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Delphi Automotive PLC  
Form 10-K  
February 09, 2015  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-K

x ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF  
1934

For the fiscal year ended December 31, 2014

OR  
.. TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT  
OF 1934

For the transition period from to .

Commission file number: 001-35346

DELPHI AUTOMOTIVE PLC

(Exact name of registrant as specified in its charter)

Jersey

98-1029562

(State or other jurisdiction of  
incorporation or organization)

(I.R.S. Employer  
Identification No.)

Courteney Road

Hoath Way

Gillingham, Kent ME8 0RU

United Kingdom

(Address of principal executive offices)

011-44-163-423-4422

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of class

Name of Each Exchange on which Registered

Ordinary Shares. \$0.01 par value per share

New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐. No ☒.

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐. No ☒.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒. No ☐.

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒. No ☐.

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☒.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting

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company” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☒. Accelerated filer ☐. Non-accelerated filer ☐. Smaller reporting company ☐.

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐. No ☒.

The aggregate market value of the ordinary shares held by non-affiliates of the registrant as of June 30, 2014, the last business day of the registrant's most recently completed second fiscal quarter, was \$20,575,754,910 (based on the closing sale price of the registrant's ordinary shares on that date as reported on the New York Stock Exchange).

The number of the registrant's ordinary shares outstanding, \$0.01 par value per share as of January 30, 2015, was 290,279,017.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the registrant's definitive Proxy Statement related to the 2014 Annual Shareholders Meeting to be filed subsequently are incorporated by reference into Part III of this Form 10-K.

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**CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION**

This Annual Report on Form 10-K, including the exhibits being filed as part of this report, as well as other statements made by Delphi Automotive PLC (“Delphi,” the “Company,” “we,” “us” and “our”), contain forward-looking statements that reflect, when made, the Company’s current views with respect to current events and financial performance. Such forward-looking statements are subject to many risks, uncertainties and factors relating to the Company’s operations and business environment, which may cause the actual results of the Company to be materially different from any future results, express or implied, by such forward-looking statements. All statements that address future operating, financial or business performance or the Company’s strategies or expectations are forward-looking statements. In some cases, you can identify these statements by forward-looking words such as “may,” “might,” “will,” “should,” “expects,” “plans,” “intends,” “anticipates,” “believes,” “estimates,” “predicts,” “projects,” “potential,” “outlook” or “continue,” and other comparative terminology. Factors that could cause actual results to differ materially from these forward-looking statements include, but are not limited to, the following: global economic conditions, including conditions affecting the credit market; the cyclical nature of automotive sales and production; the potential disruptions in the supply of and changes in the competitive environment for raw material integral to the Company’s products; the Company’s ability to maintain contracts that are critical to its operations; the ability of the Company to integrate and realize the benefits of recent acquisitions; the ability of the Company to attract, motivate and/or retain key executives; the ability of the Company to avoid or continue to operate during a strike, or partial work stoppage or slow down by any of its unionized employees or those of its principal customers, and the ability of the Company to attract and retain customers. Additional factors are discussed under the captions “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in the Company’s filings with the Securities and Exchange Commission. New risks and uncertainties arise from time to time, and it is impossible for us to predict these events or how they may affect the Company. It should be remembered that the price of the ordinary shares and any income from them can go down as well as up. Delphi disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events and/or otherwise, except as may be required by law.

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PART I

ITEM 1. BUSINESS

“Delphi,” the “Company,” “we,” “us” and “our” refer to Delphi Automotive PLC, a public limited company which was formed under the laws of Jersey on May 19, 2011, together with its subsidiaries, including Delphi Automotive LLP, a limited liability partnership incorporated under the laws of England and Wales (“Delphi Automotive LLP”) which was formed on August 19, 2009 for the purpose of acquiring certain assets and subsidiaries of the former Delphi Corporation, and became a subsidiary of Delphi Automotive PLC in connection with the completion of the Company’s initial public offering on November 22, 2011. The former Delphi Corporation (now known as DPH Holdings Corp. (“DPHH”)) and, as the context may require, its subsidiaries and affiliates, are also referred to herein as “Old Delphi.”

We are a leading global vehicle components manufacturer and provide electrical and electronic, powertrain, active safety and thermal technology solutions to the global automotive and commercial vehicle markets. We are one of the largest vehicle component manufacturers, and our customers include all 25 of the largest automotive original equipment manufacturers (“OEMs”) in the world. We operate 129 major manufacturing facilities and 15 major technical centers utilizing a regional service model that enables us to efficiently and effectively serve our global customers from low cost countries. We have a presence in 33 countries and have over 20,000 scientists, engineers and technicians focused on developing market relevant product solutions for our customers. In line with the growth in emerging markets, we have been increasing our focus on these markets, particularly China, where we have a major manufacturing base, including investments in 5 new manufacturing facilities since 2012, and strong customer relationships.

Website Access to Company’s Reports

Delphi’s internet website address is [www.delphi.com](http://www.delphi.com). Our Annual Reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports filed or furnished pursuant to section 13(a) or 15(d) of the Exchange Act are available free of charge through our website as soon as reasonably practicable after they are electronically filed with, or furnished to, the Securities and Exchange Commission (“SEC”).

Our History

In October 2005, Old Delphi and certain of its United States (“U.S.”) subsidiaries filed voluntary petitions for reorganization relief under Chapter 11 of the United States Bankruptcy Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”). Old Delphi’s non-U.S. subsidiaries, which were not included in the Chapter 11 Filings, continued their business operations without supervision from the Bankruptcy Court and were not subject to the requirements of the Bankruptcy Code. On October 6, 2009 (the “Acquisition Date”), Delphi Automotive LLP acquired the major portion of the business of Old Delphi and issued membership interests to a group of investors consisting of certain lenders to Old Delphi, General Motors Company (“GM”) and the Pension Benefit Guaranty Corporation (the “PBGC”). On March 31, 2011, all of the outstanding Class A and Class C membership interests held by GM and the PBGC were redeemed, respectively, for approximately \$4.4 billion.

On May 19, 2011, Delphi Automotive PLC was formed as a Jersey public limited company, and had nominal assets, no liabilities and had conducted no operations prior to its initial public offering. On November 22, 2011, in conjunction with the completion of its initial public offering by the selling shareholders, all of the outstanding equity of Delphi Automotive LLP was exchanged by its equity holders for ordinary shares in Delphi Automotive PLC. As a result, Delphi Automotive LLP became a wholly-owned subsidiary of Delphi Automotive PLC.

Our Company

We believe the automotive industry is being shaped by increasing government regulations for vehicle safety, fuel efficiency and emissions control, as well as rapidly increasing consumer demand for connectivity. These industry mega-trends, which we refer to as “Safe,” “Green” and “Connected,” are driving higher growth in products that address these trends than growth in the automotive industry overall. We have organized our business into four diversified segments, which enable us to develop solutions and manufacture highly-engineered products that enable our customers to respond to these mega-trends:

-

Electrical / Electronic Architecture—This segment provides complete design of the vehicle's electrical architecture, including connectors, wiring assemblies and harnesses, electrical centers and hybrid high voltage and safety distribution systems. Our products provide the critical electrical and electronics backbone that supports increased vehicle content and electrification, reduced emissions and higher fuel economy through weight savings.

Powertrain Systems—This segment provides systems integration of full end-to-end gasoline and diesel engine management systems including fuel handling, fuel injection, combustion, electronic controls, test and validation capabilities, aftermarket, and original equipment services. We design solutions to optimize powertrain power and performance while helping our customers meet new emissions and fuel economy regulations.

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**Electronics and Safety**—This segment provides critical components, systems and advanced software for passenger safety, security, comfort and infotainment, as well as vehicle operation, including body controls, reception systems, infotainment and connectivity systems, hybrid vehicle power electronics, passive and active safety electronics, displays and mechatronics. Our products integrate and optimize electronic content, which improves fuel economy, reduces emissions, increases safety and provides occupant infotainment and connectivity.

**Thermal Systems**—This segment provides powertrain cooling and heating, ventilating and air conditioning (“HVAC”) systems, such as compressors, systems and controls, and heat exchangers for the vehicle markets. Our products improve the efficiency by which the powertrain and cabin temperatures are managed, which are critical factors in achieving increased fuel economy, reduced emissions and occupant comfort.

#### Financial Information about Business Segments

We operate our core business along four operating segments, which are grouped on the basis of similar product, market, and operating factors.

#### Net Sales by Segment

|                                    | Year Ended December 31, 2014         |            |    | Year Ended December 31, 2013 |            |    | Year Ended December 31, 2012 |            |    |
|------------------------------------|--------------------------------------|------------|----|------------------------------|------------|----|------------------------------|------------|----|
|                                    | Net Sales                            | % of Total |    | Net Sales                    | % of Total |    | Net Sales                    | % of Total |    |
|                                    | (in millions, excluding percentages) |            |    |                              |            |    |                              |            |    |
| Electrical/Electronic Architecture | \$8,274                              | 48         | %  | \$ 7,972                     | 48         | %  | \$ 6,815                     | 44         | %  |
| Powertrain Systems                 | 4,575                                | 27         | %  | 4,424                        | 27         | %  | 4,656                        | 30         | %  |
| Electronics and Safety             | 2,859                                | 17         | %  | 2,830                        | 17         | %  | 2,732                        | 18         | %  |
| Thermal Systems                    | 1,556                                | 9          | %  | 1,468                        | 9          | %  | 1,541                        | 10         | %  |
| Eliminations and Other             | (241)                                | (1)        | )% | (231)                        | (1)        | )% | (225)                        | (2)        | )% |
| Total                              | \$17,023                             |            |    | \$ 16,463                    |            |    | \$ 15,519                    |            |    |

Refer to Results of Operations by Segment in Item 7. Management’s Discussion and Analysis and Note 23. Segment Reporting of the notes to the consolidated financial statements, included in Item 8. Financial Statements and Supplementary Data of this Annual Report for further financial information about business segments.

Our business is diversified across end-markets, regions, customers, vehicle platforms and products. Our customer base includes all 25 of the largest automotive OEMs in the world, and in 2014, 23% of our net sales came from the Asia Pacific region, which we have identified as a key market likely to experience substantial growth. Our eight largest platforms in 2014 were with five different OEMs. In addition, in 2014 our products were found in 19 of the 20 top-selling vehicle models in the United States, in 18 of the 20 top-selling vehicle models in Europe and in 17 of the 20 top-selling vehicle models in China. We have diversified our business into the commercial vehicle market, which is typically on a different business cycle than the light vehicle market. In addition, approximately 6% of our 2014 net sales were to the aftermarket, which meets the ongoing need for replacement parts required for vehicle servicing. We have established a worldwide design and manufacturing footprint with a regional service model that enables us to efficiently and effectively serve our global customers from low cost countries. This regional model is structured primarily to service the North American market from Mexico, the South American market from Brazil, the European market from Eastern Europe and North Africa, and the Asia Pacific market from China. Our global scale and regional service model enables us to engineer globally and execute regionally to serve the largest OEMs, which are seeking suppliers that can serve them on a worldwide basis. Our footprint also enables us to adapt to the regional design variations the global OEMs require and serve the emerging market OEMs.

#### Our Industry

The automotive parts industry provides components, systems, subsystems and modules to OEMs for the manufacture of new vehicles, as well as to the aftermarket for use as replacement parts for current production and older vehicles. Overall, we expect long-term growth of vehicle sales and production in the OEM market. In 2013 and 2014, the industry saw increased global customer sales and production schedules. However, while OEM vehicle production in North America and Asia Pacific has continued to grow, production in Europe and South America continues to be impacted by the economic uncertainties in these regions. Vehicle production increased by only 2% in Europe, and

decreased by 17% in South America in 2014 as compared to 2013. Demand for automotive parts in the OEM market is generally a function of the number of new vehicles produced, which is primarily driven by macro-economic factors such as credit availability, interest rates, fuel prices, consumer confidence, employment and other trends. Although OEM demand is tied to actual vehicle production, participants in the automotive parts industry also have the opportunity to grow through increasing product content per vehicle by further penetrating business with existing customers and in existing markets, gaining new customers and increasing their presence in



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global markets. We believe that as a company with a global presence and advanced technology, engineering, manufacturing and customer support capabilities, we are well-positioned to benefit from these opportunities. We believe that continuously increasing societal demands have created the three “mega-trends” that serve as the basis for the next wave of market-driven automotive technology advancement. Our challenge is to continue developing leading edge technology focused on addressing these mega-trends, and apply that technology toward products with sustainable margins that enable our customers, both OEMs and others, to produce distinctive market-leading products. We have identified a core portfolio of products that draw on our technical strengths and align with these mega-trends where we believe we can provide differentiation to our automotive, commercial vehicle and aftermarket customers.

**Safe.** The first mega-trend, “Safe,” represents technologies aimed not just at protecting vehicle occupants when a crash occurs, but those that actually proactively reduce the risk of a crash occurring. OEMs continue to focus on improving occupant and pedestrian safety in order to meet increasingly stringent regulatory requirements in various markets, such as a recent regulation issued by the U.S. National Highway Traffic Safety Administration that will require rear view cameras in all vehicles with a gross vehicle weight of less than 10,000 pounds that are manufactured on or after May 1, 2018. As a result, suppliers are focused on developing technologies aimed at protecting vehicle occupants when a crash occurs, as well as advanced driver assistance systems that reduce driver distractions and automated safety features that proactively mitigate the risk of a crash occurring. Examples of new and alternative technologies that incorporate sophisticated detection and advanced software for collision avoidance include lane departure warning systems, adaptive cruise control and automatic braking.

**Green.** The second mega-trend, “Green,” represents technologies designed to help reduce emissions, increase fuel economy and minimize the environmental impact of vehicles. Green is a key mega-trend today because of the convergence of several issues: climate change, volatility in oil prices, an increasing number of vehicles in use worldwide and recent and pending regulation in the U.S. and overseas regarding fuel economy and carbon dioxide emissions. OEMs continue to focus on improving fuel efficiency and reducing emissions in order to meet increasingly stringent regulatory requirements in various markets. On a worldwide basis, the relevant authorities in the European Union, the United States, China, India, Japan, Brazil, South Korea and Argentina have already instituted regulations requiring further reductions in emissions and/or increased fuel economy through 2016. In many cases, other authorities have initiated legislation or regulation that would further tighten the standards through 2020 and beyond. Based on the current regulatory environment, we believe that OEMs including those in the U.S. and China, will be subject to requirements for even greater reductions in CO2 emissions over the next ten years. These standards will require meaningful innovation as OEMs and suppliers are forced to find ways to improve thermal management, engine management, electrical power consumption, vehicle weight and integration of alternative powertrains (e.g., electric/hybrid propulsion). As a result, suppliers are developing innovations that result in significant improvements in fuel economy, emissions and performance from gasoline and diesel internal combustion engines, and permit engine downsizing without loss of performance. At the same time, suppliers are also developing and marketing new and alternative technologies that support hybrid vehicles, electric vehicles and fuel cell products to improve fuel economy and emissions.

**Connected.** The third mega-trend, “Connected,” represents technologies designed to seamlessly integrate the highly complex electronic world in which automotive consumers live into the cars they drive, so that time in a vehicle is more productive and enjoyable. The technology content of vehicles continues to increase as consumers demand greater safety, personalization, infotainment, productivity and convenience while driving. Also with increased smart phone usage in vehicles, driver distractions can be dramatically increased, which in turn results in greater risk of accidents. Delphi's MyFi suite of infotainment products seamlessly integrate smart phones with vehicles allowing greater connectivity to the devices and cloud based content and services. Delphi's MyFi then couples active safety products to monitor the environment inside and outside the vehicle to help enable connectivity in a safer environment. Coupled with alerts, audio commands and responses, driver awareness can be enhanced and increased connectivity enabled.

We expect these mega-trends to continue to create growth and opportunity for us. We believe we are well-positioned to provide solutions and products to OEMs to expand the electronic and technological content of their vehicles. We

also believe electronics integration, which generally refers to products and systems that combine integrated circuits, software algorithms, sensor technologies and mechanical components within the vehicle will allow OEMs to achieve substantial reductions in weight and mechanical complexity, resulting in easier assembly, enhanced fuel economy, improved emissions control and better vehicle performance. We have formed a Technology Advisory Council, a panel of prominent global technology thought leaders, to guide our product strategies and investments in technology with a focus on developing advanced technologies to drive growth within these mega-trends.

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### Standardization of Sourcing by OEMs

Many OEMs are adopting global vehicle platforms to increase standardization, reduce per unit cost and increase capital efficiency and profitability. As a result, OEMs are selecting suppliers that have the capability to manufacture products on a worldwide basis as well as the flexibility to adapt to regional variations. Suppliers with global scale and strong design, engineering and manufacturing capabilities, are best positioned to benefit from this trend. OEMs are also increasingly looking to their suppliers to simplify vehicle design and assembly processes to reduce costs. As a result, suppliers that sell vehicle components directly to manufacturers (Tier I suppliers) have assumed many of the design, engineering, research and development and assembly functions traditionally performed by vehicle manufacturers. Suppliers that can provide fully-engineered solutions, systems and pre-assembled combinations of component parts are positioned to leverage the trend toward system sourcing.

### Shorter Product Development Cycles

As a result of government regulations and customer preferences, OEMs are requiring suppliers to respond faster with new designs and product innovations. While these trends are more prevalent in mature markets, the emerging markets are advancing rapidly towards the regulatory standards and consumer preferences of the more mature markets. Suppliers with strong technologies, robust global engineering and development capabilities will be best positioned to meet OEM demands for rapid innovation.

### Products

Our organizational structure and management reporting support the management of these core product lines: Electrical/Electronic Architecture. This segment offers complete electrical and electronic architectures for our customer-specific needs that help reduce production cost, weight and mass, and improve reliability and ease of assembly.

- High quality connectors are engineered primarily for use in the automotive and related markets, but also have applications in the aerospace, military and telematics sectors.

Electrical centers provide centralized electrical power and signal distribution and all of the associated circuit protection and switching devices, thereby optimizing the overall vehicle electrical system.

Distribution systems, including hybrid high voltage and safety systems, are integrated into one optimized vehicle electrical system that can utilize smaller cable and gauge sizes and ultra-thin wall insulation (which product line makes up approximately 34%, 36% and 37% of our total revenue for the years ended December 31, 2014, 2013 and 2012, respectively).

Powertrain Systems. This segment offers high quality products for complete engine management systems (“EMS”) and products to help optimize performance, emissions and fuel economy.

The gasoline EMS portfolio features fuel injection and air/fuel control, valvetrain, ignition, sensors and actuators, transmission control products, and powertrain electronic control modules with software, algorithms and calibration.

The diesel EMS product line offers high quality common rail fuel injection system technologies including diesel injection equipment, system integration, calibration, electronics, and emission control solutions.

The Powertrain Systems segment also supplies integrated fuel handling systems for gasoline, diesel, flexfuel and biofuel configurations, and innovative evaporative emissions systems that are recognized as industry-leading technologies.

We also include aftermarket and original equipment service in the Powertrain Systems segment.

Electronics and Safety. This segment offers a wide range of electronic and safety equipment in the areas of controls, security, infotainment, communications, safety systems and power electronics.

Electronic controls products primarily consist of body computers and security systems.

Infotainment and driver interface portfolio primarily consists of receivers, MyFi reception systems, digital receivers, satellite audio receivers, navigation systems, displays (including re-configurable displays) and mechatronics.

Passive and active safety electronics primarily includes occupant detection systems, collision warning systems, advanced cruise control technologies, collision sensing and auto braking.

Electric and hybrid electric vehicle power electronics comprises power modules, inverters and converters and battery packs.



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Thermal Systems. This segment offers energy efficient thermal system and component solutions for the automotive market and continues to develop applications for the non-automotive market. Our Automotive Thermal Products are designed to meet customers' needs for powertrain thermal management and cabin thermal comfort (climate control).

Main powertrain cooling products include condenser, radiator, fan module and charge air cooling heat exchangers assemblies.

Climate control portfolio includes HVAC modules, with evaporator and heater core components, air conditioning compressors and controls.

### Competition

Although the overall number of our top competitors decreased due to ongoing industry consolidation, the automotive parts industry remains extremely competitive. OEMs rigorously evaluate suppliers on the basis of product quality, price, reliability and timeliness of delivery, product design capability, technical expertise and development capability, new product innovation, financial viability, application of lean principles, operational flexibility, customer service and overall management. In addition, our customers generally require that we demonstrate improved efficiencies, through cost reductions and/or price improvement, on a year-over-year basis.

Our competitors in each of our operating segments are as follows:

### Segment

### Competitors

### Electrical/Electronic Architecture

- Lear Corporation
- Leoni AG
- Molex Inc.
- TE Connectivity, Ltd.
- Sumitomo Corporation
- Yazaki Corporation

### Powertrain Systems

- Bosch Group
- Continental AG
- Denso Corporation
- Hitachi, Ltd.
- Magneti Marelli S.p.A.

### Electronics and Safety

- Autoliv AB
- Bosch Group
- Continental AG
- Denso Corporation
- Harman International Industries
- Panasonic Corporation
- TRW Automotive
- Visteon Corporation

### Thermal Systems

- Denso Corporation
- Halla Visteon Climate Control Corp.
- MAHLE
- Sanden Corporation
- Valeo, SA

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## Customers

We sell our products and services to the major global OEMs in every region of the world. We also sell our products to the worldwide aftermarket for replacement parts, including the aftermarket operations of our OEM customers and to other distributors and retailers. The following table provides the percentage of net sales to our largest customers for the year ended December 31, 2014:

| Customer                                | Percentage of Net Sales |
|---|-------------------------|
| GM                                      | 17%                     |
| Volkswagen Group ("VW")                 | 10%                     |
| Daimler AG ("Daimler")                  | 6%                      |
| Fiat Chrysler Automobiles N.V.          | 6%                      |
| Shanghai General Motors Company Limited | 5%                      |
| Ford Motor Company ("Ford")             | 5%                      |
| PSA Peugeot Citroën ("PSA")             | 5%                      |
| Hyundai Motor Company                   | 4%                      |
| Geely Automobile Holdings Limited       | 3%                      |
| Toyota Motor Corporation                | 2%                      |

## Supply Relationships with Our Customers

We typically supply products to our OEM customers through purchase orders, which are generally governed by general terms and conditions established by each OEM. Although the terms and conditions vary from customer to customer, they typically contemplate a relationship under which our customers place orders for their requirements of specific components supplied for particular vehicles but are not required to purchase any minimum amount of products from us. These relationships typically extend over the life of the related vehicle. Prices are negotiated with respect to each business award, which may be subject to adjustments under certain circumstances, such as commodity or foreign exchange escalation/de-escalation clauses or for cost reductions achieved by us. The terms and conditions typically provide that we are subject to a warranty on the products supplied; in most cases, the duration of such warranty is coterminous with the warranty offered by the OEM to the end-user of the vehicle. We may also be obligated to share in all or a part of recall costs if the OEM recalls its vehicles for defects attributable to our products. Individual purchase orders are terminable for cause or non-performance and, in most cases, upon our insolvency and certain change of control events. In addition, many of our OEM customers have the option to terminate for convenience on certain programs, which permits our customers to impose pressure on pricing during the life of the vehicle program, and issue purchase contracts for less than the duration of the vehicle program, which potentially reduces our profit margins and increases the risk of our losing future sales under those purchase contracts.

Additionally, our largest customer, GM, expressly reserves a right to terminate for competitiveness on certain of our long-term supply contracts. We manufacture and ship based on customer release schedules, normally provided on a weekly basis, which can vary due to cyclical automobile production or dealer inventory levels.

Although customer programs typically extend to future periods, and although there is an expectation that we will supply certain levels of OEM production during such future periods, customer agreements including applicable terms and conditions do not necessarily constitute firm orders. Firm orders are generally limited to specific and authorized customer purchase order releases placed with our manufacturing and distribution centers for actual production and order fulfillment. Firm orders are typically fulfilled as promptly as possible from the conversion of available raw materials, sub-components and work-in-process inventory for OEM orders and from current on-hand finished goods inventory for aftermarket orders. The dollar amount of such purchase order releases on hand and not processed at any point in time is not believed to be significant based upon the timeframe involved.

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## Our Global Operations

Information concerning principal geographic areas is set forth below. Net sales data reflects the manufacturing location for the years ended December 31, 2014, 2013 and 2012. Net property data is as of December 31, 2014, 2013 and 2012.

|                                     | Year Ended<br>December 31, 2014<br>(in millions) |                     | Year Ended<br>December 31, 2013 |                     | Year Ended<br>December 31, 2012 |                     |
|-------------------------------------|--|---------------------|---------------------------------|---------------------|---------------------------------|---------------------|
|                                     | Net Sales  | Net<br>Property (1) | Net Sales                       | Net<br>Property (1) | Net Sales                       | Net<br>Property (1) |
| United States (2)                   | \$5,658  | \$772               | \$5,300                         | \$668               | \$5,193                         | \$592               |
| Other North America                 | 208  | 145                 | 213                             | 145                 | 151                             | 139                 |
| Europe, Middle East & Africa<br>(3) | 6,452  | 1,487               | 6,444                           | 1,592               | 6,364                           | 1,455               |
| Asia Pacific (4)                    | 3,958  | 817                 | 3,541                           | 674                 | 2,827                           | 524                 |
| South America                       | 747  | 122                 | 965                             | 137                 | 984                             | 150                 |
| Total                               | \$17,023   | \$3,343             | \$16,463                        | \$3,216             | \$15,519                        | \$2,860             |

(1) Net property data represents property, plant and equipment, net of accumulated depreciation.

(2) Includes net sales and machinery, equipment and tooling that relate to the Company's maquiladora operations located in Mexico. These assets are utilized to produce products sold to customers located in the United States.

Includes our country of domicile, Jersey, and the country of our principal executive offices, the United Kingdom.

We had no sales in Jersey in any period. We had net sales of \$892 million, \$727 million and \$726 million in the United Kingdom for the years ended December 31, 2014, 2013 and 2012, respectively. We had net property in the

(3) United Kingdom of \$231 million, \$229 million and \$191 million as of December 31, 2014, 2013 and 2012, respectively. The largest portion of net sales in the Europe, Middle East & Africa region was \$892 million in the United Kingdom, \$1,076 million in Germany and \$1,145 million in France for the years ended December 31, 2014, 2013 and 2012, respectively.

(4) Net sales and net property in Asia Pacific are primarily attributable to China.

## Research, Development and Intellectual Property

We maintain technical engineering centers in major regions of the world to develop and provide advanced products, processes and manufacturing support for all of our manufacturing sites, and to provide our customers with local engineering capabilities and design development on a global basis. As of December 31, 2014, we employed over 20,000 scientists, engineers and technicians around the world. Total expenditures for research and development activities, which include engineering, were approximately \$1.3 billion, \$1.3 billion and \$1.2 billion for the years ended December 31, 2014, 2013 and 2012, respectively. Each year we share some engineering expenses with OEMs and government agencies. While this amount varies from year-to-year, it is generally in the range of 20% to 30% of engineering expenses.

We have formed a Technology Advisory Council, a panel of prominent global technology thought leaders, which guides our product strategies and investments in technology with a focus on developing advanced technologies to drive growth. We believe that our engineering and technical expertise, together with our emphasis on continuing research and development, allow us to use the latest technologies, materials and processes to solve problems for our customers and to bring new, innovative products to market. We believe that continued engineering activities are critical to maintaining our pipeline of technologically advanced products. Given our strong financial discipline, we seek to effectively manage fixed costs and efficiently rationalize capital spending by critically evaluating the profit potential of new and existing customer programs, including investment in innovation and technology. We maintain our engineering activities around our focused product portfolio and allocate our capital and resources to those products with distinctive technologies. We expect expenditures for engineering activities to be approximately \$1.3 billion for the year ended December 31, 2015.

We maintain a large portfolio of patents in the operation of our business. While no individual patent or group of patents, taken alone, is considered material to our business, taken in the aggregate, these patents provide meaningful protection for our products and technical innovations. Similarly, while our trademarks (particularly those protecting the Delphi brand) are important to identify our position in the industry, we do not believe that any of these are individually material to our business. We are actively pursuing marketing opportunities to commercialize and license our technology to both automotive and non-automotive industries and we have selectively taken licenses from others to support our business interests. These activities foster optimization of intellectual property rights.

#### Materials

We procure our raw materials from a variety of suppliers around the world. Generally, we seek to obtain materials in the region in which our products are manufactured in order to minimize transportation and other costs. The most significant raw materials we use to manufacture our products include aluminum, copper and resins. As of December 31, 2014, we have not



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experienced any significant shortages of raw materials and normally do not carry inventories of such raw materials in excess of those reasonably required to meet our production and shipping schedules.

Commodity cost volatility, most notably related to copper, aluminum, petroleum-based resin products and fuel, is a challenge for us and our industry. We are continually seeking to manage these and other material-related cost pressures using a combination of strategies, including working with our suppliers to mitigate costs, seeking alternative product designs and material specifications, combining our purchase requirements with our customers and/or suppliers, changing suppliers, hedging of certain commodities and other means. In the case of copper, which primarily affects our Electrical/Electronic Architecture segment, and aluminum, which primarily affects our Thermal segment, contract escalation clauses have enabled us to pass on some of the price increases to our customers and thereby partially offset the impact of increased commodity costs on operating income for the related products. However, other than in the case of copper and aluminum, our overall success in passing commodity cost increases on to our customers has been limited. We will continue our efforts to pass market-driven commodity cost increases to our customers in an effort to mitigate all or some of the adverse earnings impacts, including by seeking to renegotiate terms as contracts with our customers expire.

### Seasonality

Our business is moderately seasonal, as our primary North American customers historically reduce production during the month of July and halt operations for approximately one week in December. Our European customers generally reduce production during the months of July and August and for one week in December. Shut-down periods in the rest of the world generally vary by country. In addition, automotive production is traditionally reduced in the months of July, August and September due to the launch of parts production for new vehicle models. Accordingly, our results reflect this seasonality.

### Employees

As of December 31, 2014, we employed approximately 127,000 people (5,000 in the U.S., and 122,000 outside of the U.S.); 26,000 salaried employees and 101,000 hourly employees. In addition, we maintain an alternative workforce of 37,000 contract and temporary workers. Our employees are represented worldwide by numerous unions and works councils, including the IUE-CWA, the United Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied Industrial and Service Workers International Union and its Local Union 87L (together, the “USW”), and Confederacion De Trabajadores Mexicanos. In the U.S., our employees are represented by only the IUE-CWA and the USW, with which we have competitive wage and benefit packages.

### Environmental Compliance

We are subject to the requirements of U.S. federal, state and local, and non-U.S., environmental and safety and health laws and regulations. These include laws regulating air emissions, water discharge, hazardous materials and waste management. We have an environmental management structure designed to facilitate and support our compliance with these requirements globally. Although it is our intent to comply with all such requirements and regulations, we cannot provide assurance that we are at all times in compliance. Environmental requirements are complex, change frequently and have tended to become more stringent over time. Accordingly, we cannot assure that environmental requirements will not change or become more stringent over time or that our eventual environmental costs and liabilities will not be material.

Certain environmental laws assess liability on current or previous owners or operators of real property for the cost of removal or remediation of hazardous substances. In addition to clean-up actions brought by U.S. federal, state, local and non-U.S. agencies, plaintiffs could raise personal injury or other private claims due to the presence of hazardous substances on or from a property. We are currently in the process of investigating and cleaning up some of our current or former sites. In addition, there may be soil or groundwater contamination at several of our properties resulting from historical, ongoing or nearby activities.

At December 31, 2014, 2013 and 2012, the reserve for environmental investigation and remediation was approximately \$21 million, \$21 million and \$21 million, respectively, of which \$7 million, \$7 million and \$8 million, respectively, related to sites within the U.S. We cannot ensure that our eventual environmental remediation costs and liabilities will not exceed the amount of our current reserves. In the event that such liabilities were to significantly

exceed the amounts recorded, our results of operations could be materially affected.

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**SUPPLEMENTARY ITEM. EXECUTIVE OFFICERS OF THE REGISTRANT**

The name, age (as of February 2, 2015), current positions and description of business experience of each of our executive officers are listed below. Our executive officers are elected annually by the Board of Directors and hold office until their successors are elected and qualified or until the officer's resignation or removal. Positions noted below reflect current service to Delphi Automotive PLC and prior service to Delphi Automotive LLP. Other than Ms. Suver, each officer listed below as a senior vice president was a vice president until February 2012.

Rodney O'Neal, 61, is chief executive officer (CEO) and president of Delphi and is a member of the company's board of directors. Mr. O'Neal became president and CEO in January 2007, was named president and CEO of Delphi Automotive LLP in October 2009 and became a member of the board in May 2011. In September 2014, the Company announced that Mr. O'Neal plans to retire on March 1, 2015. After March 1, 2015, Mr. O'Neal will continue in an advisory role until the end of 2015. Previously, Mr. O'Neal was president and chief operating officer (COO) from January 1, 2005. Prior to the president and COO position, Mr. O'Neal served as president of the former Dynamics, Propulsion and Thermal sector from January 2003 and as executive vice president and president of the former Safety, Thermal and Electrical Architecture sector from January 2000. Previously, he served as vice president and president of Delphi Interior Systems since November 1998 and general manager of the former Delphi Interior & Lighting Systems since May 1997. Mr. O'Neal served on the board of directors of Sprint/Nextel Corporation (2007-2013) and served on the board of directors of Goodyear Tire & Rubber Company (2004-2012).

Kevin P. Clark, 52, is chief operating officer of Delphi, and will succeed Mr. O'Neal as CEO and president upon Mr. O'Neal's retirement. Mr. Clark was named to his current position in October 2014, and was previously chief financial officer and executive vice president since February 2013. He was appointed vice president and chief financial officer in July 2010. Previously, Mr. Clark was a founding partner of Liberty Lane Partners, LLC, a private-equity investment firm focused on building and improving middle-market companies. Prior to Liberty Lane Partners, Mr. Clark served as the chief financial officer of Fisher-Scientific International Inc., a manufacturer, distributor and service provider to the global healthcare market. Mr. Clark served as Fisher-Scientific's chief financial officer from the company's initial public offering in 2001 through the completion of its merger with Thermo Electron Corporation in 2006. Prior to becoming chief financial officer, Mr. Clark served as Fisher-Scientific's corporate controller and treasurer.

Mark J. Murphy, 47, is chief financial officer and executive vice president of Delphi, a position he has held since October 2014. Prior to joining Delphi, Mr. Murphy was president, U.S. Industrial Gases, Praxair, Inc., and prior to that he was president, Praxair Surface Technologies and Electronic Materials. Previously, he served as the chief financial officer for MEMC Electronic Materials, Inc. (now known as SunEdison) from 2011 to 2012. From 2000 to 2010, he held various executive positions at Praxair including, corporate controller, president Praxair Electronics, and vice president of finance, IT and Human Resources of Praxair Asia, based in Shanghai.

Majdi Abulaban, 51, is senior vice president of Delphi and president of Delphi Electrical/Electronic Architecture (E/EA) effective February 2012. He also continues to serve as president of Delphi Asia-Pacific. Mr. Abulaban was most recently president of the Connection Systems product business unit for Delphi E/EA. Mr. Abulaban was appointed managing director for the former Packard Electric Systems' Asia Pacific operations and became chairman of the board for Delphi Packard Electric Systems Co., Ltd, (China) in July 2002. He previously held a variety of assignments, including business line executive for cockpits at the former Safety & Interior division since 2001 and director of Asia Pacific Operations for Delphi Harrison Thermal Systems since January 2000.

Liam Butterworth, 44, is senior vice president of Delphi and president, Powertrain Systems effective February 2014. He previously was president of Delphi Connection Systems, a product business unit (PBU) of Delphi E/EA, from October 2012. He joined Delphi in 2012 after the company acquired FCI's Motorized Vehicles Division, where he had been president and general manager from 2009 through the acquisition by Delphi. He joined FCI in 2000 and held positions in sales, marketing, purchasing and general management. Prior to FCI, Mr. Butterworth worked for Lucas Industries and TRW Automotive.

Jeffrey J. Owens, 60, was named chief technology officer and executive vice president of Delphi in February 2013. He previously was senior vice president and chief technology officer since February 2012. Prior to that role he was vice president of Delphi and president of Delphi Electronics and Safety since October 2009 and was previously vice

president and president of Delphi Electronics and Safety, from September 2001 to September 2009. He also served as president of Delphi Asia Pacific from 2006 to 2009.

David M. Sherbin, 55, is senior vice president, general counsel, secretary and chief compliance officer of Delphi. He was named to his current position in October 2009 and previously was vice president, general counsel from October 2005 to October 2009. He was appointed chief compliance officer in January 2006. Prior to joining Delphi, Mr. Sherbin was vice president, general counsel and secretary for Pulte Homes, Inc., a national homebuilder, from January 2005 through September 2005. Mr. Sherbin joined Federal-Mogul Corporation in 1997 and was named senior vice president, general counsel, secretary and chief compliance officer in 2003.

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James A. Spencer, 61, is executive vice president of operations as of February 2013. He was previously senior vice president of Delphi and sector president of Electrical and Electronics since February 2012. Prior to that he was vice president of Delphi and president of Delphi Electrical/Electronic Architecture since October 2009. Mr. Spencer was vice president and president of Delphi Electrical/Electronic Architecture, formerly Packard Electric Systems, since 1999 and previously was president of Delphi Asia Pacific from 1999 to 2000. He also has served as president of Delphi Latin America since July 2006.

Susan M. Suver, 55, is senior vice president and chief human resources officer, a position she has held since February 2015. Prior to joining Delphi, Ms. Suver was an executive with United States Steel Corporation, a leading integrated steel producer, where she was senior vice president of human resources & administration from 2013 to 2014 and vice president human resources from 2007 to 2013. Ms. Suver has also held positions with Phelps Dodge Corporation, a metals, mining and industrial manufacturing company, and Arrow Electronics, Inc., a global supply channel for electronic components and software.

Jugal K. Vijayvargiya, 46, is senior vice president of Delphi and president of Delphi Electronics and Safety (E&S). He was named to his current position in February 2012 and was most recently vice president of the Infotainment & Driver Interface PBU for Delphi E&S since August 2009. He was previously general director of the Controls & Security PBU since 2006. Earlier, Mr. Vijayvargiya was global business line executive (BLE) for Body Security & Mechatronics at Delphi Electrical/Electronic Architecture. Prior to his BLE assignment, Mr. Vijayvargiya was director of program management before being named product line manager of Audio Systems in 2002.

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ITEM 1A. RISK FACTORS

Set forth below are certain risks and uncertainties that could adversely affect our results of operations or financial condition and cause our actual results to differ materially from those expressed in forward-looking statements made by the Company. Also refer to the Cautionary Statement Regarding Forward-Looking Information in this annual report.

**Risks Related to Business Environment and Economic Conditions**

The cyclical nature of automotive sales and production can adversely affect our business.

Our business is directly related to automotive sales and automotive vehicle production by our customers. Automotive sales and production are highly cyclical and, in addition to general economic conditions, also depend on other factors, such as consumer confidence and consumer preferences. Lower global automotive sales would be expected to result in substantially all of our automotive OEM customers lowering vehicle production schedules, which has a direct impact on our earnings and cash flows. In addition, automotive sales and production can be affected by labor relations issues, regulatory requirements, trade agreements, the availability of consumer financing and other factors. Economic declines that result in a significant reduction in automotive sales and production by our customers have in the past had, and may in the future have, an adverse effect on our business, results of operations and financial condition. Our sales are also affected by inventory levels and OEMs' production levels. We cannot predict when OEMs will decide to increase or decrease inventory levels or whether new inventory levels will approximate historical inventory levels. Uncertainty and other unexpected fluctuations could have a material adverse effect on our business and financial condition.

A prolonged economic downturn or economic uncertainty could adversely affect our business and cause us to require additional sources of financing, which may not be available.

Our sensitivity to economic cycles and any related fluctuation in the businesses of our customers or potential customers may have a material adverse effect on our financial condition, results of operations or cash flows.

Automakers across Europe and South America are continuing to experience difficulties as economic uncertainties persist in these regions. OEM vehicle production in Europe increased by 2% from 2013 to 2014, following essentially flat production in 2013 as compared to 2012. Production in South America decreased by 17% in 2014 as compared to 2013. As a result, we have experienced and may continue to experience reductions in orders from these OEM customers. A prolonged downturn in the European or South American automotive industry or a significant change in product mix due to consumer demand could require us to shut down plants or result in impairment charges, restructuring actions or changes in our valuation allowances against deferred tax assets, which could be material to our financial condition and results of operations. Continued uncertainty relating to the economic conditions in Europe or South America may continue to have an adverse impact on our business. If global economic conditions deteriorate or economic uncertainty increases, our customers and potential customers may experience deterioration of their businesses, which may result in the delay or cancellation of plans to purchase our products. If vehicle production were to remain at low levels for an extended period of time or if cash losses for customer defaults rise, our cash flow could be adversely impacted, which could result in our needing to seek additional financing to continue our operations.

There can be no assurance that we would be able to secure such financing on terms acceptable to us, or at all.

Any changes in consumer credit availability or cost of borrowing could adversely affect our business.

Declines in the availability of consumer credit and increases in consumer borrowing costs have negatively impacted global automotive sales and resulted in lower production volumes in the past. Substantial declines in automotive sales and production by our customers could have a material adverse effect on our business, results of operations and financial condition.

A drop in the market share and changes in product mix offered by our customers can impact our revenues.

We are dependent on the continued growth, viability and financial stability of our customers. Our customers generally are OEMs in the automotive industry. This industry is subject to rapid technological change, vigorous competition, short product life cycles and cyclical and reduced consumer demand patterns. When our customers are adversely affected by these factors, we may be similarly affected to the extent that our customers reduce the volume of orders for our products. As a result of changes impacting our customers, sales mix can shift which may have either favorable

or unfavorable impact on revenue and would include shifts in regional growth, shifts in OEM sales demand, as well as shifts in consumer demand related to vehicle segment purchases and content penetration. For instance, a shift in sales demand favoring a particular OEMs' vehicle model for which we do not have a supply contract may negatively impact our revenue. A shift in regional sales demand toward certain markets could favorably impact the sales of those of our customers that have a large market share in those regions, which in turn would be expected to have a favorable impact on our revenue.

The mix of vehicle offerings by our OEM customers also impacts our sales. A decrease in consumer demand for specific types of vehicles where we have traditionally provided significant content could have a significant effect on our business and

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financial condition. Our sales of products in the regions in which our customers operate also depend on the success of these customers in those regions.

Declines in the market share or business of our five largest customers may have a disproportionate adverse impact on our revenues and profitability.

Our five largest customers accounted for approximately 44% of our total net sales in the year ended December 31, 2014. Accordingly, our revenues may be disproportionately affected by decreases in any of their businesses or market share. Because our customers typically have no obligation to purchase a specific quantity of parts, a decline in the production levels of any of our major customers, particularly with respect to models for which we are a significant supplier, could disproportionately reduce our sales and thereby adversely affect our financial condition, operating results and cash flows. See Item 1. Supply Relationships with Our Customers.

We may not realize sales represented by awarded business.

We estimate awarded business using certain assumptions, including projected future sales volumes. Our customers generally do not guarantee volumes. In addition, awarded business may include business under arrangements that our customers have the right to terminate without penalty. Therefore, our actual sales volumes, and thus the ultimate amount of revenue that we derive from such sales, are not committed. If actual production orders from our customers are not consistent with the projections we use in calculating the amount of our awarded business, we could realize substantially less revenue over the life of these projects than the currently projected estimate.

Continued pricing pressures, OEM cost reduction initiatives and the ability of OEMs to re-source or cancel vehicle programs may result in lower than anticipated margins, or losses, which may have a significant negative impact on our business.

Cost-cutting initiatives adopted by our customers result in increased downward pressure on pricing. Our customer supply agreements generally require step-downs in component pricing over the period of production, typically one to two percent per year. In addition, our customers often reserve the right to terminate their supply contracts for convenience, which enhances their ability to obtain price reductions. OEMs have also possessed significant leverage over their suppliers, including us, because the automotive component supply industry is highly competitive, serves a limited number of customers, has a high fixed cost base and historically has had excess capacity. Based on these factors, and the fact that our customers' product programs typically last a number of years and are anticipated to encompass large volumes, our customers are able to negotiate favorable pricing. Accordingly, as a Tier I supplier, we are subject to substantial continuing pressure from OEMs to reduce the price of our products. It is possible that pricing pressures beyond our expectations could intensify as OEMs pursue restructuring and cost cutting initiatives. If we are unable to generate sufficient production cost savings in the future to offset price reductions, our gross margin and profitability would be adversely affected. See Item 1. Supply Relationships with Our Customers for a detailed discussion of our supply agreements with our customers.

Our supply agreements with our OEM customers are generally requirements contracts, and a decline in the production requirements of any of our customers, and in particular our largest customers, could adversely impact our revenues and profitability.

We receive OEM purchase orders for specific components supplied for particular vehicles. In most instances our OEM customers agree to purchase their requirements for specific products but are not required to purchase any minimum amount of products from us. The contracts we have entered into with most of our customers have terms ranging from one year to the life of the model (usually three to seven years, although customers often reserve the right to terminate for convenience). Therefore, a significant decrease in demand for certain key models or group of related models sold by any of our major customers or the ability of a manufacturer to re-source and discontinue purchasing from us, for a particular model or group of models, could have a material adverse effect on us. To the extent that we do not maintain our existing level of business with our largest customers because of a decline in their production requirements or because the contracts expire or are terminated for convenience, we will need to attract new customers or win new business with existing customers, or our results of operations and financial condition will be adversely affected. See Item 1. Supply Relationships with Our Customers for a detailed discussion of our supply agreements with our customers.



We have invested substantial resources in markets where we expect growth and we may be unable to timely alter our strategies should such expectations not be realized.

Our future growth is dependent on our making the right investments at the right time to support product development and manufacturing capacity in areas where we can support our customer base. We have identified the Asia Pacific region, and more specifically China, as a key market likely to experience substantial growth, and accordingly have made and expect to continue to make substantial investments, both directly and through participation in various partnerships and joint ventures, in numerous manufacturing operations, technical centers and other infrastructure to support anticipated growth in those regions. If we are unable to deepen existing and develop additional customer relationships in this region, we may not only fail to realize expected

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rates of return on our existing investments, but we may incur losses on such investments and be unable to timely redeploy the invested capital to take advantage of other markets, potentially resulting in lost market share to our competitors. Our results will also suffer if these regions do not grow as quickly as we anticipate.

Our business in China is subject to aggressive competition and is sensitive to economic and market conditions.

Maintaining a strong position in the Chinese market is a key component of our global growth strategy. The automotive supply market in China is highly competitive, with competition from many of the largest global manufacturers and numerous smaller domestic manufacturers. As the size of the Chinese market continues to increase, we anticipate that additional competitors, both international and domestic, will seek to enter the Chinese market and that existing market participants will act aggressively to increase their market share. Increased competition may result in price reductions, reduced margins and our inability to gain or hold market share. In addition, our business in China is sensitive to economic and market conditions that drive sales volume in China. If we are unable to maintain our position in the Chinese market or if vehicle sales in China decrease or do not continue to increase, our business and financial results could be materially adversely affected.

Disruptions in the supply of raw materials and other supplies that we and our customers use in our products may adversely affect our profitability.

We and our customers use a broad range of materials and supplies, including copper, aluminum and other metals, petroleum-based resins, chemicals, electronic components and semiconductors. A significant disruption in the supply of these materials for any reason could decrease our production and shipping levels, which could materially increase our operating costs and materially decrease our profit margins.

We, as with other component manufacturers in the automotive industry, ship products to our customers' vehicle assembly plants throughout the world so they are delivered on a "just-in-time" basis in order to maintain low inventory levels. Our suppliers also use a similar method. However, this "just-in-time" method makes the logistics supply chain in our industry very complex and very vulnerable to disruptions.

Such disruptions could be caused by any one of a myriad of potential problems, such as closures of one of our or our suppliers' plants or critical manufacturing lines due to strikes, mechanical breakdowns, electrical outages, fires, explosions or political upheaval, as well as logistical complications due to weather, global climate change, volcanic eruptions, or other natural or nuclear disasters, mechanical failures, delayed customs processing and more.

Additionally, as we grow in low cost countries, the risk for such disruptions is heightened. The lack of even a small single subcomponent necessary to manufacture one of our products, for whatever reason, could force us to cease production, even for a prolonged period. Similarly, a potential quality issue could force us to halt deliveries while we validate the products. Even where products are ready to be shipped, or have been shipped, delays may arise before they reach our customer. Our customers may halt or delay their production for the same reason if one of their other suppliers fails to deliver necessary components. This may cause our customers, in turn to suspend their orders, or instruct us to suspend delivery, of our products, which may adversely affect our financial performance.

When we fail to make timely deliveries in accordance with our contractual obligations, we generally have to absorb our own costs for identifying and solving the "root cause" problem as well as expeditiously producing replacement components or products. Generally, we must also carry the costs associated with "catching up," such as overtime and premium freight.

Additionally, if we are the cause for a customer being forced to halt production, the customer may seek to recoup all of its losses and expenses from us. These losses and expenses could be significant, and may include consequential losses such as lost profits. Any supply-chain disruption, however small, could potentially cause the complete shutdown of an assembly line of one of our customers, and any such shutdown that is due to causes that are within our control could expose us to material claims of compensation. Where a customer halts production because of another supplier failing to deliver on time, it is unlikely we will be fully compensated, if at all.

Adverse developments affecting one or more of our suppliers could harm our profitability.

Any significant disruption in our supplier relationships, particularly relationships with sole-source suppliers, could harm our profitability. Furthermore, some of our suppliers may not be able to handle the commodity cost volatility and/or sharply changing volumes while still performing as we expect. To the extent our suppliers experience supply

disruptions, there is a risk for delivery delays, production delays, production issues or delivery of non-conforming products by our suppliers. Even where these risks do not materialize, we may incur costs as we try to make contingency plans for such risks.

The loss of business with respect to, or the lack of commercial success of, a vehicle model for which we are a significant supplier could adversely affect our financial performance.

Although we receive purchase orders from our customers, these purchase orders generally provide for the supply of a customer's requirements for a particular vehicle model and assembly plant, rather than for the purchase of a specific quantity of products. The loss of business with respect to, or the lack of commercial success of, a vehicle model for which we are a

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significant supplier could reduce our sales and thereby adversely affect our financial condition, operating results and cash flows.

We operate in the highly competitive automotive supply industry.

The global automotive component supply industry is highly competitive. Competition is based primarily on price, technology, quality, delivery and overall customer service. There can be no assurance that our products will be able to compete successfully with the products of our competitors. Furthermore, the rapidly evolving nature of the markets in which we compete may attract new entrants, particularly in low-cost countries such as China. Additionally, consolidation in the automotive industry may lead to decreased product purchases from us. As a result, our sales levels and margins could be adversely affected by pricing pressures from OEMs and pricing actions of competitors. These factors led to selective resourcing of business to competitors in the past and may also do so in the future. In addition, any of our competitors may foresee the course of market development more accurately than us, develop products that are superior to our products, have the ability to produce similar products at a lower cost than us, or adapt more quickly than us to new technologies or evolving customer requirements. As a result, our products may not be able to compete successfully with their products. These trends may adversely affect our sales as well as the profit margins on our products.

Increases in costs of the materials and other supplies that we use in our products may have a negative impact on our business.

Significant changes in the markets where we purchase materials, components and supplies for the production of our products may adversely affect our profitability, particularly in the event of significant increases in demand where there is not a corresponding increase in supply, inflation or other pricing increases. In recent periods there have been significant fluctuations in the global prices of copper, aluminum and petroleum-based resin products, and fuel charges, which have had and may continue to have an unfavorable impact on our business, results of operations or financial condition. Continuing volatility may have adverse effects on our business, results of operations or financial condition. We will continue efforts to pass some supply and material cost increases onto our customers, although competitive and market pressures have limited our ability to do that, particularly with domestic OEMs, and may prevent us from doing so in the future, because our customers are generally not obligated to accept price increases that we may desire to pass along to them. Even where we are able to pass price increases through to the customer, in some cases there is a lapse of time before we are able to do so. The inability to pass on price increases to our customers when raw material prices increase rapidly or to significantly higher than historic levels could adversely affect our operating margins and cash flow, possibly resulting in lower operating income and profitability. We expect to be continually challenged as demand for our principal raw materials and other supplies, including electronic components, is significantly impacted by demand in emerging markets, particularly in China, and by the anticipated global economic recovery. We cannot provide assurance that fluctuations in commodity prices will not otherwise have a material adverse effect on our financial condition or results of operations, or cause significant fluctuations in quarterly and annual results of operations.

Our hedging activities to address commodity price fluctuations may not be successful in offsetting future increases in those costs or may reduce or eliminate the benefits of any decreases in those costs.

In order to mitigate short-term volatility in operating results due to the aforementioned commodity price fluctuations, we hedge a portion of near-term exposure to certain raw materials used in production. The results of our hedging practice could be positive, neutral or negative in any period depending on price changes in the hedged exposures. Our hedging activities are not designed to mitigate long-term commodity price fluctuations and, therefore, will not protect from long-term commodity price increases. Our future hedging positions may not correlate to actual raw material costs, which could cause acceleration in the recognition of unrealized gains and losses on hedging positions in operating results.

We may encounter manufacturing challenges.

The volume and timing of sales to our customers may vary due to: variation in demand for our customers' products; our customers' attempts to manage their inventory; design changes; changes in our customers' manufacturing strategy; and acquisitions of or consolidations among customers. Due in part to these factors, many of our customers do not

commit to long-term production schedules. Our inability to forecast the level of customer orders with certainty makes it difficult to schedule production and maximize utilization of manufacturing capacity.

