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DELPHI CORP
Form DEFA14A
March 21, 2003

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a)
of the Securities Exchange Act of 1934
(Amendment No.)

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- CONFIDENTIAL, FOR USE OF THE COMMISSION ONLY
(AS PERMITTED BY RULE 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to (S)240.14a-12

Delphi Corporation

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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- Fee paid previously with preliminary materials.

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Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

[LOGO] DELPHI

Notice of DELPHI'S Annual Meeting

Four Points Sheraton
Milwaukee Airport
4747 Howell Avenue
Milwaukee, Wisconsin
Thursday, May 1, 2003, 8:00 am local time

In connection with the DELPHI CORPORATION 2003 Annual Meeting of Stockholders, this e-mail describes how to access proxy materials and vote by proxy.

GENERAL INFORMATION

You received this e-mail because our records show that (1) you are an employee of DELPHI CORPORATION who has regular access to the company's e-mail in the ordinary course of performing your duties and are expected to log-on to e-mail routinely to receive communications, or (2) you have expressly consented to receive DELPHI CORPORATION communications and vote by proxy via the Internet. You may have given this consent during a prior vote at ProxyVote.com.

This e-mail notification contains information specific to your holding in the security identified below. If you have DELPHI CORPORATION shares in multiple accounts, you will be receiving multiple e-mails representing your various accounts. Each e-mail will include a separate CONTROL NUMBER. We urge you

to vote each account. Please read the instructions carefully before proceeding.

This is a NOTIFICATION of the:

DELPHI CORPORATION 2003 Annual Meeting of Stockholders.

RECORD DATE: March 3, 2003

MEETING DATE: May 1, 2003

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CUSIP NUMBER: 247126A99

CONTROL NUMBER: 012345678901

You can enter your voting instructions and view the shareholder material at the following Internet site:

<http://www.proxyvote.com/0012345678901>

For our secure site:

<https://www.proxyvote.com/0012345678901>

Note: If your e-mail software supports it, you can simply click on the above link.

To access ProxyVote.com, you will need your four digit PIN:

- If you are an employee of DELPHI CORPORATION, your PIN is the last four digits of your Social Security number.
- If you are a stockholder who consented to receive proxy materials electronically, your PIN is the four digit number you selected at the time of your enrollment.
- If you have forgotten your PIN number, please follow the instructions on www.proxyvote.com

Internet voting is accepted up to 11:59 p.m. (ET) the day before the meeting date.

To view the documents below, you may need Adobe Acrobat Reader. To download the Adobe Reader, click the url address below:

<http://www.adobe.com/products/acrobat/readstep2.html>

The relevant supporting documentations can also be found at the following Internet site(s):

ANNUAL REPORT

PROXY STATEMENT

To cancel or change your enrollment profile, please go to

<http://www.icsdelivery.com/delphi>

Please note that this year, you will receive a written meeting notification in the mail explaining the time, date and location of the meeting.

There are no charges for this service. There may be costs associated with electronic access, such as usage charges from Internet access providers and telephone companies, which must be borne by the stockholder.

Please do not send any e-mail to ID@ProxyVote.com. Please REPLY to this e-mail with any comments or questions about proxyvote.com. (Include the original text and subject line of this message for identification purposes)

GENERIC BENEFICIAL

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TELEPHONE PROXY VOTING SERVICE DIALOGUE
1-800-454-8683

Dialogue Number	Type of Dialogue	Dialogue
1	Greeting 1	Hello. Thank you for calling the Telephone Proxy Voting Service. . Go to dialogue # 2.
2	Greeting 2	Press one if you are calling from a touch-tone phone and have your Proxy Form in front of you. . Enter '1'. . Go to dialogue # 3. . Enter invalid response. "Please call back when you have your Proxy Form. Thank you for calling the Telephone Proxy Voting Service. This concludes your Transaction." . Disconnect. . When an invalid response of more than 1 digit is entered, the caller is disconnected without a message. . Enter nothing. "Please call back when you have your Proxy Form. Thank you for calling the Telephone Proxy Voting Service. This concludes your transaction." . Disconnect
3	Let's Begin	Let's begin . Go to dialogue # 4.

