

Anti-Corruption, Gifts & Entertainment Policy

1. Summary

The anti-corruption laws around the world make it illegal to provide anything of value to improperly influence the decisions of Government Officials or Commercial Business Partners, such as customers or suppliers. Aptiv, and those acting on our behalf, cannot solicit, accept or attempt to accept, or give or attempt to give, directly or indirectly, a bribe, kickback or other improper benefit in connection with a business or a transaction contemplated or entered into by Aptiv. Further, all expenses and related documentation must be properly recorded and comport with Aptiv's financial and accounting controls. This Policy guides you on how to comply with the anti-corruption laws and how to seek compliance pre-approval before giving or receiving gifts, entertainment or meals.

2. Why Do We Need This Policy?

Aptiv is required to comply with all applicable anti-corruption laws, including but not limited to the U.S. Foreign Corrupt Practices Act ("FCPA") and the United Kingdom Bribery Act 2010 ("UK Bribery Act").

3. Who Must Follow This Policy?

This Policy applies globally to all Aptiv employees and those acting on Aptiv's behalf. Each of us has a responsibility to make sure that our practices are ethical, reasonable and consistent with law and this Policy.

4. What Are the Key Principles of this Policy?

A. Corruption is Prohibited

Aptiv employees, or anyone acting on Aptiv's behalf, may not authorize, give, promise or offer money or anything of value to improperly influence any act or decision of a Government Official. The anti-corruption laws also prohibit improperly influencing a Commercial Business Partner, such as a customer, supplier or any other third party with whom Aptiv may do business. This is known as "private corruption" or "commercial bribery." Aptiv employees and business partners may not solicit, accept or attempt to accept, or give or attempt to give, directly or indirectly, a bribe, kickback, or other improper benefit in connection with any business or transaction contemplated or entered into by Aptiv.

i. Definition of "Government Official"

Understanding who is a Government Official is not always straightforward, as the definition under the anti-corruption laws is very broad. A "Government Official" includes:

- any officer or employee of a government department or agency;
- any person acting in an official capacity for or on behalf of a government department or agency;
- any officer or employee of a company or business owned or controlled in whole or part by a government, also known as a “State-Owned Enterprises;”
 - note that in some countries the government is an active participant in commerce and may have ownership interests in joint ventures, utilities, construction companies, hospitals, etc.;
- any employee of a political party or any person acting in an official capacity on behalf of a political party, and/or any candidate for political office;
- any union official or person acting in an official capacity on behalf of a union; and
- any officer or employee of a public international organization such as the World Bank, the Red Cross or the United Nations.

ii. Definition of “Commercial Business Partner”

A “Commercial Business Partner” includes any customer, supplier or third party with whom Aptiv does business, including any of their employees or anyone acting on their behalf.

iii. Money or Anything of Value

A bribe or corruption involves giving, accepting, promising or offering money or anything of value to or from a Government Official or Commercial Business Partner for an improper purpose. The bribe itself does not have to be money. The bribe could be, for example:

- A promise that the individual will receive money in the future;
- Tickets to attend a sporting event unaccompanied by an Aptiv representative;
- An agreement to hire the individual’s family relative outside of the normal hiring process; or
- Lavish dinners, gifts, entertainment or travel.

iv. Facilitation Payments Are Prohibited

Facilitation payments to a Government Official made in order to expedite or secure performance of non-discretionary, routine governmental actions (e.g., processing a visa, customs invoice or other governmental paper) are not permitted at Aptiv, regardless of the amount.

v. Use of Third-Party Agents or Intermediaries

Aptiv cannot employ a third party to do what Aptiv itself is prohibited from doing. This Policy prohibits giving any payments to a third-party representative, such as a consultant, with knowledge that all or a portion of the payment will be offered, given or promised to a Government Official or Commercial Business Partner for an improper purpose. Refusal to

know, deliberate ignorance, conscious disregard or willful blindness of the activities of the third party are not defenses. To protect Aptiv and yourself, keep the following in mind:

- Ensure that there is a continuing, legitimate business need for every third party that you manage.
- Ensure that the third parties that you manage are paid no more than fair, market-based fees for the products or services they provide Aptiv. Know and document the reasons for any extraordinary payment.
- Ensure that the third party understands Aptiv's anti-corruption culture and agrees to abide by our Supplier Code of Conduct.
- If the third party communicates anything that may lead you to suspect they will pay a bribe, tell them Aptiv does not authorize or support the payment of any bribe and immediately report this to the Global Legal and Compliance Team.