We rely on third-party suppliers for the components used in our products, and we rely on third-party manufacturers to manufacture certain of our assemblies and finished products. Our results of operations, financial condition and cash flows could be adversely affected if our third party suppliers lack sufficient quality control or if there are significant changes in their financial or business condition. If our third-party manufacturers fail to deliver products, parts and components of sufficient quality on time and at reasonable prices, we could have difficulties fulfilling our orders, sales and profits could decline, and our commercial reputation could be damaged.

From time to time, we have underutilized our manufacturing lines. This excess capacity means we incur increased fixed costs in our products relative to the net revenue we generate, which could have an adverse effect on our results of operations,

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particularly during economic downturns. If we are unable to improve utilization levels for these manufacturing lines and correctly manage capacity, the increased expense levels will have an adverse effect on our business, financial condition and results of operations. In addition, some of our manufacturing lines are located in China or other foreign countries that are subject to a number of additional risks and uncertainties, including increasing labor costs and political, social and economic instability.

We may not be able to respond quickly enough to changes in regulations, technology and technological risks, and to develop our intellectual property into commercially viable products.

Changes in legislative, regulatory or industry requirements or in competitive technologies may render certain of our products obsolete or less attractive. Our ability to anticipate changes in technology and regulatory standards and to successfully develop and introduce new and enhanced products on a timely basis are significant factors in our ability to remain competitive and to maintain or increase our revenues. We cannot provide assurance that certain of our products will not become obsolete or that we will be able to achieve the technological advances that may be necessary for us to remain competitive and maintain or increase our revenues in the future. We are also subject to the risks generally associated with new product introductions and applications, including lack of market acceptance, delays in product development or production and failure of products to operate properly. The pace of our development and introduction of new and improved products depends on our ability to implement successfully improved technological innovations in design, engineering and manufacturing, which requires extensive capital investment. Any capital expenditure cuts in these areas that we may determine to implement in the future to reduce costs and conserve cash could reduce our ability to develop and implement improved technological innovations, which may materially reduce demand for our products.

To compete effectively in the automotive supply industry, we must be able to launch new products to meet changing consumer preferences and our customers' demand in a timely and cost-effective manner. Our ability to respond to competitive pressures and react quickly to other major changes in the marketplace including in the case of automotive sales, increased gasoline prices or consumer desire for and availability of vehicles using alternative fuels is also a risk to our future financial performance.

We cannot provide assurance that we will be able to install and certify the equipment needed to produce products for new product programs in time for the start of production, or that the transitioning of our manufacturing facilities and resources to full production under new product programs will not impact production rates or other operational efficiency measures at our facilities. Development and manufacturing schedules are difficult to predict, and we cannot provide assurance that our customers will execute on schedule the launch of their new product programs, for which we might supply products. Our failure to successfully launch new products, or a failure by our customers to successfully launch new programs, could adversely affect our results.

Changes in factors that impact the determination of our non-U.S. pension liabilities may adversely affect us.

Certain of our non-U.S. subsidiaries sponsor defined benefit pension plans, which generally provide benefits based on negotiated amounts for each year of service. Our primary funded non-U.S. plans are located in Mexico and the United Kingdom and were underfunded by \$466 million as of December 31, 2014. The funding requirements of these benefit plans, and the related expense reflected in our financial statements, are affected by several factors that are subject to an inherent degree of uncertainty and volatility, including governmental regulation. In addition to the defined benefit pension plans, we have retirement obligations driven by requirements in many of the countries in which we operate. These legally required plans require payments at the time benefits are due. Obligations, net of plan assets, related to the defined benefit pension plans and statutorily required retirement obligations totaled \$974 million at December 31, 2014, of which \$19 million is included in accrued liabilities and \$955 million is included in long-term liabilities in our consolidated balance sheet. Key assumptions used to value these benefit obligations and the cost of providing such benefits, funding requirements and expense recognition include the discount rate and the expected long-term rate of return on pension assets. If the actual trends in these factors are less favorable than our assumptions, this could have an adverse effect on our results of operations and financial condition.

We may suffer future asset impairment and other restructuring charges, including write downs of long-lived assets, goodwill, or intangible assets.

We have taken, are taking, and may take future restructuring actions to realign and resize our production capacity and cost structure to meet current and projected operational and market requirements. Charges related to these actions or any further restructuring actions may have a material adverse effect on our results of operations and financial condition. We cannot assure that any current or future restructuring will be completed as planned or achieve the desired results.

Additionally, from time to time in the past, we have recorded asset impairment losses relating to specific plants and operations. Generally, we record asset impairment losses when we determine that our estimates of the future undiscounted cash flows from an operation will not be sufficient to recover the carrying value of that facility's building, fixed assets and production tooling. For goodwill, we perform a qualitative assessment of whether it is more likely than not that a reporting

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unit's value is less than its carrying amount. If the fair value of the reporting unit is less than its carrying amount, we compare its implied fair value of goodwill to its carrying amount. If the carrying amount of goodwill exceeds its implied fair value, the reporting unit would recognize an impairment loss for that excess. We cannot assure that we will not incur such charges in the future as changes in economic or operating conditions impacting the estimates and assumptions could result in additional impairment.

Employee strikes and labor-related disruptions involving us or one or more of our customers or suppliers may adversely affect our operations.

Our business is labor-intensive and utilizes a number of work councils and other represented employees. A strike or other form of significant work disruption by our employees would likely have an adverse effect on our ability to operate our business. A labor dispute involving us or one or more of our customers or suppliers or that could otherwise affect our operations could reduce our sales and harm our profitability. A labor dispute involving another supplier to our customers that results in a slowdown or a closure of our customers' assembly plants where our products are included in the assembled parts or vehicles could also adversely affect our business and harm our profitability. In addition, our inability or the inability of any of our customers, our suppliers or our customers' suppliers to negotiate an extension of a collective bargaining agreement upon its expiration could reduce our sales and harm our profitability. Significant increases in labor costs as a result of the renegotiation of collective bargaining agreements could also adversely affect our business and harm our profitability.

We may lose or fail to attract and retain key salaried employees and management personnel.

An important aspect of our competitiveness is our ability to attract and retain key salaried employees and management personnel. Our ability to do so is influenced by a variety of factors, including the compensation we award and the competitive market position of our overall compensation package. We may not be as successful as competitors at recruiting, assimilating and retaining highly skilled personnel. The loss of the services of any member of senior management or a key salaried employee could have an adverse effect on our business.

We are exposed to foreign currency fluctuations as a result of our substantial global operations, which may affect our financial results.

We have currency exposures related to buying, selling and financing in currencies other than the local currencies of the countries in which we operate. Approximately 67% of our net revenue for the year ended December 31, 2014 came from sales outside the United States, which were primarily invoiced in currencies other than the U.S. dollar, and we expect net revenue from non-U.S. markets to continue to represent a significant portion of our net revenue. Price increases caused by currency exchange rate fluctuations may make our products less competitive or have an adverse effect on our margins. Currency exchange rate fluctuations may also disrupt the business of our suppliers by making their purchases of raw materials more expensive and more difficult to finance.

Historically, we have reduced our exposure by aligning our costs in the same currency as our revenues or, if that is impracticable, through financial instruments that provide offsets or limits to our exposures, which are opposite to the underlying transactions. However, any measures that we may implement to reduce the effect of volatile currencies and other risks of our global operations may not be effective.

In addition, we have significant business in Europe and transact much of this business in the Euro currency, including sales and purchase contracts. Although not as prevalent currently, concerns over the stability of the Euro currency and the economic outlook for many European countries, including those that do not use the Euro as their currency, persist. Given the broad range of possible outcomes, it is difficult to fully assess the implications on our business. Some of the potential outcomes could significantly impact our operations. In the event of a country redenominating its currency away from the Euro, the potential impact could be material to operations. We cannot provide assurance that fluctuations in currency exposures will not have a material adverse effect on our financial condition or results of operations, or cause significant fluctuations in quarterly and annual results of operations.

We face risks associated with doing business in non-U.S. jurisdictions.

The majority of our manufacturing and distribution facilities are in countries outside of the U.S., including Mexico and countries in Asia Pacific, Eastern and Western Europe, South America and Northern Africa. We also purchase raw materials and other supplies from many different countries around the world. For the year ended December 31,



2014, approximately 67% of our net revenue came from sales outside the United States. International operations are subject to certain risks inherent in doing business abroad, including:

- exposure to local economic, political and labor conditions;
- unexpected changes in laws, regulations, trade or monetary or fiscal policy, including interest rates, foreign currency exchange rates and changes in the rate of inflation in the U.S. and other foreign countries;
- tariffs, quotas, customs and other import or export restrictions and other trade barriers;

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- expropriation and nationalization;
- difficulty of enforcing agreements, collecting receivables and protecting assets through non-U.S. legal systems;
- reduced intellectual property protection;
- limitations on repatriation of earnings;
- withholding and other taxes on remittances and other payments by subsidiaries;
- investment restrictions or requirements;
- export and import restrictions;
- violence and civil unrest in local countries; and
- compliance with the requirements of an increasing body of applicable anti-bribery laws, including the U.S. Foreign Corrupt Practices Act, the U.K. Bribery Act and similar laws of various other countries.

Additionally, our global operations may also be adversely affected by political events, domestic or international terrorist events and hostilities or complications due to natural or nuclear disasters. These uncertainties could have a material adverse effect on the continuity of our business and our results of operations and financial condition. Increasing our manufacturing footprint in Asian markets, including China, and our business relationships with Asian automotive manufacturers are important elements of our strategy. In addition, our strategy includes increasing revenue and expanding our manufacturing footprint in lower-cost regions. As a result, our exposure to the risks described above may be greater in the future. The likelihood of such occurrences and their potential impact on us vary from country to country and are unpredictable.

If we fail to manage our growth effectively or to integrate successfully any new or future business ventures, acquisitions, or strategic alliance into our business, our business could be materially adversely harmed.

We expect to pursue business ventures, acquisitions, and strategic alliances that leverage our technology capabilities, enhance our customer base, geographic penetration, and scale to complement our current businesses and we regularly evaluate potential opportunities, some of which could be material. While we believe that such transactions are an integral part of our long-term strategy, there are risks and uncertainties related to these activities. Assessing a potential growth opportunity involves extensive due diligence. However, the amount of information we can obtain about a potential growth opportunity may be limited, and we can give no assurance that new business ventures, acquisitions, and strategic alliances will positively affect our financial performance or will perform as planned. We may not be able to successfully assimilate or integrate companies that we acquire, including their personnel, financial systems, distribution, operations and general operating procedures. We may also encounter challenges in achieving appropriate internal control over financial reporting in connection with the integration of an acquired company. If we fail to assimilate or integrate acquired companies successfully, our business, reputation and operating results could be materially impacted. Likewise, our failure to integrate and manage acquired companies successfully may lead to future impairment of any associated goodwill and intangible asset balances.

We depend on information technology to conduct our business. Any significant disruption could impact our business. Our ability to keep our business operating effectively depends on the functional and efficient operation of information technology and telecommunications systems. We rely on these systems to make a variety of day-to-day business decisions as well as to track transactions, billings, payments and inventory. Our systems, as well as those of our customers, suppliers, partners, and service providers, are susceptible to interruptions (including those caused by systems failures, malicious computer software (malware), and other natural or man-made incidents or disasters), which may be prolonged. We are also susceptible to security breaches that may go undetected. Although we have taken precautions to mitigate such events, including geographically diverse data centers and redundant infrastructure, a significant or large-scale interruption of our information technology could adversely affect our ability to manage and keep our operations running efficiently and effectively. An incident that results in a wider or sustained disruption to our business could have a material adverse effect on our business, financial condition and results of operations.

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### Risks Related to Legal, Regulatory, Tax and Accounting Matters

We may incur material losses and costs as a result of warranty claims, product recalls, product liability and intellectual property infringement actions that may be brought against us.

We face an inherent business risk of exposure to warranty claims and product liability in the event that our products fail to perform as expected and, in the case of product liability, such failure of our products results in bodily injury and/or property damage. The fabrication of the products we manufacture is a complex and precise process. Our customers specify quality, performance and reliability standards. If flaws in either the design or manufacture of our products were to occur, we could experience a rate of failure in our products that could result in significant delays in shipment and product re-work or replacement costs. Although we engage in extensive product quality programs and processes, these may not be sufficient to avoid product failures, which could cause us to:

- lose net revenue;
- incur increased costs such as warranty expense and costs associated with customer support;
- experience delays, cancellations or rescheduling of orders for our products;
- experience increased product returns or discounts; or
- damage our reputation,

all of which could negatively affect our financial condition and results of operations.

If any of our products are or are alleged to be defective, we may be required to participate in a recall involving such products. Each vehicle manufacturer has its own practices regarding product recalls and other product liability actions relating to its suppliers. However, as suppliers become more integrally involved in the vehicle design process and assume more of the vehicle assembly functions, OEMs continue to look to their suppliers for contribution when faced with recalls and product liability claims. A recall claim brought against us, or a product liability claim brought against us in excess of our available insurance, may have a material adverse effect on our business. OEMs also require their suppliers to guarantee or warrant their products and bear the costs of repair and replacement of such products under new vehicle warranties. Depending on the terms under which we supply products to a vehicle manufacturer, a vehicle manufacturer may attempt to hold us responsible for some or all of the repair or replacement costs of defective products under new vehicle warranties when the OEM asserts that the product supplied did not perform as warranted. Although we cannot assure that the future costs of warranty claims by our customers will not be material, we believe our established reserves are adequate to cover potential warranty settlements. Our warranty reserves are based on our best estimates of amounts necessary to settle future and existing claims. We regularly evaluate the level of these reserves and adjust them when appropriate. However, the final amounts determined to be due related to these matters could differ materially from our recorded estimates.

In addition, as we adopt new technology, we face an inherent risk of exposure to the claims of others that we have allegedly violated their intellectual property rights. We cannot assure that we will not experience any material warranty, product liability or intellectual property claim losses in the future or that we will not incur significant costs to defend such claims.

We may be adversely affected by laws or regulations, including environmental regulation, litigation or other liabilities.

We are subject to various U.S. federal, state and local, and non-U.S., laws and regulations, including those related to environmental, health and safety, financial and other matters.

We cannot predict the substance or impact of pending or future legislation or regulations, or the application thereof. The introduction of new laws or regulations or changes in existing laws or regulations, or the interpretations thereof, could increase the costs of doing business for us or our customers or suppliers or restrict our actions and adversely affect our financial condition, operating results and cash flows.

We are subject to regulation governing, among other things:

- the generation, storage, handling, use, transportation, presence of, or exposure to hazardous materials;
- the emission and discharge of hazardous materials into the ground, air or water;
- the incorporation of certain chemical substances into our products, including electronic equipment; and
- the health and safety of our employees.

We are also required to obtain permits from governmental authorities for certain operations. We cannot assure you that we have been or will be at all times in complete compliance with such laws, regulations and permits. If we violate or fail to comply with these laws, regulations or permits, we could be fined or otherwise sanctioned by regulators. We could also be held liable for any and all consequences arising out of human exposure to hazardous substances or other environmental damage.

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Certain environmental laws impose liability, sometimes regardless of fault, for investigating or cleaning up contamination on or emanating from our currently or formerly owned, leased or operated property, as well as for damages to property or natural resources and for personal injury arising out of such contamination. Some of these environmental laws may also assess liability on persons who arrange for hazardous substances to be sent to third party disposal or treatment facilities when such facilities are found to be contaminated. At this time, we are involved in various stages of investigation and cleanup related to environmental remediation matters at a number of present and former facilities in the U.S. and abroad. The ultimate cost to us of site cleanups is difficult to predict given the uncertainties regarding the extent of the required cleanup, the potential for ongoing environmental monitoring and maintenance that could be required for many years, the interpretation of applicable laws and regulations, alternative cleanup methods, and potential agreements that could be reached with governmental and third parties. While we have environmental reserves of approximately \$21 million at December 31, 2014 for the cleanup of presently-known environmental contamination conditions, it cannot be guaranteed that actual costs will not significantly exceed these reserves. We also could be named a potentially responsible party at additional sites in the future and the costs associated with such future sites may be material.

In addition, environmental laws are complex, change frequently and have tended to become more stringent over time. While we have budgeted for future capital and operating expenditures to maintain compliance with environmental laws, we cannot assure that environmental laws will not change or become more stringent in the future. Therefore, we cannot assure that our costs of complying with current and future environmental and health and safety laws, and our liabilities arising from past or future releases of, or exposure to, hazardous substances will not adversely affect our business, results of operations or financial condition. For example, adoption of greenhouse gas rules in jurisdictions in which we operate facilities could require installation of emission controls, acquisition of emission credits, emission reductions, or other measures that could be costly, and could also impact utility rates and increase the amount we spend annually for energy.

We may identify the need for additional environmental remediation or demolition obligations relating to facility divestiture, closure and decommissioning activities.

As we sell, close and/or demolish facilities around the world, environmental investigations and assessments will continue to be performed. We may identify previously unknown environmental conditions or further delineate known conditions that may require remediation or additional costs related to demolition or decommissioning, such as abatement of asbestos containing materials or removal of polychlorinated biphenyls or storage tanks. Such costs could exceed our reserves.

We are involved from time to time in legal proceedings and commercial or contractual disputes, which could have an adverse impact on our profitability and consolidated financial position.

We are involved in legal proceedings and commercial or contractual disputes that, from time to time, are significant. These are typically claims that arise in the normal course of business including, without limitation, commercial or contractual disputes, including warranty claims and other disputes with customers and suppliers; intellectual property matters; personal injury claims; environmental issues; tax matters; and employment matters.

In addition, we conduct significant business operations in Brazil that are subject to the Brazilian federal labor, social security, environmental, tax and customs laws as well as a variety of state and local laws. While we believe we comply with such laws, they are complex, subject to varying interpretations, and we are often engaged in litigation with government agencies regarding the application of these laws to particular circumstances. As of December 31, 2014, the majority of claims asserted against Delphi in Brazil relate to such litigation. The remaining claims relate to commercial and labor litigation with private parties in Brazil. As of December 31, 2014, claims totaling approximately \$180 million (using December 31, 2014 foreign currency rates) have been asserted against Delphi in Brazil. As of December 31, 2014, we maintained reserves for these asserted claims of approximately \$32 million (using December 31, 2014 foreign currency rates).

While we believe our reserves are adequate, the final amounts required to resolve these matters could differ materially from our recorded estimates and our results of operations could be materially affected.

For further information regarding our legal matters, see Item 3. Legal Proceedings. No assurance can be given that such proceedings and claims will not have a material adverse effect on our profitability and consolidated financial position.

Developments or assertions by us or against us relating to intellectual property rights could materially impact our business.

We own significant intellectual property, including a large number of patents and tradenames, and are involved in numerous licensing arrangements. Our intellectual property plays an important role in maintaining our competitive position in a number of the markets we serve. Developments or assertions by or against us relating to intellectual property rights could negatively impact our business. Significant technological developments by others also could materially and adversely affect our business and results of operations and financial condition.

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If we are unsuccessful in contesting the IRS' s assertion that Delphi Automotive LLP and, as a result, Delphi Automotive PLC, should be treated as domestic corporations for U.S. federal income tax purposes, there could be a material impact on our future tax liability.

On May 19, 2011, Delphi Automotive PLC was formed as a Jersey public limited company, and had nominal assets, no liabilities and had conducted no operations prior to its initial public offering. On November 22, 2011, in conjunction with the completion of its initial public offering by the selling shareholders, all of the outstanding equity of Delphi Automotive LLP was exchanged for ordinary shares in Delphi Automotive PLC. As a result, Delphi Automotive LLP became a wholly-owned subsidiary of Delphi Automotive PLC. Delphi Automotive PLC is a U.K. resident taxpayer and as such is not generally subject to U.K. tax on remitted foreign earnings.

Delphi Automotive LLP, which acquired certain assets in a bankruptcy court approved transaction (the "Bankruptcy Plan") on October 6, 2009 (the "Acquisition Date"), was established on August 19, 2009 as a limited liability partnership incorporated under the laws of England and Wales. At the time of its formation, Delphi Automotive LLP elected to be treated as a partnership for U.S. federal income tax purposes. On June 24, 2014, the Internal Revenue Service (the "IRS") issued us a Notice of Proposed Adjustment (the "NOPA") asserting that it believes Section 7874(b) of the Internal Revenue Code applies to Delphi Automotive LLP and that it should be treated as a domestic corporation for U.S. federal income tax purposes, retroactive to the Acquisition Date. If Delphi Automotive LLP is treated as a domestic corporation for U.S. federal income tax purposes, the Company expects that, although Delphi Automotive PLC is incorporated under the laws of Jersey and a tax resident in the U.K., it would also be treated as a domestic corporation for U.S. federal income tax purposes.

Delphi Automotive LLP filed U.S. federal partnership tax returns for 2009, 2010, and 2011. The IRS's NOPA asserts that Section 7874(b) applies to Delphi Automotive LLP's acquisition of certain assets pursuant to the Bankruptcy Plan, and consequently, Delphi Automotive LLP should be treated as a domestic corporation for U.S. federal income tax purposes. Notwithstanding the issuance of the NOPA, we continue to believe, after consultation with counsel, that neither Delphi Automotive LLP nor Delphi Automotive PLC should be treated as a domestic corporation for U.S. federal income tax purposes. We intend to vigorously contest the conclusions reached in the NOPA through the IRS's administrative appeals process, and, if we are unable to reach a satisfactory resolution with the IRS, through litigation. Accordingly, we will continue to prepare and file our financial statements on the basis that neither Delphi Automotive LLP nor Delphi Automotive PLC is a domestic corporation for U.S. federal income tax purposes. We have not recorded any adjustments with respect to this matter, nor have we recorded any adjustments in connection with receiving the NOPA. However, while we believe that we should prevail, no assurance can be given that we will be able to reach a satisfactory resolution with the IRS or that, if we were to litigate, a court will agree with our position. Further, the ultimate resolution of this issue could take significant time and resources.

If these entities are treated as domestic corporations for U.S. federal income tax purposes, the Company will be subject to U.S. federal income tax on its worldwide taxable income, including distributions, as well as deemed income inclusions from some of its non-U.S. subsidiaries. This could have a material adverse impact on our income tax liability in the future. As a U.S. company, any dividends we pay to non-U.S. shareholders could also be subject to U.S. federal income tax withholding at a rate of 30% (unless reduced or eliminated by an income tax treaty), and it is possible that tax may be withheld on such dividends in certain circumstances even before a final determination has been made with respect to the Company's U.S. income tax status. In addition, we could be liable for the failure by Delphi Automotive LLP to withhold U.S. federal income taxes on distributions to its non-U.S. members for periods beginning on or after the Acquisition Date. If we are unsuccessful in contesting the IRS's assertion, we expect any unfavorable final outcome to adversely impact our tax position, most significantly in future periods, by increasing our effective tax rate to approximately 20% to 22%. For the year ended December 31, 2014, our effective tax rate was 17%.

Taxing authorities could challenge our historical and future tax positions.

The amount of tax we pay is subject to our interpretation of applicable tax laws in the jurisdictions in which we file. We have taken and will continue to take tax positions based on our interpretation of such tax laws. In particular, we will seek to run ourselves in such a way that we are and remain tax resident in the United Kingdom. While we believe

that we have complied with all applicable tax laws, there can be no assurance that a taxing authority will not have a different interpretation of the law and assess us with additional taxes. Should additional taxes be assessed, this may result in a material adverse effect on our results of operations and financial condition.

ITEM 1B. UNRESOLVED STAFF COMMENTS

We have no unresolved SEC staff comments to report.



Table of Contents**ITEM 2. PROPERTIES**

As of December 31, 2014, we owned or leased 129 major manufacturing sites and 15 major technical centers in 33 countries. A manufacturing site may include multiple plants and may be wholly or partially owned or leased. We also have many smaller manufacturing sites, sales offices, warehouses, engineering centers, joint ventures and other investments strategically located throughout the world. The following table shows the regional distribution of our major manufacturing sites by the operating segment that uses such facilities:

|                                    | North<br>America | Europe,<br>Middle East<br>& Africa | Asia Pacific | South<br>America | Total |
|------------------------------------|------------------|------------------------------------|--------------|------------------|-------|
| Electrical/Electronic Architecture | 29               | 23                                 | 20           | 7                | 79    |
| Powertrain Systems                 | 4                | 10                                 | 6            | 2                | 22    |
| Electronics and Safety             | 3                | 9                                  | 3            | 1                | 16    |
| Thermal Systems                    | 3                | 3                                  | 5            | 1                | 12    |
| Total                              | 39               | 45                                 | 34           | 11               | 129   |

In addition to these manufacturing sites, we had 15 major technical centers: five in North America; five in Europe, Middle East and Africa; four in Asia Pacific; and one in South America.

Of our 129 major manufacturing sites and 15 major technical centers, which include facilities owned or leased by our consolidated subsidiaries, 83 are primarily owned and 61 are primarily leased.

We frequently review our real estate portfolio and develop footprint strategies to support our customers' global plans, while at the same time supporting our technical needs and controlling operating expenses. We believe our evolving portfolio will meet current and anticipated future needs.

**ITEM 3. LEGAL PROCEEDINGS**

We are from time to time subject to various actions, claims, suits, government investigations, and other proceedings incidental to our business, including those arising out of alleged defects, breach of contracts, competition and antitrust matters, product warranties, intellectual property matters, personal injury claims and employment-related matters. It is our opinion that the outcome of such matters will not have a material adverse impact on our consolidated financial position, results of operations, or cash flows. With respect to warranty matters, although we cannot ensure that the future costs of warranty claims by customers will not be material, we believe our established reserves are adequate to cover potential warranty settlements. However, the final amounts required to resolve these matters could differ materially from our recorded estimates.

**GM Ignition Switch Recall**

In the first quarter of 2014, GM, Delphi's largest customer, initiated a product recall related to ignition switches. Delphi has received requests for information from, and is cooperating with, various government agencies related to this ignition switch recall. In addition, Delphi has been named as a co-defendant along with GM (and in certain cases other parties) in product liability and class action lawsuits related to this matter. During the second quarter of 2014, all of the class action cases were transferred to the United States District Court for the Southern District of New York (the "District Court") for coordinated pretrial proceedings. Two consolidated amended class action complaints were filed in the District Court on October 14, 2014. Delphi was not named as a defendant in either complaint. Delphi believes the allegations contained in the product liability cases are without merit, and intends to vigorously defend against them. Although no assurances can be made as to the ultimate outcome of these or any other future claims, Delphi does not believe a loss is probable and, accordingly, no reserve has been made as of December 31, 2014.

**Unsecured Creditors Litigation**

Under the terms of the Fourth Amended and Restated Limited Liability Partnership Agreement of Delphi Automotive LLP (the "Fourth LLP Agreement"), if cumulative distributions to the members of Delphi Automotive LLP under certain provisions of the Fourth LLP Agreement exceed \$7.2 billion, Delphi, as disbursing agent on behalf of DPHH, is required to pay to the holders of allowed general unsecured claims against Old Delphi, \$32.50 for every \$67.50 in excess of \$7.2 billion distributed to the members, up to a maximum amount of \$300 million. In December 2014, a

complaint was filed in the Bankruptcy Court alleging that the redemption by Delphi Automotive LLP of the membership interests of GM and the PBGC, and the repurchase of shares and payment of dividends by Delphi Automotive PLC, constituted distributions under the terms of the Fourth LLP Agreement approximating \$7.2 billion. Delphi considers cumulative distributions through December 31, 2014 to be substantially below the \$7.2 billion threshold, and intends to vigorously contest the allegations set forth in the complaint. Accordingly, no accrual for this matter has been recorded as of December 31, 2014.

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**Brazil Matters**

Delphi conducts significant business operations in Brazil that are subject to the Brazilian federal labor, social security, environmental, tax and customs laws, as well as a variety of state and local laws. While Delphi believes it complies with such laws, they are complex, subject to varying interpretations, and the Company is often engaged in litigation with government agencies regarding the application of these laws to particular circumstances. As of December 31, 2014, the majority of claims asserted against Delphi in Brazil relate to such litigation. The remaining claims in Brazil relate to commercial and labor litigation with private parties. As of December 31, 2014, claims totaling approximately \$180 million (using December 31, 2014 foreign currency rates) have been asserted against Delphi in Brazil. As of December 31, 2014, the Company maintains accruals for these asserted claims of \$32 million (using December 31, 2014 foreign currency rates). The amounts accrued represent claims that are deemed probable of loss and are reasonably estimable based on the Company's analyses and assessment of the asserted claims and prior experience with similar matters. While the Company believes its accruals are adequate, the final amounts required to resolve these matters could differ materially from the Company's recorded estimates and Delphi's results of operations could be materially affected.

**Other Matters**

In 2014, Delphi identified certain payments, immaterial in amount, made by certain manufacturing facility employees in China that may violate certain provisions of the U.S. Foreign Corrupt Practices Act (the "FCPA"). Under the oversight of Delphi's Audit Committee of the Board of Directors, Delphi engaged outside counsel and forensic auditors to assist in a review of these matters, and to evaluate existing controls and compliance policies and procedures. Delphi has undertaken additional compliance training and additional compliance audits to reinforce its existing compliance programs. Violations of the FCPA could result in criminal and/or civil liabilities and other forms of penalties or sanctions. Delphi has voluntarily disclosed these matters to the U.S. Department of Justice and the SEC, and is cooperating fully with these agencies. Although Delphi does not expect the outcome of this review to have a material adverse impact on the Company, there can be no assurance as to the ultimate outcome of these matters at this time.

**ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable.

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## PART II

## ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Our ordinary shares have been publicly traded since November 17, 2011 when our ordinary shares were listed and began trading on the New York Stock Exchange ("NYSE") under the symbol "DLPH."

The following table sets forth the high and low sales price per share of our ordinary shares, as reported by NYSE, for 2013 and 2014. As of January 30, 2015, there were approximately 4 shareholders of record of our ordinary shares.

|   | Price Range of Ordinary Shares |         |
|---|--------------------------------|---------|
|   | High                           | Low     |
| 2013  |                                |         |
| Period from January 1 through March 31, 2013    | \$44.65                        | \$37.00 |
| Period from April 1 through June 30, 2013       | 52.46                          | 40.78   |
| Period from July 1 through September 30, 2013   | 58.60                          | 51.12   |
| Period from October 1 through December 31, 2013 | 60.42                          | 53.40   |
| 2014  |                                |         |
| Period from January 1 through March 31, 2014    | \$68.14                        | \$58.22 |
| Period from April 1 through June 30, 2014       | 71.27                          | 64.33   |
| Period from July 1 through September 30, 2014   | 71.96                          | 61.21   |
| Period from October 1 through December 31, 2014 | 74.88                          | 58.23   |

The following graph reflects the comparative changes in the value from November 17, 2011, the first day of our ordinary shares trading on the NYSE, through December 31, 2014, assuming an initial investment of \$100 and the reinvestment of dividends, if any in (1) our ordinary shares, (2) the S&P 500 index, and (3) the Automotive Supplier Peer Group. Historical performance may not be indicative of future shareholder returns.

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Stock Performance Graph

\* \$100 invested on 11/17/11 in our stock or 10/31/11 in the relevant index, including reinvestment of dividends. Fiscal year ending December 31, 2014.

(1) Delphi Automotive PLC

(2) S&P 500 – Standard & Poor’s 500 Total Return Index

Automotive Supplier Peer Group – Russell 3000 Auto Parts Index, including American Axle & Manufacturing, BorgWarner Inc., Cooper Tire & Rubber Company, Dana Holding Corp., Delphi Automotive PLC, Dorman Products Inc., Federal-Mogul Corp., Ford Motor Co., Fuel Systems Solutions Inc., General Motors Co., Gentex Corp., Gentherm Inc., Genuine Parts Co., Johnson Controls Inc., LKQ Corp., Lear Corp., Meritor Inc., Remy International Inc., Standard Motor Products Inc., Stoneridge Inc., Superior Industries International, TRW Automotive Holdings Corp., Tenneco Inc., Tesla Motors Inc., The Goodyear Tire & Rubber Co., Tower International Inc., Visteon Corp., and WABCO Holdings Inc.

| Company Index                      | November 17, 2011 | December 31, 2011 | December 31, 2012 | December 31, 2013 | December 31, 2014 |
|------------------------------------|-------------------|-------------------|-------------------|-------------------|-------------------|
| Delphi Automotive PLC (1)          | \$ 100.00         | \$ 100.98         | \$ 179.33         | \$ 285.81         | \$ 350.82         |
| S&P 500 (2)                        | 100.00            | 100.80            | 116.93            | 154.80            | 175.99            |
| Automotive Supplier Peer Group (3) | 100.00            | 89.27             | 110.41            | 166.46            | 178.05            |

Dividends

On February 26, 2013, the Board of Directors approved the initiation of dividend payments on the Company's ordinary shares. The Board of Directors declared a regular quarterly cash dividend of \$0.17 per ordinary share that was paid in each quarter of 2013. In January 2014, the Board of Directors increased the quarterly dividend rate to \$0.25 per ordinary share, which was paid in each quarter of 2014. In addition, in January 2015, the Board of Directors declared a regular quarterly cash dividend of \$0.25 per ordinary share, payable on February 27, 2015 to shareholders of record at the close of business on February 18, 2015.

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Equity Compensation Plan Information

Information as of December 31, 2014 regarding the Company's ordinary shares that may be issued under all of its equity compensation plans is incorporated by reference to the Company's Proxy Statement under the heading "Equity Compensation Plan Information."

Repurchase of Equity Securities

A summary of our ordinary shares repurchased during the quarter ended December 31, 2014, is shown below:

| Period                                | Total Number<br>of Shares<br>Purchased (1) | Average Price<br>Paid per Share<br>(2) | Total Number of<br>Shares Purchased<br>as Part of Publicly<br>Announced Plans<br>or Programs | Approximate<br>Dollar Value of<br>Shares that May<br>Yet be Purchased<br>Under the Program<br>(in millions) (3) |
|---------------------------------------|--|--|--|---|
| October 1, 2014 to October 31, 2014   | 1,585,594                                  | \$65.27                                | 1,585,594  | \$412   |
| November 1, 2014 to November 30, 2014 | 1,754,838                                  | 70.66                                  | 1,754,838  | 288   |
| December 1, 2014 to December 31, 2014 | 1,696,795                                  | 71.94                                  | 1,696,795  | 166   |
| Total                                 | 5,037,227                                  | 69.40                                  | 5,037,227  |   |

(1) The total number of shares purchased under the Board authorized plans described below.

(2) Excluding commissions.

(3) In January 2014, the Board of Directors authorized a share repurchase program of up to \$1 billion. This program follows the completion of the previously announced share repurchase programs of \$300 million and \$750 million, which were approved by the Board of Directors and commenced in January 2012 and September 2012, respectively.

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## ITEM 6. SELECTED FINANCIAL DATA

The following selected consolidated financial data were derived from our audited consolidated financial statements and should be read in conjunction with, and are qualified by reference to, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations and the consolidated financial statements and notes thereto included elsewhere in this Annual Report. The financial information presented may not be indicative of our future performance.

|   | Year Ended December 31,                                 |          |          |          |          |
|---|---|----------|----------|----------|----------|
|   | 2014  | 2013     | 2012 (1) | 2011     | 2010     |
|   | (dollars and shares in millions, except per share data) |          |          |          |          |
| Statements of operations data:                      |   |          |          |          |          |
| Net sales   | \$17,023  | \$16,463 | \$15,519 | \$16,041 | \$13,817 |
| Depreciation and amortization (2)                   | 587   | 540      | 486      | 475      | 421      |
| Operating income                                    | 1,847   | 1,684    | 1,476    | 1,644    | 940      |
| Interest expense                                    | (135 )  | (143 )   | (136 )   | (123 )   | (30 )    |
| Net income  | 1,440   | 1,301    | 1,160    | 1,223    | 703      |
| Net income attributable to noncontrolling interest  | 89  | 89       | 83       | 78       | 72       |
| Net income attributable to Delphi                   | 1,351   | 1,212    | 1,077    | 1,145    | 631      |
| Net income per share data:                          |   |          |          |          |          |
| Basic net income per share attributable to Delphi   | \$4.50  | \$3.90   | \$3.34   | \$2.72   | \$0.92   |
| Diluted net income per share attributable to Delphi | \$4.48  | \$3.89   | \$3.33   | \$2.72   | \$0.92   |
| Weighted average shares outstanding                 | 300   | 311      | 323      | 421      | 686      |
| Cash dividends declared and paid                    | \$1.00  | \$0.68   | \$—      | \$—      | \$—      |
| Other financial data:                               |   |          |          |          |          |
| Capital expenditures                                | \$855   | \$682    | \$705    | \$630    | \$500    |
| Adjusted operating income (3)                       | 2,018   | 1,844    | 1,671    | 1,688    | 1,221    |
| Adjusted operating income margin (4)                | 11.9 %  | 11.2 %   | 10.8 %   | 10.5 %   | 8.8 %    |
| Net cash provided by operating activities           | \$2,135   | \$1,750  | \$1,478  | \$1,377  | \$1,142  |
| Net cash used in investing activities               | (1,186 )  | (655 )   | (1,631 ) | (10 )    | (911 )   |
| Net cash used in financing activities               | (1,398 )  | (822 )   | (105 )   | (3,194 ) | (126 )   |
|   | As of December 31,                                      |          |          |          |          |
|   | 2014  | 2013     | 2012     | 2011     | 2010     |
|   | (in millions, except employee data)                     |          |          |          |          |
| Balance sheet and employment data:                  |   |          |          |          |          |
| Cash and cash equivalents                           | \$904   | \$1,389  | \$1,105  | \$1,363  | \$3,219  |
| Total assets  | \$10,746  | \$11,047 | \$10,176 | \$9,128  | \$11,082 |
| Total debt  | \$2,451   | \$2,412  | \$2,464  | \$2,103  | \$289    |
| Working capital, as defined (5)                     | \$1,151   | \$1,160  | \$1,213  | \$1,116  | \$1,059  |
| Shareholders' equity                                | \$3,013   | \$3,434  | \$2,830  | \$2,171  | \$6,099  |
| Global employees (6)                                | 127,000   | 117,000  | 118,000  | 104,000  | 99,700   |





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- (1) On October 26, 2012, we completed the acquisition of the Motorized Vehicles Division (“MVL”). MVL is a leading global manufacturer of automotive connection systems with a focus on high-value, leading technology applications. Given the timing of the acquisition it is not fully reflected in our 2012 results and impacts comparability to 2013 results.
- (2) Includes long-lived asset and goodwill impairments.
- Our management utilizes net income before interest expense, other income (expense), net, income tax expense, restructuring, other project and integration costs related to acquisitions and other portfolio transactions, asset impairments and equity income (loss), net of tax (“Adjusted Operating Income”) to evaluate performance. Through December 31, 2013, the Company’s management believed that net income before depreciation and amortization (including long-lived asset and goodwill impairment), interest expense, other income (expense), net, income tax expense, equity income (loss), net of tax, restructuring and other acquisition-related integration costs (“Adjusted EBITDA”) was a meaningful measure of performance and it was used by management to analyze Company and stand-alone segment operating performance. Management also used Adjusted EBITDA for planning and forecasting purposes. Effective January 1, 2014, Delphi’s management began utilizing Adjusted Operating Income as the key performance measure of segment income or loss and for planning and forecasting purposes, as management believes this measure is most reflective of the operational profitability or loss of Delphi’s operating segments. Adjusted Operating Income should not be considered a substitute for results prepared in accordance with U.S. GAAP and should not be considered an alternative to net income attributable to Delphi, which is the most directly comparable financial measure to Adjusted Operating Income that is in accordance with U.S. GAAP. Adjusted Operating Income, as determined and measured by Delphi, should also not be compared to similarly titled measures reported by other companies.

The reconciliation of Adjusted Operating Income to Operating Income includes restructuring, other project and integration costs related to acquisitions and other portfolio transactions, asset impairments and other transformation and rationalization costs related to 1) the implementation of information technology systems to support finance, manufacturing and product development initiatives, 2) certain plant consolidations and closures costs and 3) consolidation of many staff administrative functions into a global business service group. The reconciliation of Adjusted Operating Income to net income (loss) attributable to the Company is as follows:

|  | Year Ended December 31, |           |           |           |          |
|--|-------------------------|-----------|-----------|-----------|----------|
|  | 2014                    | 2013      | 2012      | 2011      | 2010     |
|  | (in millions)           |           |           |           |          |
| Adjusted operating income                          | \$2,018                 | \$1,844   | \$1,671   | \$1,688   | \$1,221  |
| Restructuring                                      | (144)                   | ) (145)   | ) (171)   | ) (31)    | ) (224)  |
| Other acquisition and portfolio project costs      | (20)                    | ) (15)    | ) (9)     | ) —       | ) —      |
| Asset impairments                                  | (7)                     | ) —       | ) (15)    | ) (13)    | ) (9)    |
| Other transformation and rationalization costs     | —                       | —         | —         | —         | (48)     |
| Operating income                                   | \$1,847                 | \$1,684   | \$1,476   | \$1,644   | \$940    |
| Interest expense                                   | \$(135)                 | ) \$(143) | ) \$(136) | ) \$(123) | ) \$(30) |
| Other (expense) income, net                        | (7)                     | ) (18)    | ) 5       | (15)      | ) 34     |
| Income before income taxes and equity income       | 1,705                   | 1,523     | 1,345     | 1,506     | 944      |
| Income tax expense                                 | (282)                   | ) (256)   | ) (212)   | ) (305)   | ) (258)  |
| Equity income, net of tax                          | 17                      | 34        | 27        | 22        | 17       |
| Net income   | 1,440                   | 1,301     | 1,160     | 1,223     | 703      |
| Net income attributable to noncontrolling interest | 89                      | 89        | 83        | 78        | 72       |
| Net income attributable to Delphi                  | \$1,351                 | \$1,212   | \$1,077   | \$1,145   | \$631    |

- (4) Adjusted operating income margin is defined as adjusted operating income as a percentage of revenues.
- (5) Working capital is calculated herein as accounts receivable plus inventories less accounts payable.
- (6)

Excludes temporary and contract workers. As of December 31, 2014, we employed approximately 37,000 temporary and contract workers.

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### ITEM 7. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following management’s discussion and analysis of financial condition and results of operations (“MD&A”) is intended to help you understand the business operations and financial condition of the Company for the three year period ended December 31, 2014. This discussion should be read in conjunction with Item 8. Financial Statements and Supplementary Data. Our MD&A is presented in seven sections:

Executive Overview

Consolidated Results of Operations

Results of Operations by Segment

Liquidity and Capital Resources

Off-Balance Sheet Arrangements and Other Matters

Significant Accounting Policies and Critical Accounting Estimates

Recently Issued Accounting Pronouncements

Within the MD&A, “Delphi,” the “Company,” “we,” “us” and “our” refer to Delphi Automotive PLC, a public limited company which was formed under the laws of Jersey on May 19, 2011, together with its subsidiaries, including Delphi Automotive LLP, a limited liability partnership incorporated under the laws of England and Wales which was formed on August 19, 2009 for the purpose of acquiring certain assets and subsidiaries of the former Delphi Corporation (now known as DPH Holdings Corp. (“DPHH”)), and became a subsidiary of Delphi Automotive PLC in connection with the completion of the Company’s initial public offering on November 22, 2011. The former Delphi Corporation and, as the context may require, its subsidiaries and affiliates, are also referred to herein as “Old Delphi.”

Executive Overview

Our Business

We are a leading global vehicle components manufacturer and provide electrical and electronic, powertrain, safety and thermal technology solutions to the global automotive and commercial vehicle markets. We are one of the largest vehicle component manufacturers and our customers include all 25 of the largest automotive original equipment manufacturers (“OEMs”) in the world.

Business Strategy

We believe the Company is well-positioned for growth from increasing global vehicle production volumes, increased demand for our Safe, Green and Connected products which are being added to vehicle content, and new business wins with existing and new customers. We have successfully created a competitive cost structure, aligned our product offerings with the faster-growing industry mega-trends and re-aligned our manufacturing footprint into an efficient regional service model, allowing us to increase our profit margins.

Our achievements in 2014 included the following:

Generating gross business bookings of \$25.1 billion, based upon expected volumes and pricing;

Generating \$2.1 billion of cash from operations and net income of \$1.4 billion;

Continuing our focus on diversifying our geographic, product and customer mix, resulting in 34% of our 2014 net sales generated in the North American market, 23% generated from the Asia Pacific region, which we have identified as a key market likely to experience substantial growth, and 17% generated from our largest customer;

Increasing our quarterly cash dividend 50% to \$0.25 per ordinary share;

Executing \$1.0 billion of share repurchases;

Expanding our portfolio of product offerings in the high-growth automotive electrical connectors business through the acquisitions of Antaya Technologies Corporation and Unwired Holdings, Inc.;

Maximizing our operational flexibility and profitability at all points in the normal automotive business cycle, by having approximately 94% of our hourly workforce based in low cost countries and approximately 26% of our hourly workforce composed of temporary employees;

Initiating restructuring activities, with a primary focus on South America and Europe, in order to align our manufacturing capacity and footprint with the current automotive production levels in those regions, allowing us to maintain our industry-leading cost structure;

Achieving enhanced credit ratings from Standard & Poor's Ratings Service, Moody's Investor Service and Fitch Ratings;

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Leveraging our enhanced, investment grade credit metrics to further refine our capital structure and increase our financial flexibility by successfully issuing \$700 million of 4.15% senior unsecured notes, and utilizing the proceeds primarily to redeem our 5.875% Senior Notes and to repay a portion of the Tranche A Term Loan, thereby satisfying all principal obligations on our debt through March 1, 2018; and

Forming a Technology Advisory Council, a panel of prominent global technology thought leaders, which guides our product strategies and investments in technology with a focus on developing advanced technologies to drive growth. Going forward, our strategy is to build on these accomplishments and continue to develop and manufacture innovative market-relevant products for a diverse base of customers around the globe and leverage our lean and flexible cost structure to achieve strong and disciplined earnings growth and returns on invested capital. Through our culture of innovation and world class engineering capabilities we intend to employ our rigorous, forward-looking product development process to deliver new technologies that provide solutions to OEMs. We are committed to creating value for our shareholders. We expanded our repurchases of ordinary shares in 2014 to \$1.0 billion, and in January of 2015 announced a new share repurchase program of up to \$1.5 billion of ordinary shares. In 2014, we continued to return cash to our shareholders, and paid increased cash dividends totaling \$301 million. Our key strategic priorities include: Targeting the right business with the right customers. We intend to be strategic in our pursuit of new business and customers in order to achieve disciplined, above-market growth. We conduct in-depth analysis of market share and product trends by region in order to prioritize research, development, and engineering spend for the customers that we believe will be successful. Collaboration with customers in our 15 major technical centers around the world helps us develop innovative product solutions designed to meet their needs. As more OEMs design vehicles for global platforms, where the same vehicle architecture is shared among different regions, we are well suited to provide global design and engineering support while manufacturing these products for a specific regional market.

Leveraging our engineering and technological capabilities. We seek to leverage our strong product portfolio tied to the industry's key mega-trends with our global footprint to increase our revenues, as well as committing to substantial annual investment in research and development to maintain and enhance our leadership in each of our product lines. Capitalizing on our scale, global footprint and established position in emerging markets. We intend to generate sustained growth by capitalizing on the breadth and scale of our operating capabilities. Our global footprint provides us important proximity to our customers' manufacturing facilities and allows us to serve them in every region in which they operate. We anticipate that we will continue to build upon our extensive geographic reach to capitalize on fast-growing automotive markets, particularly in China. In addition, our presence in low cost countries positions us to realize incremental margin improvements as the global balance of automotive production shifts towards emerging markets.

Leveraging our lean and flexible cost structure to deliver profitability and cash flow. We recognize the importance of maintaining a lean and flexible cost structure in order to deliver stable earnings and cash flow in a cyclical industry. Our focus is on maximizing and optimizing manufacturing output to meet increasing production requirements with minimal additions to our fixed-cost base. Additionally, we are continuing to use a meaningful amount of temporary workers to ensure we have the appropriate operational flexibility to scale our operations so that we can maintain our profitability as industry production levels increase or contract.

Advancing and maintaining an efficient capital structure. We actively manage our capital structure in order to maintain an investment grade credit rating and healthy capital ratios to support our business and maximize shareholder value. We will continue to make adjustments to our capital structure in light of changes in economic conditions or as opportunities arise to provide us with additional financial flexibility to invest in our business and execute our strategic objectives going forward.

Pursuing selected acquisitions and strategic alliances. In 2014 we completed the acquisitions of Unwired Holdings, Inc., a media connectivity module supplier to the global automotive industry, and Antaya Technologies Corporation, a leading manufacturer of on-glass connectors to the global automotive industry. These acquisitions enhance our position as a leading supplier of automotive electrical/electronic architecture and expand our portfolio of product offerings in the high-growth automotive electrical connectors business. We intend to continue to pursue selected transactions that leverage our technology capabilities and enhance and expand our product offerings, customer base,

geographic penetration and scale to complement our current businesses.

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### Trends, Uncertainties and Opportunities

**Rate of economic recovery.** Our business is directly related to automotive sales and automotive vehicle production by our customers. Automotive sales depend on a number of factors, including global and regional economic conditions. Although global automotive vehicle production increased 2% from 2013 to 2014 and is expected to increase by an additional 1% to 2% in 2015, the economic recovery has been uneven from a regional perspective. While the North American and certain Asia Pacific economies have continued to strengthen in 2014, economic uncertainties continue to persist in Europe and South America, resulting in lower consumer demand for vehicles in those markets as compared to North America. Vehicle production increased by only 2% in Europe, and decreased by 17% in South America in 2014 as compared to 2013, and is expected to increase by 1% in Europe in 2015 as compared to 2014, and remain essentially flat with 2014's reduced volumes in South America. Continued economic weakness in Europe or South America, or weakness in North America or Asia Pacific, could result in a significant reduction in automotive sales and production by our customers, which would have an adverse effect on our business, results of operations and financial condition. Additionally, weakness may result in shifts in the mix of future automotive sales (from vehicles with more content such as luxury vehicles, trucks and sport utility vehicles toward smaller passenger cars). While our diversified customer and geographic revenue base, along with our flexible cost structure, have well positioned us to withstand the impact of industry downturns and benefit from industry upturns, shifts to vehicles with less content would adversely impact our profitability.

**Emerging markets growth.** Rising income levels in the emerging markets, principally China, are resulting in stronger growth rates in these markets. Our strong global presence and presence in these markets have positioned us to experience above-market growth rates. We continue to expand our established presence in emerging markets, positioning us to benefit from the expected growth opportunities in these regions. We are capitalizing on our long-standing relationships with the global OEMs and further enhancing our positions with the emerging market OEMs to continue expanding our worldwide leadership. We continue to build upon our extensive geographic reach to capitalize on fast-growing automotive markets. We believe that our presence in low cost countries positions us to realize incremental margin improvements as the global balance of automotive production shifts towards the emerging markets.

We have a strong presence in China, where we have operated for over 20 years. All of our business segments have operations and sales in China. As a result, we have well-established relationships with all of the major OEMs in China. We have expanded the number of our 33 offered products locally manufactured in China to 25 in 2014. We believe we have the opportunity to expand additional product lines into China in the future, as well as continuing to grow our existing localized product lines, and as a result, we see further growth potential in this market.

**Market driven products.** Our product offerings satisfy the OEMs' need to meet increasingly stringent government regulations and meet consumer preferences for products that address the mega-trends of Safe, Green and Connected, leading to increased content per vehicle, greater profitability and higher margins. With these offerings, we believe we are well-positioned to benefit from the growing demand for vehicle content related to safety, fuel efficiency, emissions control, automated features and connectivity to the global information network. Our Electrical/Electronic Architecture and Electronics and Safety segments are benefiting from the substantial increase in vehicle content and electrification requiring a complex and reliable electrical architecture and systems to operate, such as hybrid power electronics, automated driver assistance technologies, electrical vehicle monitoring, active safety systems, lane departure warning systems, integrated electronic displays, navigation systems and consumer electronics. Our ability to design a reliable electrical architecture that optimizes power distribution and/or consumption is key to satisfying the OEMs' need to reduce emissions while continuing to meet the demands of consumers. Additionally, our Powertrain Systems and Thermal Systems segments are also focused on addressing the demand for increased fuel efficiency and emission control through products such as gasoline direct injection (GDI) fuel systems and brushless fuel pumps.

**Global capabilities.** Many OEMs are continuing to adopt global vehicle platforms to increase standardization, reduce per unit cost and increase capital efficiency and profitability. As a result, OEMs are selecting suppliers that have the capability to manufacture products on a worldwide basis, as well as, the flexibility to adapt to regional variations. Suppliers with global scale and strong design, engineering and manufacturing capabilities, are best positioned to

benefit from this trend. Our global footprint enables us to serve the global OEMs on a worldwide basis as we gain market share with the emerging market OEMs. This regional model principally services the North American market out of Mexico, the South American market out of Brazil, the European market out of Eastern Europe and North Africa and the Asia Pacific market out of China.

Product development. The automotive component supply industry is highly competitive, both domestically and internationally. Our ability to anticipate changes in technology and regulatory standards and to successfully develop and introduce new and enhanced products on a timely and cost competitive basis will be a significant factor in our ability to remain competitive. To compete effectively in the automotive supply industry, we must be able to launch new products to meet our customers' demands in a timely manner. Our innovative technologies and robust global engineering and development capabilities have well positioned us to meet the increasingly stringent vehicle manufacturer demands.



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OEMs are increasingly looking to their suppliers to simplify vehicle design and assembly processes to reduce costs. As a result, suppliers that sell vehicle components directly to manufacturers (Tier I suppliers) have assumed many of the design, engineering, research and development and assembly functions traditionally performed by vehicle manufacturers. Suppliers that can provide fully-engineered solutions, systems and pre-assembled combinations of component parts are positioned to leverage the trend toward system sourcing.