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GENERIC BENEFICIAL
TELEPHONE PROXY VOTING SERVICE DIALOGUE
1-800-454-8683

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DIALOGUE NUMBER	TYPE OF DIALOGUE	DIALOGUE
4	Enter CN	Please enter the twelve digit Control Number

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located on the left side of the Proxy Form above the directors.

- . Enter 12 valid Control Number digit during or after dialogue #s 3 & 4.
- . Go to dialogue # 5.

- . Enter 12 invalid Control Number digits during or after dialogue #s 3 & 4. "Sorry, your Control Number is invalid."
- . Go to dialogue # 4.
 - A third invalid attempt triggers the 'Sorry Problems' message and disconnects-.

- . Enter 1 to 11 invalid digits/characters during or after dialogue #s 3 & 4. "Sorry, your input was invalid."
- . Go to dialogue # 4
 - A third invalid attempt triggers the 'Sorry Problems' message and disconnects-.

- . Enter nothing. "I have not received your response." OR "Sorry, your input was invalid."
- . Go to dialogue # 4.
 - A third no response triggers the 'Sorry Problems' message and disconnects-.

5 Thank You

Thank You.
 When vote is in advance of the meeting date...
 . Go to dialogue # 6.
 OR
 When vote is on the day of or passed the meeting date...
 "your vote cannot be accepted. It is the day of the meeting or the vote is late."
 . Go to dialogue # 4.

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GENERIC BENEFICIAL

TELEPHONE PROXY VOTING SERVICE DIALOGUE

1-800-454-8683

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DIALOGUE NUMBER -----	TYPE OF DIALOGUE -----	DIALOGUE -----
6	Accept Default	If you elect to vote as the Board of Directors

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recommends, press one. If you elect to vote on directors and proposals individually, press two. If you would like to be issued a legal proxy and plan to attend the meeting and vote your shares in person, press three.

- . Enter '1'.
 - . Go to dialogue # 25.
- . Enter '2'.
 - . Go to dialogue # 8.
- . Enter '3'.
 - . Go to dialogue # 7.
- . Enter nothing or an invalid response. "I have not received your response ." OR "Sorry, your input was invalid."
 - . Go to dialogue # 6.
 - A third no response or invalid response triggers the 'Sorry Problems' message and disconnects-.

7 Mail Legal Proxy

You have chosen to be sent a legal proxy through the mail. To confirm the mailing of this proxy, press one. To cancel your request for a mailed proxy, press two.

- . Enter '1'.
 - . Go to dialogue # 7A.
- . Enter '2'.
 - . Go to dialogue # 8.
 - . Note: When a '2' is entered to cancel the request for a mailed legal proxy, caller gets dialogue # 8 (to vote for nominees). Shouldn't caller return to dialogue # 6 to start over?
- . Enter nothing or an invalid response. "I have not received your response." OR "Sorry, your input was invalid."
 - . Go to dialogue # 7.
 - A third no response or invalid response triggers the 'Sorry Problems' message and disconnects-.

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GENERIC BENEFICIAL
TELEPHONE PROXY VOTING SERVICE DIALOGUE
1-800-454-8683

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DIALOGUE NUMBER	TYPE OF DIALOGUE	DIALOGUE
-----	-----	-----
7A	Confirm Mail Proxy	We have just confirmed that you will be mailed a legal proxy. . Go to dialogue # 27.
8	Nominee Vote	/1/ There are zero nominees for this proxy vote.

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**Dialogue      . Go to dialogue # 17.
/1/ or /2/
depending
on wether
there are
Nominees for
this proxy
vote
OR
/2/ If you wish to vote for all nominees, press
one. To withhold all nominees, press two. To
withhold specific nominees, press three.
. Enter '1'.
. Go to dialogue # 9.
. Enter '2'.
. Go to dialogue # 10.
. Enter '3'.
. Go to dialogue # 11.
. Enter nothing or an invalid response. "I have
not received your response." OR "Sorry, your
input was invalid."
. Go to dialogue # 8.
- A third no response or invalid
response triggers 'Sorry Problems'
message and disconnects-.

