

DELPHI CORPORATION

CORPORATE GOVERNANCE GUIDELINES

These guidelines, which have been approved by the Board of Directors of Delphi Corporation (the “Board”), set forth the philosophy and operating ground rules of the Board. As a supplement to Delphi’s Certificate of Incorporation and Bylaws, these guidelines, along with the charters of the committees of the Board, provide the framework under which business affairs of Delphi will be managed under the direction and oversight of the Board.

1. Role of Board and Management. Delphi’s business is conducted by its employees, managers and officers, under the direction of the Chairman, President and Chief Executive Officer (the “CEO”) and the oversight of the Board, to enhance the long-term value of the company for its shareholders. This responsibility includes a need for active and thoughtful oversight of short-term operating plans and performance, as well as monitoring long-term financial results. Both the Board and management recognize that the long-term interests of shareholders are advanced by responsibly addressing the concerns of other Delphi constituencies – customers, employees, suppliers and the communities in which we operate.

2. Functions of Board. The Board has seven scheduled meetings a year at which it reviews and discusses reports by management on Delphi’s performance, its plans and prospects, as well as immediate issues facing the company. Directors are expected to attend all scheduled board and committee meetings. In addition to its general oversight of management, the Board also performs a number of specific functions, including:

- a. selecting, evaluating and compensating the CEO and overseeing CEO succession planning;
- b. providing counsel and oversight on the selection, evaluation, development and compensation of senior management;
- c. reviewing, approving and monitoring fundamental financial and business strategies and major corporate actions and ensuring that management’s responsibilities and objectives are clearly defined and monitored;
- d. assessing major risks facing the company – and reviewing options for their mitigation;
- e. ensuring processes are in place for maintaining the integrity of the company – integrity of the financial statements, the integrity of compliance with law and ethics, the integrity of relationships with customers and suppliers, and the integrity of relationships with other constituencies; and.
- f. consideration and nomination of potential new members of the Board.

3. Director Qualifications. The Corporate Governance and Public Issues Committee is responsible for reviewing with the Board, on an annual basis, the requisite skills and characteristics of new Board members as well as the composition of the Board as a whole. This assessment shall include examining the independence of a nominee, as well as considering the

skills and experience of the person in the context of the needs of the Board. Delphi seeks individuals who possess the highest personal and professional ethics, integrity and values. In addition, we believe that the composition of the Board as a whole should provide a diverse set of skills and perspectives and should endeavor to include directors from each of the major geographical areas of our operations: North America, Asia/Pacific, Europe and South America.

The Corporate Governance and Public Issues Committee shall select director nominees in accordance with the policies and principles of its charter, and the committee shall then recommend qualified candidates to the Board as a whole.

Directors must be willing and able to devote sufficient time to carrying out their duties and responsibilities effectively, and should be committed to serve on the Board for an extended period of time. In the event of a major change in an independent director's position or responsibilities outside of Delphi, such director shall submit a written offer to resign.

In general, directors should not serve on more than four other boards of publicly-traded companies, but the Corporate Governance and Public Issues Committee may consider and recommend to the Board whether this limit is too high or too low, based on an individual director's other duties and commitments. Directors should advise the Chairman and the chairperson of the Corporate Governance and Public Issues Committee in advance of accepting an invitation to serve on another public company board.

The Board does not believe it should establish term limits. While term limits could help insure that there are fresh ideas and viewpoints available to the Board, strict application may result in losing the contribution of directors who have been able to develop, over a period of time, increasing insight into the company and its operations and, therefore, provide an increasing contribution to the Board as a whole. At the same time, the Board does not believe that directors should expect to be re-nominated until they reach the mandatory retirement age. The Board self-evaluation process described below will be an important determinant for Board tenure. Non-employee ("outside") directors will retire from the Board at the next annual meeting after their 70th birthday, although the Board may extend the term of directors over 70 in special circumstances. Employee (inside) directors will resign from the Board when their active service as an employee is concluded, or, if appropriate, when his or her responsibilities as a corporate officer are changed.

4. Independence of Directors. The Board shall consist of a majority of directors who meet the then applicable independence requirements of the New York Stock Exchange, as determined by the Board, and who shall have such additional qualifications and experience, if any, as may from time to time be required by the Sarbanes-Oxley Act, the Securities Exchange Act of 1934, as amended, the applicable rules and regulations of the Securities and Exchange Commission and the applicable standards of the New York Stock Exchange (the "Applicable Rules and Standards"). It is the Board's goal that at least two-thirds of the directors will be independent under the Applicable Rules and Standards.