**Engineering, design & development.** Our history and culture of innovation have enabled us to develop significant intellectual property and design and development expertise to provide advanced technology solutions that meet the demands of our customers. We have a team of more than 20,000 scientists, engineers and technicians focused on developing leading product solutions for our key markets, located at 15 major technical centers in Brazil, China, France, Germany, India, Luxembourg, Mexico, Poland, South Korea, the United Kingdom and the United States. We invest approximately \$1.7 billion (which includes approximately \$400 million co-investment by customers and government agencies) annually in research and development, including engineering, to maintain our portfolio of innovative products, and owned/held approximately 8,000 patents and protective rights as of December 31, 2014. We also encourage “open innovation” and collaborate extensively with peers in the industry, government agencies and academic institutions. Our technology competencies are recognized by both customers and government agencies, who have co-invested approximately \$400 million annually in new product development, accelerating the pace of innovation and reducing the risk associated with successful commercialization of technological breakthroughs. In the past, suppliers often incurred the initial cost of engineering, designing and developing automotive component parts, and recovered their investments over time by including a cost recovery component in the price of each part based on expected volumes. Recently, we and many other suppliers have negotiated for cost recovery payments independent of volumes. This trend reduces our economic risk.

**Pricing.** Cost-cutting initiatives adopted by our customers result in increased downward pressure on pricing. Our customer supply agreements generally require step-downs in component pricing over the periods of production and OEMs have historically possessed significant leverage over their outside suppliers because the automotive component supply industry is fragmented and serves a limited number of automotive OEMs. Our profitability depends in part on our ability to generate sufficient production cost savings in the future to offset price reductions.

We are focused on maintaining a low fixed cost structure that provides us flexibility to remain profitable despite decreases in industry volumes and at all points of the traditional vehicle industry production cycle. We believe that our lean cost structure will allow us to remain profitable at all points of the traditional vehicle industry production cycle. As a result, approximately 94% of our hourly workforce is located in low cost countries. Furthermore, we have substantial operational flexibility by leveraging a large workforce of temporary workers, which represented approximately 26% of the hourly workforce as of December 31, 2014. However, we will continue to adjust our cost structure and manufacturing footprint in response to continued economic uncertainties, as evidenced by our on-going restructuring programs focused on aligning our manufacturing capacity and footprint with the current automotive production levels in Europe and South America. As we continue to operate in a cyclical industry that is impacted by movements in the global and regional economies, we continually evaluate opportunities to further adjust our cost structure. Assuming constant product mix and pricing, based on our 2014 results, we estimate that our EBITDA breakeven level would be reached if we experienced a 42% downturn to current product volumes.

We have a strong balance sheet with gross debt of approximately \$2.5 billion and substantial liquidity of approximately \$2.4 billion of cash and cash equivalents and available financing under our Revolving Credit Facility (as defined below in Liquidity and Capital Resources) as of December 31, 2014, and no significant U.S. defined benefit or workforce postretirement health care benefits and employer-paid postretirement basic life insurance benefits (“OPEB”) liabilities. We intend to maintain strong financial discipline targeting industry-leading earnings growth, cash flow generation and return on invested capital and to maintain sufficient liquidity to sustain our financial flexibility throughout the industry cycle.

**OEM product recalls.** There has been a significant increase in the number of vehicles recalled globally by OEMs in 2014. In the U.S., a record number of vehicle recalls were initiated in 2014. These recalls can either be initiated by the OEMs or influenced by regulatory agencies. Although there are differing rules and regulations across countries

governing recalls for safety issues, the overall transition towards global vehicle platforms may also contribute to increased recalls outside of the U.S., as automotive components are increasingly standardized across regions. Given the sensitivity to safety issues in the automotive industry, including increased focus from regulators and consumers, we anticipate the number of automotive recalls may remain above historical levels in the near future. Although we engage in extensive product quality programs and processes, and have not experienced any significant impacts to date as a result of the recalls that have been initiated, it is possible that we may be adversely affected in the future if the pace of these recalls continues.

Efficient use of capital. The global vehicle components industry is generally capital intensive and a portion of a supplier's capital equipment is frequently utilized for specific customer programs. Lead times for procurement of capital equipment are

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long and typically exceed start of production by one to two years. Substantial advantages exist for suppliers that can leverage their prior investments in capital equipment or amortize the investment over higher volume global customer programs.

Industry consolidation. Consolidation among worldwide suppliers is expected to continue as suppliers seek to achieve operating synergies and value stream efficiencies, acquire complementary technologies, and build stronger customer relationships as OEMs continue to expand globally. We believe companies with strong balance sheets and financial discipline are in the best position to take advantage of the industry consolidation trend.

### Our History and Structure

On August 19, 2009, Delphi Automotive LLP, a limited liability partnership organized under the laws of England and Wales, was formed for the purpose of acquiring certain assets and subsidiaries of Old Delphi ("the Acquisition"), which, along with certain of its U.S. subsidiaries, had filed voluntary petitions for bankruptcy in October 2005. On October 6, 2009, Delphi Automotive LLP acquired the major portion of the business of Old Delphi and issued membership interests to a group of investors consisting of certain lenders to Old Delphi, General Motors Company ("GM") and the Pension Benefit Guaranty Corporation (the "PBGC"). On March 31, 2011, all of the outstanding Class A and Class C membership interests held by GM and the PBGC were redeemed, respectively, for approximately \$4.4 billion.

On May 19, 2011, Delphi Automotive PLC was formed as a Jersey public limited company, and had nominal assets, no liabilities and had conducted no operations prior to its initial public offering. On November 22, 2011, in conjunction with the completion of its initial public offering by the selling shareholders, all of the outstanding equity of Delphi Automotive LLP was exchanged for ordinary shares by its equity holders in Delphi Automotive PLC. As a result, Delphi Automotive LLP became a wholly-owned subsidiary of Delphi Automotive PLC.

### Consolidated Results of Operations

In 2014, total global OEM production volumes increased 2% from 2013. Although total global OEM production volumes increased, indicating continued stabilization of the global economy, the economic recovery was uneven from a regional perspective. While OEM vehicle production increased by 6% in China and 5% in North America in 2014, production in Europe and South America continues to be impacted by the economic uncertainties in those regions. European production increased only 2% in 2014, and declined by 17% in South America. In light of the continued economic uncertainties in these regions, we have initiated restructuring actions as appropriate in order to align our manufacturing capacity and footprint with the current automotive production levels. As we continue to operate in a cyclical industry that is impacted by movements in the global economy, we continually evaluate opportunities to further adjust our cost structure. However, we believe our strong balance sheet coupled with our flexible cost structure will position us to capitalize on any strengthening of the global economy and improvements in OEM production volumes.

Our total net sales during the year ended December 31, 2014 were \$17.0 billion, or 3% higher compared to 2013. This compares to total global OEM production increases of 2% in 2014. The increase in our total net sales is primarily attributable to increased sales in North America and Asia Pacific. Although our net sales in Europe also increased modestly in 2014, our sales continue to be impacted by persisting economic uncertainties in the region, which have resulted in limited growth in OEM production. Partially offsetting these increases were reduced sales in our smallest region, South America, due to continuing economic weakness, resulting in continued reductions in OEM production schedules in the region. Our overall lean cost structure, along with improving sales in North America, and above-market sales growth in the Asia Pacific region, specifically China, enabled us to improve gross margins in the year ended December 31, 2014 as compared to the prior year.

The increase in our total net sales of 6% during the year ended December 31, 2013 as compared to 2012 was attributable to the fourth quarter 2012 acquisition and successful integration of MVL, as well as due to increased sales in North America and Asia Pacific, offset by OEM production volume reductions in Europe.

Delphi typically experiences fluctuations in revenue due to changes in OEM production schedules, vehicle sales mix and the net of new and lost business (which we refer to collectively as volume), increased prices attributable to escalation clauses in our supply contracts for recovery of increased commodity costs (which we refer to as commodity pass-through), fluctuations in foreign currency exchange rates (which we refer to as FX), contractual reductions of the

sales price to the OEM (which we refer to as contractual price reductions) and engineering changes. Changes in sales mix can have either favorable or unfavorable impacts on revenue. Such changes can be the result of shifts in regional growth, shifts in OEM sales demand, as well as shifts in consumer demand related to vehicle segment purchases and content penetration. For instance, a shift in sales demand favoring a particular OEM's vehicle model for which we do not have a supply contract may negatively impact our revenue. A shift in regional sales demand toward certain markets could favorably impact the sales of those of our customers that have a large market share in those regions, which in turn would be expected to have a favorable impact on our revenue.

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We typically experience (as described below) fluctuations in operating income due to:

• Volume, net of contractual price reductions—changes in volume offset by contractual price reductions (which typically range from 1% to 3% of net sales) and changes in mix;

• Operational performance—changes to costs for materials and commodities or manufacturing variances; and

• Other—including restructuring costs and any remaining variances not included in Volume, net of contractual price reductions or Operational performance.

The automotive component supply industry is subject to inflationary pressures with respect to raw materials and labor which have placed and will continue to place operational and profitability burdens on the entire supply chain. We will continue to work with our customers and suppliers to mitigate the impact of these inflationary pressures in the future. In addition, we expect commodity cost volatility, particularly related to copper, aluminum and petroleum-based resin products, to have a continual impact on future earnings and/or operating cash flows. As such, we continually seek to mitigate both inflationary pressures and our material-related cost exposures using a number of approaches, including combining purchase requirements with customers and/or other suppliers, using alternate suppliers or product designs, negotiating cost reductions and/or commodity cost contract escalation clauses into our vehicle manufacturer supply contracts, and hedging.

#### 2014 versus 2013

The results of operations for the years ended December 31, 2014 and 2013 were as follows:

|  | Year Ended December 31, |             | Favorable/<br>(unfavorable) |
|--|-------------------------|-------------|-----------------------------|
|  | 2014                    | 2013        |                             |
|  | (dollars in millions)   |             |                             |
| Net sales  | \$17,023                | \$16,463    | \$ 560                      |
| Cost of sales                                      | 13,850                  | 13,567      | (283 )                      |
| Gross margin                                       | 3,173                   | 18.6% 2,896 | 17.6% 277                   |
| Selling, general and administrative                | 1,081                   | 963         | (118 )                      |
| Amortization                                       | 101                     | 104         | 3                           |
| Restructuring                                      | 144                     | 145         | 1                           |
| Operating income                                   | 1,847                   | 1,684       | 163                         |
| Interest expense                                   | (135 )                  | (143 )      | 8                           |
| Other (expense) income, net                        | (7 )                    | (18 )       | 11                          |
| Income before income taxes and equity income       | 1,705                   | 1,523       | 182                         |
| Income tax expense                                 | (282 )                  | (256 )      | (26 )                       |
| Income before equity income                        | 1,423                   | 1,267       | 156                         |
| Equity income, net of tax                          | 17                      | 34          | (17 )                       |
| Net income   | 1,440                   | 1,301       | 139                         |
| Net income attributable to noncontrolling interest | 89                      | 89          | —                           |
| Net income attributable to Delphi                  | \$1,351                 | \$1,212     | \$ 139                      |

#### Total Net Sales

Below is a summary of our total net sales for the years ended December 31, 2014 versus December 31, 2013.

|                 | Year Ended December 31, |          | Favorable/<br>(unfavorable) | Variance Due To:  |     |                               |       | Total |
|-----------------|-------------------------|----------|-----------------------------|---|-----|-------------------------------|-------|-------|
|                 | 2014                    | 2013     |                             | Volume, net of<br>contractual<br>price<br>reductions<br>(in millions) | FX  | Commodity<br>pass-<br>through | Other |       |
|                 | (in millions)           |          |                             |   |     |                               |       |       |
| Total net sales | \$17,023                | \$16,463 | \$ 560                      | \$595   | \$5 | \$(62 )                       | \$22  | \$560 |

Total net sales for the year ended December 31, 2014 increased 3% compared to the year ended December 31, 2013. We experienced volume growth of 5% for the period, primarily as a result of increased sales in North America and Asia Pacific, partially offset by contractual price reductions.

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Cost of sales is primarily comprised of material, labor, manufacturing overhead, freight, fluctuations in foreign currency exchange rates, product engineering, design and development expenses, depreciation and amortization, warranty costs and other operating expenses. Gross margin is revenue less cost of sales and gross margin percentage is gross margin as a percentage of net sales.

Cost of sales increased \$283 million for the year ended December 31, 2014 compared to the year ended December 31, 2013, as summarized below. The Company's material cost of sales was approximately 50% of net sales in both the year ended December 31, 2014 and December 31, 2013.

|                         | Year Ended December 31, |          | Favorable/<br>(unfavorable) | Variance Due To: |      |                            |         | Total    |
|-------------------------|-------------------------|----------|-----------------------------|------------------|------|----------------------------|---------|----------|
|                         | 2014                    | 2013     |                             | Volume (a)       | FX   | Operational<br>performance | Other   |          |
|                         | (dollars in millions)   |          |                             | (in millions)    |      |                            |         |          |
| Cost of sales           | \$13,850                | \$13,567 | \$ (283 )                   | \$(685 )         | \$6  | \$453                      | \$(57 ) | \$(283 ) |
| Gross margin            | \$3,173                 | \$2,896  | \$ 277                      | \$(90 )          | \$11 | \$453                      | \$(97 ) | \$277    |
| Percentage of net sales | 18.6                    | % 17.6   | %                           |                  |      |                            |         |          |

(a) Presented net of contractual price reductions for gross margin variance.

The increase in cost of sales reflects increased volumes before contractual price reductions for the period, partially offset by operational performance improvements and the following unfavorable items in Other above:

• Approximately \$47 million of increased depreciation and amortization; and

• The absence of a prior period gain on the disposal of property of approximately \$11 million from the sale of a manufacturing site that was closed as a result of Delphi's overall restructuring program.

**Selling, General and Administrative Expense**

|   | Year Ended December 31, |       | Favorable/<br>(unfavorable) |
|---|-------------------------|-------|-----------------------------|
|   | 2014                    | 2013  |                             |
|   | (dollars in millions)   |       |                             |
| Selling, general and administrative expense | \$1,081                 | \$963 | \$(118 )                    |
| Percentage of net sales                     | 6.4                     | % 5.8 | %                           |

Selling, general and administrative expense ("SG&A") includes administrative expenses, information technology costs and incentive compensation related costs, and increased as a percent of sales during the year ended December 31, 2014 compared to 2013 due to an increase in accruals for incentive compensation, information technology costs and for other service providers.

**Amortization**

|              | Year Ended December 31, |       | Favorable/<br>(unfavorable) |
|--------------|-------------------------|-------|-----------------------------|
|              | 2014                    | 2013  |                             |
|              | (in millions)           |       |                             |
| Amortization | \$101                   | \$104 | \$3                         |

Amortization expense reflects the non-cash charge related to definite-lived intangible assets primarily recognized as part of the Acquisition and resulting from the acquisition of MVL in October 2012. The relative consistency in amortization expense during the year ended December 31, 2014 compared to 2013 reflects the continued amortization of these definite-lived intangible assets. In 2015, we expect to incur non-cash amortization charges of approximately \$104 million, which includes the charges related to definite-lived intangible assets as a result of the acquisitions completed in 2014.





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## Restructuring

|                         | Year Ended December 31, |       |                             |
|-------------------------|-------------------------|-------|-----------------------------|
|                         | 2014                    | 2013  | Favorable/<br>(unfavorable) |
|                         | (dollars in millions)   |       |                             |
| Restructuring           | \$144                   | \$145 | \$ 1                        |
| Percentage of net sales | 0.8                     | % 0.9 | %                           |

Restructuring charges recorded during 2014 were primarily attributable to the expenses incurred in conjunction with our on-going restructuring programs focused on aligning our manufacturing capacity and footprint with the current automotive production levels in Europe and South America. These charges included the recognition of employee-related and other costs of \$35 million during the year ended December 31, 2014 for the initiation of a new restructuring program at a European manufacturing site within the Powertrain Systems segment in the second quarter of 2014. We expect to make cash payments of approximately \$80 million in 2015 pursuant to these programs.

Restructuring expenses recorded during the year ended December 31, 2013 were primarily attributable to the initiation of various restructuring actions, primarily in Europe, in the fourth quarter of 2012 and in the first quarter of 2013. These restructuring actions were initiated in response to lower OEM production volumes in Europe and continued economic uncertainties, and included workforce reductions, as well as plant closures, and have been substantially completed during 2014.

We expect to continue to incur additional restructuring expense in 2015 related primarily to our on-going restructuring actions in Europe and South America. As we continue to operate in a cyclical industry that is impacted by movements in the global and regional economies, we continually evaluate opportunities to further adjust our cost structure. Refer to Note 10. Restructuring to the audited consolidated financial statements included herein for additional information.

## Interest Expense

|                  | Year Ended December 31, |       |                             |
|------------------|-------------------------|-------|-----------------------------|
|                  | 2014                    | 2013  | Favorable/<br>(unfavorable) |
|                  | (in millions)           |       |                             |
| Interest expense | \$135                   | \$143 | \$ 8                        |

The decrease in interest expense for the year ended December 31, 2014 as compared to the year ended December 31, 2013 reflects a reduction in interest expense from the repayment of a portion of the Tranche A Term Loan and the redemption of the 5.875% Senior Notes, offset by the issuance of \$700 million of the 4.15% 2014 Senior Notes in the first quarter of 2014.

Refer to Note 11. Debt, to the audited consolidated financial statements included herein for additional information.

## Other Income, Net

|                             | Year Ended December 31, |      |                             |
|-----------------------------|-------------------------|------|-----------------------------|
|                             | 2014                    | 2013 | Favorable/<br>(unfavorable) |
|                             | (in millions)           |      |                             |
| Other (expense) income, net | \$(7                    | )(18 | ) \$ 11                     |

The decrease in other income, net is a result of Delphi repaying a portion of the Tranche A Term Loan and redeeming the 5.875% senior notes during the year ended December 31, 2014, resulting in a loss on extinguishment of debt of \$34 million. Additionally, during the year ended December 31, 2014, Delphi incurred approximately \$6 million in transaction costs related to its 2014 acquisitions. Partially offsetting these expenses during the year ended December 31, 2014, Delphi recorded \$10 million of interest income and also reached a final settlement with its insurance carrier related to a business interruption insurance claim, and received proceeds from the settlement of

approximately \$14 million, net of related costs and expenses.

During the year ended December 31, 2013, Delphi amended its Credit Agreement and repaid the entire balance of the Tranche B Term Loan from the Original Credit Agreement, resulting in a loss on extinguishment of debt of \$39 million.

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Refer to Note 19. Other income, net and Note 11. Debt to the audited consolidated financial statements included herein for additional information.

## Income Taxes

|                    | Year Ended December 31, |       |                             |
|--------------------|-------------------------|-------|-----------------------------|
|                    | 2014                    | 2013  | Favorable/<br>(unfavorable) |
|                    | (in millions)           |       |                             |
| Income tax expense | \$282                   | \$256 | \$(26 )                     |

The Company's tax rate is affected by the tax rates in the jurisdictions in which the Company operates, the relative amount of income earned by jurisdiction and the relative amount of losses or income for which no tax benefit or expense was recognized due to a valuation allowance.

The effective tax rate was 17% and 17% for the years ended December 31, 2014 and 2013, respectively. The effective tax rate in the year ended December 31, 2014 was impacted by favorable geographic income mix in 2014 as compared to 2013, primarily due to changes in the underlying operations of the business as well as tax planning initiatives, and the resulting favorable impact on foreign tax credits. These favorable impacts were offset by net increases resulting from changes in judgment related to deferred tax asset valuation allowances of \$18 million in 2014.

The effective tax rate in the year ended December 31, 2013 was impacted by the enactment of the American Taxpayer Relief Act of 2012 on January 2, 2013, which retroactively reinstated expired tax provisions known as tax extenders including the research and development tax credit. The income tax accounting effect, including any retroactive effect, of a tax law change is accounted for in the period of enactment, which in this case was the first quarter of 2013. As a result, the effective tax rate for the year ended December 31, 2013 was impacted by a tax benefit of approximately \$22 million related to the 2012 research and development credit in addition to the 2013 research and development credit. On July 17, 2013, the United Kingdom Finance Bill of 2013 became law as the Finance Act 2013 (the "U.K. Finance Act"). The U.K. Finance Act provides for a reduction to the corporate income tax rate from 23% to 21% effective April 1, 2014, with a further reduction to 20% effective April 1, 2015. The impact of this legislation was recorded as a discrete item during the third quarter of 2013, the period of enactment, and resulted in increased tax expense of approximately \$12 million for the year ended December 31, 2013 due to the resultant impact on the net deferred tax asset balances. Additionally, the effective tax rate in the year ended December 31, 2013 was impacted by a reduction in tax reserves of \$13 million, partially offset by an increase in withholding taxes due to overall increased earnings and full year inclusion of MVL activity in 2013.

## Equity Income

|                           | Year Ended December 31, |      |                             |
|---------------------------|-------------------------|------|-----------------------------|
|                           | 2014                    | 2013 | Favorable/<br>(unfavorable) |
|                           | (in millions)           |      |                             |
| Equity income, net of tax | \$17                    | \$34 | \$(17 )                     |

Equity income, net of tax reflects Delphi's interest in the results of ongoing operations of entities accounted for as equity-method investments. Equity income decreased during the year ended December 31, 2014 as compared to the year ended December 31, 2013, which is primarily attributable to declines in performance at our Korean joint ventures as compared to the prior period.

## Results of Operations by Segment

We operate our core business along the following operating segments, which are grouped on the basis of similar product, market and operating factors:

Electrical/Electronic Architecture, which includes complete electrical architecture and component products.

Powertrain Systems, which includes extensive systems integration expertise in gasoline, diesel and fuel handling and full end-to-end systems including fuel injection, combustion, electronic controls, test and validation capabilities,

aftermarket, and original equipment service.

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Electronics and Safety, which includes component and systems integration expertise in infotainment and connectivity, body controls and security systems, displays, mechatronics, passive and active safety electronics and electric and hybrid electric vehicle power electronics, as well as advanced development of software.

Thermal Systems, which includes heating, ventilating and air conditioning systems, components for multiple transportation and other adjacent markets, and powertrain cooling and related technologies.

• Eliminations and Other, which includes i) the elimination of inter-segment transactions, and ii) certain other expenses and income of a non-operating or strategic nature.

Through December 31, 2013, we evaluated performance based on stand-alone segment Adjusted EBITDA and accounted for inter-segment sales and transfers as if the sales or transfers were to third parties, at current market prices. Our management believed that Adjusted EBITDA was a meaningful measure of performance and it was used by management to analyze Company and stand-alone segment operating performance. Management also used Adjusted EBITDA for planning and forecasting purposes. Effective January 1, 2014, our management began utilizing segment Adjusted Operating Income as the key performance measure of segment income of loss and for planning and forecasting purposes, as management believes this measure is most reflective of the operational profitability or loss of our operating segments. Segment Adjusted Operating Income should not be considered a substitute for results prepared in accordance with U.S. GAAP and should not be considered an alternative to net income attributable to Delphi, which is the most directly comparable financial measure to Adjusted Operating Income that is in accordance with U.S. GAAP. Segment Adjusted Operating Income, as determined and measured by Delphi, should also not be compared to similarly titled measures reported by other companies.

The reconciliation of Adjusted Operating Income to Operating Income includes restructuring, other project and integration costs related to acquisitions and other portfolio transactions and asset impairments. The reconciliation of Adjusted Operating Income to net income attributable to Delphi for the years ended December 31, 2014 and 2013 are as follows:

|  | Electrical/<br>Electronic<br>Architecture<br>(in millions) | Powertrain<br>Systems | Electronics<br>and Safety | Thermal<br>Systems | Eliminations<br>and Other | Total   |
|--|--|-----------------------|---------------------------|--------------------|---------------------------|---------|
| For the Year Ended December 31, 2014:              |  |                       |                           |                    |                           |         |
| Adjusted operating income                          | \$1,080  | \$533                 | \$352                     | \$53               | \$—                       | \$2,018 |
| Restructuring                                      | (56)   | (55)                  | (28)                      | (5)                | —                         | (144)   |
| Other acquisition & portfolio project costs        | (14)   | (3)                   | (2)                       | (1)                | —                         | (20)    |
| Asset impairments                                  | (2)  | (1)                   | (4)                       | —                  | —                         | (7)     |
| Operating income                                   | \$1,008  | \$474                 | \$318                     | \$47               | \$—                       | 1,847   |
| Interest expense                                   |  |                       |                           |                    |                           | (135)   |
| Other expense, net                                 |  |                       |                           |                    |                           | (7)     |
| Income before income taxes and equity income       |  |                       |                           |                    |                           | 1,705   |
| Income tax expense                                 |  |                       |                           |                    |                           | (282)   |
| Equity income, net of tax                          |  |                       |                           |                    |                           | 17      |
| Net income   |  |                       |                           |                    |                           | 1,440   |
| Net income attributable to noncontrolling interest |  |                       |                           |                    |                           | 89      |
| Net income attributable to Delphi                  |  |                       |                           |                    |                           | \$1,351 |

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|  | Electrical/<br>Electronic<br>Architecture<br>(in millions) | Powertrain<br>Systems | Electronics<br>and Safety | Thermal<br>Systems | Eliminations<br>and Other | Total   |
|--|--|-----------------------|---------------------------|--------------------|---------------------------|---------|
| For the Year Ended December 31, 2013:              |  |                       |                           |                    |                           |         |
| Adjusted operating income                          | \$1,001  | \$483                 | \$323                     | \$37               | \$—                       | \$1,844 |
| Restructuring                                      | (28)   | ) (52                 | ) (56                     | ) (9               | ) —                       | (145)   |
| Other acquisition & portfolio project costs        | (15)   | ) —                   | —                         | —                  | —                         | (15)    |
| Operating income                                   | \$958  | \$431                 | \$267                     | \$28               | \$—                       | 1,684   |
| Interest expense                                   |  |                       |                           |                    |                           | (143)   |
| Other expense, net                                 |  |                       |                           |                    |                           | (18)    |
| Income before income taxes and equity income       |  |                       |                           |                    |                           | 1,523   |
| Income tax expense                                 |  |                       |                           |                    |                           | (256)   |
| Equity income, net of tax                          |  |                       |                           |                    |                           | 34      |
| Net income   |  |                       |                           |                    |                           | 1,301   |
| Net income attributable to noncontrolling interest |  |                       |                           |                    |                           | 89      |
| Net income attributable to Delphi                  |  |                       |                           |                    |                           | \$1,212 |

Net sales, gross margin as a percentage of net sales and Adjusted Operating Income by segment for the years ended December 31, 2014 and 2013 are as follows:

## Net Sales by Segment

|                                    | Year Ended December 31, |          |                             | Variance Due To:  |        |                           |       |       |  |
|------------------------------------|-------------------------|----------|-----------------------------|---|--------|---------------------------|-------|-------|--|
|                                    | 2014                    | 2013     | Favorable/<br>(unfavorable) | Volume, net of<br>contractual<br>price<br>reductions<br>(in millions) | FX     | Commodity<br>Pass-through | Other | Total |  |
|                                    | (in millions)           |          |                             |   |        |                           |       |       |  |
| Electrical/Electronic Architecture | \$8,274                 | \$7,972  | \$ 302                      | \$377   | \$(32) | \$(62)                    | \$19  | \$302 |  |
| Powertrain Systems                 | 4,575                   | 4,424    | 151                         | 112   | 40     | —                         | (1)   | 151   |  |
| Electronics and Safety             | 2,859                   | 2,830    | 29                          | 30  | 5      | —                         | (6)   | 29    |  |
| Thermal Systems                    | 1,556                   | 1,468    | 88                          | 95  | (7)    | —                         | —     | 88    |  |
| Eliminations and Other             | (241)                   | (231)    | (10)                        | (19)  | (1)    | —                         | 10    | (10)  |  |
| Total                              | \$17,023                | \$16,463 | \$ 560                      | \$595   | \$5    | \$(62)                    | \$22  | \$560 |  |

## Gross Margin Percentage by Segment

|                                    | Year Ended December 31, |   |      |   |
|------------------------------------|-------------------------|---|------|---|
|                                    | 2014                    |   | 2013 |   |
| Electrical/Electronic Architecture | 19.3                    | % | 18.3 | % |
| Powertrain Systems                 | 19.6                    | % | 18.7 | % |
| Electronics and Safety             | 19.0                    | % | 17.3 | % |
| Thermal Systems                    | 8.6                     | % | 8.0  | % |
| Eliminations and Other             | —                       | % | —    | % |
| Total                              | 18.6                    | % | 17.6 | % |



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## Adjusted Operating Income by Segment

|                                    | Year Ended December 31, |         | Variance Due To:            |                                    |                            |          |       |
|------------------------------------|-------------------------|---------|-----------------------------|------------------------------------|----------------------------|----------|-------|
|                                    | 2014                    | 2013    | Favorable/<br>(unfavorable) | contractual<br>price<br>reductions | Operational<br>performance | Other    | Total |
|                                    | (in millions)           |         |                             | (in millions)                      |                            |          |       |
| Electrical/Electronic Architecture | \$1,080                 | \$1,001 | \$ 79                       | \$28                               | \$ 158                     | \$(107 ) | \$79  |
| Powertrain Systems                 | 533                     | 483     | 50                          | (28 )                              | 126                        | (48 )    | 50    |
| Electronics and Safety             | 352                     | 323     | 29                          | (85 )                              | 139                        | (25 )    | 29    |
| Thermal Systems                    | 53                      | 37      | 16                          | (5 )                               | 29                         | (8 )     | 16    |
| Eliminations and Other             | —                       | —       | —                           | —                                  | —                          | —        | —     |
| Total                              | \$2,018                 | \$1,844 | \$ 174                      | \$(90 )                            | \$ 452                     | \$(188 ) | \$174 |

As noted in the table above, Adjusted Operating Income for the year ended December 31, 2014 as compared to the year ended December 31, 2013 was impacted by volume and contractual price reductions, including product mix, and operational performance improvements, as well as the following items included in Other in the table above:

• Approximately \$47 million of increased depreciation and amortization;

• \$118 million of increased SG&A expenses, primarily related to accruals for incentive compensation, information technology costs and costs for other service providers;

• The absence of a prior period gain on the disposal of property of approximately \$11 million from the sale of a manufacturing site that was closed as a result of Delphi's overall restructuring program.

## Consolidated Results of Operations

## 2013 versus 2012

The results of operations for the years ended December 31, 2013 and 2012 were as follows:

|  | Year Ended December 31, |             |                             |
|--|-------------------------|-------------|-----------------------------|
|  | 2013                    | 2012        | Favorable/<br>(unfavorable) |
|  | (dollars in millions)   |             |                             |
| Net sales  | \$16,463                | \$15,519    | \$ 944                      |
| Cost of sales                                      | 13,567                  | 12,861      | (706 )                      |
| Gross margin                                       | 2,896                   | 17.6% 2,658 | 17.1% 238                   |
| Selling, general and administrative                | 963                     | 927         | (36 )                       |
| Amortization                                       | 104                     | 84          | (20 )                       |
| Restructuring                                      | 145                     | 171         | 26                          |
| Operating income                                   | 1,684                   | 1,476       | 208                         |
| Interest expense                                   | (143 )                  | (136 )      | (7 )                        |
| Other (expense) income, net                        | (18 )                   | 5           | (23 )                       |
| Income before income taxes and equity income       | 1,523                   | 1,345       | 178                         |
| Income tax expense                                 | (256 )                  | (212 )      | (44 )                       |
| Income before equity income                        | 1,267                   | 1,133       | 134                         |
| Equity income, net of tax                          | 34                      | 27          | 7                           |
| Net income   | 1,301                   | 1,160       | 141                         |
| Net income attributable to noncontrolling interest | 89                      | 83          | 6                           |
| Net income attributable to Delphi                  | \$1,212                 | \$1,077     | \$ 135                      |



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## Total Net Sales

Below is a summary of Delphi's total net sales for the year ended December 31, 2013 versus December 31, 2012.

|                 | Year Ended December 31, |          | Favorable/<br>(unfavorable) | Variance Due To:  |      |                           | Other | Total |
|-----------------|-------------------------|----------|-----------------------------|---|------|---------------------------|-------|-------|
|                 | 2013                    | 2012     |                             | Volume, net of<br>contractual<br>price<br>reductions<br>(in millions) | FX   | Commodity<br>pass-through |       |       |
|                 | (in millions)           |          |                             |   |      |                           |       |       |
| Total net sales | \$16,463                | \$15,519 | \$ 944                      | \$176   | \$99 | \$ (32 )                  | \$701 | \$944 |

Total net sales for the year ended December 31, 2013 increased 6% compared to the year ended December 31, 2012.

We experienced volume growth of 3% for the period as a result of increased sales in North America and Asia Pacific, partially offset by continued OEM production volume reductions in Europe. Overall net sales also increased as a result of the acquisition of MVL in October 2012, net of other divestitures, of approximately \$695 million, reflected in Other above.

## Cost of Sales

Cost of sales is primarily comprised of material, labor, manufacturing overhead, freight, fluctuations in foreign currency exchange rates, product engineering, design and development expenses, depreciation and amortization, warranty costs and other operating expenses. Gross margin is revenue less cost of sales and gross margin percentage is gross margin as a percent of net sales.

Cost of sales increased \$706 million for the year ended December 31, 2013 compared to the year ended December 31, 2012, as summarized below. The Company's material cost of sales was approximately 50% of net sales in both the year ended December 31, 2013 and December 31, 2012.

|                         | Year Ended December 31, |          | Favorable/<br>(unfavorable) | Variance Due To: |         |                            | Other    | Total    |
|-------------------------|-------------------------|----------|-----------------------------|------------------|---------|----------------------------|----------|----------|
|                         | 2013                    | 2012     |                             | Volume (a)       | FX      | Operational<br>performance |          |          |
|                         | (dollars in millions)   |          |                             | (in millions)    |         |                            |          |          |
| Cost of sales           | \$13,567                | \$12,861 | \$ (706 )                   | \$(405 )         | \$(91 ) | \$ 321                     | \$(531 ) | \$(706 ) |
| Gross margin            | \$2,896                 | \$2,658  | \$ 238                      | \$(230 )         | \$ 8    | \$ 321                     | \$ 139   | \$238    |
| Percentage of net sales | 17.6                    | % 17.1   | %                           |                  |         |                            |          |          |

(a) Presented net of contractual price reductions for gross margin variance.

The increase in cost of sales reflects increased volumes before contractual price reductions for the period, partially offset by operational performance improvements, and the following items in Other above:

• Increased costs of approximately \$515 million resulting primarily from the acquisition of MVL in October 2012, net of other divestitures.

• The absence of a favorable customer settlement related to warranty of \$25 million in the prior period.

• A gain on the disposal of property of approximately \$11 million from the sale of a manufacturing site that was closed as a result of Delphi's overall restructuring program.

## Selling, General and Administrative Expense

|   | Year Ended December 31, |       | Favorable/<br>(unfavorable) |
|---|-------------------------|-------|-----------------------------|
|   | 2013                    | 2012  |                             |
|   | (dollars in millions)   |       |                             |
| Selling, general and administrative expense | \$963                   | \$927 | \$(36 )                     |
| Percentage of net sales                     | 5.8                     | % 6.0 | %                           |

Selling, general and administrative expense (“SG&A”) includes administrative expenses, information technology costs and incentive compensation related costs, and decreased as a percent of sales during the year ended December 31, 2013

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compared to 2012 due to a reduction in accruals for incentive compensation, offset by costs from the acquisition of MVL in October 2012.

## Amortization

|              | Year Ended December 31, |      |                             |
|--------------|-------------------------|------|-----------------------------|
|              | 2013                    | 2012 | Favorable/<br>(unfavorable) |
|              | (in millions)           |      |                             |
| Amortization | \$104                   | \$84 | \$(20 )                     |

Amortization expense reflects the non-cash charge related to definite-lived intangible assets primarily recognized as part of the Acquisition and resulting from the acquisition of MVL in October 2012. The increase in amortization during the year ended December 31, 2013 compared to 2012 resulted primarily from the acquisition of MVL in October 2012.

## Restructuring

|                         | Year Ended December 31, |       |                             |
|-------------------------|-------------------------|-------|-----------------------------|
|                         | 2013                    | 2012  | Favorable/<br>(unfavorable) |
|                         | (dollars in millions)   |       |                             |
| Restructuring           | \$145                   | \$171 | \$26                        |
| Percentage of net sales | 0.9                     | % 1.1 | %                           |

The decrease in restructuring expense in 2013 as compared to 2012 is due to the initiation of various restructuring actions, primarily in Europe, in the fourth quarter of 2012 which are expected to total approximately \$300 million. Additional restructuring programs totaling approximately \$75 million were initiated in the first quarter of 2013. These restructuring actions were initiated in response to lower OEM production volumes in Europe and continued economic uncertainties, and include workforce reductions, as well as plant closures.

Refer to Note 10. Restructuring to the audited consolidated financial statements included herein for additional information.

## Interest Expense

|                  | Year Ended December 31, |       |                             |
|------------------|-------------------------|-------|-----------------------------|
|                  | 2013                    | 2012  | Favorable/<br>(unfavorable) |
|                  | (in millions)           |       |                             |
| Interest expense | \$143                   | \$136 | \$(7 )                      |

The increase in interest expense for the year ended December 31, 2013 as compared to the year ended December 31, 2012 reflects the issuance of \$800 million of 10-year, 5.0% unsecured senior notes in the first quarter of 2013, partially offset by a reduction in interest expense from the repayment of the senior secured Tranche B Term Loan with the proceeds.

Refer to Note 11. Debt, to the audited consolidated financial statements included herein for additional information.

## Other Income, Net

|                             | Year Ended December 31, |      |                             |
|-----------------------------|-------------------------|------|-----------------------------|
|                             | 2013                    | 2012 | Favorable/<br>(unfavorable) |
|                             | (in millions)           |      |                             |
| Other (expense) income, net | \$(18 )                 | \$5  | \$(23 )                     |



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The decrease in other income, net is a result of Delphi amending its Credit Agreement and repaying the entire balance of the Tranche B Term Loan from the Original Credit Agreement, resulting in a loss on extinguishment of debt of \$39 million, partially offset by the absence of transaction costs of \$13 million incurred in 2012 related to the acquisition of MVL.

Refer to Note 19. Other income, net and Note 11. Debt to the audited consolidated financial statements included herein for additional information.

## Income Taxes

|                    | Year Ended December 31, |       |                             |
|--------------------|-------------------------|-------|-----------------------------|
|                    | 2013                    | 2012  | Favorable/<br>(unfavorable) |
|                    | (in millions)           |       |                             |
| Income tax expense | \$256                   | \$212 | \$(44 )                     |

The Company's tax rate is affected by the tax rates in the jurisdictions in which the Company operates, the relative amount of income earned by jurisdiction and the relative amount of losses or income for which no tax benefit or expense was recognized due to a valuation allowance. The Company's geographic income mix was favorably impacted in 2013, as compared to 2012, primarily due to tax planning initiatives.

The effective tax rate was 17% and 16% for the year ended December 31, 2013 and 2012, respectively. The American Taxpayer Relief Act of 2012 was enacted on January 2, 2013, which retroactively reinstated expired tax provisions known as tax extenders including the research and development tax credit. The income tax accounting effect, including any retroactive effect, of a tax law change is accounted for in the period of enactment, which in this case was the first quarter of 2013. As a result, the effective tax rate for the year ended December 31, 2013 was impacted by a tax benefit of approximately \$22 million related to the 2012 research and development credit in addition to the 2013 research and development credit. On July 17, 2013, the United Kingdom Finance Bill of 2013 became law as the Finance Act 2013 (the "U.K. Finance Act"). The U.K. Finance Act provides for a reduction to the corporate income tax rate from 23% to 21% effective April 1, 2014, with a further reduction to 20% effective April 1, 2015. The impact of this legislation was recorded as a discrete item during the third quarter of 2013, the period of enactment, and resulted in increased tax expense of approximately \$12 million for the year ended December 31, 2013 due to the resultant impact on the net deferred tax asset balances. Additionally, the effective tax rate in the year ended December 31, 2013 was impacted by a reduction in tax reserves of \$13 million, partially offset by an increase in withholding taxes due to overall increased earnings and full year inclusion of MVL activity in 2013.

The effective tax rate in the year ended December 31, 2012 was impacted by the release of a \$29 million valuation allowance, a favorable tax settlement of \$26 million, a \$30 million reduction in tax reserves due to resolution of open issues with tax authorities, offset by an increase of \$17 million primarily related to uncertain tax positions outside the U.S and an increase of \$6 million related to a reduction to the corporate income tax rate in the United Kingdom from 25% to 23%.

## Equity Income

|                           | Year Ended December 31, |      |                             |
|---------------------------|-------------------------|------|-----------------------------|
|                           | 2013                    | 2012 | Favorable/<br>(unfavorable) |
|                           | (in millions)           |      |                             |
| Equity income, net of tax | \$34                    | \$27 | \$7                         |

Equity income, net of tax reflects Delphi's interest in the results of ongoing operations of entities accounted for as equity-method investments. Equity income increased during the year ended December 31, 2013 as compared to the year ended December 31, 2012 primarily due to improved performance of our Korean joint ventures.

Results of Operations by Segment

Through December 31, 2013, we evaluated performance based on stand-alone segment Adjusted EBITDA and accounted for inter-segment sales and transfers as if the sales or transfers were to third parties, at current market prices. Our management believed that Adjusted EBITDA was a meaningful measure of performance and it was used by management to analyze Company and stand-alone segment operating performance. Management also used Adjusted EBITDA for planning and forecasting purposes. Effective January 1, 2014, our management began utilizing segment Adjusted Operating Income as the key performance measure of segment income of loss and for planning and forecasting purposes, as management believes this

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measure is most reflective of the operational profitability or loss of our operating segments. Segment Adjusted Operating Income should not be considered a substitute for results prepared in accordance with U.S. GAAP and should not be considered an alternative to net income attributable to Delphi, which is the most directly comparable financial measure to Adjusted Operating Income that is in accordance with U.S. GAAP. Segment Adjusted Operating Income, as determined and measured by Delphi, should also not be compared to similarly titled measures reported by other companies.

The reconciliation of Adjusted Operating Income to Operating Income includes restructuring, other project and integration costs related to acquisitions and other portfolio transactions and asset impairments. The reconciliation of Adjusted Operating Income to net income attributable to Delphi for the years ended December 31, 2013 and 2012 are as follows:

|  | Electrical/<br>Electronic<br>Architecture<br>(in millions) | Powertrain<br>Systems | Electronics<br>and Safety | Thermal<br>Systems | Eliminations<br>and Other | Total   |
|--|--|-----------------------|---------------------------|--------------------|---------------------------|---------|
| For the Year Ended December 31, 2013:              |  |                       |                           |                    |                           |         |
| Adjusted operating income                          | \$1,001  | \$483                 | \$323                     | \$37               | \$—                       | \$1,844 |
| Restructuring                                      | (28)   | (52)                  | (56)                      | (9)                | —                         | (145)   |
| Other acquisition & portfolio project costs        | (15)   | —                     | —                         | —                  | —                         | (15)    |
| Operating income                                   | \$958  | \$431                 | \$267                     | \$28               | \$—                       | 1,684   |
| Interest expense                                   |  |                       |                           |                    |                           | (143)   |
| Other expense, net                                 |  |                       |                           |                    |                           | (18)    |
| Income before income taxes and equity income       |  |                       |                           |                    |                           | 1,523   |
| Income tax expense                                 |  |                       |                           |                    |                           | (256)   |
| Equity income, net of tax                          |  |                       |                           |                    |                           | 34      |
| Net income   |  |                       |                           |                    |                           | 1,301   |
| Net income attributable to noncontrolling interest |  |                       |                           |                    |                           | 89      |
| Net income attributable to Delphi                  |  |                       |                           |                    |                           | \$1,212 |

|  | Electrical/<br>Electronic<br>Architecture<br>(in millions) | Powertrain<br>Systems | Electronics<br>and Safety | Thermal<br>Systems | Eliminations<br>and Other | Total   |
|--|--|-----------------------|---------------------------|--------------------|---------------------------|---------|
| For the Year Ended December 31, 2012:        |  |                       |                           |                    |                           |         |
| Adjusted operating income                    | \$781  | \$541                 | \$281                     | \$68               | \$—                       | \$1,671 |
| Restructuring                                | (49)   | (25)                  | (89)                      | (8)                | —                         | (171)   |
| Other acquisition & portfolio project costs  | (9)  | —                     | —                         | —                  | —                         | (9)     |
| Asset impairments                            | —  | —                     | (15)                      | —                  | —                         | (15)    |
| Operating income                             | \$723  | \$516                 | \$177                     | \$60               | \$—                       | 1,476   |
| Interest expense                             |  |                       |                           |                    |                           | (136)   |
| Other income, net                            |  |                       |                           |                    |                           | 5       |
| Income before income taxes and equity income |  |                       |                           |                    |                           | 1,345   |
| Income tax expense                           |  |                       |                           |                    |                           | (212)   |
| Equity income, net of tax                    |  |                       |                           |                    |                           | 27      |

|   |         |
|---|---------|
| Net income  | 1,160   |
| Net income attributable to<br>noncontrolling interest | 83      |
| Net income attributable to Delphi                     | \$1,077 |

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Net sales, gross margin as a percentage of net sales and Adjusted Operating Income by segment for the years ended December 31, 2013 and 2012 are as follows:

## Net Sales by Segment

|                                    | Year Ended December 31, |          | Favorable/<br>(unfavorable) | Variance Due To:  |      |                           |  | Other | Total   |
|------------------------------------|-------------------------|----------|-----------------------------|---|------|---------------------------|--|-------|---------|
|                                    | 2013                    | 2012     |                             | Volume, net of<br>contractual<br>price<br>reductions<br>(in millions) | FX   | Commodity<br>Pass-through |  |       |         |
|                                    | (in millions)           |          |                             |   |      |                           |  |       |         |
| Electrical/Electronic Architecture | \$7,972                 | \$6,815  | \$ 1,157                    | \$428   | \$19 | \$ (32 )                  |  | \$742 | \$1,157 |
| Powertrain Systems                 | 4,424                   | 4,656    | (232 )                      | (277 )  | 39   | —                         |  | 6     | (232 )  |
| Electronics and Safety             | 2,830                   | 2,732    | 98                          | 54  | 39   | —                         |  | 5     | 98      |
| Thermal Systems                    | 1,468                   | 1,541    | (73 )                       | (28 )   | 3    | —                         |  | (48 ) | (73 )   |
| Eliminations and Other             | (231 )                  | (225 )   | (6 )                        | (1 )  | (1 ) | —                         |  | (4 )  | (6 )    |
| Total                              | \$16,463                | \$15,519 | \$ 944                      | \$176   | \$99 | \$ (32 )                  |  | \$701 | \$944   |

Included in Other above are increased sales of approximately \$695 million related to the net impact of acquisitions and divestitures.

## Gross Margin Percentage by Segment

|                                    | Year Ended December 31, |        |  |   |
|------------------------------------|-------------------------|--------|--|---|
|                                    | 2013                    | 2012   |  |   |
| Electrical/Electronic Architecture | 18.3                    | % 17.0 |  | % |
| Powertrain Systems                 | 18.7                    | % 19.2 |  | % |
| Electronics and Safety             | 17.3                    | % 16.3 |  | % |
| Thermal Systems                    | 8.0                     | % 10.2 |  | % |
| Eliminations and Other             | —                       | % —    |  | % |
| Total                              | 17.6                    | % 17.1 |  | % |

## Adjusted Operating Income by Segment

|                                    | Year Ended December 31, |         | Favorable/<br>(unfavorable) | Variance Due To:  |                            |  |  | Other | Total |
|------------------------------------|-------------------------|---------|-----------------------------|---|----------------------------|--|--|-------|-------|
|                                    | 2013                    | 2012    |                             | Volume, net of<br>contractual<br>price<br>reductions<br>(in millions) | Operational<br>performance |  |  |       |       |
|                                    | (in millions)           |         |                             |   |                            |  |  |       |       |
| Electrical/Electronic Architecture | \$1,001                 | \$781   | \$ 220                      | \$41  | \$ 93                      |  |  | \$86  | \$220 |
| Powertrain Systems                 | 483                     | 541     | (58 )                       | (164 )  | 109                        |  |  | (3 )  | (58 ) |
| Electronics and Safety             | 323                     | 281     | 42                          | (68 )   | 93                         |  |  | 17    | 42    |
| Thermal Systems                    | 37                      | 68      | (31 )                       | (38 )   | 25                         |  |  | (18 ) | (31 ) |
| Eliminations and Other             | —                       | —       | —                           | 1   | —                          |  |  | (1 )  | —     |
| Total                              | \$1,844                 | \$1,671 | \$ 173                      | \$(228 )  | \$ 320                     |  |  | \$81  | \$173 |

As noted in the table above, Adjusted Operating Income for the year ended December 31, 2013 as compared to the year ended December 31, 2012 was impacted by volume and contractual price reductions, including product mix and operational performance improvements, as well as the following items included in Other in the table above:

- \$6 million of increase due to fluctuations in foreign currency exchange rates;

\$173 million of increase due to acquisitions/divestitures primarily related to the October 2012 MVL acquisition;



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• A gain on the disposal of property of approximately \$11 million resulting from the sale of a manufacturing site that was closed as a result of Delphi's overall restructuring program, partially offset by;

• Approximately \$54 million of increased depreciation and amortization;

• The absence of a favorable customer settlement related to warranty of \$25 million in the prior period.

### Liquidity and Capital Resources

#### Overview of Capital Structure

Our liquidity requirements are primarily to fund our business operations, including capital expenditures and working capital requirements, as well as to fund debt service requirements, operational restructuring activities and dividends on share capital. Our primary sources of liquidity are cash flows from operations, our existing cash balance, and as necessary, borrowings under available credit facilities. To the extent we generate discretionary cash flow we may consider using this additional cash flow for optional prepayments of existing indebtedness, strategic acquisitions, additional share repurchases, and/or general corporate purposes. We will also continually explore ways to enhance our capital structure.

As of December 31, 2014, we had cash and cash equivalents of \$0.9 billion and net debt (defined as outstanding debt less cash and cash equivalents) of \$1.5 billion. We also have access to additional liquidity pursuant to the terms of the \$1.5 billion Revolving Credit Facility and the €350 million committed European accounts receivable factoring facility described below. We expect existing cash, available liquidity and cash flows from operations to continue to be sufficient to fund our global operating activities, including restructuring payments, any mandatory payments required under the Credit Agreement as described below, dividends on ordinary shares and capital expenditures. We also continue to expect to be able to move funds between different countries to manage our global liquidity needs without material adverse tax implications, subject to current monetary policies and to the terms of the Credit Agreement.

While a substantial portion of our operating income is generated by our non-U.S. subsidiaries, we utilize a combination of strategies, including dividends, cash pooling arrangements, intercompany loan repayments and other distributions and advances to provide the funds necessary to meet our global liquidity needs. If additional non-U.S. cash was needed for our U.S. operations, we would be required to accrue and pay U.S. taxes to repatriate such funds; however, based on our current liquidity needs and repatriation strategies, we do not anticipate a need to repatriate such additional amounts. Additionally, the Company is a U.K. resident taxpayer and as such is not generally subject to U.K. tax on remitted foreign earnings. As a result, we do not anticipate foreign earnings would be subject to a 35% tax rate upon repatriation to the U.K., as is the case when U.S. based companies repatriate earnings to the U.S. For further information regarding undistributed earnings of our non-U.S. subsidiaries, see Note 14. Income Taxes to the audited consolidated financial statements included in this Report.

Based on these factors, we believe we possess sufficient liquidity to fund our global operations and capital investments in 2015 and beyond.

#### Share Repurchases

In January 2012, the Board of Directors authorized a share repurchase program of up to \$300 million of ordinary shares, which was fully satisfied in September 2012. Subsequently, in September 2012, the Board of Directors authorized a share repurchase program of up to \$750 million of ordinary shares, which was fully satisfied in April 2014. In January 2014, the Board of Directors authorized a share repurchase program of up to \$1 billion of ordinary shares. This share repurchase program provides for share repurchases in the open market or in privately negotiated transactions, depending on share price, market conditions and other factors, as determined by the Company. This program commenced following the completion of the Company's September 2012 share repurchase program in April 2014.

A summary of the ordinary shares repurchased during the years ended December 31, 2014 and 2013 is as follows:

|                                    | Year Ended December 31, |           |            |
|------------------------------------|-------------------------|-----------|------------|
|                                    | 2014                    | 2013      | 2012       |
| Total number of shares repurchased | 15,041,713              | 9,106,434 | 13,421,742 |
| Average price paid per share       | 68.05                   | \$50.14   | \$30.02    |
| Total (in millions)                | \$1,024                 | \$457     | \$403      |

As of December 31, 2014, approximately \$166 million of share repurchases remained available under the authorized share repurchase programs. During the period from January 1, 2015 to February 5, 2015, the Company repurchased an additional \$104 million worth of shares pursuant to a trading plan with set trading instructions established by the Company. As a result, approximately \$62 million of share repurchases remain available under the January 2014 share repurchase program. All repurchased shares were retired.

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## New Share Repurchase Program

In January of 2015, the Board of Directors authorized a new share repurchase program of up to \$1.5 billion of ordinary shares. This share repurchase program provides for share purchases in the open market or in privately negotiated transactions, depending on share price, market conditions and other factors, as determined by the Company. This program will commence following the completion of the January 2014 share repurchase program described above.

## Dividends to Holders of Ordinary Shares

On February 26, 2013, the Board of Directors approved the initiation of dividend payments on the Company's ordinary shares and declared a regular quarterly cash dividend. In January 2014, the Board of Directors increased the annual dividend rate from \$0.68 to \$1.00 per ordinary share. The Company declared and paid cash dividends per common share during the periods presented as follows:

|                | Dividend<br>Per Share | Amount<br>(in millions) |
|----------------|-----------------------|-------------------------|
| 2014:          |                       |                         |
| Fourth quarter | \$0.25                | \$73                    |
| Third quarter  | 0.25                  | 75                      |
| Second quarter | 0.25                  | 76                      |
| First quarter  | 0.25                  | 77                      |
| Total          | \$1.00                | \$301                   |
| 2013:          |                       |                         |
| Fourth quarter | \$0.17                | \$52                    |
| Third quarter  | 0.17                  | 53                      |
| Second quarter | 0.17                  | 53                      |
| First quarter  | 0.17                  | 53                      |
| Total          | \$0.68                | \$211                   |

In addition, in January 2015, the Board of Directors declared a regular quarterly cash dividend of \$0.25 per ordinary share, payable on February 27, 2015 to shareholders of record at the close of business on February 18, 2015.

