation of the Code. You must return the golf clubs.

## DOING BUSINESS WITH INTEGRITY

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### Giving and Receiving Gifts

Keep the following rules in mind when giving and receiving gifts:

- Gifts should be infrequent and not of significant value
- Never give or receive cash or cash equivalents, such as gift cards
- In general, gifts should not exceed US \$50 in value. If there is a strong reason why the gift must exceed US \$50, review the gift with your supervisor or other management, and get written approval
- Never solicit gifts
- Always disclose the purchase of gifts and the identity of the recipient in expense reports
- Gifts to government officials, or employees of state owned entities or public international organizations (for example, the Red Cross) are highly restricted due to the concern that they may violate anti-corruption laws

### Entertainment

Business-related entertainment or social contact may be appropriate if it is not lavish and it is limited. Employees should ensure the nature of entertainment would withstand public scrutiny.

Examples of permissible entertainment include:

- Refreshments before, during or after a business meeting
- Meals before, during or after business meetings or when otherwise business-related
- Infrequent business-related invitations to engage in activities such as sporting events, cultural activities, or a dinner, when accompanied by a representative of the supplier or customer

### Things to Think About

If you receive a business gift, would you be willing to write a “thank you” note for the gift and send a copy to your supervisor?

Will your acceptance of a gift or entertainment create a perception that will cast doubt on your objectivity?

## DOING BUSINESS WITH INTEGRITY

### Compete Fairly

We all benefit from fair, free and open markets, and we work to outperform our competition fairly and honestly. Fair competition is a matter of our own corporate values, and it also is a matter of law. Competition laws exist in most countries in which Aptiv conducts business.

We compete strictly on the merits of our products and services and make no attempts to restrain or limit trade.

Specifically:

- We never discuss prices, pricing strategies, product planning, marketing or terms of sale with competitors. If a prohibited subject comes up during a discussion or meeting in which competitors are present, you should excuse yourself from the discussion. Inform your supervisor or a member of the Legal Staff if you have been involved in, or have been requested to participate in, such discussions
- We do not enter into agreements with our competitors concerning prices, production volumes, customers or sales territories
- We do not link purchase of one product to another, or compel suppliers to buy from us to retain Aptiv business
- We do not dishonestly represent the products or services of a competitor
- We do not induce customers to break contracts with competitors unlawfully
- We collect competitive information through proper public or other lawful channels. We will not use information that was obtained illegally or improperly by others, including through misrepresentation, invasion of property or privacy, or coercion

### QUESTION

I recently attended an industry conference, and had lunch with a friend from college, who now works for an Aptiv competitor. My friend began discussing her company's pricing strategy for a product that is similar to one we make at Aptiv, and asked about Aptiv's pricing. Was this appropriate?

### ANSWER

No. You should immediately put a halt to any such conversation and report it to Legal staff. In addition to being an improper request to disclose confidential Aptiv information, the conversation could be viewed as an attempt at price fixing, which violates the law in most countries, and could lead to serious penalties for the companies and individuals involved.



Talk to your supervisor if you have any questions or need more information.

## DOING BUSINESS WITH INTEGRITY

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### Never Act on Material Non-Public Information

Material non-public information should never be discussed with or provided to outsiders. Such disclosures are against the law as they can, if known publicly, have an effect on a company's stock price. This applies to information about Aptiv, a supplier, competitor, customer or business partner.

If you learn of material non-public information about a company, you are prohibited from buying or selling stock or other securities, or making other investments in that company until the information has been publicly disclosed and has had time to be absorbed by the market. These rules around insider trading apply even if you are not an employee of the company. It also is illegal to provide non-public inside information, or "tips," to others, such as a family member or friend. You should contact the Legal staff with any questions about rules regarding buying or selling securities.

Some examples of material non-public information could include:

- A planned acquisition or merger
- Financial information, such as earnings estimates, increases or decreases in sales, dividend payments or liquidity issues
- Significant expansion or curtailment of operations
- A government investigation or lawsuit against the company – or a settlement – that ends an investigation or lawsuit
- Significant new technologies or business opportunities
- Changes in key management personnel

You should always maintain the confidentiality of any material non-public information about Aptiv or our business partners.

### QUESTION

I'm aware that Aptiv is thinking about buying a small company. I mentioned this to my brother, who later told me he bought stock in the company, hoping that when the Aptiv deal is announced, the stock will go up. Did I do something wrong?

