

Aptiv PLC
Form DEFA14A
March 11, 2019

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

(Rule 14a-101)

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

Aptiv PLC

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

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- (1) Title of each class of securities to which transaction applies:

- (2) Aggregate number of securities to which transaction applies:

- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

- (4) Proposed maximum aggregate value of transaction:

- (5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:

- (2) Form, Schedule or Registration Statement No.:

- (3) Filing Party:

(4) Date Filed:

Online

Go to **www.envisionreports.com/APTV** or scan the QR code login details are located in the shaded bar below.

Votes submitted electronically must be received by 3:00 a.m., Central Time, on April 23, 2019.

Shareholder Meeting Notice

Important Notice Regarding the Availability of Proxy Materials for the Aptiv PLC Shareholder Meeting to be Held on April 25, 2019

Under Securities and Exchange Commission rules, you are receiving this notice that the proxy materials for the annual shareholders' meeting are available on the Internet. Follow the instructions below to view the materials and vote online or request a copy. The items to be voted on and location of the annual meeting are on the reverse side. Your vote is important!

This communication is not a form for voting and presents only an overview of the more complete proxy materials, which contain important information and are available to you on the Internet. We encourage you to access and review the proxy materials before voting. The proxy statement and annual report to shareholders are available at:

Easy Online Access View your proxy materials and vote.

Step 1: Go to **www.envisionreports.com/APTV**.

Step 2: Click on **Cast Your Vote or Request Materials**.

Step 3: Follow the instructions on the screen to log in.

Step 4: Make your selections as instructed on each screen for your delivery preferences.

Step 5: Vote your shares.

When you go online, you can also help the environment by consenting to receive electronic delivery of future materials.

Obtaining a Copy of the Proxy Materials If you want to receive a paper or e-mail copy of these documents, you must request one. You will not otherwise receive paper or e-mail copies. There is no charge to you for requesting a copy. Please make your request for a copy as instructed on the reverse side on or before April 15, 2019 to facilitate timely delivery.

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Shareholder Meeting Notice

Aptiv PLC's Annual Meeting of Shareholders will be held on April 25, 2019 at the Company's Offices, 5 Hanover Quay, Grand Canal Dock Dublin 2, Ireland at 9:00 a.m. local time.

Proposals to be voted on at the meeting are listed below along with the Board of Directors' recommendations.

The Board of Directors recommends a vote **FOR** all director nominees, and **FOR** Proposals 12 and 13:

Election of Directors

- 01 - Kevin P. Clark
- 02 - Nancy E. Cooper
- 03 - Frank J. Dellaquila
- 04 - Nicholas M. Donofrio
- 05 - Mark P. Frissora
- 06 - Rajiv L. Gupta
- 07 - Sean O. Mahoney
- 08 - Robert K. Ortberg
- 09 - Colin J. Parris
- 10 - Ana G. Pinczuk
- 11 - Lawrence A. Zimmerman

Non Director Proposals

- 12 - To re-appoint auditors, ratify independent public accounting firm and authorize the directors to determine the fees paid to the auditors.
- 13 - To approve, by advisory vote, executive compensation.

PLEASE NOTE YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your shares you must vote online or request a paper copy of the proxy materials to receive a proxy card. If you wish to attend and vote at the meeting, please bring this notice with you. For information regarding attending the meeting, please see the proxy statement.

Here's how to order a copy of the proxy materials and select delivery preferences:

Current and future delivery requests can be submitted using the options below.

If you request an email copy, you will receive an email with a link to the current meeting materials.

PLEASE NOTE: You must use the number in the shaded bar on the reverse side when requesting a copy of the proxy materials.

Internet - Go to **www.envisionreports.com/APTV**. Click Cast Your Vote or Request Materials.

Phone - Call us free of charge at 1-866-641-4276.

Email - Send an email to investorvote@computershare.com with "Proxy Materials Aptiv PLC" in the subject line. Include your full name and address, plus the number located in the shaded bar on the reverse side, and state that you want a paper copy of the meeting materials.

To facilitate timely delivery, all requests for a paper copy of proxy materials must be received by April 15, 2019.