To be considered independent under the Applicable Rules and Standards, the Board must determine that a director does not have any direct or indirect material relationship with Delphi. The Board has established the following guidelines to assist it in determining director independence in accordance with such rules:

- a. A director will not be independent if, within the preceding three years: (i) the director was employed by Delphi; (ii) an immediate family member of the director was employed by Delphi as an officer; (iii) the director was employed by or affiliated with Delphi's independent auditor; (iv) an immediate family member of the director was

employed by Delphi's independent auditor as a partner, principal or manager; (v) a Delphi executive officer was on the compensation committee (or a committee performing similar functions) of the board of directors of a company which employed the Delphi director, or which employed an immediate family member of the director as an officer; or (vi) the director or an immediate family member of the director received more than \$100,000 in direct compensation from Delphi (other than payments for current or past service as a director or, in the case of a family member, for compensation received for service as a non-executive employee of Delphi).

b. The following commercial or charitable relationships will not be considered to be material relationships that would impair a director's independence; (i) if a Delphi director is an employee of another company that does business with Delphi and the annual sales to, or purchases from, Delphi are less than two percent of the annual revenues of the company he or she serves as an employee; (ii) if a Delphi director is an employee of another company which is indebted to Delphi, or to which Delphi is indebted, and the total amount of either company's indebtedness to the other is less than two percent of the total consolidated assets of the company he or she serves as an employee; and (iii) if a Delphi director serves as an officer, director or trustee of a charitable organization, and Delphi's discretionary charitable contributions to the organization are less than two percent of that organization's total annual charitable receipts. (Delphi's automatic matching of employee charitable contributions will not be included in the amount of Delphi's contributions for this purpose.) The Board will assure itself that no commercial or charitable relationship of a director impairs such director's independence. Whether directors and director nominees meet these independence tests will be reviewed and will be made public in Delphi's annual proxy statement.

Delphi will not make any personal loans or extensions of credit to directors or executive officers.

5. Size of Board and Selection Process. The Board will determine the number of directors and will typically have a maximum of three inside directors and ten outside directors. These maximums may, however, be exceeded in exceptional circumstances at the Board's discretion, so long as there is always a majority of independent directors. All directors are elected by shareholders to serve three-year terms. In accordance with Delphi's Certificate of Incorporation and Bylaws, director seats are divided into three classes such that shareholders will elect directors for one class at each annual meeting of shareholders. In accordance with Delphi's Bylaws, shareholders may propose nominees for consideration by the Corporate Governance and Public Issues Committee by submitting names and supporting information to: Secretary, Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098. The annual proxy statement will set forth the required submission date for any nominees to be considered at the next annual meeting of shareholders. Between annual shareholder meetings, the Board may elect directors to serve up to a three-year term.

6. Board Committees. The Board shall have at all times an Audit Committee, a Compensation and Executive Development Committee, and a Corporate Governance and Public Issues Committee (the "Standing Committees") to assist the Board in discharging its responsibilities. In addition, the Board shall have at all times a Lead Independent Director who shall serve ex-officio on each of these Standing Committees. All of the members of the Standing Committees and the Lead Independent Director will be outside directors who satisfy the independence criteria established by the Applicable Rules and Standards and these guidelines. Consideration will be given to rotating committee assignments and chairmanships every three years, but rotation will not be required as policy. The current charters and key practices of the Standing Committees

shall be available on the Delphi website. In addition, the Board shall have at all times an Executive Committee.

The Executive Committee shall be composed of the Lead Independent Director (as chairperson), and the chairpersons of the three Standing Committees. In an emergency, or when directed by a majority of the Board, the Executive Committee may exercise the power and authority of the Board in the direction and management of the business and affairs of the company between meetings of the Board, but it will not hold regularly scheduled meetings.

Committee members and the Lead Independent Director shall be appointed by the Board upon recommendation of the Corporate Governance and Public Issues Committee with consideration of the desires of individual directors.

The chairperson of each committee, in consultation with the committee members, shall determine the frequency and length of the committee meetings consistent with any requirements set forth in the committee's charter. The chairperson of each committee, in consultation with the appropriate members of the committee and management, shall develop the committee's agenda. The schedule for each committee shall be furnished to all directors.

The Board may, from time to time, establish or maintain additional committees as necessary or appropriate. The Board has established a Qualified Legal Compliance Committee comprised of each of the directors serving on the Audit Committee.

7. Role of Lead Director; Meetings of Independent Directors. The Lead Independent Director provides a bridge between the outside directors and the management of the company. The Lead Independent Director will be chairperson of the Executive Committee and an ex-officio member of each Standing Committee. If the Chairman's position is filled by an outside director who satisfies the independence criteria established by the Applicable Rules and Standards and these guidelines, the duties of the Lead Independent Director will be assumed by the Chairman.

To be effective the Lead Independent Director must develop a solid knowledge of the company, its business, the competitive environment in which it operates, and the elements of effective corporate governance.

The Lead Independent Director shall:

- a. in consultation with the CEO, approve the annual calendar for all meetings of the Board and its Standing Committees;
- b. review and approve the philosophy of and program for compensation of the outside Directors; and
- c. maintain close contact with the chairperson of each Standing Committee.