### ANSWER

Possibly, and your brother could be in trouble, too. Providing material non-public information about this transaction could be viewed as "tipping," which is a violation of the securities laws – particularly if you had reason to believe your brother would use the information for personal benefit. And by acting on that tip, your brother could also be in violation of securities laws.

## DOING BUSINESS WITH INTEGRITY

### Commit to Superior Product Quality

From the design of our products to the discussions we have with our customers, Aptiv is committed to outstanding product quality and flawless execution. We know these qualities, together with our firm commitment to integrity in business, allow our customers to have great confidence in our capabilities, and will strengthen a sustainable competitive advantage for our business.

### Things to Think About

The quality of each product Aptiv sells reflects on each Aptiv employee. Solid product quality and proper attention to the customer enhance the reputation of our products and services, and of Aptiv, as a whole.



## DOING BUSINESS WITH INTEGRITY

### Working With Suppliers

Our suppliers are valued partners and our relationships with them must be characterized by honesty and fairness. Suppliers are selected based on quality, service, technology, price and a commitment to share our ethical values.

We treat our suppliers fairly by:

- Communicating terms and conditions that define our relationship with suppliers during the request-for-quote process
- Agreeing to terms and conditions, or modifications approved by Supply Chain Management or Legal staffs before work begins
- Including standard terms and conditions, which reflect our policies regarding payment, confidentiality, the use of intellectual property, labor practices and the obligation to comply with laws, among others

We also expect our suppliers to share our ethical values and commitment to compliance. Suppliers are asked to comply with our Supplier Code of Conduct, which specifies Aptiv's expectations in several key areas, including labor and human rights, health and safety, the environment, fair competition, and anti-corruption.



One of Aptiv's suppliers mentioned that a company that supplies it with raw materials is the focus of a child labor investigation in its home country. Since we don't deal directly with this company, is this something Aptiv should be concerned about?



Yes. All of the companies in our supply chain have the potential to impact Aptiv's reputation. We require our suppliers to comply with laws and human rights standards, and we expect them to demand the same of their suppliers. In this situation, inform your supervisor or Supply Chain Management.



For more information applicable to suppliers, visit Aptiv's supplier portal at: <https://aptiv.com/suppliers/>

## DOING BUSINESS WITH INTEGRITY

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### Comply with Trade Restrictions & Controls

A number of countries impose restrictions on exports and trade dealings with other countries, entities and individuals. Serious penalties – fines, revocation of permits to export and imprisonment – can apply if these laws are broken.

Trade restrictions can take many forms, including:

- Bans on exports to a prohibited country directly or through a customer or distributor
- Bans on imports from, or dealings in property originating in, a sanctioned country
- Travel to or from a sanctioned country
- New investments in a sanctioned country
- Financial transactions and dealings involving a sanctioned country or designated individuals and entities
- Restrictions on sales to government end-users or adapting products for a military end-use
- Laws prohibiting support of boycott activities



For more information please contact Customs or Legal staffs.

These restrictions also impose licensing requirements for export of certain products or technologies. The list of prohibited countries and restrictions is subject to change. If your work involves the sale or shipment of products across international borders, make sure you understand the current rules and check with your supervisor if you are ever unsure. You should also check export policies regarding transfers of any technology or shipping of any products to another country.

An “export” also can include the transfer of restricted information to a citizen of a restricted country by:

- E-mail
- Phone
- Face-to-face discussions
- Visits to Aptiv facilities
- Access to shared drives or collaborative work systems

Boycott laws prohibit companies and employees from taking any action, furnishing any information or making any declaration that could be viewed as participation in an illegal foreign boycott. Be sure you know and comply with all export controls and trade restrictions, and allow sufficient time to obtain the necessary government approvals so that shipments to suppliers are not disrupted.

## THE BOTTOM LINE

- We strive to be honest and fair in all of our business dealings.
- We must never take actions that could undermine Aptiv's success and reputation in the marketplace.



# VALUING OUR PROPERTY AND INFORMATION

As a leading technology company, our information and property is vital to our continued success. We must be diligent in guarding our information and ensuring that it is accurate and reliable.



## VALUING OUR PROPERTY & INFORMATION

### Protect Company Assets

We must safeguard Aptiv's corporate assets and ensure they are properly maintained and used only for our Company's business interests. Theft, carelessness and waste have a direct impact on Aptiv's profitability. Suspected incidents of fraud or theft should be immediately reported to your supervisor or the Aptiv DRIVE Line for investigation.

