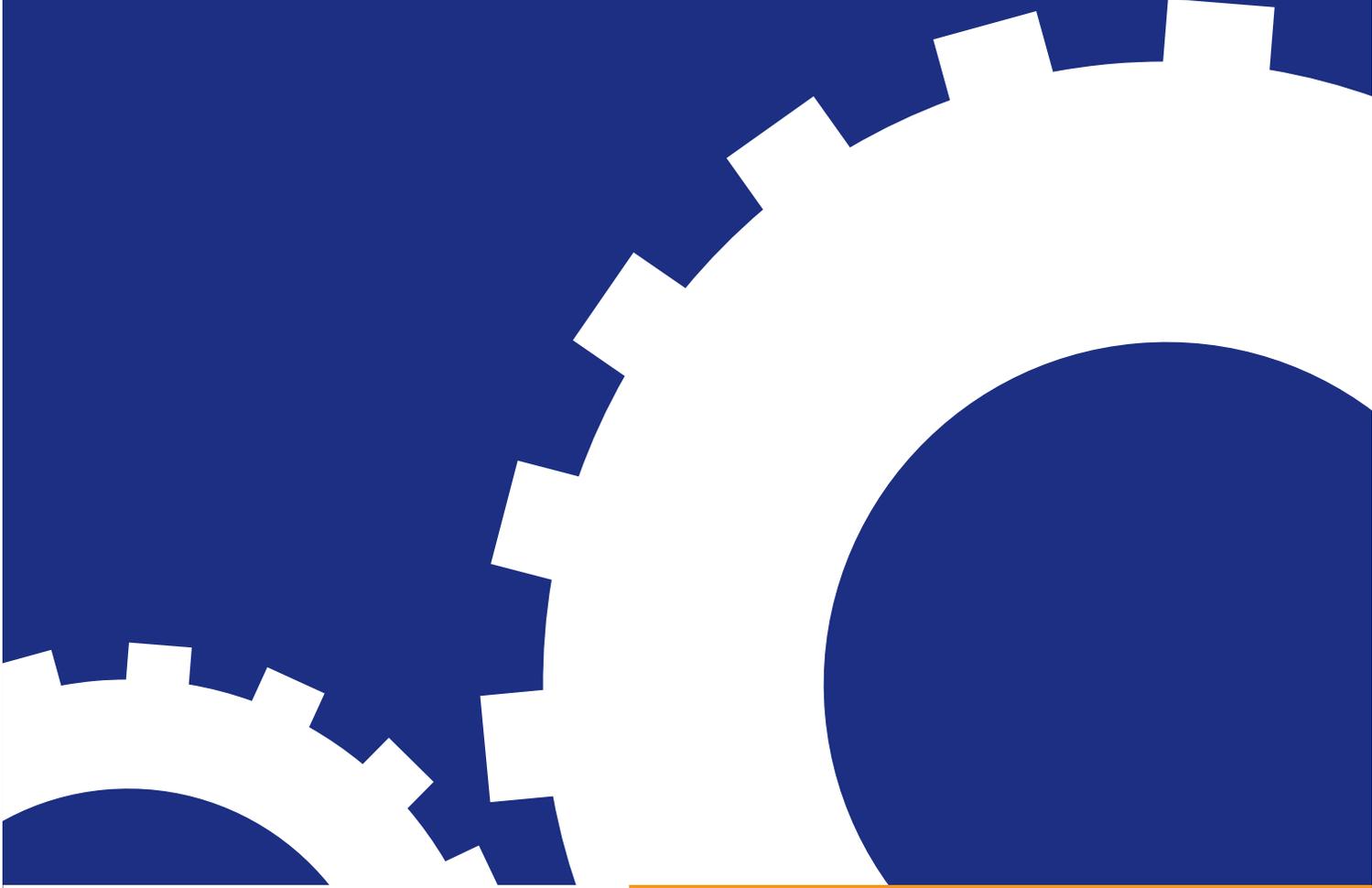


Your Delphi Technologies Services LLC
Salaried Retirement Savings Program (SRSP)
is changing gears