B. Giving or Receiving Gifts, Entertainment or Meals

There are instances, however, in which we can give or receive gifts, entertainment or meals with a Government Official or Commercial Business Partner without violating the anti-corruption laws. Sharing modest gifts, entertainment or meals can help build goodwill and enhance our business relationships. But we also need to ensure that we are maintaining objectivity in our business dealings. Therefore, compliance pre-approval is required for certain higher risk gifts, entertainment or meals, involving a Government Official or exceeding a certain U.S. dollar threshold with a Commercial Business Partner.

i. General Rules for Any Gift, Entertainment or Meal

The giving or receiving of any gift, entertainment or meal must:

- Be infrequent, modest and not lavish, such as:
 - small tokens of appreciation, such as pens or coffee mugs, with Aptiv's logo;
 - refreshments before or after a business meeting; or
 - a working lunch at a reasonably-priced restaurant.
- Be given openly and not in secret.
- Be freely offered, without any pressure to impact the outcome of a transaction.
- Be permissible under the laws and regulations of the Government Official's country and any other applicable laws and regulations.
 - In the event that you seek to engage a Government Official in policy or strategic discussions, please consult the Aptiv Government Relations Team. For further guidance please see, [Political Participation, Interacting with Government Officials and Lobbying Policy](#).
- Be permissible under the policies of the Commercial Business Partner.
- Involve a proper business purpose for Aptiv, such as:
 - the promotion, demonstration or exhibition of Aptiv products or services;
 - training or education related to Aptiv's business;

- the negotiation, performance or execution of a contract; or
- building a relationship and goodwill.
- Include an Aptiv representative in attendance.
 - For example, giving tickets to a sporting event so the individual can attend the event alone or with family of friends is not appropriate.
- Never involve standalone gifts, entertainment or meals (such as a trip to Disneyland or a weekend at a spa) that has no proper business purpose for Aptiv.
- Never involve cash, cash equivalents or checks.
- Never involve gift certificates or gift cards, with the exception of building staff who are non-Aptiv employees, who may receive gift cards.
- Never compromise (or appear to compromise) the integrity of the relationship.
- Never embarrass or damage either your reputation or that of Aptiv.
 - For example, visiting adult entertainment or similar establishments is not permitted.
- Never place you or others in an unsafe environment, such as involving excessive alcohol.

ii. When Is Compliance Pre-Approval Required

In addition to complying with the other requirements of this Policy, any gift, entertainment or meal involving a Government Official, no matter the monetary value, must be approved in advance by the Global Legal and Compliance Team. Further, any gift, entertainment or meal given to or received from a Commercial Business Partner must be pre-approved by the Global Legal and Compliance Team if the U.S. dollar value exceeds \$250 per person. A summary of these compliance pre-approval requirements is set out in the table below:

Giving or Receiving Party	Expense Type	\$USD Value Threshold Requiring Compliance Pre-Approval	Compliance Pre-Approval Requirements**
Government Official (including employees of a State-Owned Enterprise)	Gift Entertainment Meal	Any dollar amount	Supervisor + Appropriate Member of the Global Legal and Compliance Team If over \$150 per person, + Chief Compliance, Regulatory & Risk Counsel
Commercial Business Partner (suppliers, customers, etc.)	Gift Entertainment Meal	Over \$250 per person	Supervisor + Appropriate Member of the Global Legal and Compliance Team If over \$350 per person, + Chief Compliance, Regulatory & Risk Counsel

** For Executive Leadership Team members, pre-approval requests are reviewed directly by the Chief Legal Officer / Chief Compliance Officer.

In the event that the need to give or receive a gift, entertainment or meal is truly sudden and unexpected and you are unable to timely seek the required pre-approval, you must immediately notify the Global Legal and Compliance Team to seek approval after-the-fact.

