

ADIANT PLC

CORPORATE GOVERNANCE GUIDELINES

I. Introduction

The Board of Directors (the “Board”) of Adient plc (the “Company”) has adopted these Corporate Governance Guidelines (these “Guidelines”) to provide a structure in order for the Board to monitor the effectiveness of policy and decision making both at the Board and management level. The Board intends that these Guidelines serve as a flexible framework within which the Board may conduct its business, not as a set of binding legal obligations, and that these Guidelines evolve over time as circumstances warrant. These Guidelines should be interpreted in the context of all applicable laws, the Company’s Articles of Association and other governing legal documents as well as the Company’s policies.

II. Principal Board Duties

1. Oversight of Management. The Company’s business is conducted by its officers and employees, under the direction of the Company’s Chief Executive Officer (“CEO”) and the oversight of the Board, to enhance the long-term value of the Company for its shareholders. The Board is elected by the Company’s shareholders and its primary responsibilities are to oversee and monitor management for the benefit of the Company’s shareholders and to assure that the long-term interests of the shareholders are being served. In addition to its general oversight of management, the Board also performs a number of specific functions (acting through its committees in certain instances), including:

- a. selecting, evaluating and compensating the CEO, as well as overseeing CEO succession planning, and providing counsel and oversight on the selection, evaluation, development and compensation of senior management;
- b. overseeing the conduct of the Company’s business, including reviewing, approving and interacting with senior management with respect to the Company’s fundamental operating, financial and business strategies and major corporate actions, including strategic planning, operating performance, major plans and transactions and matters related to shareholder returns;
- c. representing the interests of the Company’s shareholders in maintaining and enhancing the success of the Company’s business, including optimizing long-term returns to increase shareholder value;
- d. assessing major risks facing the Company and reviewing alternatives for their mitigation;
- e. ensuring processes are in place for maintaining the integrity of the Company, its financial statements and its compliance with law and ethics, its relationships with customers and suppliers and its relationships with shareholders;

f. providing general advice and counsel to the CEO and other senior management personnel; and

g. evaluating the overall effectiveness of the Board, as well as selecting and recommending to shareholders qualified candidates for election to the Board.

While not limiting their obligations under applicable law, directors, in their capacity as such, are expected to use their reasonable business judgment in overseeing the management of the Company. However, the Board is not responsible for managing the Company on a day-to-day basis nor does it guarantee in any way the management or operations of the Company.

2. Attendance at and Preparation for Meetings. Each director shall use his or her best efforts to attend in person all Board and committee meetings on which such director serves; to review all distributed background and explanatory materials, including interim financial and operational reports; and to be prepared to participate actively at such meetings. Directors may attend meetings in person, by phone or by videoconference (or by other electronic means). Directors are expected to attend the annual general meeting of the Company's shareholders either in-person or by telephone.

3. Management Selection and Succession. Succession planning for the Company's senior management positions is critical to the Company's long-term success. The Compensation Committee shall recommend to the Board the selection of the CEO. The Compensation Committee shall also consider and make recommendations to the Board regarding the selection and retention of all other executive officers, certain principal officers of the Company's subsidiaries and other key employees. The Compensation Committee shall identify potential successors for the CEO and other management positions, although this does not mean that it must at all times have selected particular individuals as the designated successors for any specific role. The CEO shall participate in this process by providing the Compensation Committee with recommendations or evaluations of potential successors and by recommending or identifying any development plans for such individuals. The CEO is expected to recommend to the Board on an ongoing basis one or more successors in the event of an unexpected inability of the CEO to continue to serve.

4. Management Evaluation and Compensation. The Compensation Committee annually meets in executive session without management present to establish goals for the CEO and to evaluate his or her performance. The Compensation Committee will review the compensation plans, policies and arrangements for the CEO and other executive officers, and will approve those plans, policies and arrangements for the non-CEO executive officers. The independent members of the Board of Directors will approve the compensation plans, policies and arrangements for the CEO. The Compensation Committee will also evaluate the compensation plans, policies and programs for executive officers to ensure they are appropriate, competitive and properly reflect the Company's objectives and performance.