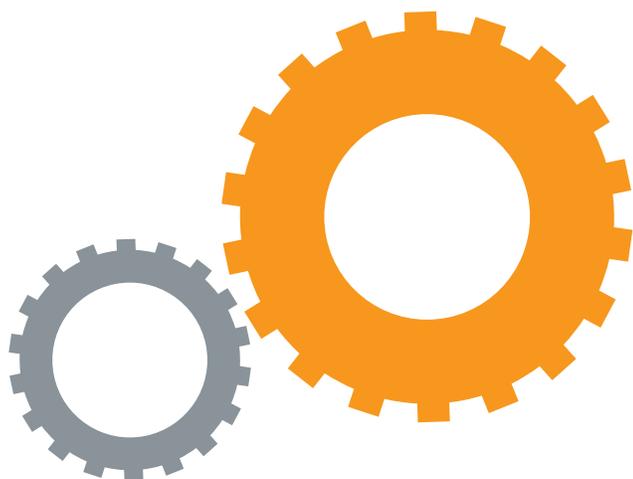


spark

BorgWarner Inc. Retirement Savings Plan (RSP)

 **BorgWarner**

Vanguard[®]



Welcome to Vanguard

Over the next several weeks, the Delphi Technologies Services LLC Salaried Retirement Savings Program (SRSP) will move to Vanguard in the BorgWarner Inc. Retirement Savings Plan (RSP).

This newsletter gives you the latest information about the transition. Please review it carefully to learn how the transfer will affect you.

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A word about Vanguard

Vanguard has been a trusted provider of employer retirement savings plans for more than three decades.

Vanguard's mission is to take a stand for all investors, to treat them fairly, and to give them the best chance for investment success. Today, Vanguard is helping millions of participants just like you save for a comfortable retirement.

When your account moves to Vanguard, you'll also enjoy:

- **Investment flexibility.** You'll have access to a new lineup of investment options to meet your needs.
- **Convenient account access.** You can check your balance, make transactions, and use financial planning tools at vanguard.com/retirementplans.
- **Daily valuation.** Your account balance will be updated daily.
- **Enhanced education and planning.** You'll get a wealth of information from Vanguard about your plan and how to invest for retirement.

What the transition means to you

To ensure an orderly transition, account activity will be restricted temporarily. This period is known as a "blackout period." The blackout period will begin on December 23, 2020, at 4 p.m., Eastern time, and is expected to end during the week of January 10, 2021.

During the blackout period, you will not be able to:

- Move money between funds.
- Change which funds you invest your money in.
- Change how much of each paycheck you invest.
- Change the address on your account.
- Request a loan.*
- Make unscheduled loan payments.
- Request withdrawals or distributions.*

*All loans, withdrawals, or distribution requests must be made at Fidelity no later than December 18, 2020, at 4 p.m., Eastern time.

Throughout the blackout period, you will continue to make contributions and scheduled loan payments through the Delphi Technologies Services LLC SRSP (if applicable).



Key dates

Please review the key dates below to understand how your account may be affected during the transition period.

December 18, 2020	Last day to initiate a loan, withdrawal, or distribution from Fidelity.
December 23, 2020, at 4 p.m., Eastern time	Blackout period begins. Deadline to move money between funds, brokerage accounts, or request contribution allocation changes, loans, withdrawals, and distributions in the Delphi Technologies Services LLC SRSP. Your current contribution rate will remain in place throughout the transition.
December 31, 2020	All assets in your account are valued at Fidelity. Assets moving in kind, including brokerage accounts and Fidelity Managed Income Portfolio II, will be reregistered on this date.
January 4, 2021	All assets are invested at Vanguard. Your non-brokerage assets transfer to the Vanguard Target Retirement Trust II with the target date closest to the year in which you will reach age 65. Investments in Target Retirement Trusts are subject to the risks of their underlying funds. Investments in Target Retirement Trusts are subject to the risks of their underlying funds. The year in the trust name refers to the approximate year (the target date) when an investor in the trust would retire and leave the workforce. The trust will gradually shift its emphasis from more aggressive investments to more conservative ones based on its target date. An investment in a Target Retirement Trust is not guaranteed at any time, including on or after the target date. Note: Assets in Fidelity Managed Income Portfolio II will remain invested in the fund when the plan moves to Vanguard. The fund will be closed to new investments.
Week of January 10, 2021	Blackout period ends. All transactions in your BorgWarner RSP are available through Vanguard.