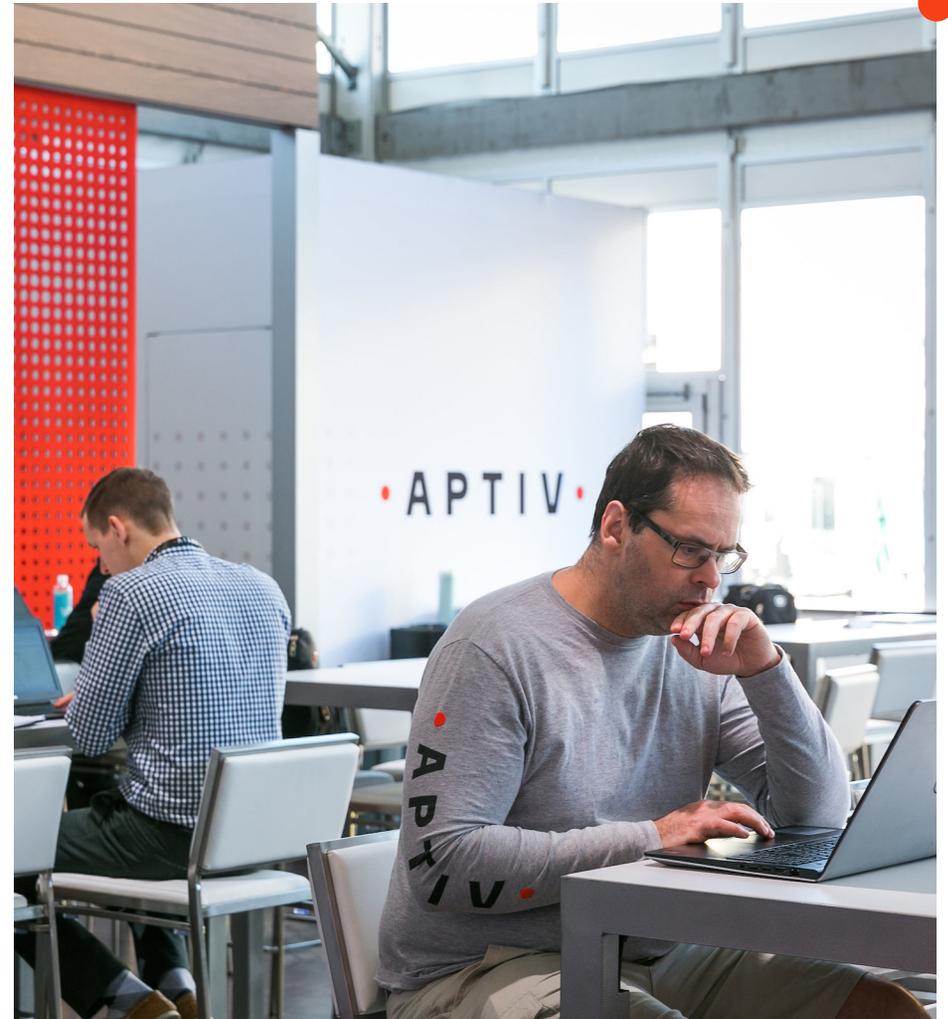
Do not use business assets for personal reasons. Situations may arise where infrequent and limited personal use is acceptable. Always discuss potential personal use of business assets with your supervisor first.

### Avoid Taking Business Opportunities that Arise from the Use of Aptiv Information

You are not permitted to use corporate property, information or position for personal gain or to compete with Aptiv. Competing with Aptiv may involve engaging in the same line of business as the Company or taking away from the Company opportunities for sales or purchases of products, services or interests.

### Things to Think About

If you are using Company assets for a non-business purpose to save yourself money, the use is almost certainly inappropriate. When in doubt, discuss the issue with your supervisor.



## VALUING OUR PROPERTY & INFORMATION

### SAFEGUARD INFORMATION

We regularly produce valuable, non-public ideas, strategies and other business information. This is called “proprietary information,” meaning Aptiv owns it.