5. Strategic Planning. The Board will meet with management on a regular basis to review and approve the Company's strategic plans. Directors are expected to review the proposed plans, ask questions of management and consider and discuss the plans in executive session without management present.

6. Investor Outreach. The Company regularly engages with its shareholders on a variety of topics throughout the year to ensure it is addressing their questions and concerns and to seek input and provide perspective on Company policies and practices. This engagement is typically managed on a day-to-day basis by management. If an investor requests contact specifically with the Board, management will refer the request to the Chair of the Board (the “Chair”) or the Lead Director, as applicable and/or appropriate, for his or her recommendation as to consultation with such investor.

III. Board Structure and Composition

1. Director Independence. The Board shall comply with the applicable independence requirements of the New York Stock Exchange (“NYSE”). The Board shall establish and maintain standards to determine which directors are independent. These standards shall comport with the NYSE’s definition of “independence,” as stated in the NYSE Listed Company Manual. The independence of directors shall be determined at least annually by the Board using applicable NYSE and Securities and Exchange Commission (“SEC”) rules as criteria, in addition to any other factors that the Board deems relevant.

2. Board Structure. The Corporate Governance Committee regularly reviews and makes recommendations on the size of the Board, the frequency and length of its meetings, and the operation of the Board. The Board annually elects one Director to serve as Chair. The Chair may also be the Company’s CEO or any other officer of the Company who is a director of the Board. The Board periodically evaluates whether the best interests of the Company’s shareholders are served if roles of the Chair and CEO are separate or combined. The Board has the flexibility to determine whether the Chair and CEO roles should be separate or combined based upon the Company’s needs and the Board’s assessment of the Company’s leadership from time to time. If the Chair is not an independent director, the independent members of the Board, based upon the recommendation of the Corporate Governance Committee, will designate an independent director to act as Lead Director. The Lead Director shall have the responsibilities set forth below and detailed in the Lead Director Charter adopted by the Board.

3. Board Operation. The Board prepares a calendar with the regular agenda items it will consider at each of its meetings. The Chair, with the assistance of the Lead Director, as applicable, establishes the agenda for each Board meeting. Any member of the Board may suggest agenda items. Directors shall receive written agenda and supporting materials a sufficient time before the meeting date to allow for their complete review and consideration before the meeting. Directors shall receive interim financial and operational reports every month.

4. Board Access to Management and Independent Advisors. The Company seeks to broadly expose its business managers to the Board through regular presentations on the business and its plans. Board members have complete access to the Company’s management and, as necessary and appropriate, independent advisors. The Board and its committees have full authority to retain such financial, legal, or other consultants as they deem appropriate, and they have oversight over such advisors. The Company shall make the necessary funds available to pay for such services.

5. Delegation. The Board shall have the authority to delegate any of its responsibilities, including decision making authority and administrative acts, along with the authority to take action in relation to such responsibilities, to one or more committees formed in accordance with the Company's Memorandum and Articles of Association and applicable law or the management of the Company, as the Board may deem appropriate in its sole discretion.

6. Committee Independence and Membership. Each of the Audit Committee, the Compensation Committee and the Corporate Governance Committee shall consist entirely of independent directors under applicable rules. In addition, each committee member shall meet such other applicable requirements as may be established by the NYSE, the SEC, the U.S. Internal Revenue Service, other applicable governing body or organization or the Company for serving on particular committees.

7. Committee Structure. Subject to applicable law and the Company's Articles of Association, the Board has the authority to establish committees for any purpose it deems appropriate. The Board currently has the following standing committees: Audit, Compensation, Corporate Governance and Executive. Each committee has a written charter specifying its duties, responsibilities and scope. The Corporate Governance Committee regularly reviews issues such as the number of committees, member assignments and rotation, and the need for any restructuring of committees.

8. Committee Operation. Each committee chair, in consultation with the members of the committee, determines the frequency and length of their meetings, as well as any additional agenda items. The Company prepares an annual calendar that includes input from each committee indicating the schedule of the regular topics to be considered by each committee at each of its meetings during the year. The committee chairs shall determine the frequency of meetings of their respective committees consistent with any requirements contained in each such committee's charter and, in consultation with management, shall set meeting times and develop committee agendas. The committee chairs shall report to the Board on the committees' actions and shall present recommendations based thereon.