*Any assets transferred in kind will be valued based on each fund's net asset value (NAV) at market close on December 31, 2020. Any assets sold will be valued based on each fund's NAV at market close on December 31, 2020, and invested at Vanguard based on each fund's NAV at market close on January 4, 2021. From the time assets are sold by Fidelity until they are invested at Vanguard, your investments will be out of the market and will not receive any earnings or incur any losses based on market performance. The trade date is dependent upon timely receipt of the wire and good order of transfer documents from Fidelity.

A word about your brokerage account

When your Delphi Technologies Services LLC SRSP moves to Vanguard, your brokerage account will transfer in kind to your brokerage account in the BorgWarner RSP and will remain open until June 30, 2021.

While the transfer is made, there will be a short period during which you will be unable to perform certain transactions. Between December 23, 2020, and the week of January 10, 2021,* you will be unable to:

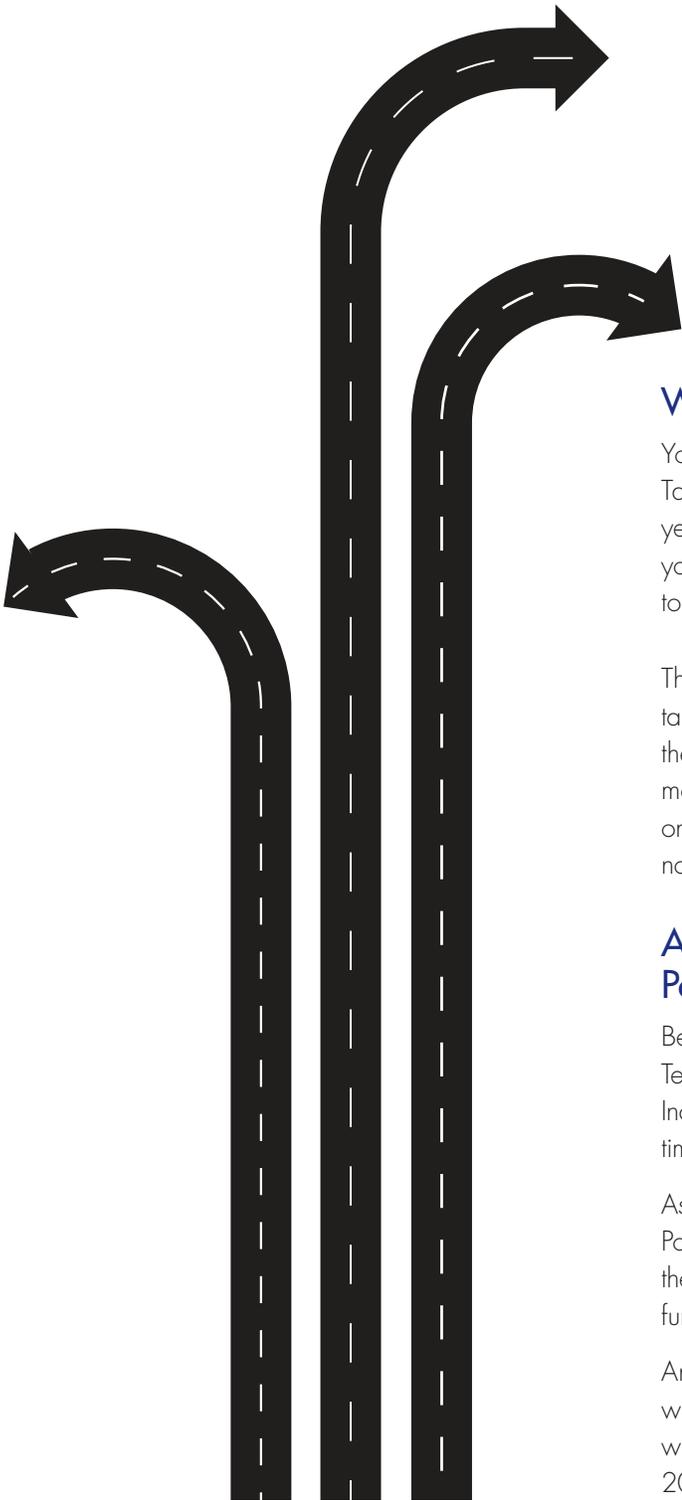
- Close your plan brokerage account.
- Place trades in your plan brokerage account.
- Move money between your brokerage account and the core investments.