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GENERIC BENEFICIAL

TELEPHONE PROXY VOTING SERVICE DIALOGUE

1-800-454-8683

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DIALOGUE NUMBER -----	TYPE OF DIALOGUE -----	DIALOGUE -----
9	For All Nominees	<p>You have voted for all nominees. If this is correct, press one. If this is not correct, press two.</p> <p>. Enter '1'. . Go to dialogue # 17.</p> <p>. Enter '2'. . Go to dialogue # 8.</p> <p>. Enter nothing or an invalid response. "I have not received you response." OR "Sorry, your input was invalid."</p> <p>. Go to dialogue # 9. - A third no response or invalid response triggers 'Sorry Problems' message and</p>

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disconnects-.

- 10 Withhold All Nominees You have voted to withhold all nominees. If this is correct, press one. If this is not correct, press two.
 - . Enter '1'.
 - . Go to dialogue # 17.
 - . Enter '2'
 - . Go to dialogue # 8.
 - . Enter nothing or an invalid response. "I have not received your response." OR "Sorry, your input was invalid."
 - . Go to dialogue # 10.
 - A third no response or invalid response triggers 'Sorry Problems' message and disconnects-.

- 11 Specific Nominee You have chosen to withhold Specific Nominees.
 - . Go to dialogue # 12.

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GENERIC BENEFICIAL

TELEPHONE PROXY VOTING SERVICE DIALOGUE

1-800-454-8683

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- | DIALOGUE
NUMBER
----- | TYPE OF
DIALOGUE
----- | DIALOGUE
----- |
|-----------------------------|------------------------------|--|
| 12 | Enter Nominee | Enter the two digit number that is in front of the name of the nominee you wish to withhold. If you are finished, enter zero zero. <ul style="list-style-type: none"> . Enter valid two digit number between 1 and 10. . Go to dialogue # 13. . Enter valid two digit number between 1 and 10 that was previously entered-therefore a duplicate nominee number. . Go to dialogue # 14. . Enter '00'. . Go to dialogue # 17. . Enter invalid digit(s). . Go to dialogue # 15. . Enter nothing. . Go to dialogue # 17. |
| 13 | Verify Nominee | You have entered Nominee Number... If this is correct, press one. If this is not correct, press two. |

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- . Enter '1'.
- . Go to dialogue # 16.
- . Enter '2'.
- . Go to dialogue # 16.
- . Enter nothing or an invalid response. "I have not received your response." OR "Sorry, your input was invalid."
- . Go to dialogue # 13. -- (Only "If...correct, press one - if...not correct, press two" is repeated.)
 - A third no response or invalid response triggers 'Sorry Problems' message and disconnects-.

14 Dup Nominee You have already selected Nominee Number...
 . Go to dialogue # 16.

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GENERIC BENEFICIAL
 TELEPHONE PROXY VOTING SERVICE DIALOGUE
 1-800-454-8683

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DIALOGUE NUMBER -----	TYPE OF DIALOGUE -----	DIALOGUE -----
15	Invalid Nominee	Your entry was invalid. The Nominee Number must be between one and ten. . Go to dialogue # 16.
16	Another Nominee	If you wish to withhold another nominee, enter the two digit number that is in front of the name of the nominee you wish to withhold. If you are finished, enter zero zero. . Enter valid two digit number between 1 and 10 to withhold another nominee. . Go to dialogue # 13. . Enter valid two digit number between 1 and 10 that was previously entered-therefore a duplicate nominee number. . Go to dialogue # 14. . Enter '00'. . Go to dialogue # 17. . Enter invalid nominee number . Go to dialogue # 15. . Enter nothing. . Go to dialogue # 17.

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17 Proposal Proxy Voting continues with Proposal Voting...
 Voting . Go to dialogue # 18.