5. Financial and Accounting Controls

In addition to its prohibition against bribery, the anti-corruption laws require that we maintain the integrity of our books and records. Our ability to meet our responsibilities requires that all books, records and accounts be kept in reasonable detail and accurately and fairly reflect all transactions and dispositions of assets.

All Aptiv employees are responsible for ensuring that their corporate expense reports properly reflect the nature of their expenses, including but not limited to those for any gifts, entertainment and meals, and are submitted in accordance with all applicable travel and expense policies. Employees must be especially careful to ensure integrity of reports that involve expenses related to any Government Official. Any expenses submitted without the necessary approvals, including any compliance pre-approvals required under this Policy, will not be reimbursed.

6. Excluded from this Policy

This Policy does not cover the following:

- Activities involving Aptiv's Board of Directors;
- Charitable contributions, which are subject to a separate [Charitable Contribution Policy](#); and
- Internal gifts or awards to Aptiv employees, which are subject to separate regional and Human Resources guidance.

7. Policy Violations / Questions Regarding Policy

Violations of applicable anti-corruption laws can result in severe civil and criminal penalties for both Aptiv and the individuals involved. In addition, failure to adhere to this Policy may result in lack of reimbursement for expenses or in disciplinary action up to, and including, termination of employment.

If you suspect any potential violations of this Policy or the anti-corruption laws, or if you have any questions about this Policy, please contact any member of the Global Legal and Compliance Team or email ethicsandcompliance.feedback@aptiv.com. You can also contact the [Aptiv Drive Line – our Ethics Helpline](#), to report your concern, and you have the option of reporting concerns anonymously. You can contact the Drive Line electronically or via telephone. Aptiv will not tolerate any retaliation against anyone who has made a report in good faith.

8. Do We Have Any Related Policies?

Yes. For additional information, please review the [Speak Up and Anti-Retaliation Policy](#), [Political Participation, Interacting with Government Officials and Lobbying Policy](#), and the [Conflict of Interest Policy](#).

9. Frequently Asked Questions

Q1: I rarely, if ever, deal with Government Officials, so I don't have to worry about this, right?

A1: Not necessarily. You might be dealing with someone that Aptiv hires to interact with a Government Official, such as a customs broker or tax consultant. Or you might be dealing with someone who is a Government Official because his or her employer is owned by the government, as when the employer is a joint venture or a utility that is a State-Owned Enterprise. For example, some of our customers in China (e.g., Changan Ford) are joint ventures with the Chinese government and, therefore, qualify as a State-Owned Enterprise. The degree of government involvement in commercial activities varies throughout the world, so if you are in doubt, contact the Global Legal and Compliance Team.

Q2: I was having difficulties obtaining a permit, but a consultant told me that he could get it for us fast, for a fee. When I asked him how he would obtain the permit, he said to me "just leave it up to me." Is that all right?

A2: No. The consultant's statement raises a red flag that indicates that part of our payment to the consultant may end up as a bribe, for which you and Aptiv may be held responsible. Contact the Global Legal and Compliance Team immediately if you are ever in this situation.

Q3: Aptiv has purchased a table at a local fundraising event, and I would like to invite my customer and her husband to attend. I know the cost of each of the seats exceeds \$250. Would this be appropriate?

A3: Before extending the invitation to your customer, you must seek pre-approval from your supervisor and the Global Legal and Compliance Team. You should also make sure that accepting the invitation would be permissible under your customer's policies.

Q4: An Aptiv consultant has offered me two tickets to a sold-out concert. The consultant is unable to attend so he said I can use both tickets and invite another colleague from Aptiv or one of my children to join me. The tickets cost \$275 each. Am I able to accept these two tickets from him if I seek pre-approval?

A4: No. Standalone gifts, entertainment or meals – such as tickets to a concert where the vendor is not attending with you – are not permissible under the Policy as they do not have a proper business purpose for Aptiv. If, however, the vendor was able to join you at the concert, there may be a proper business purpose for Aptiv in growing the relationship with that consultant and, therefore, you would need to seek pre-approval before accepting your concert ticket as the amount of the ticket is over the \$250 threshold for a gift, entertainment or meal from a Commercial Business Partner.