Between the end of the blackout period and June 30, 2021, you'll be able to make trades and transactions within your brokerage account using the money that's already available there; however, you won't be able to transfer new money into the account. If you move money out of your brokerage account, you will not be able to move money back in. **For terminated participants:** At the end of the blackout period, you will be eligible to roll over your brokerage investments to an IRA.

You have the option to liquidate your brokerage account before July 1, 2021. Any balance left in the account after June will be liquidated.

You will receive more information about the transition and a reminder about your closing brokerage account before July 1, 2021.

*While the blackout period for your core investment assets will lift during the week of January 10, 2021, brokerage assets may take additional time to settle.



What will happen to my savings?

Your non-brokerage assets will transfer to the Vanguard Target Retirement Trust II with the target date closest to the year in which you will reach age 65. After the transition, you can move your money or redirect your contributions to other investment options in your plan at any time.

The year in the trust name refers to the approximate year (the target date) when an investor in the trust would retire and leave the workforce. The trust will gradually shift its emphasis from more aggressive investments to more conservative ones based on its target date. An investment in a Target Retirement Trust is not guaranteed at any time, including on or after the target date.

A word about Fidelity Managed Income Portfolio II

Because of contractual obligations between the Delphi Technologies Services LLC SRSP and the Fidelity Managed Income Portfolio II, the fund cannot be fully liquidated at the time of the transition to Vanguard.

As a result, if you have a balance in Fidelity Managed Income Portfolio II, your money will remain invested in the fund when the plan moves to Vanguard. You can transfer money out of the fund at any time, but you cannot contribute new money to it.

Any money remaining in Fidelity Managed Income Portfolio II will automatically transfer to Vanguard Retirement Savings Trust III when the contractual obligations expire. You will be notified in 2021 prior to the expiration.

What's new in your Retirement Savings Plan?

Here is a general description of some of the main features of your new BorgWarner Inc. Retirement Savings Plan (RSP).

Enrollment

Current participants of the Delphi Technologies Services LLC SRSP will be transferred to the BorgWarner RSP with their deferral election as of December 23, 2020. If you are not already participating in the Delphi Technologies Services LLC SRSP, you can enroll online after the blackout period ends. Go to vanguard.com/enroll; you can use your plan number (099103). To enroll by phone, call Vanguard at 800-523-1188. Whether enrolling online or by phone, you will be asked the percentage of your pay you want to contribute and how you want to invest your money.

Employee contributions

Your contributions will be deposited in the Savings Account of your RSP account. You can contribute from 1% to 70% of your pay on a pre-tax, Roth 401(k) after-tax, or traditional after-tax basis (or a combination of the three).

You can also contribute from 1% to 3% of your pay to the Retiree Health Account. Your total contributions to the plan cannot exceed 73% of your pay.

The IRS also limits contributions. For current IRS limits, visit vanguard.com/contributionlimits.

If you are age 50 or older, or will turn 50 by year's end, you may make catch-up contributions. Catch-up contributions allow you to save above the normal IRS annual limit on a pre-tax or Roth basis. If you are eligible for catch-up contributions and are currently contributing to the plan on a pre-tax or Roth basis, your contributions will automatically be classified as catch-up contributions. If you are only contributing on a traditional after-tax basis, your traditional after-tax contribution will not be eligible for catch-up contributions.