## Dividends from Equity Investees

During the year ended December 31, 2014, Delphi received dividends of \$10 million from one of its equity method investments. During the year ended December 31, 2013, Delphi received dividends of \$30 million from two of its equity method investments. The dividends were recognized as a reduction to the investment and represented a return on investment included in cash flows from operating activities.

## Acquisitions

On October 1, 2014, Delphi acquired 100% of the equity interests of Unwired Holdings, Inc. ("Unwired"), a media connectivity module supplier to the global automotive industry, for \$190 million, net of approximately \$19 million for acquired cash, excess net working capital and certain tax benefits, which are subject to certain post-closing adjustments. The acquisition was accounted for as a business combination, with the operating results of Unwired included within the Company's Electrical/Electronic Architecture segment from the date of acquisition. The Company acquired Unwired utilizing cash on hand.

On October 31, 2014, Delphi acquired 100% of the share capital of Antaya Technologies Corporation ("Antaya"), a leading manufacturer of on-glass connectors to the global automotive industry, for approximately \$140 million, with an additional cash payment of up to \$40 million due upon the achievement of certain financial performance metrics over a future 3-year period beginning at the time the acquisition is closed. The acquisition was accounted for as a business combination, with the operating results of Antaya included within the Company's Electrical/Electronic Architecture segment from the date of acquisition. The Company acquired Antaya utilizing cash on hand.

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### Acquisition of Motorized Vehicles Division of FCI

On October 26, 2012, Delphi completed the acquisition of MVL for €765 million, or approximately \$1 billion based on exchange rates as of the date of the acquisition. MVL is a leading global manufacturer of automotive connection systems with a focus on high-value, leading technology applications.

Upon completing the acquisition, Delphi incurred related transaction expenses totaling approximately \$13 million.

The cash payments required to close the transaction were funded using existing cash on hand, including \$363 million drawn in October 2012 under the Credit Agreement.

The acquisition was accounted for as a business combination, with the purchase price allocated on a preliminary basis using information available, in the fourth quarter of 2012. The purchase price and related allocation were finalized in the three months ended March 31, 2013. The operating results of MVL are reported within the Electrical/Electronic Architecture segment from the date of acquisition.

Subsequent to announcing the transaction, in June 2012, the Company entered into €250 million of option contracts to hedge a portion of the currency risk associated with the cash payment for the planned acquisition of MVL at a cost of \$9 million. The options were unable to qualify as hedges for accounting purposes, and therefore, changes in the fair value of the options were recognized in other income (expense), net. In the year ended December 31, 2012, the change in fair value resulted in a \$3 million loss. Subsequently, and in conjunction with the closing of the acquisition, the options were sold in October 2012 for \$6 million.

### Credit Agreement

In March 2011, in conjunction with the redemption of membership interests from Class A and Class C membership interest holders, Delphi Corporation (the "Issuer") entered into a credit agreement with JPMorgan Chase Bank, N.A., as lead arranger and administrative agent (the "Original Credit Agreement"), which provided for \$3.0 billion in senior secured credit facilities consisting of term loans (as subsequently amended from time to time, the "Tranche A Term Loan" and the "Tranche B Term Loan," respectively) and a revolving credit facility (as subsequently amended from time to time, the "Revolving Credit Facility"). The Original Credit Agreement was amended and restated on each of May 17, 2011 (the "May 2011 Credit Agreement"), September 14, 2012 (the "2012 Credit Agreement") and March 1, 2013 (the "March 2013 Credit Agreement"). The Original Credit Agreement and each amendment and restatement of the Original Credit Agreement are individually and collectively referred to herein as the "Credit Agreement". The May 2011 Credit Agreement, which was entered into simultaneously with the issuance of senior unsecured notes in the amount of \$1 billion (as more fully described below), reduced the total size of the senior secured credit facilities to \$2.4 billion. Under the 2012 Credit Agreement, the Company increased the Revolving Credit Facility to \$1.3 billion and the Tranche A Term Loan to \$574 million and used the incremental proceeds to pay a portion of the cost of acquiring MVL. On March 1, 2013, following the unsecured note issuance in February 2013 (as more fully described below), the Tranche B Term Loan was fully repaid, the Tranche A Term Loan was increased to \$575 million, the Revolving Credit Facility was increased to \$1.5 billion, and the terms of the Tranche A Term Loan and the Revolving Credit Facility were extended to March 1, 2018. The March 31, 2013 amendments resulted in the recognition of a loss on debt extinguishment of \$39 million during the year ended December 31, 2013. Approximately \$14 million in issuance costs were paid in conjunction with the March 2013 amendment. In conjunction with an unsecured note issuance in March 2014 (as more fully described below), Delphi repaid a portion of its indebtedness on the Tranche A Term Loan, which resulted in the recognition of a loss on debt extinguishment related to this repayment of approximately \$1 million during the year ended December 31, 2014.

Unamortized debt issuance costs associated with the Tranche A Term Loan and Revolving Credit Facility of \$19 million are being amortized over the term of the Credit Agreement, as extended pursuant to the March 1, 2013 amendment. At December 31, 2014, the Revolving Credit Facility was undrawn and Delphi had approximately \$12 million in letters of credit issued under the Credit Agreement. The maximum amount drawn under the Revolving Credit Facility during the year ended December 31, 2014 to manage intra-month working capital needs was \$85 million. Letters of credit issued under the Credit Agreement reduce availability under the Revolving Credit Facility. Loans under the Credit Agreement bear interest, at Delphi Corporation's option, at either (a) the Administrative Agent's Alternate Base Rate ("ABR" as defined in the Credit Agreement) or (b) the London Interbank Offered Rate (the

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“Adjusted LIBO Rate” as defined in the Credit Agreement) (“LIBOR”) plus in either case a percentage per annum as set forth in the table below (the “Applicable Rate”). The Applicable Rates under the Credit Agreement on the specified dates are set forth below:

|                           | December 31, 2014 |          |   | December 31, 2013 |          |   |
|---------------------------|-------------------|----------|---|-------------------|----------|---|
|                           | LIBOR plus        | ABR plus |   | LIBOR plus        | ABR plus |   |
| Revolving Credit Facility | 1.00              | % 0.25   | % | 1.25              | % 0.25   | % |
| Tranche A Term Loan       | 1.00              | % 0.25   | % | 1.25              | % 0.25   | % |

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The Applicable Rate under the Credit Agreement may increase or decrease from time to time based on changes in credit ratings with the minimum interest level of 0.00% and maximum level of 2.25%. Accordingly, the interest rate will fluctuate during the term of the Credit Agreement based on changes in the ABR, LIBOR or future changes in our corporate credit ratings. The Credit Agreement also requires that the Issuer pay certain commitment fees on the unused portion of the Revolving Credit Facility and certain letter of credit issuance and fronting fees.

The interest rate period with respect to LIBOR interest rate options can be set at one-, two-, three- or six-months as selected by the Issuer in accordance with the terms of the Credit Agreement (or other period as may be agreed by the applicable lenders), but payable no less than quarterly. The Issuer may elect to change the selected interest rate in accordance with the provisions of the Credit Agreement. As of December 31, 2014, the Issuer selected the one-month LIBOR interest rate option, as detailed in the table below, and the amounts outstanding, and rates effective as of December 31, 2014 were based on Delphi's current credit rating and the Applicable Rate for the Credit Agreement:

|                           | LIBOR plus | Borrowings as of<br>December 31,<br>2014<br>(in millions) | Rates effective as<br>of<br>December 31,<br>2014 |   |
|---------------------------|------------|---|--|---|
| Revolving Credit Facility | 1.00       | % \$—   | —  | % |
| Tranche A Term Loan       | 1.00       | % 400   | 1.1875   | % |

The Issuer was obligated to make quarterly principal payments throughout the term of the Tranche A Term Loan according to the amortization schedule in the Credit Agreement. In conjunction with the partial repayment of the Tranche A Term Loan during the year ended December 31, 2014, all principal payment obligations have been satisfied through March 1, 2018. Borrowings under the Credit Agreement are prepayable at the Issuer's option without premium or penalty. The Credit Agreement also contains certain mandatory prepayment provisions in the event the Company receives net cash proceeds from any asset sale or casualty event. No mandatory prepayments under these provisions have been made or are due through December 31, 2014.

The Credit Agreement contains certain covenants that limit, among other things, the Company's (and the Company's subsidiaries') ability to incur additional indebtedness or liens, to dispose of assets, to make certain investments, to prepay certain indebtedness and to pay dividends, or to make other distributions or redemptions/repurchases, in respect of the Company's equity interests. In addition, the Credit Agreement requires that the Company maintain a consolidated leverage ratio (the ratio of Consolidated Total Indebtedness to Consolidated EBITDA, each as defined in the Credit Agreement) of less than 2.75 to 1.0. The Credit Agreement also contains events of default customary for financings of this type. The Company was in compliance with the Credit Agreement covenants as of December 31, 2014. In the first quarter of 2014, the Company satisfied credit rating-related conditions to the suspension of many of the restrictive covenants and the mandatory prepayment provisions relating to asset sales and casualty events discussed above. Such covenants and prepayment obligations are required to be reinstated if the applicable credit rating criteria are no longer satisfied.

As of December 31, 2014, all obligations under the Credit Agreement are borrowed by Delphi Corporation and jointly and severally guaranteed by its direct and indirect parent companies, subject to certain exceptions set forth in the Credit Agreement.

Prior to the first quarter of 2014, certain of Delphi Automotive PLC's direct and indirect subsidiaries, which are directly or indirectly 100% owned by Delphi Automotive PLC, fully and unconditionally guaranteed all obligations under the Credit Agreement. In addition, all obligations under the Credit Agreement, including the guarantees of those obligations, were originally secured by certain assets of Delphi Corporation and the guarantors, including substantially all of the assets of Delphi Automotive PLC, and its U.S. subsidiaries, and certain assets of Delphi Corporation's direct and indirect parent companies. All guarantees of Delphi Corporation's subsidiaries and all then-existing security interests were released during the first quarter of 2014 when the Company satisfied certain credit rating-related and other conditions under the terms of the Credit Agreement. Such security interests and subsidiary guarantees may be reinstated at the election of the lenders if the applicable credit rating criteria are no longer satisfied.



Senior Notes

On May 17, 2011, Delphi Corporation issued \$500 million of 5.875% senior unsecured notes due 2019 (the "5.875% Senior Notes") and \$500 million of 6.125% senior unsecured notes due 2021 (the "6.125% Senior Notes") (collectively, the "2011 Senior Notes") in a transaction exempt from registration under Rule 144A and Regulation S of the Securities Act of 1933 (the "Securities Act"). Delphi paid approximately \$23 million of debt issuance costs in connection with the 2011 Senior Notes. The net proceeds of approximately \$1 billion as well as cash on hand were used to pay down amounts outstanding under the Original Credit Agreement. In May 2012, Delphi Corporation completed a registered exchange offer for all of the 2011 Senior Notes. No proceeds were received by Delphi Corporation as a result of the exchange. In March 2014, Delphi redeemed for cash

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the entire \$500 million aggregate principal amount outstanding of the 5.875% Senior Notes. The redemption was financed by a portion of the proceeds received from the issuance of the 2014 Senior Notes, as defined below. As a result of the redemption of the 5.875% Senior Notes, Delphi recognized a loss on debt extinguishment of approximately \$33 million during the year ended December 31, 2014.

Interest on the outstanding 2011 Senior Notes is payable semi-annually on May 15 and November 15 of each year to holders of record at the close of business on May 1 or November 1 immediately preceding the interest payment date. On February 14, 2013, Delphi Corporation issued \$800 million of 5.00% senior unsecured notes due 2023 (the "2013 Senior Notes") in a transaction registered under the Securities Act. The proceeds were primarily utilized to prepay our term loan indebtedness under the Credit Agreement. Delphi paid approximately \$12 million of issuance costs in connection with the 2013 Senior Notes. Interest is payable semi-annually on February 15 and August 15 of each year to holders of record at the close of business on February 1 or August 1 immediately preceding the interest payment date.

On March 3, 2014, Delphi Corporation issued \$700 million in aggregate principal amount of 4.15% senior unsecured notes due 2024 (the "2014 Senior Notes") in a transaction registered under the Securities Act. The 2014 Senior Notes were priced at 99.649% of par, resulting in a yield to maturity of 4.193%. The proceeds were primarily utilized to redeem the 5.875% Senior Notes and to repay a portion of the Tranche A Term Loan. Delphi paid approximately \$6 million of issuance costs in connection with the 2014 Senior Notes. Interest is payable semi-annually on March 15 and September 15 of each year to holders of record at the close of business on March 1 or September 1 immediately preceding the interest payment date.

Although the specific terms of each indenture governing each series of senior notes vary, the indentures contain certain restrictive covenants, including with respect to Delphi's (and Delphi's subsidiaries) ability to incur liens, enter into sale and leaseback transactions and merge with or into other entities. As of December 31, 2014, the Company was in compliance with the provisions of all series of the outstanding senior notes.

All series of senior notes are fully and unconditionally guaranteed, jointly and severally, by Delphi Automotive PLC and by certain of Delphi Corporation's direct and indirect parent companies, subject to customary release provisions (other than in the case of Delphi Automotive PLC). Prior to the first quarter of 2014, certain of Delphi Corporation's direct and indirect subsidiaries, which were directly or indirectly 100% owned by Delphi Automotive PLC, fully and unconditionally guaranteed all series of senior notes then outstanding; however, all Delphi Corporation subsidiary guarantees were released during the first quarter of 2014 because such guarantors no longer guaranteed the Credit Agreement.

### Other Financing

Receivable factoring—Various accounts receivable factoring facilities are maintained in Europe and are accounted for as short-term debt. These uncommitted factoring facilities are available through various financial institutions.

Additionally, in 2013 Delphi entered into a new accounts receivable factoring agreement in Europe to replace and consolidate current European factoring facilities. The new agreement is a €350 million committed facility and borrowings under the new program are subject to the availability of eligible accounts receivable. As of December 31, 2014 and December 31, 2013, \$0 million and \$1 million, respectively, were outstanding under these European accounts receivable factoring facilities. Collateral is not generally required related to these trade accounts receivable. In addition, during the year ended December 31, 2014 one of the Company's European subsidiaries factored, without recourse, receivables related to certain foreign research tax credits to a financial institution. This transaction was accounted for as a true sale of the receivables, and the Company therefore derecognized approximately \$73 million from Other current assets in the consolidated balance sheet as of December 31, 2014. Expenses of approximately \$2 million incurred in conjunction with this transaction were recorded to Interest expense during the year ended December 31, 2014.

Capital leases and other—As of December 31, 2014 and December 31, 2013, approximately \$53 million and approximately \$47 million, respectively, of other debt issued by certain non-U.S. subsidiaries and capital lease obligations were outstanding.

Government programs—Delphi commonly seeks manufacturing development and financial assistance incentive programs that may be awarded by government entities. Delphi has numerous technology and manufacturing development programs that are competitively awarded from agencies of the U.S. Federal Government. These U.S. based programs are from the U.S. Department of Transportation (“DOT”), the U.S. Department of Energy (“DOE”), and the U.S. Department of Defense (“DoD”). We received approximately \$6 million from these Federal agencies in the year ended December 31, 2014 for work performed. These programs supplement our internal research and development funds and directly support our product focus of Safe, Green and Connected. We continue to pursue many technology development programs by bidding on competitively procured programs from DOT, DOE and DoD. Some of these programs were bid with us being the lead or “Prime Contractor”, and some were bid with us as a “Subrecipient” to the Prime Contractor. For the year ended December 31, 2014, Delphi was awarded five new programs with over \$23 million of U.S. Government funds that will be received over the next 48 months.

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Additionally, during the year ended December 31, 2013, we received approximately \$27 million of capital spending reimbursements related to specific capital spending initiatives which added manufacturing equipment capacity and employees to Delphi facilities located in Eastern Europe.

**Contractual Commitments**

The following table summarizes our expected cash outflows resulting from financial contracts and commitments as of December 31, 2014. We have not included information on our recurring purchases of materials for use in our manufacturing operations. These amounts are generally consistent from year to year, closely reflect our levels of production, and are not long-term in nature. The amounts below exclude as of December 31, 2014, the gross liability for uncertain tax positions of \$57 million related to the items below. We do not expect a significant payment related to these obligations to be made within the next twelve months. We are not able to provide a reasonably reliable estimate of the timing of future payments relating to the non-current portion of obligations associated with uncertain tax positions. For more information, refer to Note 14. Income Taxes to the audited consolidated financial statements included herein.

|  | Payments due by Period |       |             |             |            |
|--|------------------------|-------|-------------|-------------|------------|
|  | Total                  | 2015  | 2016 & 2017 | 2018 & 2019 | Thereafter |
|  | (in millions)          |       |             |             |            |
| Debt and capital lease obligations (excluding interest)                  | \$2,453                | \$34  | \$ 15       | \$ 402      | \$2,002    |
| Estimated interest costs related to debt and capital lease obligations   | 909                    | 113   | 242         | 206         | 348        |
| Operating lease obligations  | 406                    | 101   | 159         | 96          | 50         |
| Contractual commitments for capital expenditures                         | 224                    | 224   | —           | —           | —          |
| Other contractual purchase commitments, including information technology | 427                    | 173   | 170         | 57          | 27         |
| Total  | 4,419                  | \$645 | \$ 586      | \$ 761      | \$2,427    |

In addition to the obligations discussed above, certain of our non-U.S. subsidiaries sponsor defined benefit pension plans, some of which are funded. We have minimum funding requirements with respect to certain of our pension obligations and may periodically elect to make discretionary contributions to the plans in support of risk management initiatives. We will also have payments due with respect to our other postretirement benefit obligations. We do not fund our other postretirement benefit obligations and payments are made as costs are incurred by covered retirees. Refer to Note 12. Pension Benefits to the audited consolidated financial statements included herein for additional detail regarding our expected contributions to our pension plans and expected distributions to participants in future periods.

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## Capital Expenditures

Supplier selection in the auto industry is generally finalized several years prior to the start of production of the vehicle. Therefore, current capital expenditures are based on customer commitments entered into previously, generally several years ago when the customer contract was awarded. As of December 31, 2014, we had approximately \$224 million in outstanding cancellable and non-cancellable capital commitments. Capital expenditures by operating segment and geographic region for the periods presented were:

|                                    | Year Ended December 31, |       |       |
|------------------------------------|-------------------------|-------|-------|
|                                    | 2014                    | 2013  | 2012  |
|                                    | (in millions)           |       |       |
| Electrical/Electronic Architecture | \$326                   | \$293 | \$238 |
| Powertrain Systems                 | 315                     | 224   | 304   |
| Electronics and Safety             | 89                      | 64    | 66    |
| Thermal Systems                    | 76                      | 77    | 63    |
| Eliminations and Other             | 49                      | 24    | 34    |
| Total capital expenditures         | \$855                   | \$682 | \$705 |
| North America                      | \$237                   | \$199 | \$210 |
| Europe, Middle East & Africa       | 320                     | 281   | 308   |
| Asia Pacific                       | 269                     | 174   | 155   |
| South America                      | 29                      | 28    | 32    |
| Total capital expenditures         | \$855                   | \$682 | \$705 |

## Cash Flows

Intra-month cash flow cycles vary by region, but in general we are users of cash through the first half of a typical month and we generate cash during the latter half of a typical month. Due to this cycle of cash flows, we may utilize short-term financing, including our Revolving Credit Facility and European accounts receivable factoring facility, to manage our intra-month working capital needs. Our cash balance typically peaks at month end.

We utilize a combination of strategies, including dividends, cash pooling arrangements, intercompany loan structures and other distributions and advances to provide the funds necessary to meet our global liquidity needs. We have established a global cash pooling arrangement to consolidate and manage our global cash balances, which has also increased our ability to efficiently move cash into and out of a number of the countries in which we operate, including China as a result of recent financial deregulation in the Shanghai Pilot Free Trade Zone.

Operating activities—Net cash provided by operating activities totaled \$2,135 million and \$1,750 million for the year ended December 31, 2014 and 2013, respectively. The \$385 million increase primarily reflects increased earnings during 2014. Cash flow from operating activities for the year ended December 31, 2014 consisted primarily of net earnings of \$1,440 million increased by \$710 million for non-cash charges for depreciation and amortization, pension and other postretirement benefit expenses and extinguishment of debt, partially offset by \$87 million related to changes in operating assets and liabilities, net of restructuring and pension contributions. Cash flow from operating activities for the year ended December 31, 2013 consisted primarily of net earnings of \$1,301 million increased by \$661 million for non-cash charges for depreciation and amortization, pension and other postretirement benefit expenses and extinguishment of debt, partially offset by \$200 million related to changes in operating assets and liabilities, net of restructuring and pension contributions.

Net cash provided by operating activities totaled \$1,478 million for the year ended December 31, 2012, which consisted of net earnings of \$1,160 million increased by \$554 million for non-cash charges for depreciation and amortization, pension and other postretirement benefit expenses and extinguishment of debt, partially offset by \$207 million related to changes in operating assets and liabilities, net of restructuring and pension contributions.

Investing activities—Net cash used in investing activities totaled \$1,186 million and \$655 million for the year ended December 31, 2014 and 2013, respectively. The increase is primarily attributable to the cost of the 2014 acquisitions of Unwired and Antaya, as well as \$173 million of increased capital expenditures.

Net cash used in investing activities totaled \$1,631 million for the year ended December 31, 2012 which resulted primarily from capital expenditures of \$705 million and cost of business and technology acquisitions, net of cash acquired of \$980 million, primarily related to the 2012 MVL acquisition.

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Financing activities—Net cash used in financing activities totaled \$1,398 million and \$822 million for the year ended December 31, 2014 and 2013, respectively. The increase in net cash used in financing activities during the year ended December 31, 2014 is primarily due to the use of an incremental \$567 million of cash on hand in 2014 as compared to 2013 to repurchase ordinary shares and the increase of \$90 million in cash dividends paid on Delphi's ordinary shares. Additionally, the net proceeds of approximately \$691 million received from the issuance of the 2014 Senior Notes were primarily used to redeem the 5.875% Senior Notes and to repay a portion of the Tranche A Term Loan. In the year ended December 31, 2013, the net proceeds of approximately \$790 million received from the issuance of the 2013 Senior Notes were used in conjunction with the amendment of the 2012 Credit Agreement to pay off in its entirety the \$773 million of the Tranche B Term Loan.

Net cash used in financing activities totaled \$105 million for the year ended December 31, 2012, which resulted primarily from the repurchase of ordinary shares of \$403 million, partially offset by proceeds from issuance of senior secured term loans, net of issuance costs of \$358 million.

### Off-Balance Sheet Arrangements and Other Matters

We do not engage in any off-balance sheet financial arrangements that have or are reasonably likely to have a material current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

### Pension Benefits

Certain of our non-U.S. subsidiaries sponsor defined benefit pension plans, which generally provide benefits based on negotiated amounts for each year of service. Our primary non-U.S. plans are located in France, Germany, Mexico, Portugal and the United Kingdom ("U.K."). The U.K. and certain Mexican plans are funded. In addition, we have defined benefit plans in South Korea, Turkey and Italy for which amounts are payable to employees immediately upon separation. The obligations for these plans are recorded over the requisite service period. We anticipate making pension contributions of approximately \$81 million for non-U.S. plans in 2015.

Delphi sponsors a Supplemental Executive Retirement Program ("SERP") for those employees who were U.S. executives of DPHH prior to September 30, 2008 and were still U.S. executives of Delphi on October 7, 2009, the effective date of the program. This program is unfunded. Executives receive benefits over 5 years after an involuntary or voluntary separation from Delphi. The SERP is closed to new members and was frozen effective September 30, 2008. There are no required contributions for the SERP in 2014, although we anticipate making benefit payments of approximately \$9 million for the SERP in 2015.

Refer to Note 12. Pension Benefits to the audited consolidated financial statements included herein for further information on (1) historical benefit costs of the pension plans, (2) the principal assumptions used to determine the pension benefit expense and the actuarial value of the projected benefit obligation for the U.S. and non-U.S. pension plans, (3) a sensitivity analysis of potential changes to pension obligations and expense that would result from changes in key assumptions and (4) funding obligations.

### Environmental Matters

We are subject to the requirements of U.S. federal, state and local, and non-U.S., environmental and safety and health laws and regulations. These include laws regulating air emissions, water discharge, hazardous materials and waste management. We have an environmental management structure designed to facilitate and support our compliance with these requirements globally. Although it is our intent to comply with all such requirements and regulations, we cannot provide assurance that we are at all times in compliance. Environmental requirements are complex, change frequently and have tended to become more stringent over time. Accordingly, we cannot assure that environmental requirements will not change or become more stringent over time or that our eventual environmental remediation costs and liabilities will not be material.

Certain environmental laws assess liability on current or previous owners or operators of real property for the cost of removal or remediation of hazardous substances. In addition to clean-up actions brought by U.S. federal, state, local and non-U.S. agencies, plaintiffs could raise personal injury or other private claims due to the presence of hazardous substances on or from a property. We are currently in the process of investigating and cleaning up some of our current or former sites. In addition, there may be soil or groundwater contamination at several of our properties resulting from

historical, ongoing or nearby activities.

As of December 31, 2014 and 2013, the undiscounted reserve for environmental investigation and remediation was approximately \$21 million (of which \$3 million was recorded in accrued liabilities and \$18 million was recorded in other long-term liabilities) and \$21 million (of which \$3 million was recorded in accrued liabilities and \$18 million was recorded in other long-term liabilities). Delphi cannot ensure that environmental requirements will not change or become more stringent over time or that its eventual environmental remediation costs and liabilities will not exceed the amount of its current reserves. In the event that such liabilities were to significantly exceed the amounts recorded, Delphi's results of operations could be materially affected.



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### Legal Proceedings

For a description of our legal proceedings, see Item 3. Legal Proceedings and Note 13. Commitments and Contingencies to the audited consolidated financial statements included herein.

### Significant Accounting Policies and Critical Accounting Estimates

Our significant accounting policies are described in Note 2. Significant Accounting Policies to the audited consolidated financial statements included herein. Certain of our accounting policies require the application of significant judgment by management in selecting the appropriate assumptions for calculating financial estimates. By their nature, these judgments are subject to an inherent degree of uncertainty. These judgments are based on our historical experience, terms of existing contracts, our evaluation of trends in the industry, information provided by our customers and information available from other outside sources, as appropriate.

We consider an accounting estimate to be critical if:

It requires us to make assumptions about matters that were uncertain at the time we were making the estimate, and  
Changes in the estimate or different estimates that we could have selected would have had a material impact on our financial condition or results of operations.

### Acquisitions

In accordance with accounting guidance for the provisions in FASB ASC 805, Business Combinations, we allocate the purchase price of an acquired business to its identifiable assets and liabilities based on estimated fair values. The excess of the purchase price over the amount allocated to the assets and liabilities, if any, is recorded as goodwill. In addition, an acquisition may include a contingent consideration component, such as in our acquisition of Antaya. The fair value of the contingent consideration is estimated as of the date of the acquisition and is recorded as part of the purchase price. This estimate is updated in future periods and any changes in the estimate, which are not considered an adjustment to the purchase price, are recorded in our consolidated statements of operations.

We use all available information to estimate fair values. We typically engage outside appraisal firms to assist in the fair value determination of identifiable intangible assets and any other significant assets or liabilities. We adjust the preliminary purchase price allocation, as necessary, up to one year after the acquisition closing date as we obtain more information regarding asset valuations and liabilities assumed.

Our purchase price allocation methodology contains uncertainties because it requires management to make assumptions and to apply judgment to estimate the fair value of acquired assets and liabilities. Management estimates the fair value of assets and liabilities based upon quoted market prices, the carrying value of the acquired assets and widely accepted valuation techniques, including discounted cash flows and market multiple analyses. Unanticipated events or circumstances may occur which could affect the accuracy of our fair value estimates, including assumptions regarding industry economic factors and business strategies.

Other estimates used in determining fair value include, but are not limited to, future cash flows or income related to intangibles, market rate assumptions, actuarial assumptions for benefit plans and appropriate discount rates. Our estimates of fair value are based upon assumptions believed to be reasonable, but that are inherently uncertain, and therefore, may not be realized. Accordingly, there can be no assurance that the estimates, assumptions, and values reflected in the valuations will be realized, and actual results could vary materially.

### Warranty Obligations & Product Recall Costs

Estimating warranty obligations requires us to forecast the resolution of existing claims and expected future claims on products sold. We base our estimate on historical trends of units sold and payment amounts, combined with our current understanding of the status of existing claims and discussions with our customers. The key factors which impact our estimates are (1) the stated or implied warranty period; (2) OEM source; (3) OEM policy decisions regarding warranty claims; and (4) OEMs seeking to hold suppliers responsible for product warranties. These estimates are re-evaluated on an ongoing basis. Actual warranty obligations could differ from the amounts estimated requiring adjustments to existing reserves in future periods. Due to the uncertainty and potential volatility of the factors contributing to developing these estimates, changes in our assumptions could materially affect our results of operations.

In addition to our ordinary warranty provisions with customers, we are also at risk for product recall costs, which are costs incurred when a customer or the Company recalls a product through a formal campaign soliciting return of that product. In addition, the National Highway Traffic Safety Administration ("NHTSA") has the authority, under certain circumstances, to require recalls to remedy safety concerns. Product recall costs typically include the cost of the product being replaced as well as the customer's cost of the recall, including labor to remove and replace the recalled part. The Company accrues for costs related

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to product recalls as part of our warranty accrual at the time an obligation becomes probable and can be reasonably estimated. Actual costs incurred could differ from the amounts estimated, requiring adjustments to these reserves in future periods. It is possible that changes in our assumptions or future product recall issues could materially affect our financial position, results of operations or cash flows.

### Legal and Other Contingencies

We are involved from time to time in various legal proceedings and claims, including commercial or contractual disputes, product liability claims, government investigations, product warranties and environmental and other matters, that arise in the normal course of business. We routinely assess the likelihood of any adverse judgments or outcomes related to these matters, as well as ranges of probable losses, by consulting with internal personnel involved with such matters as well as with outside legal counsel handling such matters. We have accrued for estimated losses for those matters where we believe that the likelihood of a loss has occurred, is probable and the amount of the loss is reasonably estimable. The determination of the amount of such reserves is based on knowledge and experience with regard to past and current matters and consultation with internal personnel involved with such matters and with outside legal counsel handling such matters. The amount of such reserves may change in the future due to new developments or changes in circumstances. The inherent uncertainty related to the outcome of these matters can result in amounts materially different from any provisions made with respect to their resolution.

### Environmental Matters

Environmental remediation liabilities are recognized when a loss is probable and can be reasonably estimated. Such liabilities generally are not subject to insurance coverage. The cost of each environmental remediation is estimated by engineering, financial, and legal specialists based on current law and considers the estimated cost of investigation and remediation required and the likelihood that, where applicable, other responsible parties will be able to fulfill their legal obligations and commitments. The process of estimating environmental remediation liabilities is complex and dependent primarily on the nature and extent of historical information and physical data relating to a contaminated site, the complexity of the site, the uncertainty as to what remediation and technology will be required, and the outcome of discussions with regulatory agencies and, if applicable, other responsible parties. In future periods, new laws or regulations, advances in remediation technologies and additional information about the ultimate remediation methodology to be used could significantly change our estimates. Refer to Note 13. Commitments and Contingencies to the audited consolidated financial statements included herein for additional details. We cannot ensure that environmental requirements will not change or become more stringent over time or that our eventual environmental costs and liabilities will not exceed the amount of current reserves. In the event that such liabilities were to significantly exceed the amounts recorded, our results of operations could be materially affected.

### Restructuring

Accruals have been recorded in conjunction with our restructuring actions. These accruals include estimates primarily related to employee termination costs, contract termination costs and other related exit costs in conjunction with workforce reduction and programs related to the rationalization of manufacturing and engineering processes. Actual costs may vary from these estimates. These accruals are reviewed on a quarterly basis and changes to restructuring actions are appropriately recognized when identified.

### Pensions

We use actuarial estimates and related actuarial methods to calculate our obligation and expense. We are required to select certain actuarial assumptions, which are determined based on current market conditions, historical information and consultation with and input from our actuaries and asset managers. Refer to Note 12. Pension Benefits to the audited consolidated financial statements included herein for additional details. The key factors which impact our estimates are (1) discount rates; (2) asset return assumptions; and (3) actuarial assumptions such as retirement age and mortality which are determined as of the current year measurement date. We review our actuarial assumptions on an annual basis and make modifications to the assumptions based on current rates and trends when appropriate.

Experience gains and losses, as well as the effects of changes in actuarial assumptions and plan provisions are recognized in other comprehensive income. Cumulative actuarial gains and losses in excess of 10% of the projected benefit obligation ("PBO") for a particular plan are amortized over the average future service period of the employees in

that plan.

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The principal assumptions used to determine the pension expense and the actuarial value of the projected benefit obligation for the U.S. and non-U.S. pension plans were:

Assumptions used to determine benefit obligations at December 31:

|  | Pension Benefits |        |                |        |
|--|------------------|--------|----------------|--------|
|  | U.S. Plans       |        | Non-U.S. Plans |        |
|  | 2014             | 2013   | 2014           | 2013   |
| Weighted-average discount rate                           | 2.50             | % 3.00 | % 3.67         | % 4.58 |
| Weighted-average rate of increase in compensation levels | N/A              | N/A    | 3.65           | % 3.85 |

Assumptions used to determine net expense for years ended December 31:

|   | Pension Benefits |        |        |                |        |        |
|---|------------------|--------|--------|----------------|--------|--------|
|   | U.S. Plans       |        |        | Non-U.S. Plans |        |        |
|   | 2014             | 2013   | 2012   | 2014           | 2013   | 2012   |
| Weighted-average discount rate                                    | 3.00             | % 2.40 | % 3.30 | % 4.58         | % 4.41 | % 5.24 |
| Weighted-average rate of increase in compensation levels          | N/A              | N/A    | N/A    | 3.85           | % 3.50 | % 3.66 |
| Weighted-average expected long-term rate of return on plan assets | N/A              | N/A    | N/A    | 6.35           | % 6.44 | % 6.43 |

We select discount rates by analyzing the results of matching each plan's projected benefit obligations with a portfolio of high-quality fixed income investments rated AA- or higher by Standard and Poor's.

Delphi does not have any U.S. pension assets; therefore no U.S. asset rate of return calculation was necessary for 2014, 2013 or 2012. The primary funded non-U.S. plans are in the United Kingdom and Mexico. For the determination of 2014 expense, we assumed a long-term expected asset rate of return of approximately 6.25% and 7.50% for the United Kingdom and Mexico, respectively. We evaluated input from local actuaries and asset managers, including consideration of recent fund performance and historical returns, in developing the long-term rate of return assumptions. The assumptions for the United Kingdom and Mexico are primarily conservative long-term, prospective rates. To determine the expected return on plan assets, the market-related value of approximately 50% of our plan assets is actual fair value. The expected return on the remainder of our plan assets is determined by applying the expected long-term rate of return on assets to a calculated market-related value of these plan assets, which recognizes changes in the fair value of the plan assets in a systematic manner over five years.

Our pension expense for 2015 is determined at the December 31, 2014 measurement date. For purposes of analysis, the following table highlights the sensitivity of our pension obligations and expense to changes in key assumptions:

| Change in Assumption                                  | Impact on Pension Expense | Impact on PBO   |
|---|---------------------------|-----------------|
| 25 basis point ("bp") decrease in discount rate       | + \$8 million             | + \$102 million |
| 25 bp increase in discount rate                       | - \$6 million             | - \$95 million  |
| 25 bp decrease in long-term expected return on assets | + \$3 million             | —               |
| 25 bp increase in long-term expected return on assets | - \$3 million             | —               |

The above sensitivities reflect the effect of changing one assumption at a time. It should be noted that economic factors and conditions often affect multiple assumptions simultaneously and the effects of changes in key assumptions are not necessarily linear. The above sensitivities also assume no changes to the design of the pension plans and no major restructuring programs.

Based on information provided by our actuaries and asset managers, we believe that the assumptions used are reasonable; however, changes in these assumptions could impact our financial position, results of operations or cash flows. Refer to Note 12. Pension Benefits to the audited consolidated financial statements included herein for additional information.

#### Accounts Receivable Allowance

Establishing valuation allowances for doubtful accounts requires the use of estimates and judgment in regard to the risk exposure and ultimate realization. The allowance for doubtful accounts is established based upon analysis of trade receivables for known collectability issues, including bankruptcies, and aging of receivables at the end of each period.

Changes to our assumptions could materially affect our recorded allowance.

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### Valuation of Long-Lived Assets, Intangible Assets and Investments in Affiliates and Expected Useful Lives

We monitor our long-lived and definite lived assets for impairment indicators on an ongoing basis based on projections of anticipated future cash flows, including future profitability assessments of various manufacturing sites when events and circumstances warrant such a review. If impairment indicators exist, we perform the required impairment analysis by comparing the undiscounted cash flows expected to be generated from the long-lived assets to the related net book values. If the net book value exceeds the undiscounted cash flows, an impairment loss is measured and recognized. An impairment loss is measured as the difference between the net book value and the fair value of the long-lived assets. Even if an impairment charge is not required, a reassessment of the useful lives over which depreciation or amortization is being recognized may be appropriate based on our assessment of the recoverability of these assets. We estimate cash flows and fair value using internal budgets based on recent sales data, independent automotive production volume estimates and customer commitments and review of appraisals. The key factors which impact our estimates are (1) future production estimates; (2) customer preferences and decisions; (3) product pricing; (4) manufacturing and material cost estimates; and (5) product life / business retention. Any differences in actual results from the estimates could result in fair values different from the estimated fair values, which could materially impact our future results of operations and financial condition. We believe that the projections of anticipated future cash flows and fair value assumptions are reasonable; however, changes in assumptions underlying these estimates could affect our valuations.

### Goodwill

We periodically review goodwill for impairment indicators. We review goodwill for impairment annually or more frequently if events or changes in circumstances indicate that goodwill might be impaired. The company performs impairment reviews at the reporting unit level. We perform a qualitative assessment (step 0) of whether it is more likely than not that a reporting unit's fair value is less than its carrying amount. If not, no further goodwill impairment testing is performed. If so, we perform the step 1 and step 2 tests discussed hereafter. If the fair value of the reporting unit is greater than its carrying amount (step 1), goodwill is not considered to be impaired and the second step is not required. However, if the fair value of the reporting unit is less than its carrying amount, an entity must perform the second step to measure the amount of the impairment loss, if any. The second step requires a reporting unit to compare its implied fair value of goodwill to its carrying amount. If the carrying amount of goodwill exceeds its implied fair value, the reporting unit would recognize an impairment loss for that excess. We review indefinite lived intangible assets annually or more frequently if events or changes in circumstances indicate the assets might be impaired. The company does not perform a qualitative assessment (step 0) for indefinite lived intangible assets, but performs a quantitative review based upon forecasted cash flows similar to goodwill above. Other intangible assets with definite lives are amortized over their useful lives and are subject to impairment testing only if events or circumstances indicate that the asset might be impaired.

### Inventories

Inventories are stated at the lower of cost, determined on a first-in, first-out basis, or market, including direct material costs and direct and indirect manufacturing costs. Refer to Note 3. Inventories to the audited consolidated financial statements included herein. Obsolete inventory is identified based on analysis of inventory for known obsolescence issues, and, as of December 31, 2014, the market value of inventory on hand in excess of one year's supply is generally fully-reserved.

From time to time, payments may be received from suppliers. These payments from suppliers are recognized as a reduction of the cost of the material acquired during the period to which the payments relate. In some instances, supplier rebates are received in conjunction with or concurrent with the negotiation of future purchase agreements and these amounts are amortized over the prospective agreement period.

### Income Taxes

Deferred tax assets and liabilities reflect temporary differences between the amount of assets and liabilities for financial and tax reporting purposes. Such amounts are adjusted, as appropriate, to reflect changes in tax rates expected to be in effect when the temporary differences reverse. A valuation allowance is recorded to reduce our deferred tax assets to the amount that is more likely than not to be realized. Changes in tax laws or accounting

standards and methods may affect recorded deferred taxes in future periods.

When establishing a valuation allowance, we consider future sources of taxable income such as “future reversals of existing taxable temporary differences, future taxable income exclusive of reversing temporary differences and carryforwards” and “tax planning strategies.” A tax planning strategy is defined as “an action that: is prudent and feasible; an enterprise ordinarily might not take, but would take to prevent an operating loss or tax credit carryforward from expiring unused; and would result in realization of deferred tax assets.” In the event we determine it is more likely than not that the deferred tax assets will not be realized in the future, the valuation adjustment to the deferred tax assets will be charged to earnings in the period in which we make such a determination. The valuation of deferred tax assets requires judgment and accounting for the deferred tax effect of events that have been recorded in the financial statements or in tax returns and our future projected



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profitability. Changes in our estimates, due to unforeseen events or otherwise, could have a material impact on our financial condition and results of operations.

We calculate our current and deferred tax provision based on estimates and assumptions that could differ from the actual results reflected in income tax returns filed in subsequent years. Adjustments based on filed returns are recorded when identified. The amount of income taxes we pay is subject to ongoing audits by federal, state and foreign tax authorities. Our estimate of the potential outcome of any uncertain tax issue is subject to management's assessment of relevant risks, facts, and circumstances existing at that time. We use a more-likely-than-not threshold for financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. We record a liability for the difference between the benefit recognized and measured and tax position taken or expected to be taken on our tax return. To the extent that our assessment of such tax positions changes, the change in estimate is recorded in the period in which the determination is made. We report tax-related interest and penalties as a component of income tax expense. We do not believe there is a reasonable likelihood that there will be a material change in the tax related balances or valuation allowance balances. However, due to the complexity of some of these uncertainties, the ultimate resolution may be materially different from the current estimate. Refer to Note 14. Income Taxes to the audited consolidated financial statements included herein for additional information.

### Fair Value Measurement of Derivative Instruments

In determining the fair value of our derivatives, we utilize valuation techniques as prescribed by FASB ASC 820-10, Fair Value Measurements and Disclosures, and also prioritize the use of observable inputs. The availability of observable inputs varies amongst derivatives and depends on the type of derivative and how actively traded the derivative is. For many of our derivatives, the valuation does not require significant management judgment as the valuation inputs are readily observable in the market. For other derivatives, however, valuation inputs are not as readily observable in the market, and significant management judgment may be required.

All derivative instruments are required to be reported on the balance sheet at fair value unless the transactions qualify and are designated as normal purchases or sales. Changes in fair value are reported currently through earnings unless they meet hedge accounting criteria. Our derivative exposures are with counterparties with long-term investment grade credit ratings. We estimate the fair value of our derivative contracts using an income approach based on valuation techniques to convert future amounts to a single, discounted amount. Estimates of the fair value of foreign currency and commodity derivative instruments are determined using exchange traded prices and rates. We also consider the risk of non-performance in the estimation of fair value, and include an adjustment for non-performance risk in the measure of fair value of derivative instruments. The non-performance risk adjustment reflects the full credit default spread ("CDS") applied to the net commodity and foreign currency exposures by counterparty. When we are in a net derivative asset position, the counterparty CDS rates are applied to the net derivative asset position. When we are in a net derivative liability position, estimates of peer companies' CDS rates are applied to the net derivative liability position.

In certain instances where market data is not available, we use management judgment to develop assumptions that are used to determine fair value. This could include situations of market illiquidity for a particular currency or commodity or where observable market data may be limited. In those situations, we generally survey investment banks and/or brokers and utilize the surveyed prices and rates in estimating fair value.

As of December 31, 2014 and 2013, we were in a net derivative liability position of \$104 million and \$2 million, respectively, and there were no adjustments recorded for nonperformance risk based on the application of peer companies' CDS rates and because Delphi's exposures were to counterparties with investment grade credit ratings. Refer to Note 17. Derivatives and Hedging Activities to the audited consolidated financial statements included herein for more information.

### Share-Based Compensation

The Delphi Automotive PLC Long Term Incentive Plan ("PLC LTIP") allows for the grant of share-based awards for long-term compensation to the employees, directors, consultants and advisors of the Company (further discussed in Note 21. Share-Based Compensation to the audited consolidated financial statements included herein). Grants of restricted stock units ("RSUs") to Delphi's executives were made under the PLC LTIP in 2012, 2013 and 2014 and are

expected to be made annually. The RSU awards include a time-based vesting portion and a performance-based vesting portion. The performance-based vesting portion includes performance and market conditions in addition to service conditions. We determine the grant date fair value of the RSUs based on the closing price of the Company's ordinary shares on the date of the grant of the award and a contemporaneous valuation performed by an independent valuation specialist with respect to certain market conditions that impact the performance-based vesting portion of the RSUs. We recognize compensation expense based upon the grant date fair value of the awards applied to the Company's best estimate of ultimate performance against the respective targets on a straight-line basis over the requisite vesting period of the awards, adjusted for an estimate for forfeitures. The performance conditions require management to make assumptions regarding the likelihood of achieving certain performance goals. Changes in these performance assumptions, as well as differences in actual results from management's estimates, could result in estimated or

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actual fair values different from previously estimated fair values, which could materially impact the Company's future results of operations and financial condition.

We expensed the estimated fair value of the Value Creation Plan (the "VCP"), a long-term incentive plan for key employees (as defined and further discussed in Note 21. Share-Based Compensation to the audited consolidated financial statements included herein). Estimating the fair value for the VCP required us to make assumptions regarding the nature of the payout of the award as well as changes in our share price during the post-initial public offering period. The awards vested on December 31, 2012, the end of the performance period.

Refer to Note 21. Share-Based Compensation to the audited consolidated financial statements included herein for additional information.

### Recently Issued Accounting Pronouncements

Refer to Note 2. Significant Accounting Policies to the audited consolidated financial statements included herein for a complete description of recent accounting standards which we have not yet been required to implement which may be applicable to our operations. Additionally the significant accounting standards that have been adopted during the year ended December 31, 2014 are described.

### ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to market risks from changes in currency exchange rates and certain commodity prices. In order to manage these risks, we operate a centralized risk management program that consists of entering into a variety of derivative contracts with the intent of mitigating our risk to fluctuations in currency exchange rates and commodity prices. We do not enter into derivative transactions for speculative or trading purposes.

A discussion of our accounting policies for derivative instruments is included in Note 2. Significant Accounting Policies to the audited consolidated financial statements included herein and further disclosure is provided in Note 17. Derivatives and Hedging Activities to the audited consolidated financial statements included herein. We maintain risk management control systems to monitor exchange and commodity risks and related hedge positions. Positions are monitored using a variety of analytical techniques including market value and sensitivity analysis. The following analyses are based on sensitivity tests, which assume instantaneous, parallel shifts in currency exchange rates and commodity prices. For options and instruments with non-linear returns, appropriate models are utilized to determine the impact of shifts in rates and prices. Currently, we do not have any options or instruments with non-linear returns. We have currency exposures related to buying, selling and financing in currencies other than the local currencies in which we operate. Historically, we have reduced our exposure through financial instruments (hedges) that provide offsets or limits to our exposures, which are opposite to the underlying transactions. We also face an inherent business risk of exposure to commodity prices risks, and have historically offset our exposure, particularly to changes in the price of various non-ferrous metals used in our manufacturing operations, through fixed price purchase agreements, commodity swaps and option contracts. We continue to manage our exposures to changes in currency rates and commodity prices using these derivative instruments.

#### Currency Exchange Rate Risk

Currency exposures may impact future earnings and/or operating cash flows. In some instances, we choose to reduce our exposures through financial instruments (hedges) that provide offsets or limits to our exposures. Currently our most significant currency exposures relate to the Euro, Mexican Peso, Chinese Yuan (Renminbi), Polish Zloty, Turkish Lira and Brazilian Real. As of December 31, 2014 and December 31, 2013 the net fair value asset of all financial instruments, including hedges and underlying transactions, with exposure to currency risk was approximately \$688 million and \$859 million, respectively. The potential loss or gain in fair value for such financial instruments from a hypothetical 10% adverse or favorable change in quoted currency exchange rates would be approximately \$175 million and \$205 million at December 31, 2014 and 2013, respectively. The impact of a 10% change in rates on fair value differs from a 10% change in the net fair value asset due to the existence of hedges. The model assumes a parallel shift in currency exchange rates; however, currency exchange rates rarely move in the same direction. The assumption that currency exchange rates change in a parallel fashion may overstate the impact of changing currency exchange rates on assets and liabilities denominated in currencies other than the U.S. dollar.



Table of Contents**Commodity Price Risk**

Commodity swaps/average rate forward contracts are executed to offset a portion of our exposure to the potential change in prices mainly for various non-ferrous metals used in the manufacturing of automotive components. The net fair value of our contracts was a liability of approximately \$27 million and approximately \$8 million at December 31, 2014 and 2013, respectively. If the price of the commodities that are being hedged by our commodity swaps/average rate forward contracts changed adversely or favorably by 10%, the fair value of our commodity swaps/average rate forward contracts would decrease or increase by \$35 million and \$33 million at December 31, 2014 and 2013, respectively. A 10% change in the net fair value liability differs from a 10% change in rates on fair value due to the relative differences between the underlying commodity prices and the prices in place in our commodity swaps/average rate forward contracts. These amounts exclude the offsetting impact of the price risk inherent in the physical purchase of the underlying commodities.

**Interest Rate Risk**

Our exposure to market risk associated with changes in interest rates relates primarily to our debt obligations. As of December 31, 2014, we had approximately \$400 million of floating rate debt principally related to the Credit Agreement. The Credit Agreement carries an interest rate, at our option, of either (a) the ABR plus 0.25% per annum, or (b) LIBOR plus 1.00% per annum.

The interest rate period with respect to the LIBOR interest rate option can be set at one-, two-, three-, or six-months as selected by us in accordance with the terms of the Credit Agreement (or other period as may be agreed by the applicable lenders), but payable no less than quarterly. We may elect to change the selected interest rate over the term of the Credit Facilities in accordance with the provisions of the Credit Agreement. The applicable interest rates listed above for the Revolving Credit Facility and the Tranche A Term Loan may increase or decrease from time to time in increments of 0.25% to 0.50%, up to a maximum of 1.0% based on changes to our corporate credit ratings.

Accordingly, the interest rate will fluctuate during the term of the Credit Agreement based on changes in the Alternate Base Rate, LIBOR or future changes in our corporate credit ratings.

The table below indicates interest rate sensitivity on interest expense to floating rate debt based on amounts outstanding as of December 31, 2014.

|                 | Tranche A Term Loan<br>(impact to annual interest<br>expense, in millions) |
|-----------------|--|
| Change in Rate  |  |
| 25 bps decrease | - \$1  |
| 25 bps increase | +\$1   |

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ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders of Delphi Automotive PLC:

We have audited the accompanying consolidated balance sheets of Delphi Automotive PLC as of December 31, 2014 and 2013, and the related consolidated statements of operations, comprehensive income, shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2014. Our audits also included the financial statement schedule included in Item 15(a)(2). These financial statements and schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Delphi Automotive PLC at December 31, 2014 and 2013, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 2014, in conformity with U.S. generally accepted accounting principles. Also, in our opinion, the related financial statement schedule, when considered in relation to the basic financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Delphi Automotive PLC's internal control over financial reporting as of December 31, 2014, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) and our report dated February 9, 2015 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP  
Detroit, Michigan  
February 9, 2015

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Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders of Delphi Automotive PLC:

We have audited Delphi Automotive PLC's internal control over financial reporting as of December 31, 2014, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). Delphi Automotive PLC's management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Delphi Automotive PLC maintained, in all material respects, effective internal control over financial reporting as of December 31, 2014, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Delphi Automotive PLC as of December 31, 2014 and 2013, and the related consolidated statements of operations, comprehensive income, shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2014 and our report dated February 9, 2015 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP  
Detroit, Michigan  
February 9, 2015





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CONSOLIDATED STATEMENTS OF OPERATIONS

|   | Year Ended December 31,                 |          |          |
|---|---|----------|----------|
|   | 2014                                    | 2013     | 2012     |
|   | (in millions, except per share amounts) |          |          |
| Net sales   | \$17,023                                | \$16,463 | \$15,519 |
| Operating expenses:                                   |   |          |          |
| Cost of sales   | 13,850                                  | 13,567   | 12,861   |
| Selling, general and administrative                   | 1,081                                   | 963      | 927      |
| Amortization  | 101                                     | 104      | 84       |
| Restructuring (Note 10)                               | 144                                     | 145      | 171      |
| Total operating expenses                              | 15,176                                  | 14,779   | 14,043   |
| Operating income                                      | 1,847                                   | 1,684    | 1,476    |
| Interest expense                                      | (135)                                   | (143)    | (136)    |
| Other (expense) income, net (Note 19)                 | (7)                                     | (18)     | 5        |
| Income before income taxes and equity income          | 1,705                                   | 1,523    | 1,345    |
| Income tax expense                                    | (282)                                   | (256)    | (212)    |
| Income before equity income                           | 1,423                                   | 1,267    | 1,133    |
| Equity income, net of tax                             | 17                                      | 34       | 27       |
| Net income  | 1,440                                   | 1,301    | 1,160    |
| Net income attributable to noncontrolling interest    | 89                                      | 89       | 83       |
| Net income attributable to Delphi                     | \$1,351                                 | \$1,212  | \$1,077  |
| Basic net income per share:                           |   |          |          |
| Basic net income per share attributable to Delphi     | \$4.50                                  | \$3.90   | \$3.34   |
| Weighted average number of basic shares outstanding   | 300.27                                  | 310.82   | 322.94   |
| Diluted net income per share:                         |   |          |          |
| Diluted net income per share attributable to Delphi   | \$4.48                                  | \$3.89   | \$3.33   |
| Weighted average number of diluted shares outstanding | 301.89                                  | 311.80   | 323.29   |
| Cash dividends declared per share                     | \$1.00                                  | \$0.68   | \$—      |

See notes to consolidated financial statements.