18 Proposal We are ready to accept your vote for Proposal...
 Name . Go to dialogue #19.

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TELEPHONE PROXY VOTING SERVICE DIALOGUE

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Dialogue Number -----	Type of Dialogue -----	Dialogue -----
19	Proposal Vote	If you are voting for this proposal, press one. If you are voting against this proposal, press two. If you wish to abstain, press three. . Enter '1', '2', '3', etc. (proposal numbers may vary) to vote on a specific proposal. . Go to dialogue # 18 to vote on another proposal. . Go to dialogue # 20 after all proposals are voted. . Enter nothing or invalid response. "I have not received your response." OR "Sorry, your input was invalid." . Go to dialogue # 18. - A third no response or invalid response triggers 'Sorry Problems' message and disconnects-.
20	Nominee Vote Confirmation	When there are no nominees... . Go to dialogue # 21 When there are nominees... You have voted for all Nominees. OR You have voted to withhold all Nominees. OR You have voted to withhold Nominee.... . Go to dialogue # 21.
21	For Proposal	You have voted for Proposal....
22	Against Proposal	You have voted against Proposal....

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TELEPHONE PROXY VOTING SERVICE DIALOGUE

1-800-454-8683

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DIALOGUE NUMBER -----	TYPE DIALOGUE -----	DIALOGUE DIALOGUE -----
23	Abstain Proposal	You have voted to abstain from Proposal... . Dialogues 21, 22, and 23 are repeated until all proposal votes are verified. . Go to dialogue # 24.
24	Confirm Votes	If this is correct, press one. If this is not correct press two. If you would like your vote repeated to you, press three. . Enter '1'. " A vote has been recorded for Control Number....." . Go to dialogue # 27. . Enter '2' . Go to dialogue # 6. - A third entry of this response triggers the 'Too Many Incorrect' message, followed by the 'Sorry Problems' message and disconnects-. . Enter '3'. . Go to dialogue # 20. . Enter nothing or invalid response. "I have not received your response." OR "Sorry, your input was invalid." . Go to dialogue # 20, 21, 22, 23. - A third no response or invalid response triggers 'Sorry Problems' message and disconnects-.
25	Vote Recommended	You have elected to vote as the Board of Directors has recommended. . Go to dialogue # 26.

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TELEPHONE PROXY VOTING SERVICE DIALOGUE

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DIALOGUE NUMBER -----	TYPE OF DIALOGUE -----	DIALOGUE -----
26	Board Recommends	Recommended elections include a vote to approve all Proposed nominees and a vote for proposals zero one, zero two, zero four. If this is correct, press one. If this is not correct, press two. If you would like your vote repeated to you, press three. . Enter '1'. "A vote has been recorded for Control Number.....". . Go to dialogue # 27. . Enter '2'. . Go to dialogue # 6. -A third entry of this response triggers Too Many Incorrect' message, followed by the "Sorry Problems' message and disconnects-. . Enter '3'. . Go to dialogue # 25. . Enter nothing or an invalid response. "I have not received your response." OR "Sorry, your input was invalid." . Go to dialogue # 25. - A third no response or invalid response triggers 'Sorry Problems' message and disconnects-.
	Conclude Business	If this concludes your business, press one. If you would like to vote for another Proxy Election, press two. . Enter '1'. . Go to dialogue # 28. . Enter '2'. . Go to dialogue # 28. . Enter nothing or invalid response. "I have not received your response." OR "Sorry, your input was invalid." . Go to dialogue # 27. - A third no response or invalid response triggers 'Sorry Problems' message and disconnects-.

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TELEPHONE PROXY VOTING SERVICE DIALOGUE

1-800-454-8683

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Dialogue      Type of
Number        Dialogue      Dialogue
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28            Record Votes   All of your votes have been recorded by the
                Telephone Proxy Voting Service. Do not mail in
                your proxy card. Keep it as a record of your vote.
                . Go to dialogue # 4--if voting for another
                Proxy Election based on voter's response to
                dialogue # 27.
                . Go to dialogue # 29--if not voting for another
                Proxy Election based on voter's response to
                dialogue # 27.