9. Director Criteria and Qualifications. The Board as a whole should possess certain core competencies. The Corporate Governance Committee shall establish the qualifications it determines to be necessary for directors to possess, the criteria to evaluate any candidate's capabilities to serve as a director, and a selection procedure relating to director candidates. The Corporate Governance Committee periodically reviews these criteria and qualifications to determine any need to revise such criteria and qualifications based upon corporate governance best practices and the Company's needs at the time of the review. The Corporate Governance Committee then shall review each candidate based upon the Board's current capabilities and core competencies, the Board's current needs, and the capabilities of the candidate.

10. Director Service on Other Boards. The Company recognizes the importance of having directors with significant experience in other businesses and activities; however, directors are expected to ensure that other commitments, including outside board memberships, do not interfere with their duties and responsibilities as members of the Company's Board. Subject to the discretion of the Corporate Governance Committee, (i) the Company's CEO may serve on no more than two public company boards in addition to the Company, (ii) all non-employee directors may

serve on no more than three public company boards in addition to the Company. All directors (including employees who also serve as directors) must advise the Chair and chair of the Corporate Governance Committee prior to accepting an invitation to serve on another board and must not accept such invitation until being advised by the chair of the Corporate Governance Committee that the Corporate Governance Committee has determined that (i) service on such other board will not create unacceptable regulatory issues or conflicts of interest, and (ii) the director will have the time required for attendance, preparation and participation at the Company's Board meetings.

11. Director Attendance at Board and Committee Meetings. Directors who attended or participated in less than 75% of the Board and committee meetings on which they serve for two consecutive years will not be eligible for reelection unless the Board finds extenuating circumstances.

12. Director Evaluations. The Corporate Governance Committee has an annual evaluation and assessment process for each director and is responsible for developing a form of evaluation for use in this process. The Chair and the chair of the Corporate Governance Committee shall review each evaluation and discuss it with the director being evaluated. This evaluation shall form the basis for a decision on whether the Board nominates the director to stand for reelection.

13. Board Selection. The Board selects nominees to become Board members for consideration by shareholders as nominees of the Board or for election by the Board to fill vacancies. After selection, the Chair and the chair of the Corporate Governance Committee normally extend an invitation to nominees. The Board delegates screening of nominees to the Corporate Governance Committee, with direct input from the Chair, the CEO (if the Chair and CEO are separate individuals) and the chair of the Corporate Governance Committee, taking into account the matters discussed under "Director Criteria and Qualifications" above. The Corporate Governance Committee may, if it deems appropriate, retain recruiting professionals for a fee to identify candidates and assist in evaluating them.

14. Director Election. Other than when the Board fills a vacancy, in accordance with the Company's Articles of Association, directors will be elected by a simple majority of the votes cast at any meeting of the shareholders for the election of directors at which a quorum is present.

15. Change in Principal Occupation. Upon a change of status relating to a director's principal occupation responsibilities, such director shall promptly advise the Chair of the Corporate Governance Committee in writing of such change, include a description of the change and offer to tender his or her resignation. Following receipt of such notice, the Corporate Governance Committee shall determine whether the change represents a material adverse change in principal occupation responsibilities and will adversely impact the director's ability to fulfill his or her obligations as a director. The Corporate Governance Committee shall then make a recommendation to the Board regarding whether the director should resign.

16. Board Succession. The Board has determined that it is in the best interests of the Company not to have mandatory retirement requirements for directors. Rather, as part of the Board's succession planning, the Board regularly reviews the composition of the Board and assesses the balance of knowledge, experience, skills, expertise, tenure and diversity that is appropriate for the Board as a whole.

17. Board Compensation. The Board believes that the Company should offer a Board compensation system that aligns the directors' interests with those of the Company's shareholders. The Corporate Governance Committee will periodically review the compensation arrangements in effect for the non-management members of the Board and recommend to the Board any changes deemed necessary. Directors who are employees of the Company shall receive no additional compensation for serving on the Board, except for reimbursement of reasonable expenses incurred to attend Board or committee meetings.