Outside directors who satisfy the independence criteria established by the Applicable Rules and Standards and these guidelines shall meet in executive session as often as necessary or desirable, but in no case less than two times per year. The Lead Independent Director shall preside at these meetings, and his name will be disclosed in the annual proxy statement.

8. Self-Evaluation. The Board shall conduct an annual self-evaluation to determine whether it and its committees are functioning effectively. The Corporate Governance and Public Issues

Committee shall receive comments from all directors and report annually to the Board with an assessment of the Board's performance. This shall be discussed with the full Board following the end of each fiscal year.

9. Setting Board Agenda. Prior to each Board meeting, a proposed agenda, drafted by the CEO in consultation with the Lead Independent Director, will be sent to the directors in advance of each meeting. Each director is urged to suggest the inclusion of items on the agenda. Each director is free to raise at any Board meeting subjects that are not on the agenda for that meeting.

Directors are expected to attend Board meetings and meetings of committees on which they serve, and to spend the time needed to properly discharge their responsibilities. Information and data that are important to the Board's understanding of the business to be conducted at a Board or committee meeting should generally be distributed in writing to the directors prior to the meeting, and directors should review these materials in advance of the meeting.

10. Ethics and Conflicts of Interest. All directors, whether or not employees of the company, must comply with both the letter and spirit of all applicable provisions of Delphi's code of business conduct and ethics, Foundation for Excellence. Directors are encouraged to bring questions about particular circumstances that may implicate one or more provisions of the Foundation for Excellence to the attention of the Lead Independent Director or the CEO, who may consult with inside or outside legal counsel as appropriate. The Board will not permit any waiver of any ethics policy for any director or executive officer. If an actual or potential conflict of interest arises for a director, the director shall promptly inform the CEO and the Lead Independent Director. If a significant conflict exists and cannot be resolved, the director should resign. All directors will recuse themselves from any discussion or decision affecting their personal, business or professional interests.

11. Reporting Concerns. Anyone who has a concern about Delphi's conduct, or about the company's accounting, internal accounting controls or auditing matters, may communicate that concern directly to the Lead Independent Director, to the outside directors as a group, or to the Audit Committee. Such communications may be confidential or anonymous, and may be submitted in writing in care of the Corporate Secretary, or reported by phone to a toll-free number published on the company's website. Concerns relating to accounting, internal controls, auditing or officer conduct shall be sent immediately to the Chairman of the Audit Committee. The status of all outstanding concerns addressed to the Lead Independent Director, the independent directors as a group, or the Audit Committee will be reported to the Lead Independent Director, and in the case of concerns relating to accounting, internal control, or auditing, to the Chairman of the Audit Committee, on at least a quarterly basis. The Lead Independent Director or Chairman of the Audit Committee may direct that certain matters be presented to a committee or the full Board and may direct special treatment, including the retention of outside advisors or counsel, for any concern addressed to them. Delphi's code of business conduct and ethics, Foundation for Excellence, prohibits any employee from retaliating or taking any adverse action against anyone for raising or helping to resolve an integrity concern.

12. Compensation of Board. The Lead Independent Director together with the Compensation and Executive Development Committee, in accordance with the policies and principles set forth in its charter, shall determine the form and amount of compensation paid to the outside directors. At least fifty percent of director compensation shall be equity based. The Compensation and Executive Development Committee shall periodically review director compensation.

13. Succession Plan. The Board will approve and maintain a succession plan for the CEO and senior executives, based upon recommendations from the Compensation and Executive Development Committee.

14. Annual Compensation Review of Senior Management. The Board will conduct an annual review of the CEO's performance. The evaluation process will be organized and overseen by the Lead Independent Director with assistance from the Compensation and Executive Development Committee, as set forth in its charter. Each independent director will assess the CEO's performance in relation to the CEO's objectives for the year under review and over the long-term. The Lead Independent Director will consolidate the evaluations and preside over a discussion with the independent directors. The results of the evaluation will be reported to the CEO.

The Compensation and Executive Development Committee in accordance with its charter shall annually approve the goals and objectives for compensating the CEO and the compensation structure for the company's officers. The committee will evaluate the performance of the company's officers, including all members of the Delphi Strategy Board before approving their salary, bonus and other incentive and equity compensation.

15. Access to Senior Management. It is expected that the outside Directors will provide knowledgeable oversight of the business, and will therefore maintain a current understanding of the company's operations. Contact between Board members and senior executives will be open in both directions. Directors have full and free access to officers and employees of the company.

16. Access to Independent Advisors. The Board and each committee, including the Standing Committees, have the power to hire independent legal, financial or other advisors, without consulting or obtaining the approval of any officer of the company in advance.

17. Director Orientation. The chief financial officer and the general counsel shall be responsible for providing orientation for new directors, and for periodically providing materials or briefing sessions for all directors on subjects that would assist them in discharging their duties. Each new director shall be briefed by senior management on the company's strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its code of business conduct and ethics, Foundation for Excellence.