#### Our Proprietary Information

Because it is the product of our Company’s hard work, various laws allow us to protect proprietary information from use by outsiders. Some examples of proprietary information include:

- Sales, pricing, marketing, financial and other corporate databases
- Engineering and other technical data
- Production methods, techniques or know-how that is not public knowledge
- Marketing strategies and plans
- Bids and proposals
- New product development

Everyone must protect the confidentiality of our proprietary information to ensure that we reap the benefits of our hard work. Sometimes it is necessary to share proprietary information with outsiders – for example, in a commercial relationship with a business partner. However, even when there is a legitimate reason to share proprietary information, never disclose it without management’s prior approval and a written agreement approved by the Legal staff.

#### Our Intellectual Property

Works of authorship (such as designs or other creative expressions), technological advances and our unique solutions to business problems are “intellectual property” that may be protected by patents, trademarks, copyrights and trade secrets. We must identify and protect our intellectual property. Contact the Legal staff if you believe you have an intellectual property asset that needs to be protected, or if you suspect that someone is using an Aptiv patent, trademark, copyright or trade secret in an unauthorized manner.

#### Proprietary Information of Others

Just as we protect our own confidential information, we respect the proprietary and confidential information of others, including written materials, software and other intellectual property. Always protect the confidentiality of that information with the same level of care we take to protect our own proprietary information.



An engineer working for a new supplier requested product drawings for a product the supplier may be working on. After I provided the drawings, I realized I did not know if the supplier signed a non-disclosure agreement (NDA). What should I do?



You should advise your manager and contact the Legal staff to confirm that an NDA has been signed. Before disclosing confidential or proprietary information to any third party, it’s important to confirm that the third party has agreed to protect the information.



If you have questions about our intellectual property, contact the Legal staff.

## VALUING OUR PROPERTY & INFORMATION

### Follow Information Security Procedures

We are all responsible for following Aptiv's Information Security procedures. Security breaches can damage our image and our reputation. Information and information systems are Aptiv assets and must be protected from accidental or unauthorized disclosure, modification or destruction. To ensure protection of our Company's assets:

- Use Aptiv information and systems for appropriate purposes only. Do not modify, disable, or remove any security or data protection capabilities that have been activated on the system
- Protect all mobile devices, such as smartphones and laptops. Always store these devices in a secure location. Report any theft immediately
- Protect your access to Aptiv systems. Do not share your passwords
- Practice safe usage of portable/external drives – utilize encryption and do not mix personal information with company information
- Never use personal accounts for email, social media, or file sharing to store or exchange Aptiv information



### Respect Personal Information

Aptiv respects the privacy of every employee's personal information. Only those employees who have appropriate authorization and a clear business need may access such information and must adhere to the highest standards of confidentiality regarding its use.

We never provide personal employee information to anyone outside of our Company without proper authorization or legal obligation.

We are aware of the complexity and diversity of laws that apply to the protection of private information in the various countries in which we operate, and we take great care to comply with all such laws. If you manage private information and have questions about your obligations, please contact the Legal staff.

## VALUING OUR PROPERTY & INFORMATION

### Create and Maintain Accurate Business and Financial Records

Aptiv makes decisions based on the accuracy of information recorded at all levels of the Company and also makes public disclosures based on that information. It is our responsibility to maintain all information and records honestly and accurately, and to promptly recognize and correct any errors and communicate them to appropriate management.

### Accurate Business and Financial Records

All of Aptiv's books, records, accounts and financial statements must:

- Be maintained in reasonable detail
- Appropriately reflect Aptiv's transactions
- Conform to applicable legal and accounting requirements and to Aptiv's system of internal controls

We are responsible for the accuracy of Company records. If you believe that a record is inaccurate, false or misleading, you must promptly report this to your supervisor, a member of the Legal staff or contact the Aptiv DRIVE Line.

### QUESTION

My manager asked me to delay accruing certain expenses until the next quarter. She told me that doing so wouldn't matter in the long run, because all of the expenses would be accrued by the end of the year. Is this OK?

### ANSWER

No. Every business and financial transaction, however immaterial, must be reported accurately and honestly. Creating a false or misleading Company document or record is a serious offense and could result in termination of employment.

## VALUING OUR PROPERTY & INFORMATION

### Provide Full and Accurate Company Disclosure

In addition to creating and maintaining accurate records, we have a responsibility to provide full and accurate information in our public disclosures, in all material respects, about the Company's financial condition and results of operations. Our reports and documents filed with or submitted to the Securities and Exchange Commission and our other public communications must include complete, fair, accurate, timely and understandable disclosure. Aptiv has established a disclosure committee consisting of senior management to assist in monitoring such disclosures.