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CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

|  | Year Ended December 31, |         |         |
|--|-------------------------|---------|---------|
|  | 2014                    | 2013    | 2012    |
|  | (in millions)           |         |         |
| Net income   | \$1,440                 | \$1,301 | \$1,160 |
| Other comprehensive (loss) income:   |                         |         |         |
| Currency translation adjustments   | (325)                   | ) 49    | 60      |
| Net change in unrecognized (loss) gain on derivative instruments, net of tax (Note 17) | (80)                    | ) (12)  | ) 59    |
| Employee benefit plans adjustment, net of tax (Note 12)                                | (108)                   | ) (33)  | ) (171) |
| Other comprehensive (loss) income  | (513)                   | ) 4     | (52)    |
| Comprehensive income   | 927                     | 1,305   | 1,108   |
| Comprehensive income attributable to noncontrolling interests                          | 80                      | 93      | 85      |
| Comprehensive income attributable to Delphi  | \$847                   | \$1,212 | \$1,023 |

See notes to consolidated financial statements.

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CONSOLIDATED BALANCE SHEETS

|  | December 31,  |          |
|--|---------------|----------|
|  | 2014          | 2013     |
|  | (in millions) |          |
| <b>ASSETS</b>  |               |          |
| Current assets:  |               |          |
| Cash and cash equivalents  | \$904         | \$1,389  |
| Restricted cash  | 1             | 4        |
| Accounts receivable, net   | 2,628         | 2,662    |
| Inventories (Note 3)   | 1,104         | 1,093    |
| Other current assets (Note 4)  | 587           | 604      |
| Total current assets   | 5,224         | 5,752    |
| Long-term assets:  |               |          |
| Property, net (Note 6)   | 3,343         | 3,216    |
| Investments in affiliates  | 228           | 234      |
| Intangible assets, net (Note 7)  | 746           | 723      |
| Goodwill (Note 7)  | 656           | 496      |
| Other long-term assets (Note 4)  | 549           | 626      |
| Total long-term assets   | 5,522         | 5,295    |
| Total assets   | \$10,746      | \$11,047 |
| <b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>  |               |          |
| Current liabilities:   |               |          |
| Short-term debt (Note 11)  | \$34          | \$61     |
| Accounts payable   | 2,581         | 2,595    |
| Accrued liabilities (Note 8)   | 1,274         | 1,238    |
| Total current liabilities  | 3,889         | 3,894    |
| Long-term liabilities:   |               |          |
| Long-term debt (Note 11)   | 2,417         | 2,351    |
| Pension benefit obligations  | 1,011         | 959      |
| Other long-term liabilities (Note 8)   | 416           | 409      |
| Total long-term liabilities  | 3,844         | 3,719    |
| Total liabilities  | 7,733         | 7,613    |
| Commitments and contingencies (Note 13)  |               |          |
| Shareholders' equity:  |               |          |
| Preferred shares, \$0.01 par value per share, 50,000,000 shares authorized, none issued and outstanding  | —             | —        |
| Ordinary shares, \$0.01 par value per share, 1,200,000,000 shares authorized, 291,619,411 and 306,389,149 issued and outstanding as of December 31, 2014 and December 31, 2013, respectively | 3             | 3        |
| Additional paid-in-capital   | 1,700         | 1,699    |
| Retained earnings  | 1,548         | 1,446    |
| Accumulated other comprehensive loss   | (741)         | (237)    |
| Total Delphi shareholders' equity  | 2,510         | 2,911    |
| Noncontrolling interest  | 503           | 523      |
| Total shareholders' equity   | 3,013         | 3,434    |
| Total liabilities and shareholders' equity   | \$10,746      | \$11,047 |

See notes to consolidated financial statements.

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CONSOLIDATED STATEMENTS OF CASH FLOWS

|   | Year Ended December 31, |         |         |
|---|-------------------------|---------|---------|
|   | 2014                    | 2013    | 2012    |
|   | (in millions)           |         |         |
| Cash flows from operating activities:   |                         |         |         |
| Net income  | \$1,440                 | \$1,301 | \$1,160 |
| Adjustments to reconcile net income to net cash provided by operating activities: |                         |         |         |
| Depreciation  | 486                     | 436     | 402     |
| Amortization  | 101                     | 104     | 84      |
| Amortization of deferred debt issuance costs                                      | 9                       | 11      | 17      |
| Restructuring expense, net of cash paid   | (25)                    | (25)    | 62      |
| Deferred income taxes   | (6)                     | (50)    | (63)    |
| Pension and other postretirement benefit expenses                                 | 89                      | 82      | 67      |
| Income from equity method investments, net of dividends received                  | (7)                     | (4)     | (1)     |
| Loss on extinguishment of debt  | 34                      | 39      | 1       |
| Gain on sale of assets  | —                       | (16)    | (3)     |
| Share-based compensation  | 76                      | 47      | 21      |
| Changes in operating assets and liabilities:                                      |                         |         |         |
| Accounts receivable, net  | 48                      | (237)   | 198     |
| Inventories   | 9                       | (27)    | 49      |
| Other assets  | 66                      | (36)    | (125)   |
| Accounts payable  | (3)                     | 254     | (153)   |
| Accrued and other long-term liabilities   | (40)                    | 47      | (198)   |
| Other, net  | (32)                    | (67)    | 29      |
| Pension contributions   | (110)                   | (109)   | (69)    |
| Net cash provided by operating activities   | 2,135                   | 1,750   | 1,478   |
| Cash flows from investing activities:   |                         |         |         |
| Capital expenditures  | (855)                   | (682)   | (705)   |
| Proceeds from sale of property / investments                                      | 16                      | 33      | 20      |
| Cost of business and technology acquisitions, net of cash acquired                | (350)                   | (10)    | (980)   |
| Decrease in restricted cash   | 3                       | 4       | 1       |
| Repayment of loans to related parties   | —                       | —       | 14      |
| Acquisition of minority held shares   | —                       | —       | (16)    |
| Dividends from equity method investments in excess of earnings                    | —                       | —       | 37      |
| Other, net  | —                       | —       | (2)     |
| Net cash used in investing activities   | (1,186)                 | (655)   | (1,631) |
| Cash flows from financing activities:   |                         |         |         |
| Net proceeds (repayments) under other short- and long-term debt agreements        | 7                       | (80)    | (8)     |
| Repayments under long-term debt agreements  | (164)                   | (1,353) | (5)     |
| Repayment of senior notes   | (526)                   | —       | —       |
| Proceeds from issuance of senior secured term loans, net of issuance costs        | —                       | 560     | 358     |
| Proceeds from issuance of senior notes, net of issuance costs                     | 691                     | 788     | —       |
| Dividend payments of consolidated affiliates to minority shareholders             | (73)                    | (55)    | (47)    |
| Repurchase of ordinary shares   | (1,024)                 | (457)   | (403)   |
| Distribution of cash dividends  | (301)                   | (211)   | —       |

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|   |        |         |          |
|---|--------|---------|----------|
| Taxes withheld and paid on employees' restricted share awards     | (8     | ) (14   | ) —      |
| Net cash used in financing activities                             | (1,398 | ) (822  | ) (105 ) |
| Effect of exchange rate fluctuations on cash and cash equivalents | (36    | ) 11    | —        |
| (Decrease) increase in cash and cash equivalents                  | (485   | ) 284   | (258 )   |
| Cash and cash equivalents at beginning of the year                | 1,389  | 1,105   | 1,363    |
| Cash and cash equivalents at end of the year                      | \$904  | \$1,389 | \$1,105  |

See notes to consolidated financial statements.

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DELPHI AUTOMOTIVE PLC  
CONSOLIDATED STATEMENT OF SHAREHOLDERS' EQUITY

|   | Ordinary<br>Shares     |        |                                  |                      |   |  |                            |                                  |  |
|---|------------------------|--------|----------------------------------|----------------------|---|--|----------------------------|----------------------------------|--|
|   | Number<br>of<br>Shares | Amount | Additional<br>Paid in<br>Capital | Retained<br>Earnings | Accumulated<br>Other<br>Comprehensive<br>Income<br>(Loss) | Total<br>Delphi<br>Shareholders'<br>Equity | Noncontrolling<br>Interest | Total<br>Shareholders'<br>Equity |  |
|   | (in millions)          |        |                                  |                      |   |  |                            |                                  |  |
| Balance at<br>December 31, 2011   | 328                    | \$3    | \$ 1,758                         | \$ 110               | \$ (183 )   | \$ 1,688                                   | \$ 483                     | \$ 2,171                         |  |
| Net income  | —                      | —      | —                                | 1,077                | —   | 1,077                                      | 83                         | 1,160                            |  |
| Other comprehensive loss  | —                      | —      | —                                | —                    | (54 )   | (54 )                                      | 2                          | (52 )                            |  |
| Dividend payments of<br>consolidated affiliates to<br>minority shareholders   | —                      | —      | —                                | —                    | —   | —  | (66 )                      | (66 )                            |  |
| Acquisition of minority<br>interest   | —                      | —      | —                                | —                    | —   | —  | (17 )                      | (17 )                            |  |
| VCP payout  | —                      | —      | 16                               | —                    | —   | 16   | —                          | 16                               |  |
| Repurchase of ordinary<br>shares  | (13 )                  | —      | (72 )                            | (331 )               | —   | (403 )                                     | —                          | (403 )                           |  |
| Share based compensation  | —                      | —      | 21                               | —                    | —   | 21   | —                          | 21                               |  |
| Balance at<br>December 31, 2012   | 315                    | \$3    | \$ 1,723                         | \$ 856               | \$ (237 )   | \$ 2,345                                   | \$ 485                     | \$ 2,830                         |  |
| Net income  | —                      | —      | —                                | 1,212                | —   | 1,212                                      | 89                         | 1,301                            |  |
| Other comprehensive<br>income   | —                      | —      | —                                | —                    | —   | —  | 4                          | 4                                |  |
| Dividends on ordinary<br>shares   | —                      | —      | 3                                | (214 )               | —   | (211 )                                     | —                          | (211 )                           |  |
| Dividend payments of<br>consolidated affiliates to<br>minority shareholders   | —                      | —      | —                                | —                    | —   | —  | (77 )                      | (77 )                            |  |
| Taxes withheld on<br>employees' restricted share<br>award vestings            | —                      | —      | (3 )                             | —                    | —   | (3 )                                       | —                          | (3 )                             |  |
| Repurchase of ordinary<br>shares  | (9 )                   | —      | (49 )                            | (408 )               | —   | (457 )                                     | —                          | (457 )                           |  |
| Share based compensation  | —                      | —      | 47                               | —                    | —   | 47   | —                          | 47                               |  |
| Assets purchased from<br>non-controlling interests in<br>excess of book value | —                      | —      | (22 )                            | —                    | —   | (22 )                                      | 22                         | —                                |  |
| Balance at<br>December 31, 2013   | 306                    | \$3    | \$ 1,699                         | \$ 1,446             | \$ (237 )   | \$ 2,911                                   | \$ 523                     | \$ 3,434                         |  |
| Net income  | —                      | —      | —                                | 1,351                | —   | 1,351                                      | 89                         | 1,440                            |  |
| Other comprehensive loss  | —                      | —      | —                                | —                    | (504 )  | (504 )                                     | (9 )                       | (513 )                           |  |
|   | —                      | —      | 4                                | (305 )               | —   | (301 )                                     | —                          | (301 )                           |  |

|   |       |     |          |          |           |          |        |          |  |
|---|-------|-----|----------|----------|-----------|----------|--------|----------|--|
| Dividends on ordinary shares  |       |     |          |          |           |          |        |          |  |
| Dividend payments of consolidated affiliates to minority shareholders | —     | —   | —        | —        | —         | —        | (100 ) | (100 )   |  |
| Taxes withheld on employees' restricted share award vestings          | —     | —   | (8 )     | —        | —         | (8 )     | —      | (8 )     |  |
| Repurchase of ordinary shares   | (15 ) | —   | (80 )    | (944 )   | —         | (1,024 ) | —      | (1,024 ) |  |
| Share based compensation  | —     | —   | 76       | —        | —         | 76       | —      | 76       |  |
| Excess tax benefits on share based compensation                       | —     | —   | 9        | —        | —         | 9        | —      | 9        |  |
| Balance at December 31, 2014  | 291   | \$3 | \$ 1,700 | \$ 1,548 | \$ (741 ) | \$ 2,510 | \$ 503 | \$ 3,013 |  |

See notes to consolidated financial statements.



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### DELPHI AUTOMOTIVE PLC

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

#### 1. GENERAL

General and basis of presentation—“Delphi,” the “Company,” “we,” “us” and “our” refer to Delphi Automotive PLC, a public limited company which was formed under the laws of Jersey on May 19, 2011, together with its subsidiaries, including Delphi Automotive LLP, a limited liability partnership incorporated under the laws of England and Wales which was formed on August 19, 2009 for the purpose of acquiring certain assets of the former Delphi Corporation, and became a subsidiary of Delphi Automotive PLC in connection with the completion of the Company’s initial public offering on November 22, 2011. The former Delphi Corporation (now known as DPH Holdings Corp. (“DPHH”)) and, as the context may require, its subsidiaries and affiliates, are also referred to herein as “Old Delphi.” The consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”).

Nature of operations—Delphi is a leading global vehicle components manufacturer and provides electrical and electronic, powertrain, safety and thermal technology solutions to the global automotive and commercial vehicle markets. Delphi is one of the largest vehicle component manufacturers, and its customers include all 25 of the largest automotive original equipment manufacturers (“OEMs”) in the world. Delphi operates 129 major manufacturing facilities and 15 major technical centers utilizing a regional service model that enables the Company to efficiently and effectively serve its global customers from low cost countries. Delphi has a presence in 33 countries and has over 20,000 scientists, engineers and technicians focused on developing market relevant product solutions for its customers. In line with the growth in emerging markets, Delphi has been increasing its focus on these markets, particularly in China, where the Company has a major manufacturing base and strong customer relationships.

Corporate history—In October 2005, Old Delphi and certain of its United States (“U.S.”) subsidiaries filed voluntary petitions for reorganization relief under Chapter 11 of the United States Bankruptcy Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”). Old Delphi’s non-U.S. subsidiaries, which were not included in the Chapter 11 Filings, continued their business operations without supervision from the Bankruptcy Court and were not subject to the requirements of the Bankruptcy Code. On August 19, 2009, Delphi Automotive LLP, a limited liability partnership organized under the laws of England and Wales, was formed for the purpose of acquiring certain assets and subsidiaries of Old Delphi (“the Acquisition”), and on October 6, 2009 (the “Acquisition Date”) Delphi Automotive LLP acquired the major portion of the business of Old Delphi and issued membership interests to a group of investors consisting of lenders to Old Delphi, General Motors Company (“GM”) and the Pension Benefit Guaranty Corporation (the “PBGC”).

On March 31, 2011, all of the outstanding Class A and Class C membership interests held by GM and the PBGC were redeemed, respectively, for approximately \$4.4 billion. The redemption transaction was funded by a \$3.0 billion credit facility entered into on March 31, 2011 (the “Credit Facility”) and existing cash. Refer to Note 11. Debt and Note 15. Shareholders’ Equity and Net Income Per Share for additional disclosures.

On May 19, 2011, Delphi Automotive PLC was formed as a Jersey public limited company, and had nominal assets, no liabilities and had conducted no operations prior to its initial public offering. On November 22, 2011, in conjunction with the completion of its initial public offering by the selling shareholders, all of the outstanding equity of Delphi Automotive LLP was exchanged for ordinary shares of Delphi Automotive PLC. As a result, Delphi Automotive LLP became a wholly-owned subsidiary of Delphi Automotive PLC. The transaction whereby Delphi Automotive LLP became a wholly-owned subsidiary of Delphi Automotive PLC had no accounting effects.

#### 2. SIGNIFICANT ACCOUNTING POLICIES

Consolidation—The consolidated financial statements include the accounts of Delphi and U.S. and non-U.S. subsidiaries in which Delphi holds a controlling financial or management interest and variable interest entities of which Delphi has determined that it is the primary beneficiary. Delphi’s share of the earnings or losses of non-controlled affiliates, over which Delphi exercises significant influence (generally a 20% to 50% ownership interest), is included in the consolidated operating results using the equity method of accounting. All significant intercompany transactions and

balances between consolidated Delphi businesses have been eliminated.

During the year ended December 31, 2014, Delphi received a dividend of \$10 million from one of its equity method investments. During the year ended December 31, 2013, Delphi received dividends of \$30 million from two of its equity method investments. The dividends were recognized as a reduction to the investment and represented a return on investment included in cash flows from operating activities.

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**Use of estimates**—Preparation of consolidated financial statements in conformity with U.S. GAAP requires the use of estimates and assumptions that affect amounts reported therein. Generally, matters subject to estimation and judgment include amounts related to accounts receivable realization, inventory obsolescence, asset impairments, useful lives of intangible and fixed assets, deferred tax asset valuation allowances, income taxes, pension benefit plan assumptions, accruals related to litigation, warranty costs, environmental remediation costs, worker's compensation accruals and healthcare accruals. Due to the inherent uncertainty involved in making estimates, actual results reported in future periods may be based upon amounts that differ from those estimates.

**Revenue recognition**—Sales are recognized when there is evidence of a sales agreement, the delivery of goods has occurred, the sales price is fixed or determinable and the collectability of revenue is reasonably assured. Sales are generally recorded upon shipment of product to customers and transfer of title under standard commercial terms. In addition, if Delphi enters into retroactive price adjustments with its customers, these reductions to revenue are recorded when they are determined to be probable and estimable. From time to time, Delphi enters into pricing agreements with its customers that provide for price reductions, some of which are conditional upon achieving certain joint cost saving targets. In these instances, revenue is recognized based on the agreed-upon price at the time of shipment.

Sales incentives and allowances are recognized as a reduction to revenue at the time of the related sale. In addition, from time to time, Delphi makes payments to customers in conjunction with ongoing and future business. These payments to customers are generally recognized as a reduction to revenue at the time of the commitment to make these payments.

Shipping and handling fees billed to customers are included in net sales, while costs of shipping and handling are included in cost of sales.

Delphi collects and remits taxes assessed by different governmental authorities that are both imposed on and concurrent with a revenue-producing transaction between the Company and the Company's customers. These taxes may include, but are not limited to, sales, use, value-added, and some excise taxes. Delphi reports the collection of these taxes on a net basis (excluded from revenues).

**Net income per share**—Basic net income per share is computed by dividing net income attributable to Delphi by the weighted-average number of ordinary shares outstanding during the period. Diluted net income per share reflects the weighted average dilutive impact of all potentially dilutive securities from the date of issuance and is computed using the treasury stock method by dividing net income attributable to Delphi by the diluted weighted-average number of ordinary shares outstanding. Share amounts included in these notes are on a diluted basis. See Note 15. Shareholders' Equity and Net Income Per Share for additional information including the calculation of basic and diluted net income per share.

**Research and development**—Costs are incurred in connection with research and development programs that are expected to contribute to future earnings. Such costs are charged against income as incurred. Total research and development expenses (including engineering) were approximately \$1.3 billion, \$1.3 billion and \$1.2 billion for the years ended December 31, 2014, 2013 and 2012, respectively.

**Cash and cash equivalents**—Cash and cash equivalents are defined as short-term, highly liquid investments with original maturities of three months or less.

**Marketable securities**—Marketable securities with maturities of three months or less are classified as cash and cash equivalents for financial statement purposes. Available-for-sale securities are recorded in the consolidated financial statements at market value with changes in market value included in other comprehensive income ("OCI"). Delphi had no material available-for-sale securities as of December 31, 2014 and 2013, respectively. In the event debt or equity securities experience an other-than-temporary impairment in value, such impairment is recognized as a loss in the consolidated statement of operations.

**Restricted cash**—Restricted cash includes balances on deposit at financial institutions that have issued letters of credit in favor of Delphi.

**Accounts receivable**—Delphi enters into agreements to sell certain of its accounts receivable, primarily in Europe. Sales of receivables are accounted for in accordance with FASB Topic ASC 860, Transfers and Servicing ("ASC 860").

Agreements which result in true sales of the transferred receivables, as defined in ASC 860, which occur when receivables are transferred without recourse to the Company, are excluded from amounts reported in the consolidated balance sheets. Cash proceeds received from such sales are included in operating cash flows. Agreements that allow Delphi to maintain effective control over the transferred receivables and which do not qualify as a sale, as defined in ASC 860, are accounted for as secured borrowings and recorded in the consolidated balance sheets within Accounts receivable, net and Short-term debt. The expenses associated with receivables factoring are recorded in the consolidated statements of operations within Interest expense.

The Company exchanges certain amounts of accounts receivable, primarily in the Asia/Pacific region, for bank notes with original maturities greater than three months. The collection of such bank notes are included in operating cash flows based on

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the substance of the underlying transactions, which are operating in nature. Bank notes held by the Company with original maturities of three months or less are classified as Cash and cash equivalents within the consolidated balance sheet, and those with original maturities of greater than three months are classified as Notes receivable within Other current assets. The Company may hold such bank notes until maturity, exchange them with suppliers to settle liabilities, or sell them to third party financial institutions in exchange for cash.

The allowance for doubtful accounts is established based upon analysis of trade receivables for known collectability issues, the aging of the trade receivables at the end of each period and, generally, all accounts receivable balances greater than 90 days past due are fully reserved. As of December 31, 2014 and 2013, the allowance for doubtful accounts was \$22 million and \$18 million, respectively, and the provision for doubtful accounts was \$11 million, \$7 million, and \$22 million for the years ended December 31, 2014, 2013 and 2012, respectively.

**Inventories**—As of December 31, 2014 and 2013, inventories are stated at the lower of cost, determined on a first-in, first-out basis, or market, including direct material costs and direct and indirect manufacturing costs. Refer to Note 3. Inventories for additional information. Obsolete inventory is identified based on analysis of inventory for known obsolescence issues, and, generally, the market value of inventory on hand in excess of one year's supply is fully-reserved.

From time to time, payments may be received from suppliers. These payments from suppliers are recognized as a reduction of the cost of the material acquired during the period to which the payments relate. In some instances, supplier rebates are received in conjunction with or concurrent with the negotiation of future purchase agreements and these amounts are amortized over the prospective agreement period.

**Property**—Major improvements that materially extend the useful life of property are capitalized. Expenditures for repairs and maintenance are charged to expense as incurred. Depreciation is determined based on a straight-line method over the estimated useful lives of groups of property. Leasehold improvements under capital leases are depreciated over the period of the lease or the life of the property, whichever is shorter, with the depreciation applied directly to the asset account.

At December 31, 2014 and 2013, the special tools balance was \$487 million and \$442 million, respectively, included within property, net in the consolidated balance sheets. Special tools balances represent Delphi-owned tools, dies, jigs and other items used in the manufacture of customer components. Special tools also include unreimbursed pre-production tooling costs related to customer-owned tools for which the customer has provided a non-cancellable right to use the tool. Delphi-owned special tools balances are depreciated over the expected life of the special tool or the life of the related vehicle program, whichever is shorter. The unreimbursed costs incurred related to customer-owned special tools that are not subject to reimbursement are capitalized and depreciated over the expected life of the special tool or the life of the related vehicle program, whichever is shorter. Engineering, testing and other costs incurred in the design and development of production parts are expensed as incurred, unless the costs are reimbursable, as specified in a customer contract. As of December 31, 2014 and 2013, the Delphi-owned special tools balances were \$391 million and \$370 million, respectively, and the customer-owned special tools balances were \$96 million and \$72 million, respectively.

**Valuation of long-lived assets**—The carrying value of long-lived assets held for use including definite-lived intangible assets is periodically evaluated when events or circumstances warrant such a review. The carrying value of a long-lived asset held for use is considered impaired when the anticipated separately identifiable undiscounted cash flows from the asset are less than the carrying value of the asset. In that event, a loss is recognized based on the amount by which the carrying value exceeds the fair value of the long-lived asset. Impairment losses on long-lived assets held for sale are recognized if the carrying value of the asset is in excess of the asset's fair value, reduced for the cost to dispose of the asset. Fair value of long-lived assets is determined primarily using the anticipated cash flows discounted at a rate commensurate with the risk involved and Delphi's review of appraisals. Refer to Note 6. Property, Net for more information.

**Intangible assets**—We amortize definite-lived intangible assets over their estimated useful lives. We have definite-lived intangible assets related to patents and developed technology, customer relationships, trade names and in-process research and development. We do not amortize indefinite-lived in-process research and development, but test for

impairment annually, or more frequently when indicators of potential impairment exist. Costs to renew or extend the term of acquired intangible assets are recognized as expense as incurred.

Goodwill—Goodwill is the excess of the purchase price over the fair value of identifiable net assets acquired in business combinations. We test goodwill for impairment annually or more frequently when indications of potential impairment exist. We monitor the existence of potential impairment indicators throughout the fiscal year.

The Company tests for goodwill impairment at the reporting unit level. Our reporting units are the components of operating segments which constitute businesses for which discrete financial information is available and is regularly reviewed by segment management.

The impairment test involves first qualitatively assessing goodwill for impairment. If the qualitative assessment is not met we then perform a quantitative assessment by first comparing the fair value of each reporting unit to its carrying value,

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including goodwill. Fair value reflects the price a market participant would be willing to pay in a potential sale of the reporting unit. If the fair value exceeds carrying value, then we conclude that no goodwill impairment has occurred. If the carrying value of the reporting unit exceeds its fair value, a second step is required to measure possible goodwill impairment loss. The second step includes hypothetically valuing the tangible and intangible assets and liabilities of the reporting unit as if the reporting unit had been acquired in a business combination. Then, the implied fair value of the reporting unit's goodwill is compared to the carrying value of that goodwill. If the carrying value of the reporting unit's goodwill exceeds the implied fair value of the goodwill, we recognize an impairment loss in an amount equal to the excess, not to exceed the carrying value. Refer to Note 20. Acquisitions and Divestitures, for further information on the goodwill attributable to the Company's acquisitions in 2014 and of the Motorized Vehicles Division of FCI ("MVL") in the fourth quarter of 2012.

**Goodwill impairment**—For each reporting unit, we determined that the fair value of the reporting unit remained substantially in excess of its carrying values. No goodwill impairments were recorded in 2014 or 2013. Refer to Note 7. Intangible Assets and Goodwill for further information.

**Warranty and product recalls**—Expected warranty costs for products sold are recognized at the time of sale of the product based on an estimate of the amount that eventually will be required to settle such obligations. These accruals are based on factors such as past experience, production changes, industry developments and various other considerations. Costs of product recalls, which may include the cost of the product being replaced as well as the customer's cost of the recall, including labor to remove and replace the recalled part, are accrued as part of our warranty accrual at the time an obligation becomes probable and can be reasonably estimated. These estimates are adjusted from time to time based on facts and circumstances that impact the status of existing claims. Refer to Note 9. Warranty Obligations.

**Income taxes**—Deferred tax assets and liabilities reflect temporary differences between the amount of assets and liabilities for financial and tax reporting purposes. Such amounts are adjusted, as appropriate, to reflect changes in tax rates expected to be in effect when the temporary differences reverse. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in earnings in the period that includes the enactment date. A valuation allowance is recorded to reduce our deferred tax assets to the amount that is more likely than not to be realized. In the event we determine it is more likely than not that the deferred tax assets will not be realized in the future, the valuation adjustment to the deferred tax assets will be charged to earnings in the period in which we make such a determination. In determining the provision for income taxes for financial statement purposes, the Company makes certain estimates and judgments which affect its evaluation of the carrying value of its deferred tax assets, as well as its calculation of certain tax liabilities.

**Foreign currency translation**—Assets and liabilities of non-U.S. subsidiaries that use a currency other than U.S. dollars as their functional currency are translated to U.S. dollars at end-of-period currency exchange rates. The consolidated statements of operations of non-U.S. subsidiaries are translated to U.S. dollars at average-period currency exchange rates. The effect of translation for non-U.S. subsidiaries is generally reported in OCI. The effect of remeasurement of assets and liabilities of non-U.S. subsidiaries that use the U.S. dollar as their functional currency is primarily included in cost of sales. Also included in cost of sales are gains and losses arising from transactions denominated in a currency other than the functional currency of a particular entity. Net foreign currency transaction losses of \$5 million, \$16 million and \$24 million were included in the consolidated statements of operations for the years ended December 31, 2014, 2013 and 2012, respectively.

**Restructuring**—Delphi continually evaluates alternatives to align the business with the changing needs of its customers and to lower operating costs. This includes the realignment of its existing manufacturing capacity, facility closures, or similar actions, either in the normal course of business or pursuant to significant restructuring programs. These actions may result in voluntary or involuntary employee termination benefits, which are mainly pursuant to union or other contractual agreements. Voluntary termination benefits are accrued when an employee accepts the related offer.

Involuntary termination benefits are accrued upon the commitment to a termination plan and the benefit arrangement is communicated to affected employees, or when liabilities are determined to be probable and estimable, depending on the existence of a substantive plan for severance or termination. Contract termination costs are recorded when

contracts are terminated or when Delphi ceases to use the leased facility and no longer derives economic benefit from the contract. All other exit costs are expensed as incurred. Refer to Note 10. Restructuring.

Environmental liabilities—Environmental remediation liabilities are recognized when a loss is probable and can be reasonably estimated. Such liabilities generally are not subject to insurance coverage. The cost of each environmental remediation is estimated by engineering, financial, and legal specialists based on current law and considers the estimated cost of investigation and remediation required and the likelihood that, where applicable, other responsible parties will be able to fulfill their commitments. The process of estimating environmental remediation liabilities is complex and dependent primarily on the nature and extent of historical information and physical data relating to a contaminated site, the complexity of the site, the uncertainty as to what remediation and technology will be required, and the outcome of discussions with regulatory agencies and, if applicable, other responsible parties at multi-party sites. In future periods, new laws or regulations, advances in remediation technologies and additional information about the ultimate remediation methodology to be used could significantly change estimates by Delphi. Refer to Note 13. Commitments and Contingencies for more information.



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**Asset retirement obligations**—Asset retirement obligations are recognized in accordance with FASB ASC 410, Asset Retirement and Environmental Obligations. Conditional retirement obligations have been identified primarily related to asbestos abatement at certain sites. To a lesser extent, conditional retirement obligations also exist at certain sites related to the removal of storage tanks and polychlorinated biphenyl disposal costs. Asset retirement obligations were \$3 million and \$3 million at December 31, 2014 and 2013, respectively.

**Customer concentrations**—As reflected in the table below, net sales to GM and VW, Delphi's two largest customers, totaled approximately 27%, 27% and 29% of our total net sales for the years ended December 31, 2014, 2013 and 2012, respectively.

|    | Percentage of Total Net Sales |      |      | Accounts and Other Receivables |                   |
|----|-------------------------------|------|------|--------------------------------|-------------------|
|    | Year Ended December 31, 2014  | 2013 | 2012 | December 31, 2014              | December 31, 2013 |
|    |                               |      |      | (in millions)                  |                   |
| GM | 17                            | % 17 | % 18 | % \$358                        | \$377             |
| VW | 10                            | % 10 | % 11 | % 203                          | 199               |

**Derivative financial instruments**—All derivative instruments are required to be reported on the balance sheet at fair value unless the transactions qualify and are designated as normal purchases or sales. Changes in fair value are reported currently through earnings unless they meet hedge accounting criteria.

Exposure to fluctuations in currency exchange rates, interest rates and certain commodity prices are managed by entering into a variety of forward contracts and swaps with various counterparties. Such financial exposures are managed in accordance with the policies and procedures of Delphi. Delphi does not enter into derivative transactions for speculative or trading purposes. As part of the hedging program approval process, Delphi identifies the specific financial risk which the derivative transaction will minimize, the appropriate hedging instrument to be used to reduce the risk and the correlation between the financial risk and the hedging instrument. Purchase orders, sales contracts, letters of intent, capital planning forecasts and historical data are used as the basis for determining the anticipated values of the transactions to be hedged. Delphi does not enter into derivative transactions that do not have a high correlation with the underlying financial risk. Hedge positions, as well as the correlation between the transaction risks and the hedging instruments, are reviewed on an ongoing basis.

Foreign exchange forward contracts are accounted for as hedges of firm or forecasted foreign currency commitments to the extent they are designated and assessed as highly effective. All foreign exchange contracts are marked to market on a current basis. Commodity swaps are accounted for as hedges of firm or anticipated commodity purchase contracts to the extent they are designated and assessed as effective. All other commodity derivative contracts that are not designated as hedges are either marked to market on a current basis or are exempted from mark to market accounting as normal purchases. At December 31, 2014 and 2013, the exposure to movements in interest rates was not hedged with derivative instruments. Refer to Note 17. Derivatives and Hedging Activities for additional information.

**Extended disability benefits**—Costs associated with extended disability benefits provided to inactive employees are accrued throughout the duration of their active employment. Workforce demographic data and historical experience are utilized to develop projections of time frames and related expense for postemployment benefits.

**Workers' compensation benefits**—Workers' compensation benefit accruals are actuarially determined and are subject to the existing workers' compensation laws that vary by location. Accruals for workers' compensation benefits represent the discounted future cash expenditures expected during the period between the incidents necessitating the employees to be idled and the time when such employees return to work, are eligible for retirement or otherwise terminate their employment.

**Share-based compensation**—Our share-based compensation arrangements consist of the Delphi Automotive PLC Long Term Incentive Plan (the "PLC LTIP"), and through December 31, 2012, the Value Creation Plan (the "VCP"), a long term incentive plan for key employees. In 2014, 2013 and 2012, grants of restricted stock units ("RSUs") to Delphi's executives were made under the PLC LTIP. The RSU awards include a time-based vesting portion and a performance-based vesting portion. The performance-based vesting portion includes performance and market

conditions in addition to service conditions. The grant date fair value of the RSUs is determined based on the closing price of the Company's ordinary shares on the date of the grant of the award, including an estimate for forfeitures, or a contemporaneous valuation performed by an independent valuation specialist with respect to awards with market conditions. Compensation expense is recognized based upon the grant date fair value of the awards applied to the Company's best estimate of ultimate performance against the respective targets on a straight-line basis over the requisite vesting period of the awards. The performance conditions require management to make assumptions regarding the likelihood of achieving certain performance goals. Changes in these performance assumptions, as well as differences in actual results from management's estimates, could result in estimated or actual fair values different from previously estimated fair values.

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We expensed the estimated fair value of the VCP over the requisite service vesting periods. Estimating the fair value for the VCP required us to make assumptions regarding the nature of the payout of the award as well as changes in our share price during the post-initial public offering period. The awards cliff vested on December 31, 2012, the end of the performance period. See Note 21. Share-Based Compensation for further disclosures relating to the Company's share-based compensation arrangements.

**Business combinations**—We account for our business combinations in accordance with the accounting guidance in FASB ASC 805, Business Combinations. The purchase price of an acquired business is allocated to its identifiable assets and liabilities based on estimated fair values. The excess of the purchase price over the amount allocated to the assets and liabilities, if any, is recorded as goodwill. Determining the fair values of assets acquired and liabilities assumed requires management's judgment, the utilization of independent appraisal firms and often involves the use of significant estimates and assumptions with respect to the timing and amount of future cash flows, market rate assumptions, actuarial assumptions, and appropriate discount rates, among other items.

**Recently issued accounting pronouncements**—In March 2013, the Financial Accounting Standards Board ("FASB") issued ASU 2013-05, Parent's Accounting for the Cumulative Translation Adjustment upon Derecognition of Certain Subsidiaries or Groups of Assets within a Foreign Entity or of an Investment in a Foreign Entity. This guidance requires a reporting entity that ceases to have a controlling financial interest in a business with a foreign entity, other than a sale of in substance real estate or conveyance of oil and gas mineral rights, to release any related cumulative translation adjustment into net income. The guidance is effective for fiscal years beginning after December 15, 2013. Delphi adopted this guidance effective January 1, 2014, and it did not have a significant impact on Delphi's financial statements.

In April 2014, the FASB issued ASU 2014-08, Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity. This guidance limits discontinued operations reporting to disposals of components of an entity that represent strategic shifts that have a major effect on an entity's operations and financial results. The amendments also require expanded disclosures for discontinued operations with more information about the assets, liabilities, revenues, and expenses of discontinued operations. The amendments also require an entity to disclose the pretax profit or loss attributable to a disposal of an individually significant component of an entity that does not qualify for discontinued operations reporting. The guidance is effective for disposals (or classifications as held for sale) occurring in fiscal years beginning after December 15, 2014 and should be applied prospectively. Early adoption is permitted. The adoption of this guidance is not expected to have a significant impact on Delphi's financial statements.

In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers. This ASU supersedes most of the existing guidance on revenue recognition in Accounting Standards Codification ("ASC") Topic 605, Revenue Recognition and establishes a broad principle that would require an entity to recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. To achieve this principle, an entity identifies the contract with a customer, identifies the separate performance obligations in the contract, determines the transaction price, allocates the transaction price to the separate performance obligations and recognizes revenue when each separate performance obligation is satisfied. The guidance is effective for fiscal years beginning after December 15, 2016 and is to be applied retrospectively at the entity's election either to each prior reporting period presented or with the cumulative effect of application recognized at the date of initial application. Early adoption is not permitted. The Company is currently evaluating the impact that the adoption of this guidance will have on its consolidated financial statements.

In June 2014, the FASB issued ASU 2014-12, Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period. This guidance requires that a performance target that affects vesting and that could be achieved after the requisite service period be treated as a performance condition of the award. A reporting entity should apply existing guidance in ASC Topic 718, Compensation-Stock Compensation, as it relates to such awards. The guidance is effective for fiscal years beginning after December 15, 2015, and may be applied either prospectively or retrospectively. Early adoption is permitted. The adoption of this guidance is not expected to have a significant impact on Delphi's financial statements.



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## 3. INVENTORIES

Inventories are stated at the lower of cost, determined on a first-in, first-out basis, or market, including direct material costs and direct and indirect manufacturing costs. A summary of inventories is shown below:

|                     | December 31,<br>2014 | December 31,<br>2013 |
|---------------------|----------------------|----------------------|
|                     | (in millions)        |                      |
| Productive material | \$622                | \$584                |
| Work-in-process     | 117                  | 142                  |
| Finished goods      | 365                  | 367                  |
| Total               | \$1,104              | \$1,093              |

## 4. ASSETS

Other current assets consisted of the following:

|  | December 31,<br>2014 | December 31,<br>2013 |
|--|----------------------|----------------------|
|  | (in millions)        |                      |
| Value added tax receivable                 | \$192                | \$177                |
| Deferred income taxes (Note 14)            | 182                  | 133                  |
| Prepaid insurance and other expenses       | 60                   | 59                   |
| Reimbursable engineering costs             | 60                   | 76                   |
| Notes receivable                           | 29                   | 45                   |
| Income and other taxes receivable          | 35                   | 57                   |
| Deposits to vendors                        | 8                    | 9                    |
| Derivative financial instruments (Note 17) | —                    | 15                   |
| Other                                      | 21                   | 33                   |
| Total                                      | \$587                | \$604                |

Other long-term assets consisted of the following:

|  | December 31,<br>2014 | December 31,<br>2013 |
|--|----------------------|----------------------|
|  | (in millions)        |                      |
| Deferred income taxes (Note 14)            | \$249                | \$283                |
| Debt issuance costs (Note 11)              | 42                   | 43                   |
| Income and other taxes receivable          | 69                   | 123                  |
| Reimbursable engineering costs             | 89                   | 79                   |
| Value added tax receivable                 | 33                   | 29                   |
| Derivative financial instruments (Note 17) | —                    | 5                    |
| Other                                      | 67                   | 64                   |
| Total                                      | \$549                | \$626                |

Table of Contents**5. INVESTMENTS IN AFFILIATES**

As part of Delphi's operations, it has investments in seven non-consolidated affiliates accounted for under the equity method of accounting. These affiliates are not publicly traded companies and are located primarily in South Korea, China and Mexico. Delphi's ownership percentages vary generally from approximately 20% to 50%, with the most significant investments in Korea Delphi Automotive Systems Corporation (of which Delphi owns 50%), Delphi-TVS Diesel Systems Ltd (of which Delphi owns approximately 50%), and Promotora de Partes Electricas Automotrices, S.A. de C.V. (of which Delphi owns approximately 40%). The aggregate investment in non-consolidated affiliates was \$228 million and \$234 million at December 31, 2014 and 2013, respectively. Dividends of \$10 million, \$30 million and \$63 million for the years ended December 31, 2014, 2013 and 2012, respectively, have been received from non-consolidated affiliates. No impairment charges were recorded for the years ended December 31, 2014, 2013 and 2012.

The following is a summary of the combined financial information of significant affiliates accounted for under the equity method as of December 31, 2014 and 2013 and for the years ended December 31, 2014, 2013 and 2012 (unaudited):

|   | December 31,            |         |         |
|---|-------------------------|---------|---------|
|   | 2014                    | 2013    |         |
|   | (in millions)           |         |         |
| Current assets  | \$596                   | \$608   |         |
| Non-current assets  | 449                     | 474     |         |
| Total assets  | \$1,045                 | \$1,082 |         |
| Current liabilities                                       | \$375                   | \$362   |         |
| Non-current liabilities                                   | 209                     | 257     |         |
| Shareholders' equity                                      | 461                     | 463     |         |
| Total liabilities and shareholders' equity                | \$1,045                 | \$1,082 |         |
|   | Year Ended December 31, |         |         |
|   | 2014                    | 2013    | 2012    |
|   | (in millions)           |         |         |
| Net sales   | \$1,674                 | \$1,773 | \$1,737 |
| Gross profit  | 229                     | 237     | 184     |
| Net income  | 27                      | 63      | 43      |
| A summary of transactions with affiliates is shown below: |                         |         |         |
|   | Year Ended December 31, |         |         |
|   | 2014                    | 2013    | 2012    |
|   | (in millions)           |         |         |
| Sales to affiliates                                       | \$61                    | \$52    | \$74    |
| Purchases from affiliates                                 | 115                     | 113     | 112     |

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## 6. PROPERTY, NET

Property, net consisted of:

|                                  | Estimated Useful<br>Lives<br>(Years) | December 31,<br>2014<br>(in millions) | 2013    |
|----------------------------------|--------------------------------------|---------------------------------------|---------|
| Land                             | —                                    | \$153                                 | \$172   |
| Land and leasehold improvements  | 3-20                                 | 115                                   | 100     |
| Buildings                        | 40                                   | 660                                   | 665     |
| Machinery, equipment and tooling | 3-20                                 | 3,630                                 | 3,311   |
| Furniture and office equipment   | 3-10                                 | 263                                   | 214     |
| Construction in progress         | —                                    | 382                                   | 344     |
| Total                            |                                      | 5,203                                 | 4,806   |
| Less: accumulated depreciation   |                                      | (1,860)                               | (1,590) |
| Total property, net              |                                      | \$3,343                               | \$3,216 |

For the year ended December 31, 2014, Delphi recorded asset impairment charges of \$5 million in cost of sales and \$2 million in selling, general and administrative expense related to declines in the fair values of certain fixed assets and capitalized software no longer being utilized. For the year ended December 31, 2013, Delphi did not incur impairment charges related to long-lived assets held for use. For the year ended December 31, 2012, Delphi recorded \$15 million of impairment charges to cost of sales related to long-lived assets held for use in its Electronics and Safety segment in conjunction with a restructuring program implemented in that period.

## 7. INTANGIBLE ASSETS AND GOODWILL

The changes in the carrying amount of intangible assets and goodwill were as follows as of December 31, 2014 and 2013. See Note 20. Acquisitions and Divestitures for a further description of the acquisitions during the year ended December 31, 2014.

|                                  |  | As of December 31, 2014                          |                             |                           | As of December 31, 2013                          |                             |                           |
|----------------------------------|--|--|-----------------------------|---------------------------|--|-----------------------------|---------------------------|
|                                  | Estimated Useful<br>Lives<br><br>(Years) | Gross<br>Carrying<br>Amount<br><br>(in millions) | Accumulated<br>Amortization | Net<br>Carrying<br>Amount | Gross<br>Carrying<br>Amount<br><br>(in millions) | Accumulated<br>Amortization | Net<br>Carrying<br>Amount |
| Amortized intangible assets:     |  |  |                             |                           |  |                             |                           |
| Patents and developed technology | 6-15                                     | \$681  | \$ 259                      | \$422                     | \$671  | \$ 201                      | \$470                     |
| Customer relationships           | 4-14                                     | 396  | 145                         | 251                       | 297  | 125                         | 172                       |
| Trade names                      | 5-20                                     | 99   | 26                          | 73                        | 102  | 21                          | 81                        |
| Total                            |  | 1,176  | 430                         | 746                       | 1,070  | 347                         | 723                       |
| Unamortized intangible assets:   |  |  |                             |                           |  |                             |                           |
| Goodwill                         | —  | 656  | —                           | 656                       | 496  | —                           | 496                       |
| Total                            |  | \$1,832  | \$ 430                      | \$1,402                   | \$1,566  | \$ 347                      | \$1,219                   |

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Estimated amortization expense for the years ending December 31, 2015, 2016, 2017, 2018 and 2019 is presented below:

|                                | Year Ending December 31, |      |      |      |      |
|--------------------------------|--------------------------|------|------|------|------|
|                                | 2015                     | 2016 | 2017 | 2018 | 2019 |
|                                | (in millions)            |      |      |      |      |
| Estimated amortization expense | \$104                    | \$96 | \$93 | \$85 | \$71 |

A roll-forward of the gross carrying amounts of intangible assets for the years ended December 31, 2014 and 2013 is presented below.

|  | 2014          | 2013    |
|--|---------------|---------|
|  | (in millions) |         |
| Balance at January 1                   | \$1,566       | \$1,519 |
| Acquisitions                           | 384           | 12      |
| Foreign currency translation and other | (118          | ) 35    |
| Balance at December 31                 | \$1,832       | \$1,566 |

A roll-forward of the accumulated amortization for the years ended December 31, 2014 and 2013 is presented below:

|  | 2014          | 2013  |
|--|---------------|-------|
|  | (in millions) |       |
| Balance at January 1                   | \$347         | \$243 |
| Amortization                           | 101           | 104   |
| Foreign currency translation and other | (18           | ) —   |
| Balance at December 31                 | \$430         | \$347 |

A roll-forward of the carrying amount of goodwill, by operating segment, for the years ended December 31, 2014 and 2013 is presented below:

|  | Electrical/Electronic<br>Architecture<br>(in millions) | Powertrain<br>Systems | Total |
|--|--|-----------------------|-------|
| Balance at January 1, 2013             | \$465  | \$8                   | \$473 |
| Foreign currency translation and other | 22   | 1                     | 23    |
| Balance at December 31, 2013           | \$487  | \$9                   | \$496 |
| Acquisitions                           | 223  | —                     | 223   |
| Foreign currency translation and other | (62  | ) (1                  | ) (63 |
| Balance at December 31, 2014           | \$648  | \$8                   | \$656 |



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## 8. LIABILITIES

Accrued liabilities consisted of the following:

|  | December 31,<br>2014<br>(in millions) | December 31,<br>2013 |
|--|---------------------------------------|----------------------|
| Payroll-related obligations                              | \$254                                 | \$269                |
| Employee benefits, including current pension obligations | 130                                   | 130                  |
| Income and other taxes payable                           | 262                                   | 280                  |
| Warranty obligations (Note 9)                            | 73                                    | 75                   |
| Restructuring (Note 10)                                  | 82                                    | 94                   |
| Customer deposits  | 35                                    | 38                   |
| Deferred income taxes (Note 14)                          | 8                                     | 1                    |
| Derivative financial instruments (Note 17)               | 64                                    | 16                   |
| Accrued interest   | 30                                    | 24                   |
| Other  | 336                                   | 311                  |
| Total  | \$1,274                               | \$1,238              |

Other long-term liabilities consisted of the following:

|  | December 31,<br>2014<br>(in millions) | December 31,<br>2013 |
|--|---------------------------------------|----------------------|
| Environmental (Note 13)                    | \$18                                  | \$18                 |
| Extended disability benefits               | 11                                    | 9                    |
| Warranty obligations (Note 9)              | 82                                    | 94                   |
| Restructuring (Note 10)                    | 17                                    | 45                   |
| Payroll-related obligations                | 10                                    | 12                   |
| Accrued income taxes                       | 29                                    | 34                   |
| Deferred income taxes (Note 14)            | 167                                   | 151                  |
| Derivative financial instruments (Note 17) | 40                                    | 6                    |
| Other                                      | 42                                    | 40                   |
| Total                                      | \$416                                 | \$409                |

## 9. WARRANTY OBLIGATIONS

Expected warranty costs for products sold are recognized principally at the time of sale of the product based on an estimate of the amount that will eventually be required to settle such obligations. These accruals are based on factors such as past experience, production changes, industry developments and various other considerations. The estimated costs related to product recalls based on a formal campaign soliciting return of that product are accrued at the time an obligation becomes probable and can be reasonably estimated. These estimates are adjusted from time to time based on facts and circumstances that impact the status of existing claims. Delphi has recognized its best estimate for its total aggregate warranty reserves, including product recall costs, across all of its operating segments as of December 31, 2014. The estimated reasonably possible amount to ultimately resolve all matters are not materially different from the recorded reserves as of December 31, 2014.

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The table below summarizes the activity in the product warranty liability for the years ended December 31, 2014 and 2013:

|   | Year Ended December 31, |       |
|---|-------------------------|-------|
|   | 2014                    | 2013  |
|   | (in millions)           |       |
| Accrual balance at beginning of year                          | \$169                   | \$166 |
| Provision for estimated warranties incurred during the year   | 59                      | 68    |
| Provision for changes in estimate for pre-existing warranties | (4                      | ) (4  |
| Settlements made during the year (in cash or in kind)         | (61                     | ) (68 |
| Foreign currency translation and other                        | (8                      | ) 7   |
| Accrual balance at end of year                                | \$155                   | \$169 |

**10. RESTRUCTURING**

Delphi's restructuring activities are undertaken as necessary to implement management's strategy, streamline operations, take advantage of available capacity and resources, and ultimately achieve net cost reductions. These activities generally relate to the realignment of existing manufacturing capacity and closure of facilities and other exit or disposal activities, as it relates to executing the Company's strategy, either in the normal course of business or pursuant to significant restructuring programs.

As part of Delphi's continued efforts to optimize its cost structure, it has undertaken several restructuring programs which include workforce reductions as well as plant closures. The Company recorded employee-related and other restructuring charges related to these programs totaling approximately \$144 million during the year ended December 31, 2014. These charges were primarily related to Delphi's on-going restructuring programs focused on aligning our manufacturing capacity and footprint with the current automotive production levels in Europe and South America. These charges also include the recognition of approximately \$35 million of employee-related and other costs related to the initiation of a workforce reduction at a European manufacturing site within the Powertrain Systems segment.

During the years ended December 31, 2013 and December 31, 2012, Delphi recorded employee related and other restructuring charges totaling \$145 million and \$171 million, respectively, which were primarily related to European restructuring programs, as well as to programs resulting from the integration of MVL, which was acquired in the third quarter of 2012.

Restructuring charges for employee separation and termination benefits are paid either over the severance period or in a lump sum in accordance with either statutory requirements or individual agreements. Delphi incurred cash expenditures for these restructuring actions of approximately \$169 million and \$170 million in the years ended December 31, 2014 and December 31, 2013, respectively.