To help you save more, you can have your pre-tax or Roth contribution rate automatically increased for you in whatever month you choose. Simply decide how much more you'd like to save annually—from one to three percentage points. You can set up automatic increases anytime. These annual increases will continue until your contributions reach the plan or the annual IRS limit, whichever is less.

You can set up, change, or stop your automatic annual contribution increases at vanguard.com/retirementplans or by speaking with a Vanguard Participant Services associate at 800-523-1188.

Employee Roth contributions

The Roth 401(k) option could provide you with tax-free income in retirement. When you contribute to your plan on a Roth basis, your withdrawals are tax-free, provided you meet certain conditions. Withdrawals from a Roth 401(k) account are tax-free if you are over age 59½ and have held the account for at least five years. If you take a withdrawal from your Roth 401(k) account before age 59½ or less than five years from the first contribution, the portion of the withdrawal that is attributable to earnings may be subject to ordinary income tax and a 10% federal penalty tax. Is Roth right for you? Learn more about Roth contributions at vanguard.com/rothcontributions.

Company contributions

Company match

BorgWarner will make matching contributions of 100% on the first 3% you contribute on a pre-tax or Roth basis to your Savings Account in the RSP. Please note that the company match does not apply to traditional after-tax contributions.

Company retirement contribution

In addition, after you complete 60 days of employment, BorgWarner will contribute to your Company Retirement Account each pay period based on your years of service and eligible pay as shown in the table below. The first 3% of your Company Retirement Contribution is a Safe Harbor contribution and is vested immediately. Additional company contributions are vested after three years of service. Prior years of service at Delphi Technologies will be counted in the BorgWarner RSP. (**Note:** Refer to the “Vesting” section in this newsletter for more information on vesting.)

Years of service each January 1	Company contribution on compensation up to the Social Security wage base	Company contribution on compensation over the Social Security wage base
	Salaried	Salaried
Less than or equal to 10 years	4%	8%
Over 10 years but less than or equal to 20 years	5%	10%
Over 20 years	6%	11.5%

Retiree Health Account (RHA)

The RHA portion of the RSP is a valuable way to help you set aside money—while earning RHA company matching contributions—for medical costs you may incur after you leave BorgWarner. You can contribute 1% to 3% of your eligible pay on a pre-tax basis. The company will contribute \$1 for every \$1 you contribute up to \$500 per year.

Your combined pre-tax contributions made to your Savings Account and RHA are subject to IRS limits.

Beneficiaries

All beneficiary designations will be transferred from the Delphi Technologies Services LLP SRSP to Vanguard. After the blackout period ends, be sure to verify the beneficiaries for your account. Properly designating beneficiaries ensures that, when you die, your hard-earned savings are distributed according to your wishes.

You can name a beneficiary or update your beneficiary information by logging on to your account at vanguard.com/retirementplans.

Rollovers

If you have money in a former employer's qualified retirement plan or an IRA, in most cases you can roll it over to the RSP at Vanguard.

To initiate a rollover, log on to vanguard.com/retirementplans. If you need assistance, call Vanguard.

Vesting

Vesting refers to your right of ownership to the money in your account. **Your balance transferred from the Delphi Technologies Services LLC SRSP will be 100% vested.** Your service date at Delphi will count toward all plan vesting, company contributions, and eligibility rules.

Loans

The BorgWarner RSP allows for one outstanding loan. If you currently have one or more loans in the Delphi Technologies plan, it will be carried over to Vanguard during the transition. However, you will not be able to take a new loan until all outstanding loans are paid off. **Please note: If you are currently paying your loan through ACH payments, you will need to reestablish banking instructions at Vanguard after the blackout.**

Here are the loan provisions for the BorgWarner plan:

- Minimum amount: \$500.
- Maximum amount: 50% of your vested account balance up to \$50,000 (or less if you have had an outstanding loan in the past 12 months).
- Maximum outstanding loans: one.
- Repayment: up to five years.
- Origination fee (per loan): \$50 when applying online or through VOICE®; \$100 when applying by phone with personal assistance from a Vanguard associate.

