

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 8, 2024

LEAR CORPORATION

(Exact name of Registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

1-11311

(Commission File Number)

13-3386776

(IRS Employer Identification Number)

21557 Telegraph Road, Southfield, MI 48033

(Address of principal executive offices)

(248) 447-1500

(Registrant's telephone number, including area code)

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

| Title of Each Class | Trading Symbol(s) | Name of Each Exchange on Which Registered |
|--------------------------------|-------------------|---|
| Common stock, par value \$0.01 | LEA | New York Stock Exchange |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act

Section 5 - Corporate Governance and Management

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On August 8, 2024, the Board of Directors (the “Board”) of Lear Corporation (the “Company”) elected Rod Lache to the Board, effective August 12, 2024, for a term ending at the 2025 annual meeting of shareholders of the Company.

Mr. Lache most recently served as Managing Director and Senior Analyst covering the automotive sector at Wolfe Research, LLC (“Wolfe”), an investment firm, from 2018 to July 2024. Prior to joining Wolfe, Mr. Lache spent 24 years at Deutsche Bank, most recently as Senior Analyst and Managing Director responsible for Auto Sector Research. Prior to that, Mr. Lache was an analyst at Banca IMI Securities Corporation (formerly Mabon Securities). Mr. Lache graduated from New York University’s Stern School of Business with a Bachelor of Science degree in Finance and International Business.

For his service as director, Mr. Lache will receive the compensation that the Company generally provides to its non-employee directors in accordance with the amended and restated Lear Corporation Outside Directors Compensation Plan, filed as Exhibit 10.36 to the Company’s Annual Report on Form 10-K for the year ended December 31, 2023.

There are no arrangements or understandings between Mr. Lache and any other persons pursuant to which he was elected as a director of the Company. With respect to Item 404(a) of Regulation S-K, there are no relationships or related transactions between Mr. Lache and the Company that would be required to be reported.

A copy of the press release announcing the election of Mr. Lache to the Board is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Section 9 - Regulation FD

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

| Exhibit Number | Exhibit Description |
|-----------------------|--|
| 99.1 | Press Release, dated August 12, 2024, announcing appointment of Rod Lache to Board of Directors of Lear Corporation. |
| 104 | Cover Page Interactive Data File (embedded within the Inline XBRL document). |

SIGNATURES

Pursuant to the requirements 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.

Lear Corporation

August 12, 2024

By: /s/ Jason M. Cardew
Name: Jason M. Cardew
Title: Senior Vice President and Chief Financial Officer



Lear Contact: Katya Pruett
Contact Information: 248-447-1646

Lear Appoints Former Leading Auto Analyst Rod Lache to Board of Directors

SOUTHFIELD, Michigan, August 12, 2024 – Lear Corporation (NYSE: LEA), a global automotive technology leader in Seating and E-Systems, today announced that Rod Lache, a distinguished former Wall Street automotive analyst, has been appointed to the Company’s Board of Directors, effective August 12, 2024.

“As a decorated analyst and trusted advisor on automotive industry trends to investors, as well as business and governmental leaders, Rod’s experience and expertise make him uniquely qualified to serve on Lear’s Board of Directors,” said Greg Smith, Lear’s Non-Executive Chair of its Board of Directors. “His exceptional career has been marked by tremendous insight into emerging industry trends and a passion for the automotive industry. We are pleased and honored to welcome him to the Lear team.”

Mr. Lache retired in July from Wolfe Research, LLC, where he was a Managing Director and Senior Analyst covering the automotive industry for the past six years. Previously, he spent 24 years at Deutsche Bank where he held positions of increasing responsibility, including Managing Director and Senior Analyst responsible for the auto sector.

Consistently recognized by institutional investors and automotive executives as the top auto industry analyst in the U.S., Mr. Lache produced innovative research focused on strategic, competitive, and technological themes, which included forecasting the emergence of electrified vehicles and the rise of AI in the automotive industry. For his contributions to his field, he was inducted into the Institutional Investor Magazine Hall of Fame in 2021.

“I have followed Lear closely for a number of years as an analyst, and I believe that the Company’s operational excellence already sets it apart. And going forward, Lear’s focus on design innovation and automation has the potential to expand its

competitive advantage,” said Mr. Lache. “The Company’s Board and management team have navigated Lear through unprecedented challenges within the industry, and I look forward to serving on the Board to drive shareholder value creation during these transformative times.”

Mr. Lache graduated from New York University’s Stern School of Business with a Bachelor of Science degree in finance and international business.

The addition of Mr. Lache increases the size of Lear’s Board to 11 directors. The Board routinely assesses its composition to ensure it includes the appropriate skills, experience, diversity and viewpoints.

About Lear Corporation

Lear, a global automotive technology leader in Seating and E-Systems, enables superior in-vehicle experiences for consumers around the world. Lear’s diverse team of talented employees in 38 countries is driven by a commitment to innovation, operational excellence, and sustainability. Lear is Making every drive better™ by providing the technology for safer, smarter, and more comfortable journeys. Lear, headquartered in Southfield, Michigan, serves every major automaker in the world and ranks 174 on the Fortune 500. Further information about Lear is available at lear.com.

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