All public disclosures are the subject of careful review. For more information, please contact the Finance or Legal staffs.

### Prevent Fraud

We are all responsible for recognizing and reporting fraud, falsification of records, or other intentional manipulation of data and information. Fraud can appear in many forms and can occur at all levels of our Company. Fraud can also occur with our external partners and suppliers. Some examples of fraud may include:

- Misrepresentation of financial results
- Expense reports that are intentionally inflated or falsified
- Improper use of business resources or Company assets

Fraud and other forms of dishonesty can cause serious damage to Aptiv and our reputation, and may also be a violation of the law. If you have questions or suspect any instance of actual or potential fraud within Aptiv or with any of our suppliers or partners, you should contact your supervisor, a member of the Legal staff or contact the Aptiv DRIVE Line.

### Things to Think About

Although fraud is usually subtle and difficult to discover, there are frequently “red flags” that suggest fraud may be occurring. If you notice any of the below, you should consider reporting the situation:

- Missing documents
- Excessive purchases
- Duplicate payments
- Expense reports with missing receipts
- Invoices just under approval limits
- Significant lifestyle changes



## VALUING OUR PROPERTY & INFORMATION

### Practice Careful Communication

We are responsible for what we write, including emails, blogs, formal communications or handwritten notes. Written communications are critical in our day-to-day business, but they may also be used:

- As evidence in a lawsuit
- By government regulatory agencies
- By internal departments such as human resources, legal, or audit as part of an investigation of past practices or events
- By the media to report on our business activities and decisions

By communicating carefully, you protect Aptiv's reputation. Poor communication, especially when taken out of context, may hurt Aptiv by suggesting a contradiction or conspiracy where none exists, characterizing facts or people in a manner that is not true, or portraying a point of view that is not actually held.

### Things to Think About

There are countless examples of how emails sent in anger or frustration have created significant problems for companies and individuals. Before you hit "send" on an emotionally charged email, pause to reconsider the tone and content of the email. Better yet, speak to the individual in person or on the telephone rather than sending the message by email. Before sending an email, ask yourself if you would like to read about your communication in the media or explain it to someone who may be conducting an investigation.



For more information please contact a member of the Legal staff.

## VALUING OUR PROPERTY & INFORMATION

### Responding to Government Inquiries and Investigations

Aptiv's business activities are regulated, so some of us may come into contact with government officials responsible for enforcing the law. We must deal honestly with government officials, but care must be taken to ensure that Aptiv's legitimate interests are protected. Legal documents and investigations normally flow through established Aptiv channels, but there may be occasions where legal documents or requests for information and interviews are received by employees outside of the Legal staff.

If you are visited by a government official in an investigative inquiry, be professional and cooperative, but request the presence of legal counsel. If circumstances are such that you are unable to contact or be with the Legal staff before you have to answer questions from government officials or allow them to conduct a search of the premises, call the Legal staff as soon as you are able to do so.

In non-emergency situations, consult the Legal staff before you:

- Agree to or participate in an interview
- Permit a governmental official to search any of our locations
- Answer any questions about Aptiv business
- Produce any documents
- Respond to any requests in connection with any litigation or investigation

Also, be sure to preserve records relevant to any government inquiry.

### Record Retention and Destruction

It's important that employees follow Aptiv's record retention policies to determine how and when records should be retained. In the event of litigation or a governmental investigation, you may receive instructions to retain certain records. Failure to comply with such instructions could result in serious legal consequences. If you have any questions about your obligations, please consult the Legal staff.



## VALUING OUR PROPERTY & INFORMATION

### Speaking on Behalf of the Company

We must maintain integrity in our relationships with the media, government officials and the general public by providing accurate information. We have designated spokespersons who are authorized to speak on behalf of Aptiv. Corporate Communications is responsible for communicating our Company's position on a range of issues. All inquiries, media questions and request for interviews should be referred to Corporate Communications, and all interaction with government officials should be referred to the Government Relations staff. Requests for speaking engagements should be discussed with your supervisor or the Corporate Communications staff.

Investor Relations and the members of our senior management, such as the CEO and the CFO, are the only individuals authorized to interact with investors, financial analysts, the media or potential investors.



### QUESTION

A member of the press just contacted me about one of our new products. What should I do?

### ANSWER

Immediately notify your supervisor and your designated Corporate Communications staff representative to ensure that the most appropriate person or team responds. Employees are not authorized to respond immediately to journalists or elected officials and their staffs.