18. Ownership of Company Ordinary Shares. All non-management directors are required to hold an amount of Company ordinary shares equal to five times the director's annual cash retainer within five years of being elected or appointed to the Board. No non-management director may sell Company ordinary shares received or acquired as a director until the ownership requirement is met (unless the sale is conducted to fund any applicable tax consequence as a result of the vesting of an equity award). Additionally, once a non-management director has met his or her share ownership requirement, then he or she will be deemed to be in compliance for the remainder of his or her term as director as long as the number of shares owned by the director does not fall below the level at which the share ownership requirement was met. The Corporate Governance Committee will regularly compare this guideline for director ownership of Company ordinary shares with guidelines established by comparable public companies. The Compensation Committee will establish ownership guidelines for executive officers.

19. Board Diversity. The Board should be, and is, composed of qualified individuals who reflect a diversity of experience, gender, race, ethnicity, and age.

20. Board Orientation and Continuing Training. The Company presents an orientation program for each new director to acquaint them with the business, the financial picture, compliance policies, and other policies relevant to directors. The Board encourages continuing education for Board members and the Company's management periodically advises directors of such continuing education programs. The Company bears a director's cost of attending such programs and encourages each director to attend such programs periodically.

21. Executive Sessions. The Board shall meet in executive session, without members of management present, at least twice annually. These executive sessions are led by the Chair (if the Chair is an independent director) or the Lead Director, as applicable. If the Chair or the Lead Director, as applicable, is unavailable to lead an executive session at any time, the remaining independent directors shall appoint a director to serve in that capacity for the executive session.

22. Shareholder and Other Interested Party Communications. The Company encourages shareholders and other interested parties to communicate with its directors. The Company's shareholders and interested parties may send communications to the Board by writing to the Board at Adient plc, 49200 Halyard Drive, Plymouth, Michigan 48170, Attention: Corporate Secretary. The Company may screen emails and regular mail to directors for relevance, but not based on the content of communications that are relevant to directors in their capacities as directors.

23. Board, Director and Committee Evaluation. The Corporate Governance Committee shall annually conduct a performance evaluation of the Board, each director and of each of the Board's committees.

24. Ethical Conduct. The Board expects the Company's directors, as well as its officers and employees, to act ethically at all times.

a. Ethics Policy. Directors, officers and employees shall comply with the Company's Ethics Policy and shall each annually certify their compliance with the Company's Ethics Policy.

b. Ethics Policy Violations. The Company maintains established procedures by which employees may anonymously report a possible violation of the Ethics Policy.

c. Ethics Policy Waivers. An executive officer or director shall submit in writing to the Corporate Governance Committee any request for a waiver of or exception from the Ethics Policy. The Corporate Governance Committee shall consider any such request and make a recommendation to the full Board for its decision. The Board shall exclude any director requesting a waiver or exception from all meetings and votes on the matter. The Corporate Governance Committee and the Board may secure any legal or other independent advice they deem necessary to complete such consideration and decision.

d. Related Party Transactions. All dealings between the Company and its executive officers, directors, director nominees, and their related parties, shall be conducted in the best interests of the Company. The Board shall also establish and maintain a policy for related party transactions. The policy shall include disclosure and independent review and approval requirements for any such transaction.

e. Complaints Regarding Accounting or Auditing Matters. The Audit Committee maintains procedures for the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters. The Audit Committee also maintains procedures for employees to report concerns regarding questionable accounting or auditing policies or practices on a confidential, anonymous basis.

25. Confidentiality. Directors must act on behalf of all shareholders and maintain the confidentiality of information entrusted to them by the Company, except when the law requires disclosure. Directors may use Company information only to the extent needed to perform their responsibilities properly. Directors should not grant interviews or provide comments to the press without prior approval from the Company. Unless directors receive other guidance from the Company, Directors should decline the opportunity to respond to any inquiries for news or information about the Company and refer the request to the appropriate Company spokesperson.

IV. Guidelines, Policies, Charters and Articles

The Board believes that it is important that the Company's stakeholders and others are able to review its corporate governance practices and procedures. The Company publishes these Corporate Governance Guidelines, the Company's Ethics Policy, the charters of the following committees: Audit, Compensation, Corporate Governance and Executive, the Lead Director Charter and other key governance materials on its website.

Effective: November 20, 2020