

## Conflicts of Interest Policy

### 1. Policy Summary

Employees at Aptiv are expected to fully disclose and communicate all potential or actual conflicts of interest that may affect, or appear to affect, their ability to make unbiased business decisions. Any relationship with another individual or another business that may present a conflict of interest should be disclosed to your supervisor or the Aptiv DRIVE Line.

### 2. Why Do We Have this Policy?

Conflicts of interest exist when your personal interests or activities interfere, or appear to interfere, with your responsibilities and obligations to Aptiv. Conflicts of interest can arise in many different contexts and are not always straightforward or easy to identify. This Policy will help guide you through the general principles regarding conflicts of interest and will:

- Provide you with the appropriate Company resources to contact if you have any questions or need to report a conflict of interest; and
- Explain some of the common situations where conflicts of interest can occur.

Even the *appearance* of a conflict has the potential to damage Aptiv's reputation as a company that conducts business with the utmost integrity. It is essential that you understand and follow this Policy and avoid, or promptly report, any conflicts between your personal interests and those of the Company.

This Policy applies to everyone at Aptiv, including all employees, senior leadership and management worldwide.

### 3. What are the Key Principles of this Policy?

#### **A. You Must Report All Actual or Potential Conflicts of Interest**

All employees have an obligation to promptly report any situation that could result in an actual or potential conflict of interest. If you are unsure if a situation creates a conflict, you should speak to your supervisor or a member of the Human Resources staff, or contact the **Aptiv DRIVE Line**.

The bottom line is that you should report any conflict of interest situation as soon as you become aware of it.

For those employees who participate in the annual online conflict of interest survey (which allows you to report any conflicts or potential conflicts that you have encountered), please remember that you must still report any conflict or potential conflict as soon as it arises and should not wait until you receive the annual survey.

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

All board members must report promptly to the Chairman of the Board any situation that could result in an actual or potential conflict of interest. This includes the existence of any relationship between a board member or any member of his or her immediate family, and any person or entity with which the Company has, or proposes to enter into, a business or contractual relationship.

## **B. Certain Activities Can Create Conflicts of Interest**

### **Family Relationships**

Family or close personal relationships can create conflicts of interest if they interfere, or appear to interfere, with your ability to make business decisions objectively. Common examples could include an employee whose family member does business with, or works for, a competitor of our Company, or an employee whose family member makes a significant investment in a company that competes with Aptiv.

As an employee of the Company, here are a few simple rules to keep in mind:

- You should never report, either directly or indirectly, to a family member or someone with whom you have a close personal relationship
- You should not participate in our Company's selection process regarding suppliers or other business partners, if that process involves either a member of your family or someone with whom you have a close personal relationship
- You should have no involvement in hiring decisions concerning family members or someone with whom you have a close personal relationship

#### **Question and Answer**

**Q:** What do we mean by "family" and "close personal" relationships?

**A:** Family relationships include *immediate* and *extended* family members. Immediate family members could include spouses, de facto spouses, same-sex partners, children, step-children, or parents. Extended family members could include aunts, uncles, cousins, nieces, or nephews.

Close personal relationships could include close friendships, romantic relationships, or close business or financial relationships.

### **Financial Interests**

Conflicts of interest can arise when one employee owns a material financial interest in a company that does business or competes with Aptiv. For some individuals, such as those with authority make decisions on behalf of Aptiv, a financial interest in a competitor or business partner can present a conflict even if that interest is small or seems insignificant.

For this reason, it is important that you report any type of a financial interest in a competitor or business partner to your supervisor or the Human Resources staff.

### **Outside Employment**

We expect our employees to devote their energy and attention to Aptiv business during scheduled work time. We also understand that employees may have another job. If that is the case, you should always remember to seek approval from your department director before accepting outside employment.

As a general rule, employees may not work at another company that competes or does business with Aptiv. If you have any questions about outside employment, please speak with your supervisor or the Human Resources staff.

#### **Question and Answer**

**Q:** One of my customers asked if I would do some consulting work “on the side” for them. My contact said I could do the work on my own time and be paid hourly. Is it okay to accept this offer?

**A:** No. As long as you are employed by Aptiv, you should not accept any outside employment opportunities with our customers or competitors. Working for a customer or competitor of Aptiv could result in a conflict of interest or the appearance of a conflict.

### **Outside Activities**

Occasionally, conflicts of interest may arise through your involvement in public service or charitable activities, such as holding public office or having a role in a charitable organization. Before accepting such responsibilities, always speak to your supervisor or the Human Resources staff. In many instances, these activities are permissible, but our Company will first need to determine the extent to which your involvement could affect Aptiv’s business interests. Likewise, we must also ensure that no corporate assets, including the Aptiv name and logo, are used or referred to in connection with such outside activities.

When you participate in political activities, you are supporting your own personal views. Remember that only designated employees are permitted to deal officially with government officials; if you are involved in other political activities, you should not speak as if you are representing Aptiv’s interests or opinions.

**Question and Answer**

**Q:** I am running in a marathon and will be soliciting charitable donations from friends and family outside of the Company. I recently found some outdated Company stationery in the recycling bin, and to save paper, I would like to use it for my letter writing campaign. Is this allowed?

**A:** No. You should not use the Company's stationery, even if it's outdated, to solicit contributions for your personal charity. In using Aptiv stationery, you would be giving recipients the impression that the Company is supporting your charitable endeavor. Although our Company supports employees in their pursuit of charitable activities, all of Aptiv's charitable support must be approved by the Aptiv Foundation.

**Business Opportunities**

You should never take any opportunity which you become aware of through your work at Aptiv, to benefit yourself personally. This includes accepting personal services or payments from a supplier, customer, or competitor.

**Loans and Compensation**

No employee or board member may accept compensation in any form for services performed for the Company from any source other than the Company without the prior approval of the Company's Board.

**Related Party Transactions**

Our Company is required by law to report any "related party transactions", which are business deals or transactions among parties that have a special relationship with each other, through family ties, related corporations, or other possibilities. Related party transactions can occur when certain individuals at our Company (such as our officers, directors, or major shareholders) or their family members enter into transactions in which our Company is also participating. The rules around related party transactions are complex and if you believe that you are involved in this type of situation, you should report it to the Chairman of the Board.