29            Thank You      Thank you for calling the Telephone Proxy Voting
                Service. This concludes your transaction.
                . Disconnect.

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GENERIC BENEFICIAL

TELEPHONE PROXY VOTING SERVICE DIALOGUE

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STANDARD DIALOGUES REPEATED UNDER VARIOUS CONDITIONS

The dialogues below are spoken under various circumstances. Generally, the "Sorry Problems" dialogue is repeated on the third attempt to get valid information

TYPE OF
INSTRUCTION

DIALOGUE

Sorry Problems	We are sorry you are experiencing problems entering your vote. Please call later and try again.
----------------	---

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. NOTE
 The "Sorry Problems" dialogue is generally repeated after any combination of three invalid responses or non responses to a set of dialogues. This is followed by a disconnection.

Too Many Incorrects You have made too many incorrect entries. Please call back when you have the correct information.

. Note
 The "Too Many Incorrects" dialogue is generally repeated when there are several changes and inconsistencies responding to a set of dialogues. This is followed by the "Sorry Problems" dialogue and a disconnection.

Invalid Input Sorry, your input was invalid.

Pause .5 [500 ms of silence] (Amount of pause time permitted between caller's vote and continuation of telephone dialogue.)

 GENERIC REGISTERED
 TELEPHONE PROXY VOTING SERVICE DIALOGUE
 1-800-690-6903

Dialogue Number	Type of Dialogue	Dialogue
-----	-----	-----
1	Greeting 1	Hello. Thank you for calling the Telephone Proxy Voting Service. . Go to dialogue # 2.
2	Greeting 2	Press one if you are calling from a touch-tone phone and have your Proxy form in front of you. . Enter '1' . Go to dialogue # 3. . Enter invalid response. "Please call back when you have your Proxy Form. Thank you for calling the Telephone Proxy Voting Service. This concludes your transaction." . Disconnect. . When an invalid response of more than 1 digit is entered, the caller is disconnected without a message. . Enter nothing. "Please call back when you have your Proxy Form. Thank you for calling the

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Telephone Proxy Voting Service. This concludes
your transaction."
. Disconnect.

- | | | |
|---|-------------|---|
| 3 | Let's Begin | Let's begin.
. Go to dialogue # 4. |
| 4 | Enter CN | Please enter the twelve digit Control Number located on the left side of the Proxy Form above the directors.
. Enter 12 valid Control Number digits during or after dialogue #s 3 & 4.
. Go to dialogue # 5.
. Enter 12 invalid Control Number digits during or after dialogue #s 3 & 4. "Sorry, your Control Number is invalid."
. Go to dialogue # 4.
. A third invalid attempt triggers the "Sorry Problems" message and disconnects -.
. Enter 1 to 11 invalid digits/characters during or after dialogue #s 3 & 4. "Sorry, your input was invalid."
. Go to dialogue # 4.
. A third invalid attempt triggers the 'Sorry Problems' message and disconnects -.
. Enter nothing. "I have not received your response." OR "Sorry, your input was invalid."
. Go to dialogue # 4.
. A third no response triggers the 'Sorry Problems' message and disconnects -. |
| 5 | Thank You | Thank You.
When vote is in advance of the meeting date. . .
. Go to dialogue # 6.

OR
When vote is on the day of or passed the meeting date . . .
"Your vote cannot be accepted. It is the date of the meeting or the vote is late."
. Go to dialogue # 4. |

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DIALOGUE NUMBER -----	TYPE OF DIALOGUE -----	DIALOGUE -----
6	Accept Default	If you elect to vote as the Board of Directors recommends, press one. If you elect to vote on directors and proposals individually, press two. . Enter `1'. . Go to dialogue # 24. . Enter `2'. . Go to dialogue # 7. . Enter nothing or an invalid response. "I have not

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received your response." OR "Sorry, your input was invalid."

