

**DELPHI**

**Delphi Automotive PLC**  
**Audit Committee Charter**

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## **DELPHI AUTOMOTIVE PLC AUDIT COMMITTEE CHARTER**

### **I. Purpose of the Committee**

The purpose of the Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of Delphi Automotive PLC (the “Company”) shall be to assist in Board oversight of:

- the integrity of the Company’s financial statements;
- the Company’s compliance with legal and regulatory requirements, including satisfying requirements with respect to furnishing quarterly financial statements compliant with United States Generally Accepted Accounting Principles (“GAAP”);
- the independent auditors’ qualifications and independence;
- the performance of the Company’s independent auditors and internal audit function; and
- the Company’s code of business conduct and ethics (Code of Ethical Business Conduct).

### **II. Authority and Delegations**

The Committee shall have such other powers and perform such other duties as the Board may from time to time delegate to it. The Committee also has authority to take appropriate actions necessary to discharge its responsibilities. Such authority includes but is not limited to the power to:

- a. Retain outside counsel, accountants, outside advisors, consultants, or others to assist in the conduct of an investigation or as it determines appropriate to advise or assist in the performance of the Committee’s functions.
- b. Seek any information it requires from employees or external parties (employees and external parties will be directed to cooperate and comply with the Committee’s requests).

The Committee may delegate its authority to subcommittees or the Chair of the Committee when it deems appropriate and in the best interests of the Company.

### **III. Membership**

The Committee shall be comprised of at least three members, comprised solely of directors determined by the Board to be independent in accordance with the rules and regulations of the Securities and Exchange Commission (“SEC”) and New York Stock Exchange. . Each member shall be “financially literate” and at least one member of the Committee shall be an “audit committee financial expert” as determined by the Board and in accordance with applicable requirements.

The Nominating and Governance Committee shall recommend nominees for appointment to the Committee to the full Board annually and as vacancies or newly created positions occur. Committee members shall be appointed by the members of the Board and may be removed by the Board at any time. The Board shall designate the Chair of the Committee.

#### **IV. Limitations Inherent in the Audit Committee's Role**

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements are accurate and are in accordance with GAAP and applicable rules and regulations. These are the responsibilities of management and the independent auditor. The Committee's function is one of oversight. The Company's management is responsible for preparing the Company's financial statements and, along with the internal auditors, for developing and maintaining systems of internal accounting and financial controls, while the independent auditors will assist the Committee and the Board in fulfilling their responsibilities for their review of these financial statements and internal controls. The Committee expects the independent auditors to call to its attention any accounting, auditing, internal control, regulatory or other related matters that it believes warrant consideration or action.

The Committee recognizes that the financial management and the internal and independent auditors have more knowledge and information about the Company than do Committee members. Consequently, in carrying out its oversight responsibilities, the Committee does not provide any expert or special assurance as to the Company's financial statements or internal controls or any professional certification as to the independent auditors' work.

#### **V. General Operating Procedures**

1. The Committee shall review the adequacy of this Charter on a periodic basis.
2. The Committee shall assess annually the Committee's performance of the duties specified in this Charter and report its findings to the Board
3. The Committee shall perform such other functions within the purposes, duties and responsibilities of the Committee, as may be directed by the Board.
4. The Committee shall keep minutes of its meetings and make such minutes available to the Board.
5. Two members of the Committee shall constitute a quorum. When more than two members are present, the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Committee, and when only two members are present, the unanimous vote of the two members shall constitute the act of the Committee.
6. The Committee shall meet as often as may be deemed necessary or appropriate in its judgment, but not less frequently than quarterly, either in person or telephonically, and at such times and places as the Committee shall determine. The Committee shall make regular reports to the Board with respect to its activities.
7. At least quarterly, the Committee shall meet with management, the internal auditors and the independent auditors in separate executive sessions.

