

ANTI-CORRUPTION POLICY

1. Summary

Corruption harms our society and can expose the individuals and companies involved to very serious monetary and criminal penalties. At Aptiv, we must avoid all forms of corruption. Aptiv employees must act with the highest ethical standards and integrity, and not only avoid corruption, but also the appearance of corruption. In addition, all expenses must be properly recorded and adhere to the Company's financial and accounting controls.

2. Why do we need this Policy?

Aptiv is required to comply with all applicable anti-corruption laws, including the U.S. Foreign Corrupt Practices Act ("FCPA"), the United Kingdom Bribery Act 2010 ("UK Bribery Act"). The purpose of this Policy is to help Aptiv employees understand their compliance obligations and provide useful guidance on how to comply with them.

This Policy applies to all directors, officers, and Aptiv employees.

3. What are the key principles of this Policy?

A. Prohibition Against Giving to a Government Official

The anticorruption laws prohibit bribery. Aptiv employees may not authorize, give, promise or offer money or anything of value to a government official, to improperly influence any act or decision of the government official, in order to obtain or retain business for Aptiv.

Question and Answer

Q: 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?

A: 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 to a government official. You cannot ignore the red flag. If the consultant pays a bribe, you and Aptiv may be held responsible for it. Please refer to this Policy's discussion on the Use of Third Party Agents or Intermediaries.

B. Money or Anything of Value

Aside from private commercial bribery, which is discussed in Section G below, a bribe is the giving, promising or offering of money or anything of value to a government official for an improper purpose. The bribe itself does not always have to be money. The bribe could be:

Contact the Aptiv DRIVE Line at <http://driveline.aptiv.com/> to report an issue online or by phone

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

There are instances, however, in which we can give foreign government officials certain gifts, entertainment, and other things of value without violating the anti-corruption laws. For more information on these permissible activities, read Aptiv's Guidelines for Interaction with Government Officials. In case of doubt, consult with your Regional General Counsel or Aptiv's General Counsel.

C. Definition of "Government Official."

Understanding who is a government official is not always straightforward, as the definition of a foreign official under the anti-corruption laws is very broad. It 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 (note that in some countries the government is an active participant in commerce, and may own hospitals, utilities, construction companies, etc.);
- any officer or employee of a public international organization such as the World Bank or the United Nations; and
- 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.

If you have any question as to whether you are dealing with a government official, ask your Regional General Counsel or Aptiv's General Counsel.

D. Facilitating Payments

"Facilitating" Payments to government officials 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.

Question and Answer

Q: I thought that the law allowed me to make a “grease payment” to have government officials expedite permits that were going to be approved anyway. Was I incorrect?

A: The FCPA does permit facilitation payments under certain conditions, but whether a payment meets the conditions is subject to interpretation and not worth the risk to Aptiv our employees. In addition, Aptiv is subject to the UKBA, and the UKBA does not allow facilitation payments of any sort. For these reasons, at Aptiv we do not allow any facilitation payments.

E. Financial and Accounting Controls

In addition to its prohibition against bribery, the FCPA requires that we maintain the integrity of our books and records. Our ability to meet our responsibilities under the FCPA and other laws requires that all books, records, and accounts be kept in reasonable detail to 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 the employee’s expenses, and in the case of gifts or entertainment, the identity of the recipients. Employees must be especially careful to ensure integrity of reports that involve expenses related to government officials.

F. 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 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 Code of Ethical Business Conduct.
- If the third party communicates anything that may lead you to suspect that the third party will pay a bribe, take immediate action and communicate clearly to the third party that Aptiv does not authorize or support the payment of any bribe. Follow-up by communicating the event to your supervisor and your Regional General Counsel or Aptiv’s General Counsel.

G. Kickbacks and Other Types of Private Corruption

Although all anticorruption laws make it illegal to bribe a foreign government official, some laws also make it illegal to make bribes to persons who are not government officials. This happens most frequently in the context of purchasing or selling between non-government customers and suppliers, and is known as “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 a transaction contemplated or entered into by Aptiv.

H. Reporting Potential Violations / Questions Regarding Policy

Violations of applicable anti-corruption laws can result in severe civil and criminal penalties for both the Company and the individuals involved. In addition, failure to adhere to this Policy may result in disciplinary action up to, and including, termination of employment. If you wish to report any suspicious conduct you may contact your Regional General Counsel or Aptiv’s General Counsel, or you may file a report via the Aptiv DRIVE Line. If you have any questions about this policy, please contact the Legal Staff or the General Counsel.

Question and Answer

Q: Does this mean I cannot give anything, even a simple gift, to a government official?

A: No. You may provide gifts or entertainment to government officials, so long as they comply with certain guidelines that provide assurance that the gift or entertainment is not improper. Please refer to the Guidelines for interaction with Government Officials.