The following table summarizes the restructuring charges recorded for the years ended December 31, 2014, 2013 and 2012 by operating segment:

|                                    | Year Ended December 31, |       |       |
|------------------------------------|-------------------------|-------|-------|
|                                    | 2014                    | 2013  | 2012  |
|                                    | (in millions)           |       |       |
| Electrical/Electronic Architecture | \$56                    | \$28  | \$49  |
| Powertrain Systems                 | 55                      | 52    | 25    |
| Electronics and Safety             | 28                      | 56    | 89    |
| Thermal Systems                    | 5                       | 9     | 8     |
| Total                              | \$144                   | \$145 | \$171 |

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The table below summarizes the activity in the restructuring liability for the years ended December 31, 2014 and 2013:

|   | Employee<br>Termination<br>Benefits<br>Liability<br>(in millions) | Other Exit<br>Costs Liability | Total |
|---|---|-------------------------------|-------|
| Accrual balance at January 1, 2013                        | \$157   | \$6                           | \$163 |
| Provision for estimated expenses incurred during the year | 143   | 2                             | 145   |
| Payments made during the year                             | (166)   | (4)                           | (170) |
| Foreign currency and other                                | 1   | —                             | 1     |
| Accrual balance at December 31, 2013                      | \$135   | \$4                           | \$139 |
| Provision for estimated expenses incurred during the year | \$143   | \$1                           | \$144 |
| Payments made during the year                             | (166)   | (3)                           | (169) |
| Foreign currency and other                                | (15)  | —                             | (15)  |
| Accrual balance at December 31, 2014                      | \$97  | \$2                           | \$99  |

## 11. DEBT

The following is a summary of debt outstanding, net of discounts of approximately \$2 million and \$0 million related to the 2014 Senior Notes, defined below, as of December 31, 2014 and December 31, 2013:

|                                | December 31,<br>2014<br>(in millions) | 2013    |
|--------------------------------|---------------------------------------|---------|
| Accounts receivable factoring  | \$—                                   | \$1     |
| 5.875%, senior notes, due 2019 | —                                     | 500     |
| 6.125%, senior notes, due 2021 | 500                                   | 500     |
| 5.00%, senior notes, due 2023  | 800                                   | 800     |
| 4.15%, senior notes, due 2024  | 698                                   | —       |
| Tranche A Term Loan, due 2018  | 400                                   | 564     |
| Capital leases and other       | 53                                    | 47      |
| Total debt                     | 2,451                                 | 2,412   |
| Less: current portion          | (34)                                  | (61)    |
| Long-term debt                 | \$2,417                               | \$2,351 |

The principal maturities of debt, at nominal value follows:

|            | Debt and<br>Capital Lease<br>Obligations<br>(in millions) |
|------------|---|
| 2015       | \$34  |
| 2016       | 14  |
| 2017       | 1   |
| 2018       | 401   |
| 2019       | 1   |
| Thereafter | 2,002   |
| Total      | \$2,453   |

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## Credit Agreement

In March 2011, in conjunction with the redemption of membership interests from Class A and Class C membership interest holders, Delphi Corporation (the "Issuer") entered into a credit agreement with JPMorgan Chase Bank, N.A., as lead arranger and administrative agent (the "Original Credit Agreement"), which provided for \$3.0 billion in senior secured credit facilities consisting of term loans (as subsequently amended from time to time, the "Tranche A Term Loan" and the "Tranche B Term Loan," respectively) and a revolving credit facility (as subsequently amended from time to time, the "Revolving Credit Facility"). The Original Credit Agreement was amended and restated on each of May 17, 2011 (the "May 2011 Credit Agreement"), September 14, 2012 (the "2012 Credit Agreement") and March 1, 2013 (the "March 2013 Credit Agreement"). The Original Credit Agreement and each amendment and restatement of the Original Credit Agreement are individually and collectively referred to herein as the "Credit Agreement". The May 2011 Credit Agreement, which was entered into simultaneously with the issuance of senior unsecured notes in the amount of \$1 billion (as more fully described below), reduced the total size of the senior secured credit facilities to \$2.4 billion. Under the 2012 Credit Agreement, the Company increased the Revolving Credit Facility to \$1.3 billion and the Tranche A Term Loan to \$574 million and used the incremental proceeds to pay a portion of the cost of acquiring MVL. On March 1, 2013, following the unsecured note issuance in February 2013 (as more fully described below), the Tranche B Term Loan was fully repaid, the Tranche A Term Loan was increased to \$575 million, the Revolving Credit Facility was increased to \$1.5 billion, and the terms of the Tranche A Term Loan and the Revolving Credit Facility were extended to March 1, 2018. The March 31, 2013 amendments resulted in the recognition of a loss on debt extinguishment of \$39 million during the year ended December 31, 2013. Approximately \$14 million in issuance costs were paid in connection with the March 2013 amendment. In conjunction with an unsecured note issuance in March 2014 (as more fully described below), Delphi repaid a portion of its indebtedness on the Tranche A Term Loan, which resulted in the recognition of a loss on debt extinguishment related to this repayment of approximately \$1 million during the year ended December 31, 2014.

Unamortized debt issuance costs associated with the Tranche A Term Loan and Revolving Credit Facility of \$19 million are being amortized over the term of the Credit Agreement, as extended pursuant to the March 1, 2013 amendment. At December 31, 2014, the Revolving Credit Facility was undrawn and Delphi had approximately \$12 million in letters of credit issued under the Credit Agreement. Letters of credit issued under the Credit Agreement reduce availability under the Revolving Credit Facility.

Loans under the Credit Agreement bear interest, at Delphi Corporation's option, at either (a) the Administrative Agent's Alternate Base Rate ("ABR" as defined in the Credit Agreement) or (b) the London Interbank Offered Rate (the "Adjusted LIBO Rate" as defined in the Credit Agreement) ("LIBOR") plus in either case a percentage per annum as set forth in the table below (the "Applicable Rate"). The Applicable Rates under the Credit Agreement on the specified dates are set forth below:

|                           | December 31, 2014 |          | December 31, 2013 |          |   |
|---------------------------|-------------------|----------|-------------------|----------|---|
|                           | LIBOR plus        | ABR plus | LIBOR plus        | ABR plus |   |
| Revolving Credit Facility | 1.00              | % 0.25   | % 1.25            | % 0.25   | % |
| Tranche A Term Loan       | 1.00              | % 0.25   | % 1.25            | % 0.25   | % |

The Applicable Rate under the Credit Agreement may increase or decrease from time to time based on changes in credit ratings with the minimum interest level of 0.00% and maximum level of 2.25%. Accordingly, the interest rate will fluctuate during the term of the Credit Agreement based on changes in the ABR, LIBOR or future changes in our corporate credit ratings. The Credit Agreement also requires that the Issuer pay certain commitment fees on the unused portion of the Revolving Credit Facility and certain letter of credit issuance and fronting fees.

The interest rate period with respect to LIBOR interest rate options can be set at one-, two-, three- or six-months as selected by the Issuer in accordance with the terms of the Credit Agreement (or other period as may be agreed by the applicable lenders), but payable no less than quarterly. The Issuer may elect to change the selected interest rate in accordance with the provisions of the Credit Agreement. As of December 31, 2014, the Issuer selected the one-month LIBOR interest rate option, as detailed in the table below, and the amounts outstanding, and rates effective as of December 31, 2014 were based on Delphi's current credit rating and the Applicable Rate for the Credit Agreement:

|                           | LIBOR plus |   | Borrowings as of<br>December 31,<br>2014<br>(in millions) | Rates effective as<br>of<br>December 31,<br>2014 |   |
|---------------------------|------------|---|---|--|---|
| Revolving Credit Facility | 1.00       | % | \$—   | —  | % |
| Tranche A Term Loan       | 1.00       | % | 400   | 1.1875   | % |

The Issuer was obligated to make quarterly principal payments throughout the term of the Tranche A Term Loan according to the amortization schedule in the Credit Agreement. In conjunction with the partial repayment of the Tranche A

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Term Loan during the year ended December 31, 2014, all principal payment obligations have been satisfied through March 1, 2018. Borrowings under the Credit Agreement are prepayable at the Issuer's option without premium or penalty. The Credit Agreement also contains certain mandatory prepayment provisions in the event the Company receives net cash proceeds from any asset sale or casualty event. No mandatory prepayments under these provisions have been made or are due through December 31, 2014.

The Credit Agreement contains certain covenants that limit, among other things, the Company's (and the Company's subsidiaries') ability to incur additional indebtedness or liens, to dispose of assets, to make certain investments, to prepay certain indebtedness and to pay dividends, or to make other distributions or redemptions/repurchases, in respect of the Company's equity interests. In addition, the Credit Agreement requires that the Company maintain a consolidated leverage ratio (the ratio of Consolidated Total Indebtedness to Consolidated EBITDA, each as defined in the Credit Agreement) of less than 2.75 to 1.0. The Credit Agreement also contains events of default customary for financings of this type. The Company was in compliance with the Credit Agreement covenants as of December 31, 2014. In the first quarter of 2014, the Company satisfied credit rating-related conditions to the suspension of many of the restrictive covenants and the mandatory prepayment provisions relating to asset sales and casualty events discussed above. Such covenants and prepayment obligations are required to be reinstated if the applicable credit rating criteria are no longer satisfied.

As of December 31, 2014, all obligations under the Credit Agreement are borrowed by Delphi Corporation and jointly and severally guaranteed by its direct and indirect parent companies, subject to certain exceptions set forth in the Credit Agreement.

Prior to the first quarter of 2014, certain of Delphi Automotive PLC's direct and indirect subsidiaries, which are directly or indirectly 100% owned by Delphi Automotive PLC, fully and unconditionally guaranteed all obligations under the Credit Agreement. In addition, all obligations under the Credit Agreement, including the guarantees of those obligations, were originally secured by certain assets of Delphi Corporation and the guarantors, including substantially all of the assets of Delphi Automotive PLC, and its U.S. subsidiaries, and certain assets of Delphi Corporation's direct and indirect parent companies. All guarantees of Delphi Corporation's subsidiaries and all then-existing security interests were released during the first quarter of 2014 when the Company satisfied certain credit rating-related and other conditions under the terms of the Credit Agreement. Such security interests and subsidiary guarantees may be reinstated at the election of the lenders if the applicable credit rating criteria are no longer satisfied.

### Senior Notes

On May 17, 2011, Delphi Corporation issued \$500 million of 5.875% senior unsecured notes due 2019 (the "5.875% Senior Notes") and \$500 million of 6.125% senior unsecured notes due 2021 (the "6.125% Senior Notes") (collectively, the "2011 Senior Notes") in a transaction exempt from registration under Rule 144A and Regulation S of the Securities Act of 1933 (the "Securities Act"). Delphi paid approximately \$23 million of debt issuance costs in connection with the 2011 Senior Notes. The net proceeds of approximately \$1 billion as well as cash on hand were used to pay down amounts outstanding under the Original Credit Agreement. In May 2012, Delphi Corporation completed a registered exchange offer for all of the 2011 Senior Notes. No proceeds were received by Delphi Corporation as a result of the exchange. In March 2014, Delphi redeemed for cash the entire \$500 million aggregate principal amount outstanding of the 5.875% Senior Notes. The redemption was financed by a portion of the proceeds received from the issuance of the 2014 Senior Notes, as defined below. As a result of the redemption of the 5.875% Senior Notes, Delphi recognized a loss on debt extinguishment of approximately \$33 million during the year ended December 31, 2014.

Interest on the outstanding 2011 Senior Notes is payable semi-annually on May 15 and November 15 of each year to holders of record at the close of business on May 1 or November 1 immediately preceding the interest payment date. The indenture governing the 2011 Senior Notes limits, among other things, Delphi's (and Delphi's subsidiaries') ability to incur additional indebtedness or liens, dispose of assets, make certain restricted payments or investments, enter into transactions with affiliates or merge with or into other entities (although certain of those covenants are inapplicable for so long as the notes are rated investment grade). As of December 31, 2014, the Company was in compliance with the provisions of the New Senior Notes.

On February 14, 2013, Delphi Corporation issued \$800 million of 5.00% senior unsecured notes due 2023 (the “2013 Senior Notes”) in a transaction registered under the Securities Act. The proceeds were primarily utilized to prepay our term loan indebtedness under our 2012 Credit Agreement. Delphi paid approximately \$12 million of issuance costs in connection with the 2013 Senior Notes. Interest is payable semi-annually on February 15 and August 15 of each year to holders of record at the close of business on February 1 or August 1 immediately preceding the interest payment date.

On March 3, 2014, Delphi Corporation issued \$700 million in aggregate principal amount of 4.15% senior unsecured notes due 2024 (the "2014 Senior Notes") in a transaction registered under the Securities Act. The 2014 Senior Notes were priced at 99.649% of par, resulting in a yield to maturity of 4.193%. The proceeds were primarily utilized to redeem the

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5.875% Senior Notes and to repay a portion of the Tranche A Term Loan. Delphi paid approximately \$6 million of issuance costs in connection with the 2014 Senior Notes. Interest is payable semi-annually on March 15 and September 15 of each year to holders of record at the close of business on March 1 or September 1 immediately preceding the interest payment date.

Although the specific terms of each indenture governing each series of senior notes vary, the indentures contain certain restrictive covenants, including with respect to Delphi's (and Delphi's subsidiaries) ability to incur liens, enter into sale and leaseback transactions and merge with or into other entities. As of December 31, 2014, the Company was in compliance with the provisions of all series of the outstanding senior notes.

All series of senior notes are fully and unconditionally guaranteed, jointly and severally, by Delphi Automotive PLC and by certain of Delphi Corporation's direct and indirect parent companies, subject to customary release provisions (other than in the case of Delphi Automotive PLC). Prior to the first quarter of 2014, certain of Delphi Corporation's direct and indirect subsidiaries, which were directly or indirectly 100% owned by Delphi Automotive PLC, fully and unconditionally guaranteed all series of senior notes then outstanding; however, all Delphi Corporation subsidiary guarantees were released during the first quarter of 2014 because such guarantors no longer guaranteed the Credit Agreement.

### Other Financing

**Receivable factoring**—Various accounts receivable factoring facilities are maintained in Europe and are accounted for as short-term debt. These uncommitted factoring facilities are available through various financial institutions. In 2013 Delphi entered into a new accounts receivable factoring agreement in Europe to replace and consolidate current European factoring facilities. The new agreement is a €350 million committed facility with borrowings under the new program being subject to the availability of eligible accounts receivable. As of December 31, 2014 and December 31, 2013, \$0 million and \$1 million, respectively, were outstanding under these accounts receivable factoring facilities. Collateral is not generally required related to these trade accounts receivable. In addition, during the year ended December 31, 2014, one of the Company's European subsidiaries factored, without recourse, receivables related to certain foreign research tax credits to a financial institution. This transaction was accounted for as a true sale of the receivables, and the Company therefore derecognized approximately \$73 million from Other current assets in the consolidated balance sheet as of December 31, 2014. Expenses of approximately \$2 million incurred in conjunction with this transaction were recorded to Interest expense during the year ended December 31, 2014.

**Capital leases and other**—As of December 31, 2014 and December 31, 2013, approximately \$53 million and approximately \$47 million, respectively, of other debt issued by certain non-U.S. subsidiaries and capital lease obligations were outstanding.

**Interest**—Cash paid for interest related to amounts outstanding totaled \$119 million, \$118 million and \$119 million for the years ended December 31, 2014, 2013 and 2012, respectively.

## 12. PENSION BENEFITS

Certain of Delphi's non-U.S. subsidiaries sponsor defined benefit pension plans, which generally provide benefits based on negotiated amounts for each year of service. Delphi's primary non-U.S. plans are located in France, Germany, Mexico, Portugal and the United Kingdom ("U.K."). The U.K. and certain Mexican plans are funded. In addition, Delphi has defined benefit plans in South Korea, Turkey and Italy for which amounts are payable to employees immediately upon separation. The obligations for these plans are recorded over the requisite service period.

Delphi sponsors a Supplemental Executive Retirement Program ("SERP") for those employees who were U.S. executives of DPHH prior to September 30, 2008 and were still U.S. executives of Delphi on October 7, 2009, the effective date of the program. This program is unfunded. Executives receive benefits over 5 years after an involuntary or voluntary separation from Delphi. The SERP is closed to new members.



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## Funded Status

The amounts shown below reflect the change in the U.S. defined benefit pension obligations during 2014 and 2013.

|  | Year Ended December 31, |      |
|--|-------------------------|------|
|  | 2014                    | 2013 |
|  | (in millions)           |      |
| Benefit obligation at beginning of year  | \$69                    | \$80 |
| Interest cost  | 2                       | 2    |
| Actuarial loss (gain)  | 2                       | (2)  |
| Benefits paid  | (13)                    | (11) |
| Benefit obligation at end of year  | 60                      | 69   |
| Change in plan assets:   |                         |      |
| Fair value of plan assets at beginning of year                                     | —                       | —    |
| Delphi contributions   | 13                      | 11   |
| Benefits paid  | (13)                    | (11) |
| Fair value of plan assets at end of year   | —                       | —    |
| Underfunded status   | (60)                    | (69) |
| Amounts recognized in the consolidated balance sheets consist of:                  |                         |      |
| Current liabilities  | (9)                     | (12) |
| Non-current liabilities  | (51)                    | (57) |
| Total  | (60)                    | (69) |
| Amounts recognized in accumulated other comprehensive income consist of (pre-tax): |                         |      |
| Actuarial loss   | 13                      | 11   |
| Total  | \$13                    | \$11 |

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The amounts shown below reflect the change in the non-U.S. defined benefit pension obligations during 2014 and 2013.

|  | Year Ended December 31, |         |
|--|-------------------------|---------|
|  | 2014                    | 2013    |
|  | (in millions)           |         |
| Benefit obligation at beginning of year  | \$2,105                 | \$1,972 |
| Service cost   | 57                      | 53      |
| Interest cost  | 94                      | 85      |
| Actuarial loss   | 255                     | 39      |
| Benefits paid  | (100)                   | (86)    |
| Impact of curtailments   | 2                       | (5)     |
| Exchange rate movements and other  | (175)                   | 47      |
| Benefit obligation at end of year  | 2,238                   | 2,105   |
| Change in plan assets:   |                         |         |
| Fair value of plan assets at beginning of year                                     | 1,199                   | 1,109   |
| Actual return on plan assets   | 156                     | 56      |
| Delphi contributions   | 97                      | 98      |
| Benefits paid  | (100)                   | (86)    |
| Exchange rate movements and other  | (88)                    | 22      |
| Fair value of plan assets at end of year   | 1,264                   | 1,199   |
| Underfunded status   | (974)                   | (906)   |
| Amounts recognized in the consolidated balance sheets consist of:                  |                         |         |
| Current liabilities  | (19)                    | (14)    |
| Non-current liabilities  | (955)                   | (892)   |
| Total  | (974)                   | (906)   |
| Amounts recognized in accumulated other comprehensive income consist of (pre-tax): |                         |         |
| Actuarial loss   | 409                     | 278     |
| Prior service cost   | —                       | 1       |
| Total  | \$409                   | \$279   |

The projected benefit obligation (“PBO”), accumulated benefit obligation (“ABO”), and fair value of plan assets for pension plans with accumulated benefit obligations in excess of plan assets and with plan assets in excess of accumulated benefit obligations are as follows:

|  | U.S. Plans                              |      | Non-U.S. Plans |         |
|--|---|------|----------------|---------|
|  | 2014                                    | 2013 | 2014           | 2013    |
|  | (in millions)                           |      |                |         |
|  | Plans with ABO in Excess of Plan Assets |      |                |         |
| PBO                                      | \$60                                    | \$69 | \$2,092        | \$1,956 |
| ABO                                      | 60                                      | 69   | 1,870          | 1,749   |
| Fair value of plan assets at end of year | —                                       | —    | 1,133          | 1,052   |
|  | Plans with Plan Assets in Excess of ABO |      |                |         |
| PBO                                      | \$—                                     | \$—  | \$146          | \$149   |
| ABO                                      | —                                       | —    | 98             | 100     |
| Fair value of plan assets at end of year | —                                       | —    | 131            | 147     |
| Total                                    |   |      |                |         |
| PBO                                      | \$60                                    | \$69 | \$2,238        | \$2,105 |
| ABO                                      | 60                                      | 69   | 1,968          | 1,849   |
| Fair value of plan assets at end of year | —                                       | —    | 1,264          | 1,199   |



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Benefit costs presented below were determined based on actuarial methods and included the following:

| U.S. Plans                       |               |      |      |
|----------------------------------|---------------|------|------|
| Year Ended December 31,          |               |      |      |
|                                  | 2014          | 2013 | 2012 |
|                                  | (in millions) |      |      |
| Interest cost                    | \$2           | \$2  | \$3  |
| Net periodic benefit cost        | \$2           | \$2  | \$3  |
| Non-U.S. Plans                   |               |      |      |
| Year Ended December 31,          |               |      |      |
|                                  | 2014          | 2013 | 2012 |
|                                  | (in millions) |      |      |
| Service cost                     | \$57          | \$53 | \$44 |
| Interest cost                    | 94            | 85   | 84   |
| Expected return on plan assets   | (77)          | (70) | (65) |
| Settlement loss                  | 3             | 2    | —    |
| Curtailment loss                 | 2             | —    | —    |
| Amortization of actuarial losses | 8             | 7    | —    |
| Other                            | —             | 1    | 1    |
| Net periodic benefit cost        | \$87          | \$78 | \$64 |

Other postretirement benefit obligations were approximately \$5 million and \$7 million at December 31, 2014 and 2013, respectively.

Experience gains and losses, as well as the effects of changes in actuarial assumptions and plan provisions are recognized in other comprehensive income. Cumulative gains and losses in excess of 10% of the PBO for a particular plan are amortized over the average future service period of the employees in that plan. The estimated actuarial loss for the defined benefit pension plans that will be amortized from accumulated other comprehensive income into net periodic benefit cost in 2015 is \$20 million.

The principal assumptions used to determine the pension expense and the actuarial value of the projected benefit obligation for the U.S. and non-U.S. pension plans were:

Assumptions used to determine benefit obligations at December 31:

|  | Pension Benefits |        |        |        |                |      |      |      |
|--|------------------|--------|--------|--------|----------------|------|------|------|
|  | U.S. Plans       |        |        |        | Non-U.S. Plans |      |      |      |
|  | 2014             | 2013   | 2014   | 2013   | 2014           | 2013 | 2014 | 2013 |
| Weighted-average discount rate                           | 2.50             | % 3.00 | % 3.67 | % 4.58 | %              |      |      |      |
| Weighted-average rate of increase in compensation levels | N/A              | N/A    | 3.65   | % 3.85 | %              |      |      |      |

Assumptions used to determine net expense for years ended December 31:

|   | Pension Benefits |        |        |        |        |        |                |      |      |
|---|------------------|--------|--------|--------|--------|--------|----------------|------|------|
|   | U.S. Plans       |        |        |        |        |        | Non-U.S. Plans |      |      |
|   | 2014             | 2013   | 2012   | 2014   | 2013   | 2012   | 2014           | 2013 | 2012 |
| Weighted-average discount rate                                    | 3.00             | % 2.40 | % 3.30 | % 4.58 | % 4.41 | % 5.24 | %              |      |      |
| Weighted-average rate of increase in compensation levels          | N/A              | N/A    | N/A    | 3.85   | % 3.50 | % 3.66 | %              |      |      |
| Weighted-average expected long-term rate of return on plan assets | N/A              | N/A    | N/A    | 6.35   | % 6.44 | % 6.43 | %              |      |      |

Delphi selects discount rates by analyzing the results of matching each plan's projected benefit obligations with a portfolio of high-quality fixed income investments rated AA-or higher by Standard and Poor's.

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Delphi does not have any U.S. pension assets; therefore no U.S. asset rate of return calculation was necessary. The primary funded non-U.S. plans are in the U.K. and Mexico. For the determination of 2014 expense, Delphi assumed a long-term expected asset rate of return of approximately 6.25% and 7.50% for the U.K. and Mexico, respectively. Delphi evaluated input from local actuaries and asset managers, including consideration of recent fund performance and historical returns, in developing the long-term rate of return assumptions. The assumptions for the U.K. and Mexico are primarily long-term, prospective rates. To determine the expected return on plan assets, the market-related value of approximately 50% of our plan assets is actual fair value. The expected return on the remainder of our plan assets is determined by applying the expected long-term rate of return on assets to a calculated market-related value of these plan assets, which recognizes changes in the fair value of the plan assets in a systematic manner over five years.

Delphi's pension expense for 2015 is determined at the 2014 year end measurement date. For purposes of analysis, the following table highlights the sensitivity of the Company's pension obligations and expense to changes in key assumptions:

| Change in Assumption                                  | Impact on Pension Expense | Impact on PBO   |
|---|---------------------------|-----------------|
| 25 basis point ("bp") decrease in discount rate       | + \$8 million             | + \$102 million |
| 25 bp increase in discount rate                       | - \$6 million             | - \$95 million  |
| 25 bp decrease in long-term expected return on assets | + \$3 million             | —               |
| 25 bp increase in long-term expected return on assets | - \$3 million             | —               |

The above sensitivities reflect the effect of changing one assumption at a time. It should be noted that economic factors and conditions often affect multiple assumptions simultaneously and the effects of changes in key assumptions are not necessarily linear. The above sensitivities also assume no changes to the design of the pension plans and no major restructuring programs.

**Pension Funding**

The following benefit payments, which reflect expected future service, as appropriate, are expected to be paid:

|             | Projected Pension Benefit Payments |                |
|-------------|------------------------------------|----------------|
|             | U.S. Plans<br>(in millions)        | Non-U.S. Plans |
| 2015        | \$9                                | \$ 81          |
| 2016        | 10                                 | 72             |
| 2017        | 10                                 | 76             |
| 2018        | 9                                  | 81             |
| 2019        | 7                                  | 86             |
| 2020 – 2024 | 15                                 | 535            |

Delphi anticipates making pension contributions and benefit payments of approximately \$90 million in 2015.

Delphi sponsors defined contribution plans for certain hourly and salaried employees. Expense related to the contributions for these plans was \$55 million, \$49 million, and \$48 million for the years ended December 31, 2014, 2013 and 2012, respectively.

**Plan Assets**

Certain pension plans sponsored by Delphi invest in a diversified portfolio consisting of an array of asset classes that attempts to maximize returns while minimizing volatility. These asset classes include developed market equities, emerging market equities, private equity, global high quality and high yield fixed income, real estate and absolute return strategies.

The fair values of Delphi's pension plan assets weighted-average asset allocations at December 31, 2014 and 2013, by asset category, are as follows:



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| Fair Value Measurements at December 31, 2014 |               |  |   |   |
|--|---------------|--|---|---|
| Asset Category                               | Total         | Quoted Prices in<br>Active<br>Markets for<br>Identical Assets<br>(Level 1) | Significant<br>Observable<br>Inputs (Level 2) | Significant<br>Unobservable<br>Inputs (Level 3) |
|  | (in millions) |  |   |   |
| Cash   | \$29          | \$29   | \$—   | \$—   |
| Time deposits                                | 8             | —  | 8   | —   |
| Equity mutual funds                          | 461           | —  | 461   | —   |
| Bond mutual funds                            | 265           | —  | 265   | —   |
| Real estate trust funds                      | 41            | —  | —   | 41  |
| Hedge Funds                                  | 102           | —  | —   | 102   |
| Insurance contracts                          | 1             | —  | —   | 1   |
| Debt securities                              | 307           | 291  | 16  | —   |
| Equity securities                            | 50            | 50   | —   | —   |
| Total  | \$1,264       | \$370  | \$750   | \$144   |
| Fair Value Measurements at December 31, 2013 |               |  |   |   |
| Asset Category                               | Total         | Quoted Prices in<br>Active<br>Markets for<br>Identical Assets<br>(Level 1) | Significant<br>Observable<br>Inputs (Level 2) | Significant<br>Unobservable<br>Inputs (Level 3) |
|  | (in millions) |  |   |   |
| Cash   | \$64          | \$64   | \$—   | \$—   |
| Time deposits                                | 7             | —  | 7   | —   |
| Equity mutual funds                          | 412           | —  | 412   | —   |
| Bond mutual funds                            | 271           | —  | 271   | —   |
| Real estate trust funds                      | 45            | —  | —   | 45  |
| Hedge Funds                                  | 90            | —  | —   | 90  |
| Insurance contracts                          | 4             | —  | —   | 4   |
| Debt securities                              | 249           | 249  | —   | —   |
| Equity securities                            | 57            | 57   | —   | —   |
| Total  | \$1,199       | \$370  | \$690   | \$139   |

Following is a description of the valuation methodologies used for pension assets measured at fair value.

Time deposits—The fair value of fixed-maturity certificates of deposit was estimated using the rates offered for deposits of similar remaining maturities.

Equity mutual funds—The fair value of the equity mutual funds is determined by the indirect quoted market prices on regulated financial exchanges of the underlying investments included in the fund.

Bond mutual funds—The fair value of the bond mutual funds is determined by the indirect quoted market prices on regulated financial exchanges of the underlying investments included in the fund.

Real estate—The fair value of real estate properties is estimated using an annual appraisal provided by the administrator of the property investment. Management believes this is an appropriate methodology to obtain the fair value of these assets.

Hedge funds—The fair value of the hedge funds is accounted for by a custodian. The custodian obtains valuations from the underlying hedge fund managers based on market quotes for the most liquid assets and alternative methods for assets that do not have sufficient trading activity to derive prices. Management and the custodian review the methods used by the underlying managers to value the assets. Management believes this is an appropriate methodology to

obtain the fair value of these assets.

Insurance contracts—The insurance contracts are invested in a fund with guaranteed minimum returns. The fair values of these contracts are based on the net asset value underlying the contracts.



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Debt securities—The fair value of debt securities is determined by direct quoted market prices on regulated financial exchanges.

Equity securities—The fair value of equity securities is determined by direct quoted market prices on regulated financial exchanges.

|   | Fair Value Measurements Using Significant Unobservable Inputs (Level 3) |             |                     |   |
|---|---|-------------|---------------------|---|
|   | Real Estate Trust Fund<br>(in millions)                                 | Hedge Funds | Insurance Contracts |   |
| Beginning balance at December 31, 2012              | \$42  | \$91        | \$3                 |   |
| Actual return on plan assets:                       |   |             |                     |   |
| Relating to assets still held at the reporting date | 2   | 4           | —                   |   |
| Purchases, sales and settlements                    | 1   | (5          | ) 1                 |   |
| Ending balance at December 31, 2013                 | \$45  | \$90        | \$4                 |   |
| Actual return on plan assets:                       |   |             |                     |   |
| Relating to assets still held at the reporting date | (5  | ) 5         | —                   |   |
| Purchases, sales and settlements                    | 1   | 7           | (3                  | ) |
| Ending balance at December 31, 2014                 | \$41  | \$102       | \$1                 |   |

### 13. COMMITMENTS AND CONTINGENCIES

#### Ordinary Business Litigation

Delphi is from time to time subject to various legal actions and claims incidental to its business, including those arising out of alleged defects, alleged breaches of contracts, product warranties, intellectual property matters, and employment-related matters. It is the opinion of Delphi that the outcome of such matters will not have a material adverse impact on the consolidated financial position, results of operations, or cash flows of Delphi. With respect to warranty matters, although Delphi cannot ensure that the future costs of warranty claims by customers will not be material, Delphi believes its established reserves are adequate to cover potential warranty settlements.

#### GM Ignition Switch Recall

In the first quarter of 2014, GM, Delphi's largest customer, initiated a product recall related to ignition switches. Delphi has received requests for information from, and is cooperating with, various government agencies related to this ignition switch recall. In addition, Delphi has been named as a co-defendant along with GM (and in certain cases other parties) in product liability and class action lawsuits related to this matter. During the second quarter of 2014, all of the class action cases were transferred to the United States District Court for the Southern District of New York (the "District Court") for coordinated pretrial proceedings. Two consolidated amended class action complaints were filed in the District Court on October 14, 2014. Delphi was not named as a defendant in either complaint. Delphi believes the allegations contained in the product liability cases are without merit, and intends to vigorously defend against them. Although no assurances can be made as to the ultimate outcome of these or any other future claims, Delphi does not believe a loss is probable and, accordingly, no reserve has been made as of December 31, 2014.

#### Unsecured Creditors Litigation

Under the terms of the Fourth Amended and Restated Limited Liability Partnership Agreement of Delphi Automotive LLP (the "Fourth LLP Agreement"), if cumulative distributions to the members of Delphi Automotive LLP under certain provisions of the Fourth LLP Agreement exceed \$7.2 billion, Delphi, as disbursing agent on behalf of DPHH, is required to pay to the holders of allowed general unsecured claims against Old Delphi, \$32.50 for every \$67.50 in excess of \$7.2 billion distributed to the members, up to a maximum amount of \$300 million. In December 2014, a complaint was filed in the Bankruptcy Court alleging that the redemption by Delphi Automotive LLP of the membership interests of GM and the PBGC, and the repurchase of shares and payment of dividends by Delphi Automotive PLC, constituted distributions under the terms of the Fourth LLP Agreement approximating \$7.2 billion. Delphi considers cumulative distributions through December 31, 2014 to be substantially below the \$7.2 billion

threshold, and intends to vigorously contest the allegations set forth in the complaint. Accordingly, no accrual for this matter has been recorded as of December 31, 2014.

Table of Contents**Brazil Matters**

Delphi conducts significant business operations in Brazil that are subject to the Brazilian federal labor, social security, environmental, tax and customs laws, as well as a variety of state and local laws. While Delphi believes it complies with such laws, they are complex, subject to varying interpretations, and the Company is often engaged in litigation with government agencies regarding the application of these laws to particular circumstances. As of December 31, 2014, the majority of claims asserted against Delphi in Brazil relate to such litigation. The remaining claims in Brazil relate to commercial and labor litigation with private parties. As of December 31, 2014, claims totaling approximately \$180 million (using December 31, 2014 foreign currency rates) have been asserted against Delphi in Brazil. As of December 31, 2014, the Company maintains accruals for these asserted claims of \$32 million (using December 31, 2014 foreign currency rates). The amounts accrued represent claims that are deemed probable of loss and are reasonably estimable based on the Company's analyses and assessment of the asserted claims and prior experience with similar matters. While the Company believes its accruals are adequate, the final amounts required to resolve these matters could differ materially from the Company's recorded estimates and Delphi's results of operations could be materially affected.

**Environmental Matters**

Delphi is subject to the requirements of U.S. federal, state, local and non-U.S. environmental and safety and health laws and regulations. As of December 31, 2014 and December 31, 2013, the undiscounted reserve for environmental investigation and remediation was approximately \$21 million (of which \$3 million was recorded in accrued liabilities and \$18 million was recorded in other long-term liabilities) and \$21 million (of which \$3 million was recorded in accrued liabilities and \$18 million was recorded in other long-term liabilities). Delphi cannot ensure that environmental requirements will not change or become more stringent over time or that its eventual environmental remediation costs and liabilities will not exceed the amount of its current reserves. In the event that such liabilities were to significantly exceed the amounts recorded, Delphi's results of operations could be materially affected. At December 31, 2014, the difference between the recorded liabilities and the reasonably possible range of loss was not material.

**Other Matters**

In 2014, Delphi identified certain payments, immaterial in amount, made by certain manufacturing facility employees in China that may violate certain provisions of the U.S. Foreign Corrupt Practices Act (the "FCPA"). Under the oversight of Delphi's Audit Committee of the Board of Directors, Delphi engaged outside counsel and forensic auditors to assist in a review of these matters, and to evaluate existing controls and compliance policies and procedures. Delphi has undertaken additional compliance training and additional compliance audits to reinforce its existing compliance programs. Violations of the FCPA could result in criminal and/or civil liabilities and other forms of penalties or sanctions. Delphi has voluntarily disclosed these matters to the U.S. Department of Justice and the SEC, and is cooperating fully with these agencies. Although Delphi does not expect the outcome of this review to have a material adverse impact on the Company, there can be no assurance as to the ultimate outcome of these matters at this time.

**Operating Leases**

Rental expense totaled \$112 million, \$107 million and \$99 million for the years ended December 31, 2014, 2013 and 2012, respectively. As of December 31, 2014, Delphi had minimum lease commitments under non-cancellable operating leases totaling \$406 million, which become due as follows:

|      | Minimum Future<br>Operating Lease Commitments<br>(in millions) |
|------|--|
| 2015 | \$ 101   |
| 2016 | 90   |
| 2017 | 69   |
| 2018 | 45   |
| 2019 | 51   |

|            |        |
|------------|--------|
| Thereafter | 50     |
| Total      | \$ 406 |

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## 14. INCOME TAXES

Income before income taxes and equity income for U.S. and non-U.S. operations are as follows:

|  | Year Ended December 31, |         |         |
|--|-------------------------|---------|---------|
|  | 2014                    | 2013    | 2012    |
|  | (in millions)           |         |         |
| U.S. income                                  | \$249                   | \$233   | \$470   |
| Non-U.S. income                              | 1,456                   | 1,290   | 875     |
| Income before income taxes and equity income | \$1,705                 | \$1,523 | \$1,345 |

The provision (benefit) for income taxes is comprised of:

|   | Year Ended December 31, |       |       |   |
|---|-------------------------|-------|-------|---|
|   | 2014                    | 2013  | 2012  |   |
|   | (in millions)           |       |       |   |
| Current income tax expense:                 |                         |       |       |   |
| U.S. federal                                | \$55                    | \$53  | \$71  |   |
| Non-U.S.                                    | 223                     | 247   | 199   |   |
| U.S. state and local                        | 10                      | 6     | 5     |   |
| Total current                               | 288                     | 306   | 275   |   |
| Deferred income tax (benefit) expense, net: |                         |       |       |   |
| U.S. federal                                | (37                     | ) (28 | ) 24  |   |
| Non-U.S.                                    | 33                      | (21   | ) (88 | ) |
| U.S. state and local                        | (2                      | ) (1  | ) 1   |   |
| Total deferred                              | (6                      | ) (50 | ) (63 | ) |
| Total income tax provision                  | \$282                   | \$256 | \$212 |   |

The current income tax payable was reduced by \$9 million, \$1 million and \$0 million in the years ended December 31, 2014, 2013 and 2012, respectively, for excess tax deductions attributable to stock-based compensation. The related income tax benefits are recorded as increases to additional paid-in capital.

Cash paid or withheld for income taxes was \$287 million, \$276 million and \$280 million for the years ended December 31, 2014, 2013 and 2012, respectively.

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For purposes of comparability and consistency, the Company uses the notional U.S. federal income tax rate when presenting the Company's reconciliation of the income tax provision. The Company is a U.K. resident taxpayer and as such is not generally subject to U.K. tax on remitted foreign earnings. As a result, the Company does not anticipate foreign earnings would be subject to a 35% tax rate upon repatriation to the U.K., as is the case when U.S. based companies repatriate earnings to the U.S. A reconciliation of the provision for income taxes compared with the amounts at the notional U.S. federal statutory rate was:

|  | Year Ended December 31, |       |       |
|--|-------------------------|-------|-------|
|  | 2014                    | 2013  | 2012  |
|  | (in millions)           |       |       |
| Notional U.S. federal income taxes at statutory rate | \$597                   | \$533 | \$471 |
| Income taxed at other rates                          | (292)                   | (281) | (200) |
| Change in valuation allowance                        | 18                      | 6     | (29)  |
| Other change in tax reserves                         | (4)                     | (13)  | (13)  |
| Withholding taxes                                    | 61                      | 56    | 22    |
| Tax credits  | (92)                    | (58)  | (13)  |
| Change in tax law                                    | —                       | 15    | 6     |
| Tax settlements                                      | —                       | —     | (26)  |
| Other adjustments                                    | (6)                     | (2)   | (6)   |
| Total income tax expense                             | \$282                   | \$256 | \$212 |
| Effective tax rate                                   | 17                      | % 17  | % 16  |

The Company's tax rate is affected by the tax rates in the jurisdictions in which the Company operates, the relative amount of income earned by jurisdiction, jurisdictions with a statutory tax rate less than the U.S. rate of 35% and the relative amount of losses or income for which no tax benefit or expense was recognized due to a valuation allowance. Included in the non-U.S. incomes taxes at other rates are tax incentives obtained in various non-U.S. countries, primarily the Hi-Tech Enterprise status in China, a Free Trade Zone exemption in Honduras and the Special Economic Zone exemption in Turkey of \$71 million in 2014, \$75 million in 2013, and \$41 million in 2012, and tax benefit for income earned in jurisdictions where a valuation allowance has been recorded. The Company currently benefits from tax holidays in various non-U.S. jurisdictions with expiration dates from 2015 through 2023. The income tax benefits attributable to these tax holidays are approximately \$28 million (\$0.09 per share) in 2014, \$23 million (\$0.07 per share) in 2013 and \$13 million (\$0.04 per share) in 2012.

The effective tax rate in the year ended December 31, 2014 was impacted by favorable geographic income mix in 2014 as compared to 2013, primarily due to changes in the underlying operations of the business as well as tax planning initiatives, and the resulting favorable impact on foreign tax credits. These favorable impacts were offset by net increases resulting from changes in judgment related to deferred tax asset valuation allowances of \$18 million in 2014.

The effective tax rate in the year ended December 31, 2013 was impacted by the enactment of the American Taxpayer Relief Act of 2012 on January 2, 2013, which retroactively reinstated expired tax provisions known as tax extenders including the research and development tax credit. The income tax accounting effect, including any retroactive effect, of a tax law change is accounted for in the period of enactment, which in this case was the first quarter of 2013. As a result, the effective tax rate for the year ended December 31, 2013 was impacted by a tax benefit of approximately \$22 million related to the 2012 research and development credit in addition to the 2013 research and development credit. On July 17, 2013, the United Kingdom Finance Bill of 2013 became law as the Finance Act 2013 (the "U.K. Finance Act"). The U.K. Finance Act provides for a reduction to the corporate income tax rate from 23% to 21% effective April 1, 2014, with a further reduction to 20% effective April 1, 2015. The impact of this legislation was recorded as a discrete item during the third quarter of 2013, the period of enactment, and resulted in increased tax expense of approximately \$12 million for the year ended December 31, 2013 due to the resultant impact on the net deferred tax asset balances. Additionally, the effective tax rate in the year ended December 31, 2013 was impacted by a reduction in tax reserves of \$13 million, partially offset by an increase in withholding taxes due to overall increased earnings

and full year inclusion of MVL activity in 2013.

The effective tax rate in the year ended December 31, 2012 was impacted by the release of \$29 million of valuation allowances, a favorable tax settlement of \$26 million, a \$30 million reduction in tax reserves due to resolution of open issues with tax authorities, offset by an increase of \$17 million primarily related to uncertain tax positions outside the United States and an increase of \$6 million related to a reduction to the corporate income tax rate in the U.K. from 25% to 23%.

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## Deferred Income Taxes

The Company accounts for income taxes and the related accounts under the liability method. Deferred income tax assets and liabilities reflect the impact of temporary differences between amounts of assets and liabilities for financial reporting purposes and the bases of such assets and liabilities as measured by tax laws. Significant components of the deferred tax assets and liabilities are as follows:

|   | December 31,<br>2014 | 2013  |
|---|----------------------|-------|
|   | (in millions)        |       |
| Deferred tax assets:                                      |                      |       |
| Pension   | \$215                | \$208 |
| Employee benefits   | 26                   | 28    |
| Net operating loss carryforwards                          | 719                  | 614   |
| Warranty and other liabilities                            | 127                  | 125   |
| Other   | 151                  | 126   |
| Total gross deferred tax assets                           | 1,238                | 1,101 |
| Less: valuation allowances                                | (747)                | (642) |
| Total deferred tax assets (1)                             | \$491                | \$459 |
| Deferred tax liabilities:                                 |                      |       |
| Fixed assets  | \$11                 | \$39  |
| Tax on unremitted profits of certain foreign subsidiaries | 74                   | 59    |
| Intangibles   | 150                  | 97    |
| Total gross deferred tax liabilities                      | 235                  | 195   |
| Net deferred tax assets                                   | \$256                | \$264 |

(1) Reflects gross amount before jurisdictional netting of deferred tax assets and liabilities.

Net current and non-current deferred tax assets and liabilities are included in the consolidated balance sheets as follows:

|                          | December 31,<br>2014 | 2013  |
|--------------------------|----------------------|-------|
|                          | (in millions)        |       |
| Current assets           | \$182                | \$133 |
| Current liabilities      | (8)                  | (1)   |
| Long-term assets         | 249                  | 283   |
| Long-term liabilities    | (167)                | (151) |
| Total deferred tax asset | \$256                | \$264 |

The net deferred tax assets of \$256 million as of December 31, 2014 are primarily comprised of deferred tax asset amounts in the U.K., Germany, and China.

## Net Operating Loss and Tax Credit Carryforwards

As of December 31, 2014, the Company has gross deferred tax assets of approximately \$719 million for non-U.S. net operating loss ("NOL") carryforwards with recorded valuation allowances of \$635 million. These NOL's are available to offset future taxable income and realization is dependent on generating sufficient taxable income prior to expiration of the loss carryforwards. The NOL's primarily relate to France, Luxembourg, and Spain. The NOL carryforwards have expiration dates ranging from one year to an indefinite period. The NOL carryforwards available for use on tax returns are \$723 million as of December 31, 2014, which include approximately \$4 million related to windfall tax benefits attributable to stock-based compensation for which a benefit would be recorded in additional paid-in capital if and when realized.

Deferred tax assets include \$40 million and \$31 million of tax credit carryforwards with recorded valuation allowances of \$27 million and \$25 million at December 31, 2014 and 2013, respectively. These tax credit carryforwards expire in 2015 through 2024.





Table of Contents**Cumulative Undistributed Foreign Earnings**

No income taxes have been provided on indefinitely reinvested earnings of certain foreign subsidiaries aggregating \$250 million at December 31, 2014. The amount of the unrecognized deferred income tax liability with respect to such earnings is \$58 million.

Withholding taxes of \$74 million have been accrued on undistributed earnings that are not indefinitely reinvested and are primarily related to China, South Korea, Honduras, and Morocco. There are no other material liabilities for income taxes on the undistributed earnings of foreign subsidiaries, as the Company has concluded that such earnings are either indefinitely reinvested or should not give rise to additional income tax liabilities as a result of the distribution of such earnings.

**Uncertain Tax Positions**

The Company recognizes tax benefits only for tax positions that are more likely than not to be sustained upon examination by tax authorities. The amount recognized is measured as the largest amount of benefit that is greater than 50 percent likely of being realized upon ultimate settlement. Unrecognized tax benefits are tax benefits claimed in the Company's tax returns that do not meet these recognition and measurement standards.

A reconciliation of the gross change in the unrecognized tax benefits balance, excluding interest and penalties is as follows:

|   | Year Ended December 31, |       |       |
|---|-------------------------|-------|-------|
|   | 2014                    | 2013  | 2012  |
|   | (in millions)           |       |       |
| Balance at beginning of year                            | \$61                    | \$74  | \$99  |
| Liabilities assumed in acquisition                      | —                       | —     | 2     |
| Additions related to current year                       | 11                      | —     | 3     |
| Additions related to prior years                        | —                       | 16    | 10    |
| Reductions related to prior years                       | (7                      | ) (25 | ) (40 |
| Reductions due to expirations of statute of limitations | (6                      | ) (4  | ) —   |
| Settlements   | (2                      | ) —   | —     |
| Balance at end of year                                  | \$57                    | \$61  | \$74  |

A portion of the Company's unrecognized tax benefits would, if recognized, reduce its effective tax rate. The remaining unrecognized tax benefits relate to tax positions for which only the timing of the benefit is uncertain. Recognition of these tax benefits would reduce the Company's effective tax rate only through a reduction of accrued interest and penalties. As of December 31, 2014 and 2013, the amounts of unrecognized tax benefit that would reduce the Company's effective tax rate were \$32 million and \$42 million, respectively. In addition, \$25 million and \$22 million for 2014 and 2013, respectively, would be offset by the write-off of a related deferred tax asset, if recognized. The Company recognizes interest and penalties relating to unrecognized tax benefits as part of income tax expense. Total accrued liabilities for interest and penalties were \$12 million and \$15 million at December 31, 2014 and 2013, respectively. Total interest and penalties recognized as part of income tax expense was a \$3 million benefit, a \$3 million benefit and a \$3 million expense for the years ended December 31, 2014, 2013 and 2012, respectively. The Company files tax returns in multiple jurisdictions and is subject to examination by taxing authorities throughout the world. Taxing jurisdictions significant to Delphi include the China, Brazil, France, Germany, Mexico, Poland, the U.S. and the U.K. Open tax years related to these taxing jurisdictions remain subject to examination and could result in additional tax liabilities. In general, the Company's affiliates are no longer subject to income tax examinations by foreign tax authorities for years before 2001. It is reasonably possible that audit settlements, the conclusion of current examinations or the expiration of the statute of limitations in several jurisdictions could impact the Company's unrecognized tax benefits.

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Tax Return Filing Determinations and Elections

Delphi Automotive LLP, which acquired certain assets in a bankruptcy court approved transaction (the "Bankruptcy Plan") on October 6, 2009 (the "Acquisition Date"), was established on August 19, 2009 as a limited liability partnership incorporated under the laws of England and Wales. At the time of its formation, Delphi Automotive LLP elected to be treated as a partnership for U.S. federal income tax purposes. On June 24, 2014, the Internal Revenue Service (the "IRS") issued us a Notice of Proposed Adjustment (the "NOPA") asserting that it believes Section 7874(b) of the Internal Revenue Code applies to Delphi Automotive LLP and that it should be treated as a domestic corporation for U.S. federal income tax purposes, retroactive to the Acquisition Date. If Delphi Automotive LLP is treated as a domestic corporation for U.S. federal income tax purposes, the Company expects that, although Delphi Automotive PLC is incorporated under the laws of Jersey and a tax resident in the U.K., it would also be treated as a domestic corporation for U.S. federal income tax purposes.

Delphi Automotive LLP filed U.S. federal partnership tax returns for 2009, 2010, and 2011. The IRS's NOPA asserts that Section 7874(b) applies to Delphi Automotive LLP's acquisition of certain assets pursuant to the Bankruptcy Plan, and consequently, Delphi Automotive LLP should be treated as a domestic corporation for U.S. federal income tax purposes. Notwithstanding the issuance of the NOPA, we continue to believe, after consultation with counsel, that neither Delphi Automotive LLP nor Delphi Automotive PLC should be treated as a domestic corporation for U.S. federal income tax purposes. We intend to vigorously contest the conclusions reached in the NOPA through the IRS's administrative appeals process, and, if we are unable to reach a satisfactory resolution with the IRS, through litigation. Accordingly, we will continue to prepare and file our financial statements on the basis that neither Delphi Automotive LLP nor Delphi Automotive PLC is a domestic corporation for U.S. federal income tax purposes. We have not recorded any adjustments with respect to this matter, nor have we recorded any adjustments in connection with receiving the NOPA. However, while we believe that we should prevail, no assurance can be given that we will be able to reach a satisfactory resolution with the IRS or that, if we were to litigate, a court will agree with our position. Further, the ultimate resolution of this issue could take significant time and resources.

If these entities are treated as domestic corporations for U.S. federal income tax purposes, the Company will be subject to U.S. federal income tax on its worldwide taxable income, including distributions, as well as deemed income inclusions from some of its non-U.S. subsidiaries. This could have a material adverse impact on our income tax liability in the future. However, the Company may also benefit from deducting certain expenses that are currently not deducted in the U.S. As a U.S. company, any dividends we pay to non-U.S. shareholders could also be subject to U.S. federal income tax withholding at a rate of 30% (unless reduced or eliminated by an income tax treaty), and it is possible that tax may be withheld on such dividends in certain circumstances even before a final determination has been made with respect to the Company's U.S. income tax status. In addition, we could be liable for the failure by Delphi Automotive LLP to withhold U.S. federal income taxes on distributions to its non-U.S. members for periods beginning on or after the Acquisition Date. If we are unsuccessful in contesting the IRS's assertion, we expect any unfavorable final outcome to adversely impact our tax position, most significantly in future periods, by increasing our effective tax rate to approximately 20% to 22%. For the year ended December 31, 2014, our effective tax rate was 17%. Although the outcome currently remains uncertain, the Company continues to maintain its position that neither Delphi Automotive LLP nor Delphi Automotive PLC should be treated as a domestic corporation for U.S. tax purposes. Accordingly, no adjustment for this matter has been recorded as of December 31, 2014.

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## 15. SHAREHOLDERS' EQUITY AND NET INCOME PER SHARE

## Net Income Per Share

Basic net income per share is computed by dividing net income attributable to Delphi by the weighted average number of ordinary shares outstanding during the period. Diluted net income per share reflects the weighted average dilutive impact of all potentially dilutive securities from the date of issuance and is computed using the treasury stock method by dividing net income attributable to Delphi by the diluted weighted average number of ordinary shares outstanding. For all periods presented, the calculation of net income per share contemplates the dilutive impacts, if any, of the Company's share-based compensation plans. Refer to Note 21. Share-Based Compensation for additional information. For all periods presented, the effect of the VCP awards was anti-dilutive and therefore excluded from the calculation of diluted net income per share, as discussed in Note 21. Share-Based Compensation.

## Weighted Average Shares

The following table illustrates net income per share attributable to Delphi and the weighted average shares outstanding used in calculating basic and diluted income per share:

|   | Year Ended December 31,              |         |         |
|---|--------------------------------------|---------|---------|
|   | 2014                                 | 2013    | 2012    |
|   | (in millions, except per share data) |         |         |
| Numerator:  |                                      |         |         |
| Net income attributable to Delphi                                       | \$1,351                              | \$1,212 | \$1,077 |
| Denominator:  |                                      |         |         |
| Weighted average ordinary shares outstanding, basic                     | 300.27                               | 310.82  | 322.94  |
| Dilutive shares related to RSUs   | 1.62                                 | 0.98    | 0.35    |
| Weighted average ordinary shares outstanding, including dilutive shares | 301.89                               | 311.80  | 323.29  |
| Net income per share attributable to Delphi:                            |                                      |         |         |
| Basic   | \$4.50                               | \$3.90  | \$3.34  |
| Diluted   | \$4.48                               | \$3.89  | \$3.33  |
| Anti-dilutive securities share impact                                   | —                                    | —       | 3.15    |

## Share Repurchase Program

In January 2012, the Board of Directors authorized a share repurchase program of up to \$300 million of ordinary shares, which was fully satisfied in September 2012. Subsequently, in September 2012, the Board of Directors authorized a share repurchase program of up to \$750 million of ordinary shares, which was fully satisfied in April 2014. In January 2014, the Board of Directors authorized a share repurchase program of up to \$1 billion of ordinary shares. This share repurchase program provides for share repurchases in the open market or in privately negotiated transactions, depending on share price, market conditions and other factors, as determined by the Company. This program commenced following the completion of the Company's September 2012 share repurchase program in April 2014.

A summary of the ordinary shares repurchased during the years ended December 31, 2014, 2013 and 2012 is as follows:

|                                    | Year Ended December 31, |           |            |
|------------------------------------|-------------------------|-----------|------------|
|                                    | 2014                    | 2013      | 2012       |
| Total number of shares repurchased | 15,041,713              | 9,106,434 | 13,421,742 |
| Average price paid per share       | \$68.05                 | \$50.14   | \$30.02    |
| Total (in millions)                | \$1,024                 | \$457     | \$403      |

As of December 31, 2014, approximately \$166 million of share repurchases remained available under the January 2014 share repurchase program. During the period from January 1, 2015 to February 5, 2015, the Company repurchased an additional \$104 million worth of shares pursuant to a trading plan with set trading instructions established by the Company. As a result, approximately \$62 million of share repurchases remain available under the January 2014 share repurchase program. All repurchased shares were retired, and are reflected as a reduction of

ordinary share capital for the par value of the shares, with the excess applied as reductions to additional paid-in-capital and retained earnings.

