



**CHARTER OF THE  
LEADERSHIP DEVELOPMENT AND COMPENSATION COMMITTEE  
OF THE BOARD OF DIRECTORS OF AUTOLIV, INC.**

**I. PURPOSE OF THE COMMITTEE**

The purpose of the Leadership Development and Compensation Committee (the "Committee") of the Board of Directors (the "Board") of Autoliv, Inc. (the "Corporation") shall be to oversee the Corporation's compensation and employee benefit plans and practices, including its executive compensation plans and its incentive-compensation and equity-based plans; to review and discuss with management the Corporation's compensation discussion and analysis ("CD&A") to be included in the Corporation's annual proxy statement or annual report on Form 10-K filed with the Securities and Exchange Commission ("SEC"); to oversee management succession planning and leadership development and to prepare the Compensation Committee Report as required by the rules of the SEC.

**II. CHARTER**

The charter will be reviewed and reassessed by the Committee at least annually, and any proposed changes will be submitted to the Board for approval.

**III. COMPOSITION OF THE COMMITTEE**

The Committee shall be comprised of three or more directors who qualify as independent directors ("Independent Directors") under the listing standards of the New York Stock Exchange (the "NYSE"). Members of the Committee shall also qualify as "non-employee directors" within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act")

The members of the Committee shall be nominated by the Nominating and Corporate Governance Committee and elected annually to one-year terms by majority vote of the Board. Vacancies on the Committee shall be filled by majority vote of the Board at the next meeting of the Board following the occurrence of the vacancy. No member of the Committee shall be removed except by majority vote of the Independent Directors then in office. The Board shall designate one member of the Committee as its Chairperson.

**IV. MEETINGS AND PROCEDURES OF THE COMMITTEE**

The Committee shall meet at least two times annually or more frequently as circumstances require. The Chairperson or a majority of the Committee members may also call a special meeting of the Committee. A majority of the members of the Committee present in person, or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, shall constitute a quorum. The Committee shall fix its own rules of procedure, which shall be consistent with the By-laws of the Company and this Charter.

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems

appropriate; provided, however, that no subcommittee shall consist of fewer than two members; and provided further that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation, or listing standards to be exercised by the Committee as a whole.

The Committee may request that any director, officer or employee of the Corporation, or other person whose advice and counsel are sought by the Committee, attend a meeting of the Committee or meet with any members of, or consultants, counsel or other advisers to the Committee.

Following each of its meetings, the Committee shall deliver a report on the meeting to the Board, including a description of all actions taken by the Committee at the meeting. The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Corporation.

## **V. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE**

### **(a) Executive Officer and Director Compensation**

The Committee shall have the following goals and responsibilities with respect to the Corporation's Executive Officer compensation plans. Executive Officers are defined as members of the Executive Management Team as approved by the Board of Directors:

- i. To review at least annually the goals and objectives of the Corporation's Executive Officer compensation plans, and amend, or recommend that the Board amend, these goals and objectives if the Committee deems it appropriate.
- ii. To review at least annually the Corporation's Executive Officer compensation plans in light of the Corporation's goals and objectives with respect to such plans, and, if the Committee deems it appropriate, adopt, or recommend to the Board the adoption of, new, or the amendment of existing, Executive Officer compensation plans.
- iii. To annually review and approve the goals and objectives relevant to the Chief Executive Officer's compensation, evaluate annually the performance of the Chief Executive Officer in light of these goals and objectives, and, with input from the other independent directors, set his or her compensation level based on this evaluation. The Committee may seek input from non-employee directors on the Chief Executive Officer's performance evaluation. In determining the long-term incentive component of the Chief Executive Officer's compensation, the Committee may consider a number of relevant factors, including, but not limited to, the Company's performance and relative stockholder return, the value of similar awards to chief executive officers of comparable companies, and the awards given to the Chief Executive Officer of the Company in past years.
- iv. To evaluate annually the performance of the other Executive Officers of the Corporation in light of the goals and objectives of the Corporation's executive compensation plans, and set the compensation level of each based on this evaluation. To the extent that long-term incentive compensation is a component of such Executive Officer's compensation, the Committee may consider a number of relevant factors in determining the appropriate level of such compensation, including, but not limited to, the factors applicable with respect to the Chief Executive Officer.