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For more information please contact a member of the Corporate Communications staff and Government Relations staff.

## VALUING OUR PROPERTY & INFORMATION

### Social Media

Every employee is an ambassador for the Aptiv brand, and we want to ensure each of you are educated and empowered to use these sites to their full potential. We expect everyone who participates in social media for personal or professional use to understand and follow the following simple, but important, guidelines:

- Our customers and business are confidential
- Understand and adhere to the employee conduct standards
- You are responsible for your actions
- Be transparent
- Be an ambassador for the brand
- Respect and follow the guidelines of individual social media sites

### QUESTION

Someone posted a negative (and I believe inaccurate) comment about Aptiv on Facebook. I want to write a reply defending Aptiv and correcting the facts. Is this OK?

### ANSWER

First consider the below and then if you are an expert on the topic, it is okay to professionally respond with the correct facts.

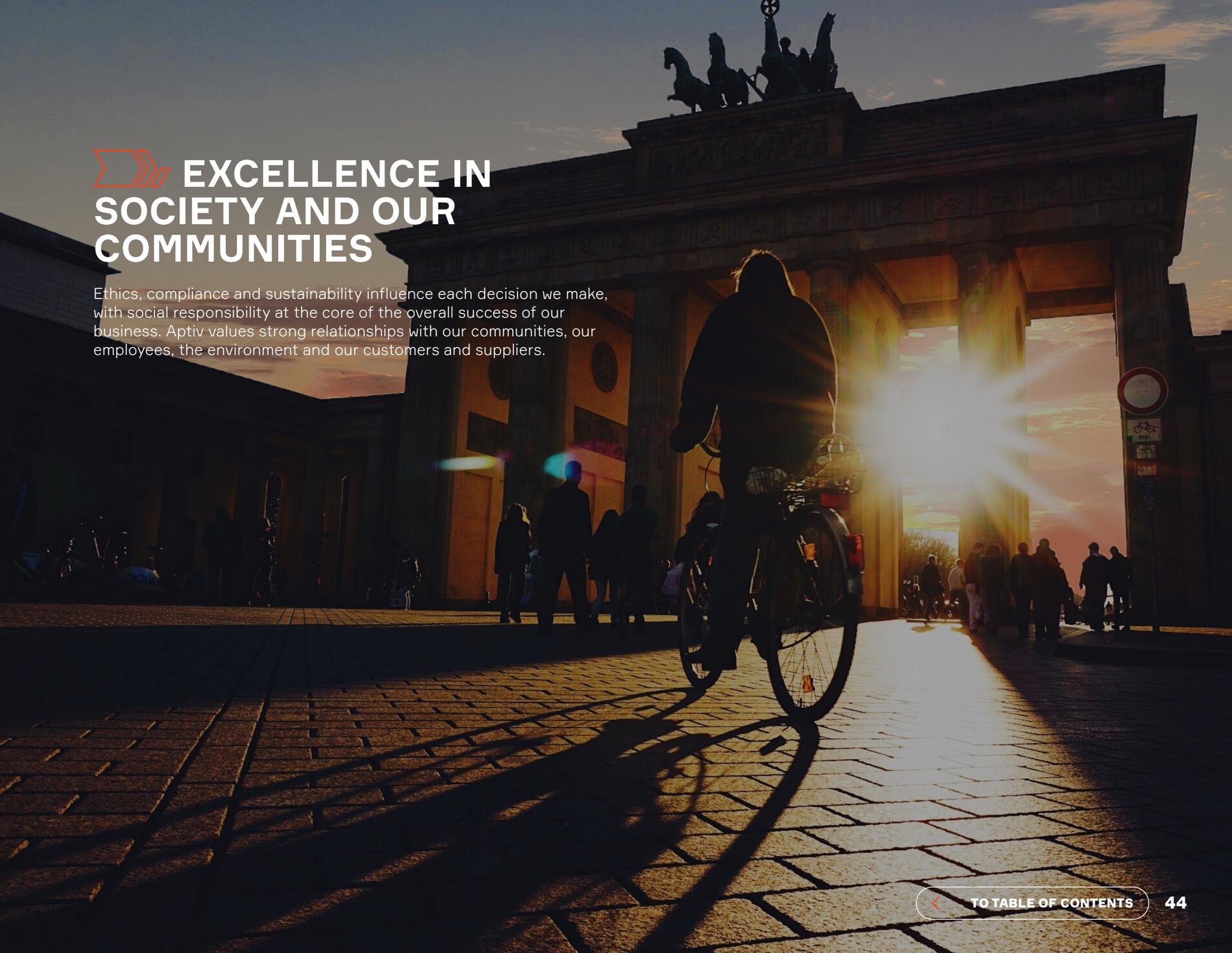
- When discussing Aptiv or Aptiv-related matters, you must clearly identify yourself as an Aptiv employee and include a disclaimer that the views are your own and not those of Aptiv
- Approach online communities in the same way you approach personal interactions: use common sense and sound judgment
- When in doubt – ask by sending an email to our Aptiv social team [Social@Aptiv.com](mailto:Social@Aptiv.com)