Withdrawals*

You can withdraw money from your account under certain circumstances. You may take two hardship and two non-hardship withdrawals per year (subject to plan rules).

Non-hardship withdrawals. You can make a withdrawal of traditional after-tax contributions and rollover contributions, plus any earnings.

Age 59½ withdrawals. Once you reach age 59½, you can make withdrawals from your entire vested account balance (excluding your Company Retirement Account, Savings company match, and RHA company match).

Hardship withdrawals. You can withdraw money from your account (including Savings and RHA before-tax contributions and rollovers) for a serious financial hardship, including:

- Purchase of a principal residence.
- Unreimbursed medical expenses.
- Tuition and fees for postsecondary education.
- Prevention of eviction or mortgage foreclosure.
- Burial or funeral expenses for a parent, spouse, child, or dependent.
- Certain expenses for repairing your principal residence if the expenses qualify as a casualty deduction.

Qualified reservist withdrawals. Distributions to members of a reserve unit called to active duty after September 11, 2001, may qualify for special tax treatment.

Deemed severance withdrawals. Distributions that are permitted under The HEART Act of 2008 for military personnel called to active duty for more than 30 days.

Distributions*

You are eligible to receive your vested account balance upon retirement, termination of employment, or total and permanent disability.

***Tax implications:** You will be responsible for paying any federal, state, local, or foreign taxes on a distribution or withdrawal from pre-tax accounts. A distribution or withdrawal of Roth 401(k) earnings is usually also taxable unless the initial Roth contribution was made more than five years ago and you are at least age 59½. Early withdrawals may be subject to a 10% federal penalty tax. To the extent required by law, Vanguard will make the appropriate withholding for tax purposes.

Your new investment lineup

Your assets will transfer to the Vanguard Target Retirement Trust II with the target date closest to the year in which you will reach age 65. After the transition, you can move your money or redirect your contributions to other investment options in your plan at any time.

At Vanguard, it is easy to choose investments for your Retirement Savings Plan. That's because your plan's investment lineup will be divided between two tiers—"all-in-one" (target-date) investments and core investments. Whether you're an experienced or a novice investor, you can create a portfolio that fits your investment objective, time horizon, and comfort with risk.

Tier 1: All-in-one (target-date) investments

How to invest your money among stocks, bonds, and short-term reserves—now and as you grow older—is one of your most important financial decisions.

Vanguard Target Retirement Trusts provide a professionally maintained, diversified mix of investments that shifts its emphasis to more conservative investments as the year of retirement nears. During the transition, the balance in your Fidelity account will move to Vanguard Target Retirement Trusts.

- Vanguard Target Retirement 2060 Trust II
- Vanguard Target Retirement 2055 Trust II
- Vanguard Target Retirement 2050 Trust II
- Vanguard Target Retirement 2045 Trust II
- Vanguard Target Retirement 2040 Trust II
- Vanguard Target Retirement 2035 Trust II
- Vanguard Target Retirement 2030 Trust II
- Vanguard Target Retirement 2025 Trust II
- Vanguard Target Retirement 2020 Trust II
- Vanguard Target Retirement 2015 Trust II
- Vanguard Target Retirement Income Trust II

Tier 2: Core investments

If you would like to build your own diversified portfolio, you may want to consider the investments in this tier. Core investments can offer the basic ingredients for a well-balanced portfolio. You can combine several to create a portfolio that suits you.