. Go to dialogue # 6.

- A third no response or invalid response triggers the `Sorry Problems' message and disconnects -.

Dialogues numbered 7 (2) through 15 and 19 are only reached when there are nominees to vote on -- and caller elects to vote on directors and proposals individually.

- 7 Nominee Vote There are zero nominees for this proxy vote.
. Go to dialogue # 16.
**Dialogue (1) OR
or (2) depending
on whether there
are Nominees for
this proxy vote
(2) If you wish to vote for all nominees, press one. To withhold all nominees, press two. To withhold specific nominees, press three.
. Enter `1'.
. Go to dialogue # 8.
. Enter `2'.
. Go to dialogue # 9.
. Enter `3'.
. Go to dialogue # 10.
. Enter nothing or an invalid response. "I have not received your response." OR "Sorry, your input was invalid."
. Go to dialogue # 7.
- A third no response or invalid response triggers the `Sorry Problems' message and disconnects-.
- 8 For All Nominees You have voted for all nominees. If this is correct, press one. If this is not correct, press two.
. Enter `1'.
. Go to dialogue # 16.
. Enter `2'.
. Go to dialogue # 7.
. Enter nothing or an invalid response. "I have not received your response." OR "Sorry, your input was invalid."
. Go to dialogue # 8.
- A third no response or invalid response triggers the `Sorry Problems' message and disconnects-.
- 9 Withhold All You have voted to withhold all nominees. If this is correct, press Nominees one. If this is not correct, press two.
. Enter `1'.
. Go to dialogue # 16.
. Enter `2'.
. Go to dialogue # 7.
. Enter nothing or an invalid response. "I have not received your response." OR "Sorry, your input was invalid."

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GENERIC BENEFICIAL

TELEPHONE PROXY VOTING SERVICE DIALOGUE

1-800-454-8683

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Dialogue Number	Type of Dialogue	Dialogue
		. Go to dialogue # 9. - A third no response or invalid response triggers the `Sorry Problem' message and disconnects-.
10	Specific Nominee	You have chosen to withhold Specific Nominees. . Go to dialogue # 11.
11	Enter Nominee	Enter the two digit number that is in front of the name of the nominee you wish to withhold. If you are finished enter zero zero. . Enter valid two digit number between 1 and 10. . Go to dialogue # 12. . Enter valid two digit number between 1 and 10 that was previously entered - therefore a duplicate nominee number. . Go to dialogue # 13. . Enter `00'. . Go to dialogue # 16. . Enter invalid digit(s). . Go to dialogue # 14. . Enter nothing. . Go to dialogue # 16.
12	Verify Nominee	You have entered Nominee Number . . . If this is correct, press one. If this is not correct, press two. . Enter `1'. . Go to dialogue # 15. . Enter `2'. . Go to dialogue # 15 . Enter nothing or an invalid response. "I have not received your response." OR "Sorry, your input was invalid." . Go to dialogue # 12. - (Only "if...correct, press one - if...not correct, press two" is repeated. - A third no response or invalid response triggers `Sorry Problems'

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message and disconnects-.

13	Dup Nominee	You have already selected Nominee Number Go to dialogue # 15.
14	Invalid Nominee	Your entry was invalid. The Nominee Number must be between one and ten. . Go to dialogue # 15.
15	Another Nominee	If you wish to withhold another nominee, enter the two digit number that is in front of the name of the nominee you wish to withhold. If you are finished, enter zero zero. . Enter valid two digit number between 1 and 10 to withhold another nominee. . Go to dialogue # 12. . Enter valid two digit number between 1 and 10 that was previously entered - therefore a duplicate nominee number. . Go to dialogue # 13. . Enter `00'. . Go to dialogue # 16. . Enter invalid nominee number. . Go to dialogue # 14. . Enter nothing. . Go to dialogue # 16.
16	Proposal Voting	Proxy Voting continues with Proposal Voting. . Go to dialogue # 17.