## **VI. Duties and Responsibilities**

### **Engagement of Independent Auditors**

1. The Committee shall have sole authority to appoint and, where appropriate, replace the independent auditors. The Committee shall ensure the rotation of audit partners to the extent required by law, or as it otherwise deems advisable. The independent auditors shall report directly to the Committee.
2. The Committee or a designated member of the Committee shall pre-approve all auditing services and permitted non-audit services (including fees and terms thereof) to be performed for the Company by the independent auditors and maintain written records of such approvals.
3. The Committee shall evaluate the independent auditor's qualifications, performance and independence, and shall present its conclusions with respect to the independent auditor to the full board.
4. As part of such evaluation, the Committee shall, at least annually, obtain and review a report by the independent auditors describing: the firm's internal control procedures; any material issues raised by the most recent internal control review or peer review, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent auditors carried out by the firm, and any such steps taken to deal with any such issues; and (to assess such firm's independence) all relationships between the independent auditors and the Company.
5. The Committee shall recommend to the Board policies for the Company's hiring of employees or former employees of the independent auditors who participated in any capacity in the audit of the Company. The Committee shall ensure that none of the individuals serving in the positions of chief executive officer, chief financial officer, controller and chief accounting officer, or any person serving in an equivalent position participated in any capacity in the audit of the Company as an employee of the independent auditors during the one-year period preceding the date of initiation of any audit being performed by the independent auditors.
6. The Committee shall review with the independent auditors any audit problems or difficulties and disagreements with management encountered in the course of the audit, management's response thereto and the related effects on the audit scope and procedures. The Committee is responsible for resolving any disagreements between management and the independent auditors regarding financial reporting.
7. The Committee will comply with all SEC rules and regulations governing auditor communications with audit committees.

### **Relationship with Internal Audit**

1. At least annually, the Committee shall review the responsibilities, activities, organization, resources, budget, staffing and qualifications of the Director of Internal Audit and of the internal audit organization, and make recommendations to the Board and management regarding the responsibilities, retention or termination of such employee.
2. The Committee shall annually approve the internal audit plan and regularly review progress made with respect to executing the internal audit plan, as well as any

modifications made to the plan during the year.

### **Financial Reporting and Control Oversight**

1. The Committee shall review and discuss with management and the independent auditors the annual audited and quarterly unaudited financial statements, including Management's Discussion and Analysis.
2. The Committee shall review and discuss the Company's earnings press releases.
3. The Committee shall review and discuss with management and the independent auditors, as appropriate, the Company's financial reporting and accounting standards and principles (including critical accounting policies and practices of the Company), significant changes in such standards or principles or in their application and the key accounting decisions affecting the Company's financial statements, including alternatives to, and the rationale for, the decisions made.
4. The Committee shall discuss any material issues raised by management or the independent auditors in their reviews of the Company's internal controls, the results of any internal audit and any steps adopted to address any material control deficiencies and any findings of fraud involving management or other employees who have a significant role in the Company's internal controls.
5. The Committee shall examine and review with the independent auditors, the internal auditors and the Company's chief financial and accounting officers the comments and recommendations contained in the reports provided to the Committee by the independent auditors and the internal auditors, and management's response to those reports, and advise the Board with respect thereto.
6. The Committee shall review with management, the independent auditors and the internal auditors the quality and adequacy of internal controls that could significantly affect the Company's financial statements.
7. The Committee shall review with management and the independent auditors the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the Company's financial statements.
8. The Committee shall recommend to the Board whether the audited financial statements should be included in the Company's Annual Report on Form 10-K.
9. The Committee shall prepare the Committee report that SEC rules require to be included in the Company's annual proxy statement.

### **Compliance, Ethics and Risk Oversight**

1. The Committee shall review with the Company's General Counsel and Chief Compliance Officer legal matters that may have a material impact on the Company's financial statements, the Company's compliance policies and any material reports or inquiries received from regulators or government agencies.
2. The Committee shall ensure that the Company's Code of Ethical Business Conduct is in writing and has annually been made readily available to Company employees and directors who shall sign-off annually on their commitment to comply by its terms.

3. The Committee shall review at least annually with the Company's General Counsel and Chief Compliance Officer the process for monitoring compliance with the Company's Code of Ethical Business Conduct and obtain regular updates from management regarding compliance, establish procedures for reviewing, granting and, to the extent required by law, or regulation, promptly disclosing any waivers of the Code of Ethical Business Conduct for directors and executive officers.
4. The Committee shall establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and establish procedures for confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
5. The Committee shall discuss with management and the independent auditors the Company's Enterprise Risk Management program, including the Company's major risk exposures, its policies with respect to enterprise risk assessment and management, and the steps management has taken to monitor and control these exposures including insurance and risk management programs.
6. The Committee shall review with management an assessment of the Company's Information Technology (IT) process framework and practices, including an assessment of IT risks and the IT controls implemented to monitor and mitigate these risks.
7. The Committee shall review with management the Company's tax planning strategy and initiatives.
8. The Committee shall review management's disclosure of any allegations of fraud that involve management or other employees who have a significant role in internal controls.