Stocks

- **Artisan Global Opportunities Trust Tier 1**, a global stock investment, seeks to invest in companies with franchise characteristics that are benefiting from an accelerating profit cycle and are trading at a discount to private market value.
- **BorgWarner Company Stock Fund**, a company stock fund, seeks long-term growth of capital.
- **Cohen & Steers Real Estate Securities Fund Class Z**, a real estate stock fund, seeks total return through investment in real estate securities.
- **Northern Trust Collective S&P 500 Index Fund DC Non-Lending Tier 3**, a domestic stock fund, seeks to approximate the risk and return characteristics of the S&P 500 Index, an index that is commonly used to represent the large-cap segment of the U.S. equity market.
- **Northern Trust Collective Russell 2000 Index Fund DC Non-Lending Tier Three**, a domestic stock fund, seeks to approximate the risk and return characteristics of the Russell 2000 Index, an index that is commonly used to represent the small-cap segment of the U.S. market.
- **Vanguard Mid-Cap Index Fund Institutional Shares**, a domestic stock fund, seeks to track the performance of a benchmark index that measures the investment return of mid-capitalization stocks.
- **Vanguard Total International Stock Index Fund Institutional Shares**, an international stock fund, seeks to track the performance of a benchmark index that measures the investment return of stocks issued by companies located in developed and emerging markets, excluding the United States.

Bonds

- **NT Collective Aggregate Bond Index Fund Non Lending Tier Two**, a bond fund, seeks to hold a portfolio representative of the overall U.S. bond and debt market.
- **Northern Trust Collective Treasury Inflation-Protected Securities (TIPS) Index Fund Non Lending Tier Two**, a bond fund, seeks to hold a portfolio representative of the treasury inflation-protected securities sector of the United States bond and debt market, as characterized by the Bloomberg Barclays US TIPS Index.

Stable Value

- **Vanguard Retirement Savings Trust III**, a stable value fund, seeks to provide current and stable income, while maintaining a stable share value of \$1.
- **Fidelity Managed Income Portfolio II** (*closed to new investments*)*

* Fidelity Managed Income Portfolio II is closed to new investments and will be removed from the investment lineup in June 2021. Any remaining balances in the fund will move automatically to Vanguard Retirement Savings Trust III.

A note about risk

Whenever you invest, there's a chance you could lose the money. Diversification does not ensure a profit or protect against a loss. U.S. Treasury investments and some U.S. government agency bonds are backed by the government, so it's highly likely that payments will be made on time. But their prices can still fall when interest rates go up. Bond funds are made up of IOUs, primarily from companies or governments. These funds risk losing value if the debt isn't repaid on time. Also, bond prices can drop when interest rates rise or the issuer's reputation suffers. Small- and mid-cap funds are made up of the stocks of small and medium-sized companies. These companies have fewer financial resources than larger companies. Because of that, their stock prices can be more affected by swings in the economy. Non-U.S. stocks or bonds have risks tied to the political and economic stability of their country or region. And if the value of the foreign currency falls, the value of the stocks or bonds would also fall. Funds that focus on a narrow part of the economy—for example, real estate or health care—can fluctuate sharply in price. This makes them riskier than broadly based stock funds. The performance of a company stock fund depends on the price of a single stock, which can move up or down dramatically. So this type of fund can be riskier than a stock mutual fund, which may own hundreds or thousands of stocks.



What's next?

Over the next two months, you will continue to receive information about the move to Vanguard. You'll also be invited to live webinars presented by Vanguard.

There you'll learn more about:

- The plan's features.
- Your investment options.
- How to choose appropriate investments for retirement.

If you have any questions about your account at Fidelity, contact Fidelity at **877-389-2374**. You can also access your account prior to the transfer by logging on to **netbenefits.com**.

If you have questions about the transition to Vanguard, please contact Aarti Sheth at **aarti.sheth@delphi.com** for more information.

Frequently asked questions

Q. What is a blackout period and why is it required?

A. A blackout period, sometimes referred to as a freeze period, is a window of time during which a temporary restriction on account transactions is in effect to ensure an orderly transition of assets from Fidelity to Vanguard.

Q. What transactions are restricted during the blackout period?

A. Once the blackout period begins at 4 p.m., Eastern time, on December 23, 2020, you will not be able to conduct the following transactions on your account at Fidelity:

- Move money between funds.
- Change the funds you invest your money in.
- Change the amount of each paycheck you invest.
- Change the address on your account.
- Request a loan.
- Make unscheduled loan payments.
- Request withdrawals or distributions.

Q. What action do I need to take before the transition?

A. You are not required to take any action. Your deferral elections (if applicable) will carry over to Vanguard and your investment allocations will move according to the strategy outlined in this brochure. However, you're encouraged to evaluate your investment allocations prior to the blackout period beginning on December 23, 2020, in the event you wish to make a change.