DIALOGUE NUMBER -----	TYPE OF DIALOGUE -----	DIALOGUE -----
17	Proposal Name	We are ready to accept your vote for Proposal Go to dialogue # 18
18	Proposal Vote	If you are voting for this proposal, press one. If you are voting against this proposal, press two. If you wish to abstain, press three. . Enter `1', `2', `3', etc. (proposal numbers may vary) to vote on a specific proposal. . Go to dialogue # 17. to vote on another proposal. . Go to dialogue # 29 - 40 to indicate response to data collection . Go to dialogue # 19. after all proposals are voted. . Enter nothing or invalid response. "I have not received your response. " OR "Sorry, your input was invalid." . Go to dialogue # 17. - A third no response or invalid response triggers `Sorry Problems' message and disconnects-.
19	Nominee Vote Confirmation	When there are no nominees . . .

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. Go to dialogue # 20.
 When there are nominees . . .
 You have voted for all Nominees.
 OR
 You have voted to withhold all Nominees.
 OR
 You have voted to withhold Nominee .
 . Go to dialogue # 20.

20 For Proposal You have voted for Proposal . . .
 21 Against Proposal You have voted against Proposal . . .
 22 Abstain Proposal You have voted to abstain from Proposal .
 . Dialogues 20, 21 and 22 are repeated until all
 proposal votes are verified.
 . Dialogues 41 - 64 are repeated until all data
 collection indications are verified.
 . Go to dialogue # 23.

23 Confirm Votes If this is correct, press one. If this is not
 correct, press two. If you would like your vote
 repeated to you, press three.
 . Enter `1'. "A vote has been recorded for
 Control Number"
 . Go to dialogue # 26.
 . Enter `2'.
 . Go to dialogue # 6.
 - A third entry of this response
 triggers the too `Too Many Incorrect'
 message, followed by the `Sorry
 Problems' message and disconnects-.
 . Enter `3'.
 . Go to dialogue # 19.
 . Enter nothing or invalid response. "I have not
 received your response." OR "Sorry, your input
 was invalid."
 . Go to dialogue # 19, 20 , 21, 22, 41 - 64.
 - A third no response or invalid
 response triggers `Sorry Problems'
 message and disconnects-.

24 Vote Recommended You have elected to vote as the Board of
 Directors has recommended.
 . Go to dialogue # 25.

DIALOGUE NUMBER -----	TYPE OF DIALOGUE -----	DIALOGUE -----
25	Board Recommends	Recommended elections include a vote to approve all proposed nominees and a vote for proposals zero zero two, zero four. If this is correct, press one. If this is not correct, press two. If you would like your vote repeated to you, press three, . Enter '1' "A vote has been recorded for Control Number" . Go to dialogue # 26. . Enter '2'. . Go to dialogue # 6.

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- A third entry of this response triggers the `Too Many Incorrect' message, followed by the `Sorry Problems' message and disconnects-.
 - . Enter '3'.
 - . Go to dialogue # 24.
 - . Enter nothing or an invalid response. "I have not received your response." OR "Sorry, your input was invalid."
 - . Go to dialogue # 24.
 - A third no response or invalid response triggers 'Sorry Problems' message and disconnects-.
- 26 Conclude Business If this concludes your business, press one. If you would like to vote for another Proxy Election, press two.
- . Enter '1'.
 - . Go to dialogue # 27.
 - . Enter '2'.
 - . Go to dialogue # 27.
 - . Enter nothing or invalid response. "I have not received your response." OR "Sorry, your input was invalid."
 - . Go to dialogue # 26.
 - A third no response or invalid response triggers 'Sorry Problems' message and disconnects-.
- 27 Record Votes All of your votes have been recorded by the Telephone Proxy Voting Service. Do not mail in your proxy card. Keep it as a record of your vote.
- . Go to dialogue # 4 - if voting for another Proxy Election based on voter's response to dialogue # 26.
 - . Go to dialogue # 28 - if not voting for another Proxy Election based on voter's response to dialogue #26.
- 28 Thank You Thank you for calling the Telephone Proxy Voting Service. This concludes your transaction.
- . Disconnect.
- 29 Discontinue AR If you wish to discontinue receipt of the Annual Report, please press 1 for YES or 2 for NO.
- 30 Generic Confidential Voting If you would like to keep your vote confidential under the current policy please press 1 for YES or 2 for NO
- 31 Delphi Confidential Voting If you would like to keep your vote confidential under Delphi's policy please press 1 for YES or 2 for NO
- 32 Electronic Access To view meeting materials electronically via the internet rather than receiving a hard copy, please note that you will continue to receive a proxy card for voting purposes only, please press 1 for YES or 2 for NO.
- 33 HouseHolding (Pseudo) Prop. To consent to receive certain future investor communications in a single package per household,