- v. To evaluate annually the appropriate level of compensation for Board and Committee service by non-employee directors and recommend any changes to the Board of Directors for its approval.
- vi. To review and approve any severance or termination arrangements to be made with any Executive Officer of the Corporation.
- vii. To perform such duties and responsibilities as may be assigned to the Board or the Committee under the terms of any executive compensation plan.
- viii. To review perquisites or other personal benefits to the Corporation's Executive Officers and non-employee directors and recommend any changes to the Board.
- ix. To review and discuss with management the Corporation's Compensation Discussion & Analysis ("CD&A"), and based on that review and discussion, determine whether to recommend to the Board that the CD&A be included in the Corporation's annual proxy statement or annual report on Form 10-K.
- x. To prepare the Compensation Committee Report in accordance with the rules and regulations of the SEC for inclusion in the Corporation's annual proxy statement or annual report on Form 10-K.
- xi. To review the description of the Committee's processes and procedures for the consideration and determination of Executive Officer and non-employee director compensation to be included in the Corporation's annual proxy statement.
- xii. To review the results of the most recent stockholder advisory vote on executive compensation ("Say on Pay Vote") required by Section 14A of the Exchange Act, and to recommend for approval by the Board how frequently the Corporation should conduct Say on Pay Votes, taking into account the results of any prior stockholder votes regarding the subject.
- xiii. To annually review and approve the Corporation's peer companies and data sources for purposes of evaluating the Corporation's compensation competitiveness and establishing the appropriate competitive positioning of the levels and mix of compensation elements, and compensation practices.
- xiv. To determine stock ownership guidelines for Executive Officers and non-employee directors, and monitor compliance with such guidelines.
- xv. To assess on an annual basis potential risk to the Corporation from its compensation program and policies, including incentive and commission plans at and below the Executive Officer level.

(b) Incentive-Compensation and Equity-Based Plans

The Committee shall have the following responsibilities with respect to the Corporation's incentive-compensation and equity-based plans:

- i. To review at least annually the goals and objectives of the Corporation's incentive-

compensation and equity-based plans, and amend, or recommend that the Board amend, these goals and objectives if the Committee deems it appropriate.

- ii. To review at least annually the Corporation's incentive-compensation plans and equity-based plans in light of the goals and objectives of these plans, and recommend that the Board amend these plans if the Committee deems it appropriate. In connection with such review, evaluate incentive compensation arrangements of the Chief Executive Officer and other executive offers to confirm that incentive pay does not encourage unnecessary risk taking and to review and discuss the relationship between risk management policies and practices, corporate strategy and senior executive compensation in relation to risk management and executive compensation.
- iii. To review all equity-compensation plans to be submitted for stockholder approval under the listing standards of the NYSE, and to review all equity – compensation plans that are exempt from such stockholder approval requirements and approve such plans in its sole discretion.
- iv. To perform such duties and responsibilities as may be assigned to the Board or the Committee under the terms of any incentive-compensation or equity-based plan.

(c) Other Compensation and Employee Benefit Plans

- i. To perform such duties and responsibilities as may be assigned to the Board or the Committee under the terms of its general compensation plans and other employee benefit plans.

(d) Leadership Succession and Development

The Committee shall have the following goals and responsibilities with respect to the development, retention and succession of senior management:

- i. Assist the Board in developing principles and policies for evaluating potential candidates for executive positions, including the Chief Executive Officer, and to oversee the development of executive succession plans, including in the event of an emergency or the retirement of the Chief Executive Officer.
- ii. Review annually the Chief Executive Officer's report on succession planning for all senior officers of the Corporation that includes an assessment of senior managers and their potential to succeed the Chief Executive Officer and other senior management positions.
- iii. Broadly oversee matters relating to the recruitment, motivation, education, diversity, development, and retention of senior management.

## **VI. ROLE OF CHIEF EXECUTIVE OFFICER**

The Chief Executive Officer may make, and the Committee may consider, recommendations to the Committee regarding the Corporation's compensation and employee benefit plans and practices, including its Executive Officer compensation plans, its incentive-compensation and equity-based plans with respect to Executive Officers other than the Chief Executive Officer.

## **VII. EVALUATION OF THE COMMITTEE**

The Committee shall, on an annual basis, evaluate its performance under this Charter. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope. The Committee shall address all matters that the Committee considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board, the manner in which they were discussed or debated, and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner.

The Committee shall deliver to the Board a report setting forth the results of its evaluation, including any recommended amendments to this Charter and any recommended changes to the Corporation's or the Board's policies or procedures.

## **VIII. INVESTIGATIONS AND STUDIES; OUTSIDE ADVISERS**

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may retain or obtain the advice of compensation consultants, independent counsel or other advisers as it deems necessary or appropriate in its sole discretion. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel or other adviser retained by the Committee, including sole authority to approve the adviser's fees and other retention terms. The Corporation will provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, independent legal counsel or any other adviser retained by the Committee. Prior to the retention of a compensation consultant, independent legal counsel or any other external adviser, and from time to time as the Committee deems appropriate, the Committee shall assess the independence of such adviser from management, taking into consideration all factors relevant to such adviser's independence, including factors specified in the NYSE listing standards. In discharging its responsibilities, the Committee is entitled to full access to all books, records, facilities and personnel of the Corporation.

**AS AMENDED BY THE BOARD OF DIRECTORS ON September 13, 2024.**