Q. How long will my money be out of the market?

A. Your money will be out of the market for one day. Any assets sold will be valued based on each fund's net asset value (NAV) at market close on December 31, 2020, and invested at Vanguard based on each fund's NAV at market close on January 2, 2021. From the time assets are sold by Fidelity until they are invested at Vanguard, your investments will be out of the market and will not receive any earnings or incur any losses based on market performance. The trade date is dependent upon timely receipt of the wire and good order of transfer documents from Fidelity.

Q. If I leave BorgWarner during the blackout period, can I access my money?

A. Once the blackout period begins on December 23, 2020, through the end of the blackout period during the week of January 10, 2021, you will be unable to request distributions regardless of employment status. When the blackout period ends, all transaction restrictions will be removed.

Q. I am a terminated employee. Can I leave my money in the Delphi plan?

A. You have two options as a terminated employee: 1) You can leave your money in the plan and it will transition to Vanguard. 2) You can take a distribution through Fidelity. To initiate the process, you must make your request to Fidelity by December 18, 2020.

Q. How will I know when the blackout period is over?

A. Vanguard will mail a notification informing you that the blackout period is over, as well as instructions on how to register for secure online account access.

Q. I'm a new employee. How will the blackout period impact my participation in the plan?

A. If you are enrolled in the Fidelity plan prior to the start of the blackout period on December 23, 2020, your plan contributions will continue. Because the plan will be under temporary restriction beginning at 4 p.m., Eastern time, on December 23, 2020, the enrollment window for newly eligible employees hired during the fourth quarter will begin once the blackout period has ended.

Q. I currently have more than one loan in my Delphi Technologies Services LLC SRSP at Fidelity. Can I have more than one loan at Vanguard?

A. All loans will carry over from Fidelity at Vanguard. If you currently have a loan set up to be paid via ACH in the Delphi Technologies SRSP, you will need to set up ACH instructions with Vanguard after the blackout period. More information is forthcoming. You will receive additional instructions from Vanguard to continue paying those loans through ACH or payroll deductions.

The BorgWarner plan only allows one loan. If you want to take a new loan in the BorgWarner plan, you will need to pay off existing loan(s) first.

Q. Who should I contact if I have questions about my account?

A. You should contact Fidelity with questions about your account prior to the asset transfer date by logging on to your account at netbenefits.com or by calling **877-389-2374**.

Once the asset transfer is complete and the blackout period is over, you can contact Vanguard.

Connect with Vanguard

After the move to Vanguard is complete, you can contact Vanguard about your account online or by phone. You'll receive more information about Vanguard in the weeks to come; meanwhile, visit Vanguard's award-winning website, vanguard.com, anytime. You should contact Fidelity with questions about your account prior to the asset transfer date by logging on to your account at netbenefits.com or by calling **877-389-2374**.

Connect with Vanguard®

vanguard.com/retirementplans > 800-523-1188

For more information about any fund, including investment objectives, risks, charges, and expenses, call Vanguard at 800-523-1188 to obtain a prospectus or, if available, a summary prospectus. The prospectus contains this and other important information about the fund. Read and consider the prospectus information carefully before you invest. You can also download Vanguard fund prospectuses at vanguard.com.

A stable value investment is neither insured nor guaranteed by the U.S. government. There is no assurance that the investment will be able to maintain a stable net asset value, and it is possible to lose money in such an investment.

Vanguard Target Retirement Trusts and Vanguard Retirement Savings Trust III are not mutual funds. They are collective trusts available only to tax-qualified plans and their eligible participants. Investment objectives, risks, charges, expenses, and other important information should be considered carefully before investing. The collective trust mandates are managed by Vanguard Fiduciary Trust Company, a wholly owned subsidiary of The Vanguard Group, Inc.

Collective trusts are not mutual funds. These investments are available only to tax-qualified plans and their eligible participants. Investment objectives, risks, charges, expenses, and other important information should be considered carefully before investing.

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