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## New Share Repurchase Program

In January of 2015, the Board of Directors authorized a new share repurchase program of up to \$1.5 billion of ordinary shares. This share repurchase program provides for share purchases in the open market or in privately negotiated transactions, depending on share price, market conditions and other factors, as determined by the Company. This program will commence following the completion of the January 2014 share repurchase program described above.

## Dividends

On February 26, 2013, the Board of Directors approved the initiation of dividend payments on the Company's ordinary shares and declared a regular quarterly cash dividend. In January 2014, the Board of Directors increased the annual dividend rate from \$0.68 to \$1.00 per ordinary share. The Company declared and paid cash dividends per common share during the periods presented as follows:

|                | Dividend<br>Per Share | Amount<br>(in millions) |
|----------------|-----------------------|-------------------------|
| 2014:          |                       |                         |
| Fourth quarter | \$0.25                | \$73                    |
| Third quarter  | 0.25                  | 75                      |
| Second quarter | 0.25                  | 76                      |
| First quarter  | 0.25                  | 77                      |
| Total          | \$1.00                | \$301                   |
| 2013:          |                       |                         |
| Fourth quarter | \$0.17                | \$52                    |
| Third quarter  | 0.17                  | 53                      |
| Second quarter | 0.17                  | 53                      |
| First quarter  | 0.17                  | 53                      |
| Total          | \$0.68                | \$211                   |

In addition, in January 2015, the Board of Directors declared a regular quarterly cash dividend of \$0.25 per ordinary share, payable on February 27, 2015 to shareholders of record at the close of business on February 18, 2015.

## Other

Prior to the completion of the initial public offering on November 22, 2011, net income and other changes to membership interests were allocated to the respective outstanding classes based on the cumulative distribution provisions of the Fourth Amended and Restated Limited Liability Partnership Agreement of Delphi Automotive LLP (the "Fourth LLP Agreement").

Under the terms of the Fourth LLP Agreement, if cumulative distributions to the members of Delphi Automotive LLP under certain provisions of the Fourth LLP Agreement exceed \$7.2 billion, Delphi, as disbursing agent on behalf of DPHH, is required to pay to the holders of allowed general unsecured claims against Old Delphi, \$32.50 for every \$67.50 in excess of \$7.2 billion distributed to the members, up to a maximum amount of \$300 million. This contingency is not considered probable of occurring as of December 31, 2014 and accordingly, no reserve has been recorded. Refer to Note 13. Commitments and Contingencies for additional information.

Table of Contents**16. CHANGES IN ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)**

The changes in accumulated other comprehensive income (loss) attributable to Delphi (net of tax) are shown below.

|  | Year Ended December 31, |          |          |
|--|-------------------------|----------|----------|
|  | 2014                    | 2013     | 2012     |
|  | (in millions)           |          |          |
| Foreign currency translation adjustments:  |                         |          |          |
| Balance at beginning of year   | \$(17                   | ) \$(62  | ) \$(120 |
| Aggregate adjustment for the year  | (316                    | ) 45     | 58       |
| Balance at end of year   | (333                    | ) (17    | ) (62    |
| Gains (losses) on derivatives:   |                         |          |          |
| Balance at beginning of year   | \$2                     | \$14     | \$(45    |
| Other comprehensive income before reclassifications (net tax effect of \$32 million, \$0 million and \$33 million) | (92                     | ) (14    | ) 57     |
| Reclassification to income (net tax effect of \$1 million, \$5 million and \$0 million)                            | 12                      | 2        | 2        |
| Balance at end of year   | (78                     | ) 2      | 14       |
| Pension and postretirement plans:  |                         |          |          |
| Balance at beginning of year   | \$(222                  | ) \$(189 | ) \$(18  |
| Other comprehensive income before reclassifications (net tax effect of \$24 million, \$7 million and \$57 million) | (117                    | ) (40    | ) (171   |
| Reclassification to income (net tax effect of \$2 million, \$2 million and \$0 million)                            | 9                       | 7        | —        |
| Balance at end of year   | (330                    | ) (222   | ) (189   |
| Accumulated other comprehensive (loss) income, end of year   | \$(741                  | ) \$(237 | ) \$(237 |

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Reclassifications from accumulated other comprehensive income to income for the years ended December 31, 2014 and December 31, 2013 were as follows:

## Reclassification out of Accumulated Other Comprehensive Income

| Details about Accumulated Other Comprehensive Income Components | Year Ended December 31, 2014<br>(in millions) | Year Ended December 31, 2013 | Affected Line Item in the Statement of Operations  |
|---|---|------------------------------|--|
| Gains (losses) on derivatives:                                  |   |                              |  |
| Commodity derivatives   | \$(17)  | ) \$(22)                     | ) Cost of sales                                    |
| Foreign currency derivatives                                    | 4   | 23                           | Cost of sales                                      |
| Foreign currency derivatives                                    | —   | 2                            | Other income                                       |
|   | (13   | ) 3                          | Income before income taxes                         |
|   | 1   | (5                           | ) Income tax expense                               |
|   | (12   | ) (2                         | ) Net income                                       |
|   | —   | —                            | Net income attributable to noncontrolling interest |
|   | \$(12   | ) \$(2                       | ) Net income attributable to Delphi                |
| Pension and postretirement plans:                               |   |                              |  |
| Actuarial gains/(losses)  | \$(11   | ) \$(9                       | ) (1)  |
|   | (11   | ) (9                         | ) Income before income taxes                       |
|   | 2   | 2                            | Income tax expense                                 |
|   | (9  | ) (7                         | ) Net income                                       |
|   | —   | —                            | Net income attributable to noncontrolling interest |
|   | \$(9  | ) \$(7                       | ) Net income attributable to Delphi                |

Total reclassifications for the year \$(21 ) \$(9 )

(1) These accumulated other comprehensive loss components are included in the computation of net periodic pension cost (see Note 12. Pension Benefits for additional details).

## 17. DERIVATIVES AND HEDGING ACTIVITIES

Delphi is exposed to market risk, such as fluctuations in foreign currency exchange rates, commodity prices and changes in interest rates, which may result in cash flow risks. To manage the volatility relating to these exposures, Delphi aggregates the exposures on a consolidated basis to take advantage of natural offsets. For exposures that are not offset within its operations, Delphi enters into various derivative transactions pursuant to its risk management policies, which prohibit holding or issuing derivative financial instruments for speculative purposes, and designation of derivative instruments is performed on a transaction basis to support hedge accounting. The changes in fair value of these hedging instruments are offset in part or in whole by corresponding changes in the fair value or cash flows of the underlying exposures being hedged. Delphi assesses the initial and ongoing effectiveness of its hedging relationships in accordance with its documented policy. As of December 31, 2014, Delphi has entered into derivative instruments to hedge cash flows extending out to March 2017.

As of December 31, 2014, the Company had the following outstanding notional amounts related to commodity and foreign currency forward contracts that were entered into to hedge forecasted exposures:

| Commodity | Quantity Hedged | Unit of Measure | Notional Amount<br>(Approximate USD) |
|-----------|-----------------|-----------------|--------------------------------------|
|-----------|-----------------|-----------------|--------------------------------------|



|                  | (in thousands) |        | Equivalent)<br>(in millions) |
|------------------|----------------|--------|------------------------------|
| Copper           | 111,607        | pounds | \$325                        |
| Primary aluminum | 22,730         | pounds | 20                           |

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| Foreign Currency      | Quantity Hedged | Unit of Measure | Notional Amount (Approximate USD Equivalent) |
|-----------------------|-----------------|-----------------|--|
|                       | (in millions)   |                 |  |
| Mexican Peso          | 13,235          | MXN             | \$900  |
| Polish Zloty          | 380             | PLN             | 110  |
| New Turkish Lira      | 220             | TRY             | 95   |
| Chinese Yuan Renminbi | 469             | CNY             | 75   |
| Hungarian Forint      | 18,429          | HUF             | 70   |
| Brazilian Real        | 122             | BRL             | 45   |

The Company had additional commodity and foreign currency forward contracts that individually amounted to less than \$10 million. Additionally, during the year ended December 31, 2014, Delphi entered into and settled treasury rate lock agreements which were designated as cash flow hedges in anticipation of issuing the 2014 Senior Notes, as further discussed in Note 11. Debt. The impacts of these agreements and the related amount of hedge ineffectiveness were not material.

The fair value of derivative financial instruments recorded in the consolidated balance sheets as of December 31, 2014 and December 31, 2013 are as follows:

| Asset Derivatives                   |                             | Liability Derivatives  |                             | Net Amounts of Assets and Liabilities Presented in the Balance Sheet |
|-------------------------------------|-----------------------------|------------------------|-----------------------------|--|
| Balance Sheet Location              | December 31, 2014           | Balance Sheet Location | December 31, 2014           | December 31, 2014  |
| (in millions)                       |                             |                        |                             |  |
| Designated derivatives instruments: |                             |                        |                             |  |
| Commodity derivatives               | Other current assets        | \$—                    | Accrued liabilities         | \$19   |
| Foreign currency derivatives*       | Accrued liabilities         | 3                      | Accrued liabilities         | 48   |
|                                     |                             |                        |                             | (45 )  |
| Commodity derivatives               | Other long-term assets      | —                      | Other long-term liabilities | 8  |
| Foreign currency derivatives*       | Other long-term liabilities | 2                      | Other long-term liabilities | 34   |
|                                     |                             |                        |                             | (32 )  |
| Total                               |                             | \$5                    |                             | \$109  |
| Derivatives not designated:         |                             |                        |                             |  |
| Foreign currency derivatives*       | Accrued liabilities         | \$1                    | Accrued liabilities         | \$1  |
| Total                               |                             | \$1                    |                             | \$1  |

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|                                     | Asset Derivatives           |                      | Liability Derivatives       |                      | Net<br>Amounts of<br>Assets and<br>Liabilities<br>Presented in<br>the Balance<br>Sheet |
|-------------------------------------|-----------------------------|----------------------|-----------------------------|----------------------|--|
|                                     | Balance Sheet Location      | December 31,<br>2013 | Balance Sheet Location      | December 31,<br>2013 | December 31,<br>2013   |
|                                     | (in millions)               |                      |                             |                      |  |
| Designated derivatives instruments: |                             |                      |                             |                      |  |
| Commodity derivatives               | Other current assets        | \$ 2                 | Accrued liabilities         | \$ 9                 |  |
| Foreign currency derivatives*       | Other current assets        | 16                   | Other current assets        | 3                    | 13   |
| Foreign currency derivatives*       | Accrued liabilities         | 3                    | Accrued liabilities         | 10                   | (7 )   |
| Commodity derivatives               | Other long-term assets      | 1                    | Other long-term liabilities | 2                    |  |
| Foreign currency derivatives*       | Other long-term assets      | 5                    | Other long-term assets      | 1                    | 4  |
| Foreign currency derivatives*       | Other long-term liabilities | 2                    | Other long-term liabilities | 6                    | (4 )   |
| Total                               |                             | \$ 29                |                             | \$ 31                |  |
| Derivatives not designated:         |                             |                      |                             |                      |  |
| Foreign currency derivatives*       | Other current assets        | \$ 3                 | Other current assets        | \$ 3                 | —  |
| Total                               |                             | \$ 3                 |                             | \$ 3                 |  |

\* Derivative instruments within this category are subject to master netting arrangements and are presented on a net basis in the consolidated balance sheets in accordance with accounting guidance related to the offsetting of amounts related to certain contracts.

The fair value of Delphi's derivative financial instruments was in a net liability position as of both December 31, 2014 and December 31, 2013.

The pre-tax effect of derivative financial instruments in the consolidated statement of operations and consolidated statement of comprehensive income for the year ended December 31, 2014 is as follows:

| Year Ended December 31, 2014        | Loss<br>Recognized in<br>OCI (Effective<br>Portion) | (Loss) Gain<br>Reclassified from<br>OCI into Income<br>(Effective<br>Portion) | Gain Recognized<br>in Income<br>(Ineffective<br>Portion Excluded<br>from<br>Effectiveness<br>Testing) |
|-------------------------------------|---|---|---|
|                                     | (in millions)                                       |   |   |
| Designated derivatives instruments: |   |   |   |
| Commodity derivatives               | \$(38 )   | \$(17 )   | \$—   |
| Foreign currency derivatives        | (86 )   | 4   | 1   |
| Total                               | \$(124 )  | \$(13 )   | \$1   |
|                                     |   |   | Gain Recognized<br>in Income  |

(in millions)

Derivatives not designated:

Commodity derivatives

\$—

Foreign currency derivatives (1)

21

Total

\$21

(1) Primarily relates to amounts recognized in other income, which offset the losses recognized due to the remeasurement of intercompany loans.

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The pre-tax effect of derivative financial instruments in the consolidated statement of operations and consolidated statement of comprehensive income for the year ended December 31, 2013 is as follows:

| Year Ended December 31, 2013        | (Loss) Gain<br>Recognized in<br>OCI (Effective<br>Portion) | (Loss) Gain<br>Reclassified from<br>OCI into Income<br>(Effective<br>Portion) | Gain Recognized<br>in Income<br>(Ineffective<br>Portion Excluded<br>from<br>Effectiveness<br>Testing) |
|-------------------------------------|--|---|---|
|                                     | (in millions)  |   |   |
| Designated derivatives instruments: |  |   |   |
| Commodity derivatives               | \$ (25   | ) \$ (22  | ) \$ —  |
| Foreign currency derivatives        | 11   | 25  | —   |
| Total                               | \$ (14   | ) \$ 3  | \$ —  |
|                                     |  |   | Gain Recognized<br>in Income<br>(in millions)   |
| Derivatives not designated:         |  |   |   |
| Commodity derivatives               |  |   | \$ —  |
| Foreign currency derivatives        |  |   | 1   |
| Total                               |  |   | \$ 1  |

The gain or loss reclassified from OCI into income for the effective portion of designated derivative instruments and the gain or loss recognized in income for the ineffective portion of designated derivative instruments excluded from effectiveness testing were recorded to other income, net and cost of goods sold in the consolidated statements of operations for the years ended December 31, 2014 and 2013. The gain or loss recognized in income for non-designated derivative instruments was recorded in other income, net and cost of goods sold for the years ended December 31, 2014 and 2013.

Gains and losses on derivatives qualifying as cash flow hedges are recorded in OCI, to the extent that hedges are effective, until the underlying transactions are recognized in earnings. Unrealized amounts in accumulated OCI will fluctuate based on changes in the fair value of hedge derivative contracts at each reporting period. Losses included in accumulated OCI as of December 31, 2014 were \$106 million (\$78 million, net of tax). Of this total, approximately \$68 million is expected to be included in cost of sales within the next 12 months and \$38 million is expected to be included in cost of sales in subsequent periods. Cash flow hedges are discontinued when Delphi determines it is no longer probable that the originally forecasted transactions will occur. The amount included in cost of sales related to hedge ineffectiveness was insignificant for the years ended December 31, 2014 and 2013, respectively.

As more fully disclosed in Note 20. Acquisitions and Divestitures, Delphi completed the acquisition of MVL on October 26, 2012. In conjunction with that transaction, in June 2012, the Company entered into option contracts with notional amounts totaling €250 million to hedge portions of the currency risk associated with the cash payment for the planned acquisition at a cost of \$9 million. Pursuant to the requirements of ASC 815, Derivatives and Hedging, the options are unable to qualify as hedges for accounting purposes, and therefore, changes in the fair value of the options are recognized in other income (expense), net. The options were sold in October 2012 in conjunction with the closing of the transaction. In the year ended December 31, 2012, the change in fair value resulted in a \$3 million loss.

## 18. FAIR VALUE OF FINANCIAL INSTRUMENTS

### Fair Value Measurements

#### Fair Value Measurements on a Recurring Basis

All derivative instruments are required to be reported on the balance sheet at fair value unless the transactions qualify and are designated as normal purchases or sales. Changes in fair value are reported currently through earnings unless

they meet hedge accounting criteria. Delphi's derivative exposures are with counterparties with long-term investment grade credit ratings. Delphi estimates the fair value of its derivative contracts using an income approach based on valuation techniques to convert future amounts to a single, discounted amount. Estimates of the fair value of foreign currency and commodity derivative instruments are determined using exchange traded prices and rates. Delphi also considers the risk of non-performance in the estimation of fair value, and includes an adjustment for non-performance risk in the measure of fair value of derivative instruments. The non-performance risk adjustment reflects the credit default spread ("CDS") applied to the net commodity by

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counterparty and foreign currency exposures by counterparty. When Delphi is in a net derivative asset position, the counterparty CDS rates are applied to the net derivative asset position. When Delphi is in a net derivative liability position, estimates of peer companies' CDS rates are applied to the net derivative liability position.

In certain instances where market data is not available, Delphi uses management judgment to develop assumptions that are used to determine fair value. This could include situations of market illiquidity for a particular currency or commodity or where observable market data may be limited. In those situations, Delphi generally surveys investment banks and/or brokers and utilizes the surveyed prices and rates in estimating fair value.

As of December 31, 2014 and December 31, 2013, Delphi was in a net derivative liability position of \$104 million and \$2 million, respectively, and no significant adjustments were recorded for nonperformance risk based on the application of peer companies' CDS rates and because Delphi's exposures were to counterparties with investment grade credit ratings.

As described in Note 20. Acquisitions and Divestitures, as of December 31, 2014, additional contingent consideration may be earned as a result of Delphi's acquisition agreement for Antaya. The measurement of the liability for this contingent consideration is based on significant inputs that are not observable in the market, and is therefore classified as a Level 3 measurement in accordance with ASU Topic 820-10-35. Examples of utilized unobservable inputs are estimated future earnings of Antaya and applicable discount rates. The estimate of the liability may fluctuate if there are changes in the forecast of Antaya's future earnings or as a result of actual earnings levels achieved. The liability was classified within Other long-term liabilities in the consolidated balance sheet at December 31, 2014. Any changes in the fair value of this liability will be recognized within Other income (expense) in the consolidated statement of operations.

As of December 31, 2014 and December 31, 2013, Delphi had the following assets measured at fair value on a recurring basis:

|                              | Total         | Quoted Prices in<br>Active Markets<br>Level 1 | Significant Other<br>Observable<br>Inputs<br>Level 2 | Significant<br>Unobservable<br>Inputs<br>Level 3 |
|------------------------------|---------------|---|--|--|
|                              | (in millions) |   |  |  |
| As of December 31, 2014      |               |   |  |  |
| Commodity derivatives        | \$—           | \$—   | \$—  | \$—  |
| Foreign currency derivatives | —             | —   | —  | —  |
| Total                        | \$—           | \$—   | \$—  | \$—  |
| As of December 31, 2013      |               |   |  |  |
| Commodity derivatives        | \$3           | \$—   | \$3  | \$—  |
| Foreign currency derivatives | 17            | —   | 17   | —  |
| Total                        | \$20          | \$—   | \$20   | \$—  |

As of December 31, 2014 and December 31, 2013, Delphi had the following liabilities measured at fair value on a recurring basis:

|                              | Total         | Quoted Prices in<br>Active Markets<br>Level 1 | Significant Other<br>Observable<br>Inputs<br>Level 2 | Significant<br>Unobservable<br>Inputs<br>Level 3 |
|------------------------------|---------------|---|--|--|
|                              | (in millions) |   |  |  |
| As of December 31, 2014      |               |   |  |  |
| Commodity derivatives        | \$27          | \$—   | \$27   | \$—  |
| Foreign currency derivatives | 77            | —   | 77   | —  |
| Contingent consideration     | 11            | —   | —  | \$11   |
| Total                        | \$115         | \$—   | \$104  | \$11   |
| As of December 31, 2013      |               |   |  |  |

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|                              |      |     |      |     |
|------------------------------|------|-----|------|-----|
| Commodity derivatives        | \$11 | \$— | \$11 | \$— |
| Foreign currency derivatives | 11   | —   | 11   | —   |
| Total                        | \$22 | \$— | \$22 | \$— |

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The changes in the contingent consideration liability classified as a Level 3 measurement were as follows:

|                         | Year Ended December 31, 2014<br>(in millions) |
|-------------------------|---|
| Beginning of year       | \$—   |
| Additions               | 11  |
| Payments                | —   |
| Measurement adjustments | —   |
| End of year             | \$11  |

**Financial Instruments**

Delphi's non-derivative financial instruments include cash and cash equivalents, accounts and notes receivable, accounts payable, as well as debt, which consists of its accounts receivable factoring arrangements, capital leases and other debt issued by Delphi's non-U.S. subsidiaries, the Tranche A Term Loan, the outstanding 2011 Senior Notes, the 2013 Senior Notes and the 2014 Senior Notes. The fair value of debt is based on quoted market prices for instruments with public market data or significant other observable inputs for instruments without a quoted public market price (Level 2). As of December 31, 2014 and December 31, 2013, total debt was recorded at \$2,451 million and \$2,412 million, respectively, and had estimated fair values of \$2,567 million and \$2,519 million, respectively. For all other financial instruments recorded at December 31, 2014 and December 31, 2013, fair value approximates book value.

**Fair Value Measurements on a Nonrecurring Basis**

In addition to items that are measured at fair value on a recurring basis, Delphi also has items in its balance sheet that are measured at fair value on a nonrecurring basis. As these items are not measured at fair value on a recurring basis, they are not included in the tables above. Nonfinancial assets and liabilities that are measured at fair value on a nonrecurring basis include long-lived assets, intangible assets, asset retirement obligations, share-based compensation and liabilities for exit or disposal activities measured at fair value upon initial recognition. During the year ended December 31, 2014, Delphi recorded non-cash asset impairment charges of \$5 million in cost of sales and \$2 million in selling, general and administrative expense related to declines in the fair values of certain fixed assets and for capitalized software no longer being utilized. No significant impairment charges were recorded during the year ended December 31, 2013, and non-cash asset impairment charges of \$15 million were recognized in cost of sales during the year ended December 31, 2012 related to long-lived assets held for use in conjunction with a European restructuring program implemented in that period. Fair value of long-lived assets is determined primarily using the anticipated cash flows discounted at a rate commensurate with the risk involved and a review of appraisals. As such, Delphi has determined that the fair value measurements of long-lived assets fall in Level 3 of the fair value hierarchy.

**19. OTHER INCOME, NET**

Other income, net included:

|                                    | Year Ended December 31,<br>2014                      2013                      2012<br>(in millions) |        |      |
|------------------------------------|--|--------|------|
| Interest income                    | \$10   | \$14   | \$17 |
| Loss on extinguishment of debt     | (34)   | (39)   | (1)  |
| Costs associated with acquisitions | (6)  | —      | (13) |
| Gain on insurance recovery         | 14   | —      | —    |
| Other, net                         | 9  | 7      | 2    |
| Other (expense) income, net        | \$(7)  | \$(18) | \$5  |

As further discussed in Note 11. Debt, during the year ended December 31, 2014, Delphi redeemed for cash the entire aggregate principal amount outstanding of the 5.875% Senior Notes and repaid a portion of its indebtedness on the Tranche A Term Loan, resulting in a loss on extinguishment of debt of approximately \$34 million. Additionally,

during the year ended December 31, 2014, Delphi incurred approximately \$6 million in transaction costs related to its 2014 acquisitions, which are further discussed in Note 20. Acquisitions and Divestitures. Delphi also reached a final settlement with its insurance carrier

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related to a business interruption insurance claim, and received proceeds from this settlement of approximately \$14 million, net of related costs and expenses.

During the year ended December 31, 2013, Delphi amended its Credit Agreement and repaid the entire balance of the Tranche B Term Loan from the Original Credit Agreement, resulting in a loss on extinguishment of debt of \$39 million.

During the year ended December 31, 2012, Delphi incurred approximately \$13 million in transaction costs related to the acquisition of MVL that was completed in October 2012.

## 20. ACQUISITIONS AND DIVESTITURES

### Acquisition of Antaya Technologies Corporation

On October 31, 2014, the Company acquired 100% of the share capital of Antaya Technologies Corporation (“Antaya”), a leading manufacturer of on-glass connectors to the global automotive industry for an estimated transaction value of approximately \$151 million. Antaya has a global footprint with locations in Asia, Europe and North America. The Company paid \$140 million at closing, with an additional cash payment of up to \$40 million due upon the achievement of certain financial performance metrics over a 3-year period ending October 31, 2017. The range of the undiscounted amounts the Company could be required to pay for this earn-out payment is between \$0 and \$40 million. The Company determined the fair value of the liability for the contingent consideration based on a probability-weighted discounted cash flow analysis using a rate that reflects the uncertainty surrounding the expected outcomes, which the Company believes is appropriate and representative of market participant assumptions. Any future changes to the fair value of the contingent consideration will be determined each period and recorded to Other income (expense) in the consolidated statement of operations. As of the closing date of the acquisition, the contingent consideration was assigned a preliminary fair value of approximately \$11 million, and was classified within Other long-term liabilities in the consolidated balance sheet at December 31, 2014. The results of operations of Antaya have been included in the accompanying consolidated statements of operations from the date of acquisition within the Electrical/Electronic Architecture segment.

The acquisition was accounted for as a business combination, with the total purchase price allocated on a preliminary basis using information available, in the fourth quarter of 2014. The preliminary purchase price and related allocation to the acquired net assets of Antaya based on their estimated fair values is shown below (in millions):

|  |       |
|--|-------|
| Assets acquired and liabilities assumed                |       |
| Purchase price, cash consideration                     | \$140 |
| Purchase price, fair value of contingent consideration | 11    |
| Total purchase price                                   | \$151 |
|  |       |
| Definite-lived intangible assets                       | \$75  |
| Other assets purchased and liabilities assumed, net    | (17)  |
| Identifiable net assets acquired                       | 58    |
| Goodwill resulting from purchase                       | 93    |
| Total purchase price allocation                        | \$151 |

Intangible assets include amounts recognized for the fair value of customer-based and technology-related assets, and will be amortized over their useful lives of approximately 14 years. The fair value of these assets was generally estimated utilizing income and market approaches. The Company acquired Antaya utilizing cash on hand.

The purchase price and related allocation could be revised as a result of adjustments made to the purchase price, additional information obtained regarding liabilities assumed, including, but not limited to, contingent liabilities and certain tax attributes.

The pro forma effects of this acquisition would not materially impact the Company's reported results for any period presented, and as a result no pro forma financial statements were presented.

Acquisition of Unwired Holdings, Inc.

On October 1, 2014, Delphi acquired 100% of the equity interests of Unwired Holdings, Inc., ("Unwired"), a media connectivity module supplier to the global automotive industry, for \$190 million, net of approximately \$19 million for acquired cash, excess net working capital and certain tax benefits, which are subject to certain post-closing adjustments. The results of

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operations of Unwired have been included in the accompanying consolidated statements of operations from the date of acquisition within the Electrical/Electronic Architecture segment.

The acquisition was accounted for as a business combination, with the total purchase price allocated on a preliminary basis using information available, in the fourth quarter of 2014. The preliminary purchase price and related allocation to the acquired net assets of Unwired based on their estimated fair values is shown below (in millions):

|  |        |
|--|--------|
| Assets acquired and liabilities assumed  |        |
| Purchase price, cash consideration   | \$ 190 |
| Purchase price, acquired cash, excess net working capital and certain tax benefits | 19     |
| Total purchase price   | \$ 209 |

|   |        |
|---|--------|
| Definite-lived intangible assets                    | \$ 63  |
| Other assets purchased and liabilities assumed, net | 20     |
| Identifiable net assets acquired                    | 83     |
| Goodwill resulting from purchase                    | 126    |
| Total purchase price allocation                     | \$ 209 |

The acquired other intangible assets include both developed technology and customer relationships, and will be amortized over their estimated useful lives of approximately 10 years. The fair value of these assets was generally estimated utilizing income and market approaches. The Company acquired Unwired utilizing cash on hand.

The purchase price and related allocation could be revised as a result of adjustments made to the purchase price, additional information obtained regarding liabilities assumed, including, but not limited to, contingent liabilities and certain tax attributes.

The pro forma effects of this acquisition would not materially impact the Company's reported results for any period presented, and as a result no pro forma financial statements were presented.

#### Acquisition of Motorized Vehicles Division of FCI

On October 26, 2012, Delphi acquired 100% of the equity interests of MVL for €765 million, or approximately \$1 billion based on exchange rates on the acquisition date. MVL, a leading global manufacturer of automotive connection systems with a focus on high-value, leading technology applications, is based in Guyancourt, France, had 2011 sales of €692 million (approximately 12% to Delphi that will be eliminated on a consolidated basis) and global operations. The operating results of MVL are reported within the Electrical/Electronic Architecture segment from the date of acquisition.

Upon completing the acquisition, Delphi incurred related transaction expenses totaling approximately \$13 million, which were recorded in other expenses in the statement of operations. The cash payments required to close the transaction were funded using existing cash on hand, including \$363 million drawn under the Credit Agreement and additional European factoring.

The acquisition was accounted for as a business combination, with the purchase price allocated on a preliminary basis using information available, in the fourth quarter of 2012. The purchase price and related allocation were finalized in the three months ended March 31, 2013. The final purchase price and related allocation are shown below (in millions):

|   |        |
|---|--------|
| Assets acquired and liabilities assumed             |        |
| Purchase price, net of cash acquired                | \$ 978 |
| Property, plant and equipment                       | \$ 249 |
| Intangible assets                                   | 278    |
| Other assets purchased and liabilities assumed, net | (7 )   |
| Identifiable net assets acquired                    | 520    |
| Goodwill resulting from purchase                    | 458    |
| Total purchase price allocation                     | \$ 978 |

Intangible assets include estimated amounts recognized for the fair value of customer-based and technology-related assets. It is currently estimated that these intangible assets have a weighted average useful life of approximately 12

years. The

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valuation of the intangible assets acquired was based on management's estimates, available information, and reasonable and supportable assumptions. The fair value of these assets was generally estimated based on utilizing income and market approaches.

The pro forma effects of this acquisition would not materially impact the Company's reported results for any period presented, and as a result no pro forma financial statements were presented.

### **Sale of Italian Thermal Special Application Business**

On April 30, 2012, Delphi completed the sale of its Thermal Special Application business located in Italy. The net sales of this business were approximately \$23 million for the period from January 1 to April 30, 2012. Delphi received net proceeds of \$14 million from the sale and recognized a gain on divestiture of \$4 million, which is included in cost of sales in the consolidated statement of operations for the year ended December 31, 2012. The results of operations, including the gain on divestiture were not significant to the consolidated financial statements in any period presented, and the divestiture did not meet the discontinued operations criteria.

### **Purchase of Noncontrolling Interest in JV**

In February 2012, Delphi's Powertrain segment completed the acquisition of the remaining ownership interest in a majority-owned joint venture for a purchase price of \$16 million. The acquisition was not material to the Company's consolidated financial statements. Delphi previously had effective control of the joint venture and consolidated its results. The acquisition resulted in the elimination of the non-controlling interest.

### **Other**

During the year ended December 31, 2013, Delphi executed an asset purchase agreement to acquire certain assets, consisting primarily of machinery and equipment at fair value, from Delphi Packard Electric Systems Co., Ltd., a majority-owned joint venture, for approximately \$174 million. Delphi previously had effective control of the joint venture and consolidated its results. The acquisition was accounted for as a common control transaction at carrying amounts, with the excess of the consideration paid over the carrying value of the assets acquired attributable to the non-controlling interest of the joint venture recorded as a decrease in the additional paid-in capital of the Company. During the year ended December 31, 2013, Delphi sold a European manufacturing facility that was closed as a result of its overall restructuring program, and received proceeds of approximately \$20 million and recognized a gain on the disposal of approximately \$11 million in cost of sales.

## **21. SHARE-BASED COMPENSATION**

### **Long Term Incentive Plan**

In November 2011, the PLC LTIP was established, which allowed for the grant of awards of up to 22,977,116 ordinary shares for long-term compensation. As of December 31, 2014, there were 18.9 million ordinary shares available for grant under the PLC LTIP. The PLC LTIP is designed to align the interests of management and shareholders. The awards can be in the form of shares, options, stock appreciation rights, restricted stock, RSUs, performance awards, and other share-based awards to the employees, directors, consultants and advisors of the Company. In 2012, 2013 and 2014, the Company awarded annual long-term grants of RSUs under the PLC LTIP to align management compensation with Delphi's overall business strategy. The Company has competitive and market appropriate share holding requirements. All of the RSUs granted under the PLC LTIP are eligible to receive dividend equivalents for any dividend paid from the grant date through the vesting date. Dividend equivalents are generally paid out in ordinary shares upon vesting of the underlying RSUs.

On June 13, 2012, 51,003 RSUs granted to the Board of Directors on November 22, 2011 vested. The grant date fair value was approximately \$1 million, and was determined based on the closing price of the Company's ordinary shares on November 22, 2011. Upon settlement of the RSUs, 51,003 ordinary shares were issued to members of the Board of Directors at a fair value of approximately \$1 million, of which 1,020 ordinary shares were withheld to cover the minimum U.K. withholding taxes.

On June 14, 2012, Delphi granted 64,459 RSUs to the Board of Directors at a grant date fair value of approximately \$2 million. The grant date fair value was determined based on the closing price of the Company's ordinary shares on June 14, 2012. The RSUs vested on April 24, 2013 and 64,713 ordinary shares, which included shares issued in

connection with dividend equivalents, were issued to members of the Board of Directors at a fair value of approximately \$3 million. 7,691 ordinary shares were withheld to cover the minimum U.K. withholding taxes.



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On April 25, 2013 Delphi granted 37,674 RSUs to the Board of Directors at a grant date fair value of approximately \$2 million. The grant date fair value was determined based on the closing price of the Company's ordinary shares on April 25, 2013. The RSUs vested on April 2, 2014, the day before the 2014 annual meeting of shareholders.

On April 3, 2014, Delphi granted 24,144 RSUs to the Board of Directors at a grant date fair value of approximately \$2 million. The grant date fair value was determined based on the closing price of the Company's ordinary shares on April 3, 2014.

The RSUs will vest on April 22, 2015, the day before the 2015 annual meeting of shareholders.

In February 2012, Delphi granted approximately 1.88 million RSUs to its executives. These awards include a time-based vesting portion and a performance-based vesting portion. The time-based RSUs, which make up 25% of the awards for Delphi's officers and 50% for Delphi's other executives, will vest ratably over three years beginning on the first anniversary of the grant date. The performance-based RSUs, which make up 75% of the awards for Delphi's officers and 50% for Delphi's other executives, vested at the completion of a three-year performance period at the end of 2014.

In February 2013, under the time-based vesting terms of the 2012 grant, 218,070 ordinary shares were issued to Delphi executives at a fair value of \$9 million, of which 78,692 ordinary shares were withheld to cover withholding taxes.

In February 2013, Delphi granted approximately 1.45 million RSUs to its executives. These awards include time and performance-based components and vesting terms similar to the 2012 awards described above, as well as continuity awards. The time-based RSUs will vest ratably over three years beginning on the first anniversary of the grant date and the performance-based RSUs will vest at the completion of a three-year performance period at the end of 2015 if certain targets are met.

In February 2014, under the time-based vesting terms of the 2012 and 2013 grants, 365,930 ordinary shares were issued to Delphi executives at a fair value of \$23 million, of which 131,913 ordinary shares were withheld to cover minimum withholding taxes.

In February 2014, Delphi granted approximately 0.8 million RSUs to its executives. These awards include time and performance-based components and vesting terms similar to the 2013 awards described above. The time-based RSUs will vest ratably over three years beginning on the first anniversary of the grant date and the performance-based RSUs will vest at the completion of a three-year performance period at the end of 2016 if certain targets are met.

Any new executives hired after the annual executive RSU grant date may be eligible to participate in the PLC LTIP. Any off cycle grants made for new hires will be valued at their grant date fair value based on the closing price of the Company's ordinary shares on the date of such grant.

Each executive will receive between 0% and 200% of his or her target performance-based award based on the Company's performance against established company-wide performance metrics, which are:

| Metric                                | 2014 Grant | 2013 Grant | 2012 Grant |
|---------------------------------------|------------|------------|------------|
| Average return on net assets (1)      | 50%        | 50%        | 50%        |
| Cumulative net income                 | N/A        | N/A        | 30%        |
| Cumulative earnings per share (2)     | 30%        | 30%        | N/A        |
| Relative total shareholder return (3) | 20%        | 20%        | 20%        |

(1) Average return on net assets is measured by tax-affected operating income divided by average net working capital plus average net property, plant and equipment for each calendar year during the respective performance period.

(2) Cumulative earnings per share is measured by net income attributable to Delphi divided by the weighted average number of diluted shares outstanding for the respective three-year performance period.

Relative total shareholder return is measured by comparing the average closing price per share of the Company's ordinary shares for all available trading days in the fourth quarter of the end of the performance period to the (3) average closing price per share of the Company's ordinary shares for all available trading days in the fourth quarter of the year preceding the grant, including dividends, and assessed against a comparable measure of competitor and peer group companies.

The grant date fair value of the RSUs was determined based on the closing price of the Company's ordinary shares on the date of the grant of the award, including an estimate for forfeitures, and a contemporaneous valuation performed by an independent valuation specialist with respect to the relative total shareholder return awards. Based on the target number of awards issued for the February 2014, 2013 and 2012 grants, the fair value at grant date was estimated to be approximately \$53 million, \$60 million and \$59 million, respectively.

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A summary of activity, including award grants, vesting and forfeitures is provided below:

|                              | RSUs           | Weighted Average<br>Grant Date Fair<br>Value |
|------------------------------|----------------|--|
|                              | (in thousands) |  |
| Nonvested, January 1, 2012   | 51             | \$ 19.90                                     |
| Granted                      | 1,953          | 31.08  |
| Vested                       | (51)           | ) 19.90                                      |
| Forfeited                    | (54)           | ) 30.81                                      |
| Nonvested, January 1, 2013   | 1,899          | 31.09  |
| Granted                      | 1,526          | 41.72  |
| Vested                       | (285)          | ) 29.26                                      |
| Forfeited                    | (222)          | ) 34.55                                      |
| Nonvested, December 31, 2013 | 2,918          | 36.55  |
| Granted                      | 1,278          | 57.27  |
| Vested                       | (1,736)        | ) 33.14                                      |
| Forfeited                    | (186)          | ) 41.69                                      |
| Nonvested, December 31, 2014 | 2,274          | 50.38  |

As of December 31, 2014, there were approximately 1,331 thousand performance-based RSUs, with a weighted average grant date fair value of \$32.42, that were vested but not yet distributed.

Delphi recognized compensation expense of \$76 million (\$58 million, net of tax), \$46 million (\$35 million, net of tax) and \$20 million (\$15 million net of tax) based on the Company's best estimate of ultimate performance against the respective targets during the years ended December 31, 2014, 2013 and 2012, respectively. Delphi will continue to recognize compensation expense, based on the grant date fair value of the awards applied to the Company's best estimate of ultimate performance against the respective targets, over the requisite vesting periods of the awards. Based on the grant date fair value of the awards and the Company's best estimate of ultimate performance against the respective targets as of December 31, 2014, unrecognized compensation expense on a pretax basis of approximately \$69 million is anticipated to be recognized over a weighted average period of approximately 2 years. For the years ended December 31, 2014, 2013 and 2012, respectively, approximately \$8 million, \$3 million, and \$0 million of cash was paid and reflected as a financing activity in the statements of cash flows related to the minimum statutory tax withholding for vested RSUs.

#### Value Creation Plan

During the second quarter of 2010, the Board of Managers approved and authorized the VCP, a long-term incentive plan designed to assist the Company in attracting, retaining, motivating and rewarding key employees of the Company and promoting the creation of long-term value. Participants were granted an award in September 2010 for the performance period ending December 31, 2012. Each individual participant's target value was based on the participants' level of responsibility within the Company and the country in which the participant is located. The awards cliff vested on December 31, 2012, the end of the performance period. In the event of a qualified termination, as defined in the VCP, prior to December 31, 2012, the participant would have vested in a pro-rata percentage of their award as of the termination date. For any other termination, the award would have been forfeited.

Approximately \$200 million of the VCP awards were settled in cash during the year ended December 31, 2012 and approximately \$31 million (including \$11 million of taxes to be paid) that remained in accrued liabilities as of December 31, 2012 related to certain legal entities was paid out in the first quarter of 2013. Final settlement of the awards for Delphi's officers was comprised of a combination of cash and ordinary shares. On December 31, 2012, 717,230 ordinary shares were issued to Delphi's officers, of which 290,798 ordinary shares were withheld to cover U.S. withholding taxes. For the years ended December 31, 2014, 2013 and 2012, respectively, approximately \$0 million, \$11 million and \$0 million of cash was paid and reflected as a financing activity in the statements of cash flows related to the minimum statutory tax withholding for the vested ordinary shares. Delphi recognized

compensation expense based on estimates of the enterprise value over the requisite vesting periods of the awards. Compensation expense recognized during the years ended December 31, 2014, 2013, and 2012 totaled \$0 million (\$0 million, net of tax), \$0 million (\$0 million, net of tax) and \$140 million (\$112 million, net of tax), respectively. The VCP awards were accounted for as liability awards pursuant to FASB ASC 718, Compensation-Stock Compensation. Estimating the fair value of the liability awards under the VCP required assumptions regarding the Company's enterprise value. Prior to public quoted market prices for averages to determine fair value estimates for the VCP, the fair market value of the

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liability awards was based on contemporaneous valuations performed by an independent valuation specialist, utilizing generally accepted valuation approaches.

### Significant Factors, Assumptions and Methodologies Used in Estimating Fair Value of Enterprise Value for VCP Awards

The estimated fair value of the liability awards under the VCP were based on contemporaneous valuations performed periodically by an independent valuation specialist. The VCP valuation utilized appropriate weighting of the market and income approaches.

**Market Approach:** The market approach measures the value of a company through analysis of recent sales or offerings of comparable companies. Based on analysis of guideline public companies and guideline merged or acquired companies, Delphi utilized 2010 EBITDA and 2011 EBITDA multiples of 4.5x-6.25x to value the VCP awards in periods prior to the completion of the initial public offering.

In addition to the guideline public company and guideline merged or acquired company approaches, the Company considered the trading price of its Class B membership interests by qualified institutional investors in determining the enterprise value of the Company in periods prior to the completion of the initial public offering.

**Income Approach:** The income approach derives the value of a company based on assumptions about the company's future stream of cash flows. Delphi provided its independent valuation specialist with projected net sales, expenses and cash flows for the years ended December 31, 2010, 2011, 2012 and 2013 for the VCP awards. These financial projections represented management's best estimate at the time of the contemporaneous valuations. Discount rates used to determine the present value of future cash flows were based on the weighted average cost of capital, which ranged from 11.6%-13.7%.

## 22. SUPPLEMENTAL GUARANTOR AND NON-GUARANTOR CONDENSED CONSOLIDATING FINANCIAL STATEMENTS

### Basis of Presentation

In May 2011, Delphi Corporation issued the 2011 Senior Notes in a transaction exempt from registration under Rule 144A and Regulation S of the Securities Act. The 2011 Senior Notes were exchanged for registered notes in an exchange offer completed in May 2012, and as more fully described in Note 8. Debt, the 5.875% Senior Notes were redeemed and extinguished in March 2014. Additionally, in February 2013 and March 2014, Delphi Corporation issued senior notes registered under the Securities Act. All series of the outstanding senior notes have been issued by Delphi Corporation (the "Subsidiary Issuer"), a 100% owned subsidiary of Delphi Automotive PLC, and are fully and unconditionally guaranteed by certain of its direct and indirect parent companies, which are directly or indirectly 100% owned by Delphi Automotive PLC, (the "Parent Guarantors") on a joint and several basis, subject to customary release provisions (other than in the case of Delphi Automotive PLC). All other consolidated direct and indirect subsidiaries of Delphi Automotive PLC are not subject to the guarantees ("Non-Guarantor Subsidiaries"). Prior to 2014, certain additional direct and indirect subsidiaries of Delphi Automotive PLC, which are directly or indirectly 100% owned by Delphi Automotive PLC, fully and unconditionally guaranteed all series of the outstanding senior notes. However, all such guarantees of Delphi Corporation's subsidiaries were released during the first quarter of 2014 because such guarantors no longer guaranteed the Credit Agreement. Refer to Note 11. Debt for more information. In lieu of providing separate audited financial statements for the Guarantors, the Company has included the accompanying condensed consolidating financial statements. These condensed consolidating financial statements are presented on the equity method. Under this method, the investments in subsidiaries are recorded at cost and adjusted for the parent's share of the subsidiary's cumulative results of operations, capital contributions and distributions and other equity changes. The Non-Guarantor Subsidiaries are combined in the condensed consolidating financial statements. The principal elimination entries are to eliminate the investments in subsidiaries and intercompany balances and transactions.

The historical presentation of certain intercompany accounts and activity within the supplemental guarantor condensed consolidating financial statements has been revised to be consistent with the presentation as of December 31, 2014.



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## Statement of Operations Year Ended December 31, 2014

|   | Parent<br>Guarantors<br>(in millions) | Subsidiary<br>Issuer | Non-Guarantor<br>Subsidiaries | Eliminations | Consolidated |
|---|---------------------------------------|----------------------|-------------------------------|--------------|--------------|
| Net sales   | \$—                                   | \$—                  | \$ 17,023                     | \$—          | \$ 17,023    |
| Operating expenses:                                 |                                       |                      |                               |              |              |
| Cost of sales                                       | —                                     | —                    | 13,850                        | —            | 13,850       |
| Selling, general and administrative                 | 51                                    | —                    | 1,030                         | —            | 1,081        |
| Amortization  | —                                     | —                    | 101                           | —            | 101          |
| Restructuring                                       | —                                     | —                    | 144                           | —            | 144          |
| Total operating expenses                            | 51                                    | —                    | 15,125                        | —            | 15,176       |
| Operating (loss) income                             | (51)                                  | ) —                  | 1,898                         | —            | 1,847        |
| Interest (expense) income                           | (49)                                  | ) (188               | ) (74                         | ) 176        | (135 )       |
| Other income (expense), net                         | 66                                    | 25                   | 79                            | (177         | ) (7 )       |
| (Loss) income before income taxes and equity income | (34                                   | ) (163               | ) 1,903                       | (1           | ) 1,705      |
| Income tax benefit (expense)                        | —                                     | 60                   | (342                          | ) —          | (282 )       |
| (Loss) income before equity income                  | (34                                   | ) (103               | ) 1,561                       | (1           | ) 1,423      |
| Equity in net income of affiliates                  | —                                     | —                    | 17                            | —            | 17           |
| Equity in net income (loss) of subsidiaries         | 1,385                                 | 315                  | —                             | (1,700       | ) —          |
| Net income (loss)                                   | 1,351                                 | 212                  | 1,578                         | (1,701       | ) 1,440      |
| Net income attributable to noncontrolling interest  | —                                     | —                    | 89                            | —            | 89           |
| Net income (loss) attributable to Delphi            | \$1,351                               | \$212                | \$ 1,489                      | \$ (1,701    | ) \$ 1,351   |

## Statement of Operations Year Ended December 31, 2013

|   | Parent<br>Guarantors<br>(in millions) | Subsidiary<br>Issuer | Non-Guarantor<br>Subsidiaries | Eliminations | Consolidated |
|---|---------------------------------------|----------------------|-------------------------------|--------------|--------------|
| Net sales   | \$—                                   | \$—                  | \$ 16,463                     | \$—          | \$ 16,463    |
| Operating expenses:                                 |                                       |                      |                               |              |              |
| Cost of sales                                       | —                                     | —                    | 13,567                        | —            | 13,567       |
| Selling, general and administrative                 | 87                                    | —                    | 876                           | —            | 963          |
| Amortization  | —                                     | —                    | 104                           | —            | 104          |
| Restructuring                                       | —                                     | —                    | 145                           | —            | 145          |
| Total operating expenses                            | 87                                    | —                    | 14,692                        | —            | 14,779       |
| Operating (loss) income                             | (87                                   | ) —                  | 1,771                         | —            | 1,684        |
| Interest (expense) income                           | (51                                   | ) (194               | ) (75                         | ) 177        | (143 )       |
| Other income (expense), net                         | 66                                    | 25                   | 68                            | (177         | ) (18 )      |
| (Loss) income before income taxes and equity income | (72                                   | ) (169               | ) 1,764                       | —            | 1,523        |
| Income tax (expense) benefit                        | (5                                    | ) 62                 | (313                          | ) —          | (256 )       |
| (Loss) income before equity income                  | (77                                   | ) (107               | ) 1,451                       | —            | 1,267        |
| Equity in net income of affiliates                  | —                                     | —                    | 34                            | —            | 34           |
| Equity in net income (loss) of subsidiaries         | 1,289                                 | 326                  | —                             | (1,615       | ) —          |
| Net income (loss)                                   | 1,212                                 | 219                  | 1,485                         | (1,615       | ) 1,301      |
| Net income attributable to noncontrolling interest  | —                                     | —                    | 89                            | —            | 89           |
| Net income (loss) attributable to Delphi            | \$1,212                               | \$219                | \$ 1,396                      | \$ (1,615    | ) \$ 1,212   |





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## Statement of Operations Year Ended December 31, 2012

|   | Parent<br>Guarantors<br>(in millions) | Subsidiary<br>Issuer | Non-Guarantor<br>Subsidiaries | Eliminations | Consolidated |
|---|---------------------------------------|----------------------|-------------------------------|--------------|--------------|
| Net sales   | \$—                                   | \$—                  | \$ 15,519                     | \$—          | \$ 15,519    |
| Operating expenses:                                 |                                       |                      |                               |              |              |
| Cost of sales                                       | —                                     | —                    | 12,861                        | —            | 12,861       |
| Selling, general and administrative                 | 222                                   | —                    | 705                           | —            | 927          |
| Amortization  | —                                     | —                    | 84                            | —            | 84           |
| Restructuring                                       | —                                     | —                    | 171                           | —            | 171          |
| Total operating expenses                            | 222                                   | —                    | 13,821                        | —            | 14,043       |
| Operating (loss) income                             | (222)                                 | ) —                  | 1,698                         | —            | 1,476        |
| Interest (expense) income                           | (72)                                  | ) (180               | ) (68                         | ) 184        | (136 )       |
| Other income (expense), net                         | 58                                    | 97                   | 34                            | (184         | ) 5          |
| (Loss) income before income taxes and equity income | (236                                  | ) (83                | ) 1,664                       | —            | 1,345        |
| Income tax (expense) benefit                        | (3                                    | ) 31                 | (240                          | ) —          | (212 )       |
| (Loss) income before equity income                  | (239                                  | ) (52                | ) 1,424                       | —            | 1,133        |
| Equity in net income of affiliates                  | —                                     | —                    | 27                            | —            | 27           |
| Equity in net income (loss) of subsidiaries         | 1,316                                 | 409                  | —                             | (1,725       | ) —          |
| Net income (loss)                                   | 1,077                                 | 357                  | 1,451                         | (1,725       | ) 1,160      |
| Net income attributable to noncontrolling interest  | —                                     | —                    | 83                            | —            | 83           |
| Net income (loss) attributable to Delphi            | \$1,077                               | \$357                | \$ 1,368                      | \$ (1,725    | ) \$ 1,077   |

## Statement of Comprehensive Income Year Ended December 31, 2014

|   | Parent<br>Guarantors<br>(in millions) | Subsidiary<br>Issuer | Non-Guarantor<br>Subsidiaries | Eliminations | Consolidated |
|---|---------------------------------------|----------------------|-------------------------------|--------------|--------------|
| Net income (loss)   | \$1,351                               | \$212                | \$ 1,578                      | \$ (1,701    | ) \$ 1,440   |
| Other comprehensive loss:   |                                       |                      |                               |              |              |
| Currency translation adjustments                                      | —                                     | —                    | (325                          | ) —          | (325 )       |
| Net change in unrecognized loss on derivative instruments, net of tax | —                                     | —                    | (80                           | ) —          | (80 )        |
| Employee benefit plans adjustment, net of tax                         | —                                     | —                    | (108                          | ) —          | (108 )       |
| Other comprehensive loss  | —                                     | —                    | (513                          | ) —          | (513 )       |
| Equity in other comprehensive (loss) income of subsidiaries           | (504                                  | ) (50                | ) —                           | 554          | —            |
| Comprehensive income (loss)   | 847                                   | 162                  | 1,065                         | (1,147       | ) 927        |
| Comprehensive income attributable to noncontrolling interests         | —                                     | —                    | 80                            | —            | 80           |
| Comprehensive income (loss) attributable to Delphi                    | \$847                                 | \$162                | \$ 985                        | \$ (1,147    | ) \$ 847     |

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## Statement of Comprehensive Income Year Ended December 31, 2013

|   | Parent<br>Guarantors<br>(in millions) | Subsidiary<br>Issuer | Non-Guarantor<br>Subsidiaries | Eliminations | Consolidated |
|---|---------------------------------------|----------------------|-------------------------------|--------------|--------------|
| Net income (loss)   | \$ 1,212                              | \$ 219               | \$ 1,485                      | \$ (1,615 )  | \$ 1,301     |
| Other comprehensive income:   |                                       |                      |                               |              |              |
| Currency translation adjustments                                      | —                                     | —                    | 49                            | —            | 49           |
| Net change in unrecognized loss on derivative instruments, net of tax | —                                     | —                    | (12 )                         | —            | (12 )        |
| Employee benefit plans adjustment, net of tax                         | —                                     | —                    | (33 )                         | —            | (33 )        |
| Other comprehensive income  | —                                     | —                    | 4                             | —            | 4            |
| Equity in other comprehensive (loss) income of subsidiaries           | —                                     | (13 )                | —                             | 13           | —            |
| Comprehensive income (loss)   | 1,212                                 | 206                  | 1,489                         | (1,602 )     | 1,305        |
| Comprehensive income attributable to noncontrolling interests         | —                                     | —                    | 93                            | —            | 93           |
| Comprehensive income (loss) attributable to Delphi                    | \$ 1,212                              | \$ 206               | \$ 1,396                      | \$ (1,602 )  | \$ 1,212     |

