



## PATTERN AGREEMENT

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..././2024

**SUPPLIER NAME**  
**FULL ADDRESS OF THE LEGAL ENTITY**  
**COUNTRY**

Dear:

This letter agreement ("Pattern Agreement") confirms the agreement between **SUPPLIER NAME** a company organized under the laws of **COUNTRY**, having a principal office located at **FULL ADDRESS OF THE LEGAL ENTITY** ("Supplier") and Aptiv Global Operations Limited, a limited liability company organized under the laws of Ireland (Company Registration Number: CRO 574123) having its registered office at 5 Hanover Quay, Grand Canal Dock, Dublin, Ireland 2, Ireland, ("Aptiv"), regarding the terms and conditions that will apply to all sourcing of new business by the Aptiv Group (as defined below) to the Supplier Group (as defined below) after the date of this letter ("New Business").

All New Business sourced by any member of the Aptiv Group to any member of the Supplier Group anywhere in the world, under nomination letters, purchase orders, supply agreements or any other form of agreement between any member of the Aptiv Group and any member of the Supplier Group (each, an "Order"), will be subject to Aptiv's Machinery and Equipment Terms and Conditions dated **[September 16, 2022]** (the "Aptiv M&E Terms"), which have been provided to you and are available in the supplier portal at [www.aptiv.com](http://www.aptiv.com), or its successor website. The Aptiv M&E Terms are incorporated in and made a part of this Pattern Agreement. The construction and enforcement of this Pattern Agreement will be subject to the Aptiv M&E Terms. If any member of the Supplier Group sends documents to any member of the Aptiv Group that refer to or incorporate any other terms, such terms will not be effective.

For purposes of this Pattern Agreement, the "Aptiv Group" means Aptiv and each entity that is controlled by or under common control with Aptiv, and the "Supplier Group" means Supplier and each entity that is controlled by or under common control with Supplier. Supplier will cause relevant members of the Supplier Group to be bound by this Pattern Agreement, sign an adherence to this Pattern Agreement in the form attached and accept Orders for New Business pursuant only to the terms of this Pattern Agreement and the Aptiv M&E Terms. Each member of the Aptiv Group and the Supplier Group is a third party beneficiary of this Pattern Agreement. All Orders issued by any member of the Aptiv Group to any member of the Supplier Group will be deemed to incorporate the Aptiv M&E Terms (regardless of whether the Order references this Pattern Agreement).

In the event of any conflict between this Pattern Agreement and an Order, the terms of the Order will govern.

Each member of the Aptiv Group and the Supplier Group will be responsible only for its obligations under the individual Orders to which it is a party and will have no obligations with respect to Orders entered into by other members of its group.

This Pattern Agreement constitutes the entire agreement between the parties with respect to its subject matter and supersedes all prior or contemporaneous agreements, written or oral, with respect to such subject matter. This Pattern Agreement may not be amended except by a writing signed by the authorized representatives of each party. The parties acknowledge that this Pattern Agreement may be signed in counterparts, each of which will be deemed an original and which



together will constitute one and the same agreement. A facsimile or electronic signature of one or more of the parties hereto will be deemed an original signature for all purposes. All notices, claims and other communications to be made by one party to the other under this Pattern Agreement will be made in writing and sent at the receiving party's principal office address set forth in the first paragraph of this Pattern Agreement.

Please indicate your agreement to the foregoing by signing and dating this Pattern Agreement where indicated below and returning an original copy to me at the address set forth in the first paragraph of this Pattern Agreement.

**Aptiv Global Operations Limited**

By:

Name: Ashish Tiwari

Title: Director of Corporate Services Procurement - SCM

**ACKNOWLEDGED AND AGREED:**

**SUPPLIER NAME**

By:

Name: ...

Title: ...

Date:

DRAFT