For more information please contact a member of the Corporate Communications staff.

## THE BOTTOM LINE

- We create value by delivering superior financial results. We must accurately report our financial performance, protect Company assets and resources and never speak for the Company if not authorized to do so.



# EXCELLENCE IN SOCIETY AND OUR COMMUNITIES

Ethics, compliance and sustainability influence each decision we make, with social responsibility at the core of the overall success of our business. Aptiv values strong relationships with our communities, our employees, the environment and our customers and suppliers.



## EXCELLENCE IN SOCIETY & OUR COMMUNITIES

### Our Commitment to Corporate Social Responsibility (CSR)

We understand the value and importance of the support we receive from the communities in which we operate as well as our Company's responsibility to align our corporate values with the social, environmental and economic needs of those communities. For those reasons, Aptiv is committed to the following CSR principles.

### Appropriate Corporate Governance

Aptiv has an independent Board of Directors that oversees the management of the Company.

### Ethics and Compliance

We will continue to communicate to our employees and business partners, through this Code and through a variety of other communications and programs, the high degree of integrity and ethical values we apply to our business conduct and which we expect our business partners to respect and adopt.

### Global Labor Principles

Aptiv is committed to treating employees with integrity and respect. Aptiv has adopted specific principles regarding working hours, freedom of association, health and safety, and against discrimination, harassment and the employment of child or forced labor, in an effort to protect and develop our most valuable resource - our employees.



## EXCELLENCE IN SOCIETY & OUR COMMUNITIES

### Respect and Protect the Environment

We are dedicated to protecting human health, natural resources and the global environment. Our environmental principles provide guidance to Aptiv personnel worldwide in the conduct of our daily business practices.

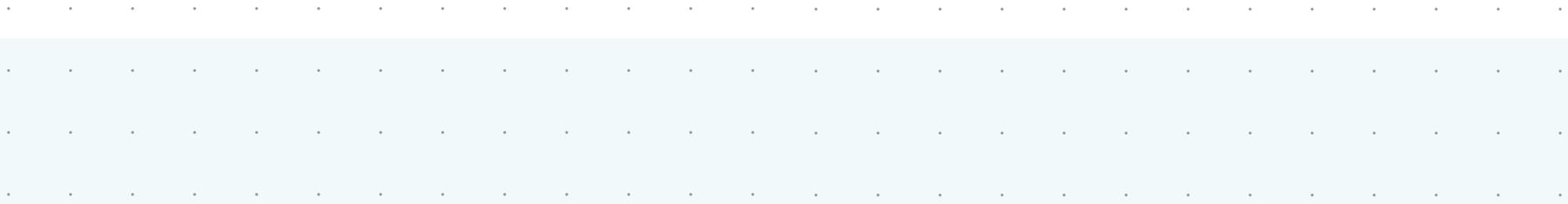
- We are committed to actions that restore and preserve the environment
- We are committed to reducing waste and pollutants, conserving resources and recycling materials at every stage of the product life cycle
- We will continue to participate actively in educating the public regarding environmental conservation
- We will continue to pursue vigorously the development and implementation of technologies for minimizing pollutant emissions
- We will continue to work with appropriate governmental entities for the development of technically sound and financially responsible environmental laws and regulations
- We will continually assess the impact of our facilities and products on the environment and on the communities in which we live and operate as we strive for continuous improvement

### Things to Think About

Protecting the environment is not limited to major projects with substantial budgets. Even small gestures can have a meaningful impact – especially when we all do our part. Each employee should think about their use of resources – such as electricity, water and paper products – and consider whether there are opportunities to minimize their use or recycle.



For more information, please contact a member of the Corporate Communications staff.