## Statement of Comprehensive Income Year Ended December 31, 2012

|   | Parent<br>Guarantors<br>(in millions) | Subsidiary<br>Issuer | Non-Guarantor<br>Subsidiaries | Eliminations | Consolidated |
|---|---------------------------------------|----------------------|-------------------------------|--------------|--------------|
| Net income (loss)   | \$ 1,077                              | \$ 357               | \$ 1,451                      | \$ (1,725 )  | \$ 1,160     |
| Other comprehensive loss:   |                                       |                      |                               |              |              |
| Currency translation adjustments                                      | —                                     | —                    | 60                            | —            | 60           |
| Net change in unrecognized gain on derivative instruments, net of tax | —                                     | —                    | 59                            | —            | 59           |
| Employee benefit plans adjustment, net of tax                         | —                                     | —                    | (171 )                        | —            | (171 )       |
| Other comprehensive loss  | —                                     | —                    | (52 )                         | —            | (52 )        |
| Equity in other comprehensive (loss) income of subsidiaries           | (54 )                                 | 54                   | —                             | —            | —            |
| Comprehensive income (loss)   | 1,023                                 | 411                  | 1,399                         | (1,725 )     | 1,108        |
| Comprehensive income attributable to noncontrolling interests         | —                                     | —                    | 85                            | —            | 85           |
| Comprehensive income (loss) attributable to Delphi                    | \$ 1,023                              | \$ 411               | \$ 1,314                      | \$ (1,725 )  | \$ 1,023     |

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## Balance Sheet as of December 31, 2014

|   | Parent<br>Guarantors<br>(in millions) | Subsidiary<br>Issuer | Non-Guarantor<br>Subsidiaries | Eliminations | Consolidated |
|---|---------------------------------------|----------------------|-------------------------------|--------------|--------------|
| <b>ASSETS</b>                               |                                       |                      |                               |              |              |
| Current assets:                             |                                       |                      |                               |              |              |
| Cash and cash equivalents                   | \$ 10                                 | \$ —                 | \$ 894                        | \$ —         | \$ 904       |
| Restricted cash                             | —                                     | —                    | 1                             | —            | 1            |
| Accounts receivable, net                    | —                                     | —                    | 2,628                         | —            | 2,628        |
| Intercompany receivables, current           | 286                                   | 1,397                | 2,046                         | (3,729 )     | —            |
| Inventories                                 | —                                     | —                    | 1,104                         | —            | 1,104        |
| Other current assets                        | —                                     | —                    | 587                           | —            | 587          |
| Total current assets                        | 296                                   | 1,397                | 7,260                         | (3,729 )     | 5,224        |
| Long-term assets:                           |                                       |                      |                               |              |              |
| Intercompany receivables, long-term         | 775                                   | 947                  | 1,519                         | (3,241 )     | —            |
| Property, net                               | —                                     | —                    | 3,343                         | —            | 3,343        |
| Investments in affiliates                   | —                                     | —                    | 228                           | —            | 228          |
| Investments in subsidiaries                 | 6,071                                 | 1,644                | —                             | (7,715 )     | —            |
| Intangible assets, net                      | —                                     | —                    | 1,402                         | —            | 1,402        |
| Other long-term assets                      | —                                     | 42                   | 507                           | —            | 549          |
| Total long-term assets                      | 6,846                                 | 2,633                | 6,999                         | (10,956 )    | 5,522        |
| Total assets                                | \$ 7,142                              | \$ 4,030             | \$ 14,259                     | \$ (14,685 ) | \$ 10,746    |
| <b>LIABILITIES AND SHAREHOLDERS' EQUITY</b> |                                       |                      |                               |              |              |
| Current liabilities:                        |                                       |                      |                               |              |              |
| Short-term debt                             | \$ —                                  | \$ —                 | \$ 34                         | \$ —         | \$ 34        |
| Accounts payable                            | 2                                     | —                    | 2,579                         | —            | 2,581        |
| Intercompany payables, current              | 3,336                                 | 89                   | 303                           | (3,728 )     | —            |
| Accrued liabilities                         | —                                     | 29                   | 1,245                         | —            | 1,274        |
| Total current liabilities                   | 3,338                                 | 118                  | 4,161                         | (3,728 )     | 3,889        |
| Long-term liabilities:                      |                                       |                      |                               |              |              |
| Long-term debt                              | —                                     | 2,398                | 19                            | —            | 2,417        |
| Intercompany payables, long-term            | 1,294                                 | 1,001                | 947                           | (3,242 )     | —            |
| Pension benefit obligations                 | —                                     | —                    | 1,011                         | —            | 1,011        |
| Other long-term liabilities                 | —                                     | 11                   | 405                           | —            | 416          |
| Total long-term liabilities                 | 1,294                                 | 3,410                | 2,382                         | (3,242 )     | 3,844        |
| Total liabilities                           | 4,632                                 | 3,528                | 6,543                         | (6,970 )     | 7,733        |
| Total Delphi shareholders' equity           | 2,510                                 | 502                  | 7,213                         | (7,715 )     | 2,510        |
| Noncontrolling interest                     | —                                     | —                    | 503                           | —            | 503          |
| Total shareholders' equity                  | 2,510                                 | 502                  | 7,716                         | (7,715 )     | 3,013        |
| Total liabilities and shareholders' equity  | \$ 7,142                              | \$ 4,030             | \$ 14,259                     | \$ (14,685 ) | \$ 10,746    |

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## Balance Sheet as of December 31, 2013

|   | Parent<br>Guarantors<br>(in millions) | Subsidiary<br>Issuer | Non-Guarantor<br>Subsidiaries | Eliminations | Consolidated |
|---|---------------------------------------|----------------------|-------------------------------|--------------|--------------|
| <b>ASSETS</b>                               |                                       |                      |                               |              |              |
| Current assets:                             |                                       |                      |                               |              |              |
| Cash and cash equivalents                   | \$7                                   | \$—                  | \$ 1,382                      | \$—          | \$ 1,389     |
| Restricted cash                             | —                                     | —                    | 4                             | —            | 4            |
| Accounts receivable, net                    | —                                     | —                    | 2,662                         | —            | 2,662        |
| Intercompany receivables, current           | 452                                   | 1,123                | 948                           | (2,523 )     | —            |
| Inventories                                 | —                                     | —                    | 1,102                         | (9 )         | 1,093        |
| Other current assets                        | 1                                     | 10                   | 600                           | (7 )         | 604          |
| Total current assets                        | 460                                   | 1,133                | 6,698                         | (2,539 )     | 5,752        |
| Long-term assets:                           |                                       |                      |                               |              |              |
| Intercompany receivables, long-term         | 561                                   | 888                  | 1,283                         | (2,732 )     | —            |
| Property, net                               | —                                     | —                    | 3,216                         | —            | 3,216        |
| Investments in affiliates                   | —                                     | —                    | 234                           | —            | 234          |
| Investments in subsidiaries                 | 5,181                                 | 884                  | —                             | (6,065 )     | —            |
| Intangible assets, net                      | —                                     | —                    | 1,219                         | —            | 1,219        |
| Other long-term assets                      | —                                     | 43                   | 581                           | 2            | 626          |
| Total long-term assets                      | 5,742                                 | 1,815                | 6,533                         | (8,795 )     | 5,295        |
| Total assets                                | \$6,202                               | \$2,948              | \$ 13,231                     | \$(11,334 )  | \$ 11,047    |
| <b>LIABILITIES AND SHAREHOLDERS' EQUITY</b> |                                       |                      |                               |              |              |
| Current liabilities:                        |                                       |                      |                               |              |              |
| Short-term debt                             | \$—                                   | \$25                 | \$ 36                         | \$—          | \$ 61        |
| Accounts payable                            | —                                     | —                    | 2,595                         | —            | 2,595        |
| Intercompany payables, current              | 2,008                                 | 204                  | 301                           | (2,513 )     | —            |
| Accrued liabilities                         | —                                     | 23                   | 1,222                         | (7 )         | 1,238        |
| Total current liabilities                   | 2,008                                 | 252                  | 4,154                         | (2,520 )     | 3,894        |
| Long-term liabilities:                      |                                       |                      |                               |              |              |
| Long-term debt                              | —                                     | 2,339                | 12                            | —            | 2,351        |
| Intercompany payables, long-term            | 1,283                                 | 571                  | 888                           | (2,742 )     | —            |
| Pension benefit obligations                 | —                                     | —                    | 959                           | —            | 959          |
| Other long-term liabilities                 | —                                     | —                    | 409                           | —            | 409          |
| Total long-term liabilities                 | 1,283                                 | 2,910                | 2,268                         | (2,742 )     | 3,719        |
| Total liabilities                           | 3,291                                 | 3,162                | 6,422                         | (5,262 )     | 7,613        |
| Total Delphi shareholders' equity           | 2,911                                 | (214 )               | 6,286                         | (6,072 )     | 2,911        |
| Noncontrolling interest                     | —                                     | —                    | 523                           | —            | 523          |
| Total shareholders' equity                  | 2,911                                 | (214 )               | 6,809                         | (6,072 )     | 3,434        |
| Total liabilities and shareholders' equity  | \$6,202                               | \$2,948              | \$ 13,231                     | \$(11,334 )  | \$ 11,047    |

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## Statement of Cash Flows for the Year Ended December 31, 2014

|   | Parent<br>Guarantors<br>(in millions) | Subsidiary<br>Issuer | Non-Guarantor<br>Subsidiaries | Eliminations | Consolidated |
|---|---------------------------------------|----------------------|-------------------------------|--------------|--------------|
| Net cash provided by operating activities                             | \$33                                  | \$—                  | \$ 2,102                      | \$ —         | \$ 2,135     |
| Cash flows from investing activities:                                 |                                       |                      |                               |              |              |
| Capital expenditures  | —                                     | —                    | (855 )                        | —            | (855 )       |
| Proceeds from sale of property/investments                            | —                                     | —                    | 16                            | —            | 16           |
| Cost of business and technology acquisitions, net of cash acquired    | —                                     | (345 )               | (5 )                          | —            | (350 )       |
| Decrease in restricted cash   | —                                     | —                    | 3                             | —            | 3            |
| Loans to affiliates   | —                                     | (1,075 )             | (1,554 )                      | 2,629        | —            |
| Repayments of loans from affiliates                                   | 60                                    | 165                  | 304                           | (529 )       | —            |
| Return of investments in subsidiaries                                 | —                                     | 389                  | —                             | (389 )       | —            |
| Net cash provided by (used in) investing activities                   | 60                                    | (866 )               | (2,091 )                      | 1,711        | (1,186 )     |
| Cash flows from financing activities:                                 |                                       |                      |                               |              |              |
| Net proceeds from other short-term debt agreements                    | —                                     | —                    | 7                             | —            | 7            |
| Repayments under long-term debt agreements                            | —                                     | (164 )               | —                             | —            | (164 )       |
| Repayment of senior notes   | —                                     | (526 )               | —                             | —            | (526 )       |
| Proceeds from issuance of senior notes, net of issuance costs         | —                                     | 691                  | —                             | —            | 691          |
| Dividend payments of consolidated affiliates to minority shareholders | —                                     | —                    | (73 )                         | —            | (73 )        |
| Proceeds from borrowings from affiliates                              | 1,594                                 | 1,035                | —                             | (2,629 )     | —            |
| Payments on borrowings from affiliates                                | (359 )                                | (170 )               | —                             | 529          | —            |
| Capital distributions to affiliates                                   | —                                     | —                    | (389 )                        | 389          | —            |
| Repurchase of ordinary shares   | (1,024 )                              | —                    | —                             | —            | (1,024 )     |
| Distribution of cash dividends  | (301 )                                | —                    | —                             | —            | (301 )       |
| Taxes withheld and paid on employees' restricted share awards         | —                                     | —                    | (8 )                          | —            | (8 )         |
| Net cash (used in) provided by financing activities                   | (90 )                                 | 866                  | (463 )                        | (1,711 )     | (1,398 )     |
| Effect of exchange rate fluctuations on cash and cash equivalents     | —                                     | —                    | (36 )                         | —            | (36 )        |
| Increase (decrease) in cash and cash equivalents                      | 3                                     | —                    | (488 )                        | —            | (485 )       |
| Cash and cash equivalents at beginning of year                        | 7                                     | —                    | 1,382                         | —            | 1,389        |
| Cash and cash equivalents at end of year                              | \$10                                  | \$—                  | \$ 894                        | \$ —         | \$ 904       |

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## Statement of Cash Flows for the Year Ended December 31, 2013

|  | Parent<br>Guarantors<br>(in millions) | Subsidiary<br>Issuer | Non-Guarantor<br>Subsidiaries | Eliminations | Consolidated |
|--|---------------------------------------|----------------------|-------------------------------|--------------|--------------|
| Net cash (used in) provided by operating activities                        | \$(65 )                               | \$—                  | \$ 1,883                      | \$(68 )      | \$ 1,750     |
| Cash flows from investing activities:                                      |                                       |                      |                               |              |              |
| Capital expenditures   | —                                     | —                    | (682 )                        | —            | (682 )       |
| Proceeds from sale of property/investments                                 | —                                     | —                    | 33                            | —            | 33           |
| Cost of business and technology acquisitions, net of cash acquired         | —                                     | —                    | (10 )                         | —            | (10 )        |
| Decrease in restricted cash  | —                                     | —                    | 4                             | —            | 4            |
| Loans to affiliates  | —                                     | (1,174 )             | (414 )                        | 1,588        | —            |
| Repayments of loans from affiliates  | —                                     | 402                  | 548                           | (950 )       | —            |
| Return of investments in subsidiaries                                      | —                                     | 845                  | —                             | (845 )       | —            |
| Net cash provided by (used in) investing activities                        | —                                     | 73                   | (521 )                        | (207 )       | (655 )       |
| Cash flows from financing activities:                                      |                                       |                      |                               |              |              |
| Net repayments under other short-term debt agreements                      | —                                     | —                    | (80 )                         | —            | (80 )        |
| Repayments under long-term debt agreements                                 | —                                     | (1,353 )             | —                             | —            | (1,353 )     |
| Proceeds from issuance of senior secured term loans, net of issuance costs | —                                     | 560                  | —                             | —            | 560          |
| Proceeds from issuance of senior notes, net of issuance costs              | —                                     | 788                  | —                             | —            | 788          |
| Dividend payments of consolidated affiliates to minority shareholders      | —                                     | —                    | (55 )                         | —            | (55 )        |
| Proceeds from borrowings from affiliates                                   | 1,451                                 | —                    | 137                           | (1,588 )     | —            |
| Payments on borrowings from affiliates                                     | (713 )                                | —                    | (237 )                        | 950          | —            |
| Capital distributions to affiliates  | —                                     | —                    | (845 )                        | 845          | —            |
| Dividends paid to affiliates   | —                                     | (68 )                | —                             | 68           | —            |
| Repurchase of ordinary shares  | (457 )                                | —                    | —                             | —            | (457 )       |
| Distribution of cash dividends   | (211 )                                | —                    | —                             | —            | (211 )       |
| Taxes withheld and paid on employees' restricted share awards              | —                                     | —                    | (14 )                         | —            | (14 )        |
| Net cash provided by (used in) financing activities                        | 70                                    | (73 )                | (1,094 )                      | 275          | (822 )       |
| Effect of exchange rate fluctuations on cash and cash equivalents          | —                                     | —                    | 11                            | —            | 11           |
| Increase in cash and cash equivalents                                      | 5                                     | —                    | 279                           | —            | 284          |
| Cash and cash equivalents at beginning of year                             | 2                                     | —                    | 1,103                         | —            | 1,105        |
| Cash and cash equivalents at end of year                                   | \$7                                   | \$—                  | \$ 1,382                      | \$—          | \$ 1,389     |

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## Statement of Cash Flows for the Year Ended December 31, 2012

|  | Parent<br>Guarantors<br>(in millions) | Subsidiary<br>Issuer | Non-Guarantor<br>Subsidiaries | Eliminations | Consolidated |
|--|---------------------------------------|----------------------|-------------------------------|--------------|--------------|
| Net cash (used in) provided by operating activities                        | \$(139 )                              | \$—                  | \$ 1,617                      | \$—          | \$ 1,478     |
| Cash flows from investing activities:                                      |                                       |                      |                               |              |              |
| Capital expenditures   | —                                     | —                    | (705 )                        | —            | (705 )       |
| Proceeds from sale of property/investments                                 | —                                     | —                    | 20                            | —            | 20           |
| Cost of acquisitions, net of cash acquired                                 | —                                     | —                    | (980 )                        | —            | (980 )       |
| Decrease in restricted cash  | —                                     | —                    | 1                             | —            | 1            |
| Repayment of loans to related parties                                      | —                                     | —                    | 14                            | —            | 14           |
| Acquisition of minority held shares  | —                                     | —                    | (16 )                         | —            | (16 )        |
| Dividends from equity method investments in excess of earnings             | —                                     | —                    | 37                            | —            | 37           |
| Loans to affiliates  | —                                     | (637 )               | (474 )                        | 1,111        | —            |
| Repayments of loans from affiliates  | 9                                     | 154                  | 100                           | (263 )       | —            |
| Other, net   | —                                     | —                    | (2 )                          | —            | (2 )         |
| Net cash provided by (used in) investing activities                        | 9                                     | (483 )               | (2,005 )                      | 848          | (1,631 )     |
| Cash flows from financing activities:                                      |                                       |                      |                               |              |              |
| Net repayments under other short-term debt agreements                      | —                                     | —                    | (8 )                          | —            | (8 )         |
| Proceeds from issuance of senior secured term loans, net of issuance costs | —                                     | 358                  | —                             | —            | 358          |
| Repayments of senior secured term loans                                    | —                                     | (5 )                 | —                             | —            | (5 )         |
| Dividend payments of consolidated affiliates to minority shareholders      | —                                     | —                    | (47 )                         | —            | (47 )        |
| Proceeds from borrowings from affiliates                                   | 636                                   | 239                  | 236                           | (1,111 )     | —            |
| Payments on borrowings from affiliates                                     | (154 )                                | (109 )               | —                             | 263          | —            |
| Repurchase of ordinary shares  | (403 )                                | —                    | —                             | —            | (403 )       |
| Net cash provided by (used in) financing activities                        | 79                                    | 483                  | 181                           | (848 )       | (105 )       |
| Effect of exchange rate fluctuations on cash and cash equivalents          | —                                     | —                    | —                             | —            | —            |
| Decrease in cash and cash equivalents                                      | (51 )                                 | —                    | (207 )                        | —            | (258 )       |
| Cash and cash equivalents at beginning of year                             | 53                                    | —                    | 1,310                         | —            | 1,363        |
| Cash and cash equivalents at end of year                                   | \$2                                   | \$—                  | \$ 1,103                      | \$—          | \$ 1,105     |

Table of Contents**23. SEGMENT REPORTING**

Delphi operates its core business along the following operating segments, which are grouped on the basis of similar product, market and operating factors:

Electrical/Electronic Architecture, which includes complete electrical architecture and component products.

Powertrain Systems, which includes extensive systems integration expertise in gasoline, diesel and fuel handling and full end-to-end systems including fuel injection, combustion, electronics controls, exhaust handling, test and validation capabilities, aftermarket, and original equipment service.

Electronics and Safety, which includes component and systems integration expertise in infotainment and connectivity, body controls and security systems, displays, mechatronics, passive and active safety electronics and electric and hybrid electric vehicle power electronics, as well as advanced development of software.

Thermal Systems, which includes heating, ventilating and air conditioning (“HVAC”) systems, components for multiple transportation and other adjacent markets, and powertrain cooling and related technologies.

• Eliminations and Other, which includes i) the elimination of inter-segment transactions, and ii) certain other expenses and income of a non-operating or strategic nature.

The accounting policies of the segments are the same as those described in Note 2. Significant Accounting Policies, except that the disaggregated financial results for the segments have been prepared using a management approach, which is consistent with the basis and manner in which management internally disaggregates financial information for the purposes of assisting internal operating decisions. Generally, Delphi evaluates performance based on stand-alone segment net income before interest expense, other income (expense), net, income tax expense, equity income (loss), net of tax, restructuring, other project and integration costs related to acquisitions and other portfolio transactions and asset impairments (“Adjusted Operating Income”) and accounts for inter-segment sales and transfers as if the sales or transfers were to third parties, at current market prices. Through December 31, 2013, the Company’s management believed that net income before depreciation and amortization (including long-lived asset and goodwill impairment), interest expense, other income (expense), net, income tax expense, equity income (loss), net of tax, restructuring and other acquisition-related integration costs (“Adjusted EBITDA”) was a meaningful measure of performance and it was used by management to analyze Company and stand-alone segment operating performance. Management also used Adjusted EBITDA for planning and forecasting purposes. Effective January 1, 2014, Delphi’s management began utilizing Adjusted Operating Income as the key performance measure of segment income or loss and for planning and forecasting purposes, as management believes this measure is most reflective of the operational profitability or loss of Delphi’s operating segments. Segment Adjusted Operating Income should not be considered a substitute for results prepared in accordance with U.S. GAAP and should not be considered an alternative to net income attributable to Delphi, which is the most directly comparable financial measure to Adjusted Operating Income that is in accordance with U.S. GAAP. Segment Adjusted Operating Income, as determined and measured by Delphi, should also not be compared to similarly titled measures reported by other companies.

Included below are sales and operating data for Delphi’s segments for the years ended December 31, 2014, 2013 and 2012, as well as balance sheet data as of December 31, 2014 and 2013.

|   | Electrical/<br>Electronic<br>Architecture<br>(in millions) | Powertrain<br>Systems | Electronics<br>and Safety | Thermal<br>Systems | Eliminations<br>and Other (1) | Total    |
|---|--|-----------------------|---------------------------|--------------------|-------------------------------|----------|
| For the Year Ended December 31, 2014:                 |  |                       |                           |                    |                               |          |
| Net sales   | \$8,274  | \$4,575               | \$2,859                   | \$1,556            | \$ (241 )                     | \$17,023 |
| Depreciation and amortization                         | \$265  | \$194                 | \$79                      | \$49               | \$ —                          | \$587    |
| Adjusted operating income                             | \$1,080  | \$533                 | \$352                     | \$53               | \$ —                          | \$2,018  |
| Operating income (2)                                  | \$1,008  | \$474                 | \$318                     | \$47               | \$ —                          | \$1,847  |
| Equity income (loss)                                  | \$21   | \$1                   | \$—                       | \$13               | \$ (18 )                      | \$17     |
| Net income attributable to<br>noncontrolling interest | \$35   | \$36                  | \$—                       | \$18               | \$ —                          | \$89     |



|                      |       |       |      |      |       |       |
|----------------------|-------|-------|------|------|-------|-------|
| Capital expenditures | \$326 | \$315 | \$89 | \$76 | \$ 49 | \$855 |
|----------------------|-------|-------|------|------|-------|-------|

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|   | Electrical/<br>Electronic<br>Architecture<br>(in millions) | Powertrain<br>Systems | Electronics<br>and Safety | Thermal<br>Systems | Eliminations<br>and Other (1) | Total    |
|---|--|-----------------------|---------------------------|--------------------|-------------------------------|----------|
| For the Year Ended December 31, 2013:                 |  |                       |                           |                    |                               |          |
| Net sales   | \$7,972  | \$4,424               | \$2,830                   | \$1,468            | \$ (231 )                     | \$16,463 |
| Depreciation and amortization                         | \$236  | \$188                 | \$73                      | \$43               | \$ —                          | \$540    |
| Adjusted operating income                             | \$1,001  | \$483                 | \$323                     | \$37               | \$ —                          | \$1,844  |
| Operating income (3)                                  | \$958  | \$431                 | \$267                     | \$28               | \$ —                          | \$1,684  |
| Equity income (loss)                                  | \$15   | \$4                   | \$—                       | \$18               | \$ (3 )                       | \$34     |
| Net income attributable to<br>noncontrolling interest | \$40   | \$31                  | \$—                       | \$18               | \$ —                          | \$89     |
| Capital expenditures                                  | \$293  | \$224                 | \$64                      | \$77               | \$ 24                         | \$682    |

|   | Electrical/<br>Electronic<br>Architecture<br>(in millions) | Powertrain<br>Systems | Electronics<br>and Safety | Thermal<br>Systems | Eliminations<br>and Other (1) | Total    |
|---|--|-----------------------|---------------------------|--------------------|-------------------------------|----------|
| For the Year Ended December 31, 2012:                 |  |                       |                           |                    |                               |          |
| Net sales   | \$6,815  | \$4,656               | \$2,732                   | \$1,541            | \$ (225 )                     | \$15,519 |
| Depreciation and amortization                         | \$164  | \$182                 | \$97                      | \$43               | \$ —                          | \$486    |
| Adjusted operating income                             | \$781  | \$541                 | \$281                     | \$68               | \$ —                          | \$1,671  |
| Operating income (4)                                  | \$723  | \$516                 | \$177                     | \$60               | \$ —                          | \$1,476  |
| Equity income (loss)                                  | \$13   | \$1                   | \$3                       | \$11               | \$ (1 )                       | \$27     |
| Net income attributable to<br>noncontrolling interest | \$37   | \$31                  | \$—                       | \$15               | \$ —                          | \$83     |
| Capital expenditures                                  | \$238  | \$304                 | \$66                      | \$63               | \$ 34                         | \$705    |

(1) Eliminations and Other includes the elimination of inter-segment transactions.

Includes charges recorded in 2014 related to costs associated with employee termination benefits and other exit

(2) costs of \$56 million for Electrical/Electronic Architecture, \$55 million for Powertrain Systems, \$28 million for Electronics and Safety and \$5 million for Thermal Systems.

Includes charges recorded in 2013 related to costs associated with employee termination benefits and other exit

(3) costs of \$28 million for Electrical/Electronic Architecture, \$52 million for Powertrain Systems, \$56 million for Electronics and Safety and \$9 million for Thermal Systems.

Includes charges recorded in 2012 related to costs associated with employee termination benefits and other exit

(4) costs of \$49 million for Electrical/Electronic Architecture, \$25 million for Powertrain Systems, \$89 million for Electronics and Safety and \$8 million for Thermal Systems.

|                                  | Electrical/<br>Electronic<br>Architecture<br>(in millions) | Powertrain<br>Systems | Electronics<br>and Safety | Thermal<br>Systems | Eliminations<br>and Other<br>(1) | Total    |
|----------------------------------|--|-----------------------|---------------------------|--------------------|----------------------------------|----------|
| Balance as of December 31, 2014: |  |                       |                           |                    |                                  |          |
| Investment in affiliates         | \$64   | \$65                  | \$—                       | \$112              | \$ (13 )                         | \$228    |
| Goodwill                         | \$648  | \$8                   | \$—                       | \$—                | \$ —                             | \$656    |
| Total segment assets             | \$5,795  | \$3,885               | \$2,064                   | \$1,012            | \$ (2,010 )                      | \$10,746 |
| Balance as of December 31, 2013: |  |                       |                           |                    |                                  |          |
| Investment in affiliates         | \$48   | \$72                  | \$—                       | \$105              | \$ 9                             | \$234    |
| Goodwill                         | \$487  | \$9                   | \$—                       | \$—                | \$ —                             | \$496    |
| Total segment assets             | \$5,312  | \$4,128               | \$2,018                   | \$985              | \$ (1,396 )                      | \$11,047 |

(1) Eliminations and Other includes the elimination of inter-segment transactions.

The reconciliation of Adjusted Operating Income to Operating Income includes restructuring, other project and integration costs related to acquisitions and other portfolio transactions and asset impairments. The reconciliation of Adjusted Operating Income to net income attributable to Delphi for the years ended December 31, 2014, 2013 and 2012 are as follows:

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|  | Electrical/<br>Electronic<br>Architecture<br>(in millions) | Powertrain<br>Systems | Electronics<br>and Safety | Thermal<br>Systems | Eliminations<br>and Other | Total   |
|--|--|-----------------------|---------------------------|--------------------|---------------------------|---------|
| For the Year Ended December 31, 2014:              |  |                       |                           |                    |                           |         |
| Adjusted operating income                          | \$1,080  | \$533                 | \$352                     | \$53               | \$—                       | \$2,018 |
| Restructuring                                      | (56)   | ) (55                 | ) (28                     | ) (5               | ) —                       | (144)   |
| Other acquisition and portfolio project costs      | (14)   | ) (3                  | ) (2                      | ) (1               | ) —                       | (20)    |
| Asset impairments                                  | (2)  | ) (1                  | ) (4                      | ) —                | —                         | (7)     |
| Operating income                                   | \$1,008  | \$474                 | \$318                     | \$47               | \$—                       | 1,847   |
| Interest expense                                   |  |                       |                           |                    |                           | (135)   |
| Other expense, net                                 |  |                       |                           |                    |                           | (7)     |
| Income before income taxes and equity income       |  |                       |                           |                    |                           | 1,705   |
| Income tax expense                                 |  |                       |                           |                    |                           | (282)   |
| Equity income, net of tax                          |  |                       |                           |                    |                           | 17      |
| Net income   |  |                       |                           |                    |                           | 1,440   |
| Net income attributable to noncontrolling interest |  |                       |                           |                    |                           | 89      |
| Net income attributable to Delphi                  |  |                       |                           |                    |                           | \$1,351 |

|  | Electrical/<br>Electronic<br>Architecture<br>(in millions) | Powertrain<br>Systems | Electronics<br>and Safety | Thermal<br>Systems | Eliminations<br>and Other | Total   |
|--|--|-----------------------|---------------------------|--------------------|---------------------------|---------|
| For the Year Ended December 31, 2013:              |  |                       |                           |                    |                           |         |
| Adjusted operating income                          | \$1,001  | \$483                 | \$323                     | \$37               | \$—                       | \$1,844 |
| Restructuring                                      | (28)   | ) (52                 | ) (56                     | ) (9               | ) —                       | (145)   |
| Other acquisition and portfolio project costs      | (15)   | ) —                   | —                         | —                  | —                         | (15)    |
| Operating income                                   | \$958  | \$431                 | \$267                     | \$28               | \$—                       | 1,684   |
| Interest expense                                   |  |                       |                           |                    |                           | (143)   |
| Other expense, net                                 |  |                       |                           |                    |                           | (18)    |
| Income before income taxes and equity income       |  |                       |                           |                    |                           | 1,523   |
| Income tax expense                                 |  |                       |                           |                    |                           | (256)   |
| Equity income, net of tax                          |  |                       |                           |                    |                           | 34      |
| Net income   |  |                       |                           |                    |                           | 1,301   |
| Net income attributable to noncontrolling interest |  |                       |                           |                    |                           | 89      |
| Net income attributable to Delphi                  |  |                       |                           |                    |                           | \$1,212 |

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|  | Electrical/<br>Electronic<br>Architecture<br>(in millions) | Powertrain<br>Systems | Electronics<br>and Safety | Thermal<br>Systems | Eliminations<br>and Other | Total   |
|--|--|-----------------------|---------------------------|--------------------|---------------------------|---------|
| For the Year Ended December 31, 2012:              |  |                       |                           |                    |                           |         |
| Adjusted operating income                          | \$781  | \$541                 | \$281                     | \$68               | \$—                       | \$1,671 |
| Restructuring                                      | (49)   | ) (25                 | ) (89                     | ) (8               | ) —                       | (171)   |
| Other acquisition and portfolio project costs      | (9)  | ) —                   | —                         | —                  | —                         | (9)     |
| Asset impairments                                  | —  | —                     | (15                       | ) —                | —                         | (15)    |
| Operating income                                   | \$723  | \$516                 | \$177                     | \$60               | \$—                       | 1,476   |
| Interest expense                                   |  |                       |                           |                    |                           | (136)   |
| Other income, net                                  |  |                       |                           |                    |                           | 5       |
| Income before income taxes and equity income       |  |                       |                           |                    |                           | 1,345   |
| Income tax expense                                 |  |                       |                           |                    |                           | (212)   |
| Equity income, net of tax                          |  |                       |                           |                    |                           | 27      |
| Net income   |  |                       |                           |                    |                           | 1,160   |
| Net income attributable to noncontrolling interest |  |                       |                           |                    |                           | 83      |
| Net income attributable to Delphi                  |  |                       |                           |                    |                           | \$1,077 |

Information concerning principal geographic areas is set forth below. Net sales data reflects the manufacturing location and is for the years ended December 31. Net property data is as of December 31.

|                                  | Year Ended<br>December 31, 2014 |                     | Year Ended<br>December 31, 2013 |                     | Year Ended<br>December 31, 2012 |                     |
|----------------------------------|---------------------------------|---------------------|---------------------------------|---------------------|---------------------------------|---------------------|
|                                  | Net Sales                       | Net Property<br>(1) | Net Sales                       | Net Property<br>(1) | Net Sales                       | Net Property<br>(1) |
|                                  | (in millions)                   |                     |                                 |                     |                                 |                     |
| United States (2)                | \$5,658                         | \$772               | \$5,300                         | \$668               | \$5,193                         | \$592               |
| Other North America              | 208                             | 145                 | 213                             | 145                 | 151                             | 139                 |
| Europe, Middle East & Africa (3) | 6,452                           | 1,487               | 6,444                           | 1,592               | 6,364                           | 1,455               |
| Asia Pacific (4)                 | 3,958                           | 817                 | 3,541                           | 674                 | 2,827                           | 524                 |
| South America                    | 747                             | 122                 | 965                             | 137                 | 984                             | 150                 |
| Total                            | \$17,023                        | \$3,343             | \$16,463                        | \$3,216             | \$15,519                        | \$2,860             |

(1) Net property data represents property, plant and equipment, net of accumulated depreciation.

(2) Includes net sales and machinery, equipment and tooling that relate to the Company's maquiladora operations located in Mexico. These assets are utilized to produce products sold to customers located in the United States.

Includes Delphi's country of domicile, Jersey, and the country of Delphi's principal executive offices, the United Kingdom. The Company had no sales in Jersey in any period. The Company had net sales of \$892 million, \$727 million, and \$726 million in the United Kingdom for the years ended December 31, 2014, 2013 and 2012,

(3) respectively. The Company had net property in the United Kingdom of \$231 million, \$229 million, and \$191 million as of December 31, 2014, 2013 and 2012, respectively. The largest portion of net sales in the Europe, Middle East & Africa region was \$892 million in the United Kingdom, \$1,076 million in Germany and \$1,145 million in France for the years ended December 31, 2014, 2013 and 2012, respectively.

(4) Net sales and net property in Asia Pacific are primarily attributable to China.



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## 24. QUARTERLY DATA (UNAUDITED)

The following is a condensed summary of the Company's unaudited quarterly results of continuing operations for fiscal 2014 and 2013.

|   | Three Months Ended                      |          |               |              |          |
|---|---|----------|---------------|--------------|----------|
|   | March 31,                               | June 30, | September 30, | December 31, | Total    |
|   | (in millions, except per share amounts) |          |               |              |          |
| 2014  |   |          |               |              |          |
| Net sales   | \$4,276                                 | \$4,451  | \$ 4,144      | \$ 4,152     | \$17,023 |
| Cost of sales   | 3,508                                   | 3,611    | 3,388         | 3,343        | 13,850   |
| Gross profit  | \$768                                   | \$840    | \$ 756        | \$ 809       | \$3,173  |
| Operating income  | \$459                                   | \$488    | \$ 414        | \$ 486       | \$1,847  |
| Net income (1)  | \$341                                   | \$406    | \$ 325        | \$ 368       | \$1,440  |
| Net income attributable to Delphi                       | \$320                                   | \$382    | \$ 305        | \$ 344       | \$1,351  |
| Basic net income per share:                             |   |          |               |              |          |
| Basic net income per share attributable to Delphi (2)   | \$1.05                                  | \$1.26   | \$ 1.02       | \$ 1.17      | \$4.50   |
| Weighted average number of basic shares outstanding     | 305.85                                  | 302.68   | 298.59        | 294.11       | 300.27   |
| Diluted net income per share:                           |   |          |               |              |          |
| Diluted net income per share attributable to Delphi (2) | \$1.04                                  | \$1.26   | \$ 1.02       | \$ 1.16      | \$4.48   |
| Weighted average number of diluted shares outstanding   | 306.89                                  | 303.74   | 300.14        | 296.93       | 301.89   |
| 2013  |   |          |               |              |          |
| Net sales   | \$4,024                                 | \$4,240  | \$ 4,017      | \$ 4,182     | \$16,463 |
| Cost of sales   | 3,339                                   | 3,464    | 3,338         | 3,426        | 13,567   |
| Gross profit  | \$685                                   | \$776    | \$ 679        | \$ 756       | \$2,896  |
| Operating income  | \$397                                   | \$483    | \$ 387        | \$ 417       | \$1,684  |
| Net income (3)  | \$298                                   | \$389    | \$ 293        | \$ 321       | \$1,301  |
| Net income attributable to Delphi                       | \$276                                   | \$367    | \$ 271        | \$ 298       | \$1,212  |
| Basic net income per share:                             |   |          |               |              |          |
| Basic net income per share attributable to Delphi (2)   | \$0.88                                  | \$1.18   | \$ 0.88       | \$ 0.97      | \$3.90   |
| Weighted average number of basic shares outstanding     | 314.68                                  | 311.93   | 309.68        | 307.08       | 310.82   |
| Diluted net income per share:                           |   |          |               |              |          |
| Diluted net income per share attributable to Delphi (2) | \$0.88                                  | \$1.17   | \$ 0.87       | \$ 0.97      | \$3.89   |
| Weighted average number of diluted shares outstanding   | 315.36                                  | 312.69   | 310.62        | 308.64       | 311.80   |

(1) In the first quarter of 2014, Delphi recognized a loss on extinguishment of debt of \$34 million.

(2) Due to the use of the weighted average shares outstanding for each quarter for computing earnings per share, the sum of the quarterly per share amounts may not equal the per share amount for the year.

(3) In the first quarter of 2013, Delphi recognized a loss on debt extinguishment of \$39 million.

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ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None

ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Management of the Company, under the supervision and with the participation of the Chief Executive Officer and the Chief Financial Officer, carried out an evaluation of the effectiveness of the design and operation of the Company's disclosure controls and procedures as of December 31, 2014. As defined in Rule 13a-15(e) under the Securities Exchange Act of 1934 (the "Exchange Act"), disclosure controls and procedures are controls and procedures designed to provide reasonable assurance that information required to be disclosed in reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported on a timely basis, and that such information is accumulated and communicated to management, including the Company's Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. The Company's disclosure controls and procedures include components of the Company's internal control over financial reporting. Based upon this evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that the Company's disclosure controls and procedures were effective as of December 31, 2014.

Management's Report on Internal Control over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f), for the Company. Under the supervision of the Chief Executive Officer and Chief Financial Officer, management conducted an evaluation of the effectiveness of the Company's internal control over financial reporting as of December 31, 2014 based on the framework set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in "Internal Control-Integrated Framework (2013)." Based on that evaluation, management has concluded that the Company's internal control over financial reporting was effective as of December 31, 2014.

Ernst & Young LLP has issued an attestation report which is included herein as the Report of Independent Registered Public Accounting Firm under the section headed Financial Statements and Supplementary Data for the year ended December 31, 2014.

Changes in Internal Control over Financial Reporting

There were no material changes in the Company's internal controls over financial reporting during the year ended December 31, 2014 that have materially affected, or are reasonably likely to materially affect, the Company's internal controls over financial reporting.

ITEM 9B. OTHER INFORMATION

In connection with his previously announced appointment to the position of Delphi chief executive officer and president on March 1, 2015, the Board approved the following compensation arrangements for Kevin P. Clark:

• Annual base salary of \$1,100,000;

• Annual bonus target of 150% of base salary; and

• A long-term incentive award with a target value of \$7,600,000 in the form of 75% performance-vesting and 25% time-vesting restricted stock units, to be made in the normal course.

The terms and conditions of Mr. Clark's employment and compensation, including the application of his existing post-service covenants, including non-compete and non-solicitation provisions, will continue to apply.



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PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS, AND CORPORATE GOVERNANCE

The information called for by Item 10, as to compliance with Section 16(a) of the Exchange Act, is incorporated by reference to the Company's Definitive Proxy Statement to be filed with the SEC pursuant to Regulation 14A in connection with the Company's 2014 Annual Meeting of Shareholders (the "Proxy Statement") under the heading "Other Information—Section 16(a) Beneficial Ownership Reporting Compliance." The information called for by Item 10, as to the audit committee and the audit committee financial expert, is incorporated by reference to the Company's Proxy Statement under the headings "Board Practices" and "Board Committees." The information called for by Item 10, as to executive officers, is set forth under Executive Officers of the Registrant in the Supplementary Item in Part I of this Annual Report on Form 10-K. The information called for by Item 10, as to directors, is incorporated by reference to the Company's Proxy Statement under the headings "Election of Directors" and "Board Practices."

The Company has adopted a code of ethics, the Code of Ethical Business Conduct, which applies to its principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions, and all other employees and non-employee directors of the Company. The Code of Ethical Business Conduct is posted on the Company's website ([www.delphi.com](http://www.delphi.com)). The Company intends to satisfy the disclosure requirement under Item 5.05 of Form 8-K regarding an amendment to, or waiver from, a provision of the code of ethics that applies to the Company's principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions, by posting such information on the Company's website, at the address specified above.

The Company's Corporate Governance Guidelines and charters for each Committee of its Board of Directors are also available on the Company's website. The Code of Ethical Business Conduct, Corporate Governance Guidelines and charters are also available in print to any shareholder who submits a request to: Corporate Secretary, Delphi Automotive PLC, c/o Delphi Automotive Systems, LLC, 5725 Delphi Drive, Troy, Michigan, 48098. Information on the Company's website is not deemed to be incorporated by reference into this Annual Report on Form 10-K.

ITEM 11. EXECUTIVE COMPENSATION

The information called for by Item 11 is incorporated by reference to the Company's Proxy Statement under the headings "Director Compensation," "Compensation Discussion and Analysis" and "Compensation Committee Report."

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information called for by Item 12, as to security ownership of certain beneficial owners, directors and management, and information as of December 31, 2014 about the Company's ordinary shares that may be issued under all of its equity compensation plans is incorporated by reference to the Company's Proxy Statement under the headings "Security Ownership of Certain Beneficial Owners" and "Security Ownership of Management."

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information called for by Item 13, as to director independence, is incorporated by reference to the Company's Proxy Statement under the heading "Board Practices." The information called for by Item 13, as to related person transactions, is incorporated by reference to the Company's Proxy Statement under the heading "Relationships and Related Party Transactions."

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

The information called for by Item 14 is incorporated by reference to the Company's Proxy Statement under the heading "Independent Registered Public Accountants' Fees."



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## PART IV

## ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a) The following documents are filed as part of this Form 10-K.

## (1) Financial Statements:

|  | Page No.  |
|--|-----------|
| — Reports of Independent Registered Public Accounting Firm   | <u>63</u> |
| — Consolidated Statements of Operations for the Years Ended December 31, 2014, 2013 and 2012           | <u>65</u> |
| — Consolidated Statements of Comprehensive Income for the Years Ended December 31, 2014, 2013 and 2012 | <u>66</u> |
| — Consolidated Balance Sheets as of December 31, 2014 and 2013   | <u>67</u> |
| — Consolidated Statements of Cash Flows for the Years Ended December 31, 2014, 2013 and 2012           | <u>68</u> |
| — Consolidated Statements of Shareholders' Equity for the Years Ended December 31, 2014, 2013 and 2012 | <u>69</u> |
| — Notes to Consolidated Financial Statements   | <u>70</u> |

## (2) Financial Statement Schedule:

## SCHEDULE II—VALUATION AND QUALIFYING ACCOUNTS AND RESERVES

|                                     |   | Additions                        |            |                |                             |       |
|-------------------------------------|---|----------------------------------|------------|----------------|-----------------------------|-------|
|                                     | Balance at<br>Beginning<br>of Period<br>(in millions) | Charged to Costs<br>and Expenses | Deductions | Other Activity | Balance at<br>End of Period |       |
| December 31, 2014:                  |   |                                  |            |                |                             |       |
| Allowance for doubtful accounts (a) | \$63  | \$ 11                            | \$(6       | ) \$(46        | )                           | \$22  |
| Tax valuation allowance (b)         | \$642   | \$ 187                           | \$(15      | ) \$(67        | )                           | \$747 |
| December 31, 2013:                  |   |                                  |            |                |                             |       |
| Allowance for doubtful accounts     | \$65  | \$ 7                             | \$(10      | ) \$1          |                             | \$63  |
| Tax valuation allowance (b)         | \$502   | \$ 125                           | \$(17      | ) \$32         |                             | \$642 |
| December 31, 2012:                  |   |                                  |            |                |                             |       |
| Allowance for doubtful accounts     | \$70  | \$ 22                            | \$(27      | ) \$—          |                             | \$65  |
| Tax valuation allowance (b)         | \$472   | \$ 32                            | \$(42      | ) \$40         |                             | \$502 |

(a) Other Activity primarily represents the reclassification of balances related to billing adjustments to accounts receivable.

(b) Additions Charged to Costs and Expenses are primarily related to taxable losses for which the tax benefit has been reserved.

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The other schedules have been omitted because they are not applicable, not required or the information to be set forth therein is included in the Consolidated Financial Statements or notes thereto.

(3) Exhibits: (including those incorporated by reference)

| Exhibit Number | Description  |
|----------------|--|
| 2.1            | Master Disposition Agreement among Delphi Corporation, GM Components Holdings, LLC, General Motors Company, Motors Liquidation Company (fka General Motors Corporation), DIP Holdco 3, LLC, and the other sellers and other buyers party thereto, dated July 26, 2009(1)   |
| 3.1            | Memorandum and Articles of Association(4)  |
| 4.1            | Form of Ordinary Share Certificate(3)  |
| 4.2            | Senior Notes Indenture, dated as of May 17, 2011, among Delphi Corporation, the guarantors party thereto, Wilmington Trust Company, as trustee, and Deutsche Bank Trust Company Americas, as registrar, paying agent and authenticating agent (including forms of notes)(1)  |
| 4.3            | Fourth Amended and Restated Limited Liability Partnership Agreement of Delphi Automotive LLP dated as of July 12, 2011(2)  |
| 4.4            | Senior Notes Indenture, dated as of February 14, 2013, among Delphi Corporation, the guarantors named therein, Wilmington Trust, National Association, as Trustee, and Deutsche Bank Trust Company Americas, as Registrar, Paying Agent and Authenticating Agent (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K of the Company filed with the SEC on February 14, 2013)                         |
| 4.5            | Supplemental Indenture, dated as of February 14, 2013, among Delphi Corporation, the guarantors named therein, Wilmington Trust, National Association, as Trustee, and Deutsche Bank Trust Company Americas, as Registrar, Paying Agent and Authenticating Agent (incorporated by reference to Exhibit 4.2 to the Current Report on Form 8-K of the Company filed with the SEC on February 14, 2013).                        |
| 4.6            | Second Supplemental Indenture, dated as of March 3, 2014, among Delphi Corporation, the Guarantors named therein, Wilmington Trust, National Association, as Trustee, and Deutsche Bank Trust Company Americas, as Registrar, Paying Agent and Authenticating Agent (incorporated by reference to Exhibit 4.2 to the Current Report on Form 8-K of the Company filed with the SEC on March 3, 2014)                          |
| 10.1           | Restatement Agreement to Amended and Restated Credit Agreement dated as of March 1, 2013, among Delphi Corporation, Delphi Automotive PLC, Delphi Automotive LLP, Delphi Automotive Holdings US Limited, JPMorgan Chase Bank, N.A., as administrative agent, and the lenders party thereto (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of the Company filed with the SEC on March 1, 2013). |
| 10.2           | Delphi LLC Annual Incentive Plan(1)+   |
| 10.3           | Delphi Corporation Supplemental Executive Retirement Program(1)+   |
| 10.4           | Delphi Corporation Salaried Retirement Equalization Savings Program(1)+  |
| 10.5           | Delphi Automotive PLC Long Term Incentive Plan(3)+   |
| 10.6           | Offer letter for Rodney O'Neal, dated October 2, 2009(1)+  |
| 10.7           | Offer letter for Kevin M. Butler, dated October 2, 2009(8)+  |
| 10.8           | Offer letter for Jeffrey J. Owens, dated October 2, 2009(8)+   |
| 10.9           | Offer letter for James A. Spencer, dated October 2, 2009(1)+   |
| 10.10          | Offer letter for Kevin P. Clark, dated June 10, 2010(1)+   |
| 10.11          | Offer letter for Majdi B. Abulaban, dated October 2, 2009(10)+   |
| 10.12          | Offer letter for Mark J. Murphy, dated September 3, 2014 (11)+   |
| 10.13          | Form of Officer RSU Award Agreement pursuant to Delphi Automotive PLC Long Term Incentive Plan(5)+   |
| 10.14          | CEO RSU Award Agreement pursuant to Delphi Automotive PLC Long Term Incentive Plan(5)+   |
| 10.15          | Form of Officer RSU Award Agreement (including Continuity Incentive RSU Award) pursuant to Delphi Automotive PLC Long Term Incentive Plan(5)+  |

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- 10.16 Form of Non-Employee Director RSU Award Agreement pursuant to Delphi Automotive PLC Long Term Incentive Plan, as amended(6)+
- 10.17 Letter Agreement, dated October 29, 2012, between the Company and Kevin P. Clark(7)+
- 10.18 Form of Officer RSU Award Agreement pursuant to the Delphi Automotive PLC Long Term Incentive Plan(9)+
- 10.19 Form of CEO RSU Award Agreement pursuant to the Delphi Automotive PLC Long Term Incentive Plan(9)+
- 10.20 Form of Officer RSU Award Agreement (including Continuity Incentive RSU Award) pursuant to the Delphi Automotive PLC Long Term Incentive Plan(9)+
- 10.21 Delphi Automotive PLC Annual Incentive Plan (as Amended and Restated Effective December 10, 2014)\*+
- 12.1 Computation of Ratio of Earnings to Fixed Charges\*
- 21.1 Subsidiaries of the Registrant\*
- 23.1 Consent of Ernst & Young LLP\*

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| 31.1 | Rule 13a-14(a)/15d-14(a) Certification of Principal Executive Officer*   |
| 31.2 | Rule 13a-14(a)/15d-14(a) Certification of Principal Financial Officer*   |
| 32.1 | Certification by Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002* |
| 32.2 | Certification by Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002* |

| Exhibit Number | Description   |
|----------------|---|
| 101.INS        | XBRL Instance Document#                                 |
| 101.SCH        | XBRL Taxonomy Extension Schema Document#                |
| 101.CAL        | XBRL Taxonomy Extension Calculation Linkbase Document#  |
| 101.DEF        | XBRL Taxonomy Extension Definition Linkbase Document#   |
| 101.LAB        | XBRL Taxonomy Extension Label Linkbase Document#        |
| 101.PRE        | XBRL Taxonomy Extension Presentation Linkbase Document# |

\* Filed herewith.

+ Management contract or compensatory plan or arrangement.

(1) Filed with the Registration Statement on Form S-1 (File No. 333-174493) of Delphi Automotive PLC on June 30, 2011 and incorporated herein by reference.

(2) Filed with the Registration Statement on Form S-1 (File No. 333-174493) of Delphi Automotive PLC on August 1, 2011 and incorporated herein by reference.

(3) Filed with the Registration Statement on Form S-1 (File No. 333-174493) of Delphi Automotive PLC on October 31, 2011 and incorporated herein by reference.

(4) Filed with the Registration Statement on Form 8-A (File No. 001-35346) of Delphi Automotive PLC on November 10, 2011 and incorporated herein by reference.

(5) Filed with Form 10-K for the year ended December 31, 2011 on February 17, 2012 and incorporated herein by reference.

(6) Filed with Form 10-Q for the period ended June 30, 2012 on July 31, 2012 and incorporated herein by reference.

(7) Filed with Form 10-Q for the period ended September 30, 2012 on November 1, 2012 and incorporated herein by reference.

(8) Filed with Form 10-K for the year ended December 31, 2012 on February 11, 2013 and incorporated herein by reference.

(9) Filed with Form 10-Q for the period ended March 31, 2013 on May 1, 2013 and incorporated herein by reference.

(10) Filed with Form 10-K for the year ended December 31, 2013 on February 10, 2014 and incorporated herein by reference.

(11) Filed with Form 8-K on September 9, 2014 and incorporated herein by reference.

# Filed electronically with the Report.

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**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

DELPHI AUTOMOTIVE PLC

/s/ Mark J. Murphy  
By: Mark J. Murphy  
Chief Financial Officer and  
Executive Vice President

Dated: February 9, 2015

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below as of February 9, 2015, by the following persons on behalf of the registrant and in the capacities indicated:

| Signature  | Title  |
|--|--|
| /s/ Rodney O'Neal<br>Rodney O'Neal               | Chief Executive Officer,<br>President & Director<br>(Principal Executive Officer)        |
| /s/ Mark J. Murphy<br>Mark J. Murphy             | Chief Financial Officer and<br>Executive Vice President<br>(Principal Financial Officer) |
| /s/ Allan J. Brazier<br>Allan J. Brazier         | Vice President and Chief Accounting Officer<br>(Principal Accounting Officer)            |
| /s/ John A. Krol<br>John A. Krol                 | Chairman of the Board of Directors   |
| /s/ Gary L. Cowger<br>Gary L. Cowger             | Director   |
| /s/ Nicholas M. Donofrio<br>Nicholas M. Donofrio | Director   |
| /s/ Mark P. Frissora<br>Mark P. Frissora         | Director   |
| /s/ Rajiv L. Gupta<br>Rajiv L. Gupta             | Director   |
| /s/ J. Randall MacDonald<br>J. Randall MacDonald | Director   |





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| /s/ Sean O. Mahoney<br>Sean O. Mahoney             | Director |
| /s/ Thomas W. Sidlik<br>Thomas W. Sidlik           | Director |
| /s/ Bernd Wiedemann<br>Bernd Wiedemann             | Director |
| /s/ Lawrence A. Zimmerman<br>Lawrence A. Zimmerman | Director |