## EXCELLENCE IN SOCIETY & OUR COMMUNITIES

### Education and Philanthropy

Aptiv supports numerous community, education and other philanthropic programs. Aptiv's approach to corporate citizenship includes:

- The Aptiv Foundation: The self-funding Aptiv Foundation is a separate legal entity from Aptiv, and its Board of Directors is responsible for the distribution of its funds. Its priority is education, primarily in the areas of science and technology.
- Aptiv Community Relations: Community efforts enhance the Aptiv brand in local communities, helping us to be viewed as a “neighbor of choice.” The focus is largely educational, but contributions are tailored to local needs and priorities.
- Aptiv Volunteers: We enable and encourage our employees to give back or work for organizations in the community in ways they believe are most meaningful, through their own personal time and talent.

### Occupational Health & Safety

Health and Safety is one of the core values that defines who we are as a company. With our robust management systems and policies, Aptiv consistently outperforms other companies inside and outside of our industry when it comes to global safety. But our safety goal is not simply about statistics. It's about protecting our people. We will not be satisfied until we meet our ultimate target of zero incidents.



For more information please contact a member of the Corporate Communications staff.



## EXCELLENCE IN SOCIETY & OUR COMMUNITIES

### POLITICAL PARTICIPATION

#### Corporate Political Activity

Aptiv does not make any direct or indirect political contributions or support political candidates or parties anywhere in the world. Our policy prohibits corporate contributions such as:

- Buying tickets for a political fundraising event
- Providing goods or services to political candidates or political parties
- Loaning personnel during working hours for campaign activities
- Paying for advertisements and other political campaign expenses

Assuming local law allows it, candidates for public office are permitted to visit an Aptiv facility during a campaign, but certain restrictions apply to what they can do at the facility. All visits by candidates for public office must be coordinated with and pre-approved by regional Government Relations staff.

Aptiv abides by all lobbying laws. Employees who may be engaged in lobbying activities and who interact with government officials must comply with all lobbying laws, including public disclosure requirements. No lobbying activities may be conducted on behalf of the Company without the express approval of the Government Relations staff or the Legal staff.

#### Personal Political Activity

Aptiv encourages political activity by employees. However, you should engage in the political process on your own time, with your own resources. The use of Company time, property or equipment for personal political activities is prohibited.

#### QUESTION

My neighbor is running for office and I support his candidacy. Can I put up posters at work?

#### ANSWER

No. Aptiv encourages employees to be active in the political process. However, employees should use their own time to do so. Solicitation of goods, services and other personal campaigns on Aptiv premises are not allowed.



For more information please contact a member of the Corporate Communications staff.

## THE BOTTOM LINE

- We are committed to Corporate Social Responsibility principles that will allow us to build and maintain effective relationships with the communities and institutions with which we interact.



 **ALWAYS DO  
THE RIGHT THING!**

## **WE MUST ENSURE PROMPT AND CONSISTENT ACTION AGAINST VIOLATIONS OF OUR CODE. IN SITUATIONS WHERE YOU MAY BE UNCERTAIN IN APPLICATION OF PRINCIPLES, KEEP THESE STEPS IN MIND:**

**Make sure you have all the facts.**

In order to reach the right solutions, we must be fully informed.

**Ask yourself: What specifically am I being asked to do? Could it be viewed as unethical or improper?**

Asking these questions will enable you to focus on the specific dilemma you are faced with, and the alternatives you have. Use your judgment and common sense; if something seems unethical or improper, it probably is unethical.

**Clarify your responsibility and role.**

In most situations, there is shared responsibility. Are your colleagues informed? It may help to get others involved and discuss the problem.

**Discuss the problem with your supervisor, Human Resources representative, Legal staff or any member of management.**

In many cases, these resources may have additional knowledge or insight about the issue. It is our joint responsibility to help solve problems.

**Seek help from other company resources.**

You also may submit concerns to the Aptiv DRIVE Line by telephone, email or online at <https://driveline.aptiv.com>. Local DRIVE Line telephone numbers are available locally and posted at: <https://driveline.aptiv.com>.

**You may report ethical violations or concerns in confidence and without fear of retaliation.**

If your situation requires that your identity be kept secret, your anonymity will be protected to the extent possible subject to local law. Aptiv does not permit retaliation of any kind against employees for good faith reports of ethical violations.

**Ask first, act later:**

If you are unsure of what to do in any situation, always seek guidance from appropriate personnel before you act.

• **APTIV** •