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please press 1 for YES or 2 for NO

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Dialogue Number -----	Type of Dialogue -----	Dialogue -----
34	Meeting Attendance	If you plan to attend this meeting, please press 1 for YES or 2 for NO
35	Question 1 Yes/No	In regards to Question 1, please press 1 for YES or 2 for NO.
36	Question 2 Yes/No	In regards to Question 2, please press 1 for YES or 2 for NO.
37	Question 3 Yes/No	In regards to Question 3, please press 1 for YES or 2 for NO.
38	Question 1 For/Against	In regards to Question 1, please press 1 to vote "FOR" or 2 to vote "AGAINST"
39	Question 2 For/Against	In regards to Question 2, please press 1 to vote "FOR" or 2 to vote "AGAINST"
40	Question 3 For/Against	In regards to Question 3, please press 1 to vote "FOR" or 2 to vote "AGAINST"
41	Confirm Discontinue AR 1	You have indicated you no longer wish to receive the Annual Report.
42	Confirm Discontinue AR 2	You have indicated you wish to continue receiving the Annual Report.
43	Confirm of Confidential Voting 1	You have selected YES to keeping your vote confidential under the current policy
44	Confirm of Confidential Voting 2	You have selected NO to keeping your vote confidential under the current policy
45	Confirmation of Delphi 1	You have selected YES to keeping your vote confidential under Delphi's policy
46	Confirmation of Delphi 2	You have selected NO to keeping your vote confidential under Delphi's policy
47	Confirm Electronic Access 1	You have indicated you wish to view meeting materials electronically via the internet instead of receiving a hard copy. Once again, please note that you will continue to receive a proxy card for voting purposes only.

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48	Confirm Electronic Access 2	You have indicated you wish to continue receiving a hard copy of all meeting materials.
49	Confirm Householding 1	You have consented to receive certain future investor communications in a single package per household.
50	Confirm Householding 2	You did not consent to receive certain future investor communications in a single packager per household
51	Confirm Meeting Attendance 1	You have indicated you will attend this meeting
52	Confirm Meeting Attendance 2	You have indicated you will not attend this meeting.
53	Confirm Question 1 Yes	You have indicated YES to Question 1.
54	Confirm Question 1 No	You have indicated NO to Question 1.
55	Confirm Question 2 Yes	You have indicated YES to Question 2.
56	Confirm Question 2 No	You have indicated NO to Question 2.
57	Confirm Question 3 Yes	You have indicated YES to Question 3.

Dialogue Number -----	Type of Dialogue -----	Dialogue -----
58	Confirm Question 3 No	You have indicated NO to Question 3.
59	Confirm Question 1 For	You have voted "FOR" Question 1.
60	Confirm Question 1 Against	You have voted `AGAINST' Question 1.
61	Confirm Question 2 For	You have voted "FOR" Question 2
62	Confirm Question 2 Against	You have voted `AGAINST' Question 2.
63	Confirm Question 3 For	You have voted "FOR" Question 3

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64 Confirm You have voted `AGAINST' Question 3
Question3
Against

STANDARD DIALOGUES REPEATED UNDER VARIOUS CONDITIONS

The dialogues below are spoken under various circumstances.
Generally, the "Sorry Problems" dialogue is repeated on
the third attempt to get valid information.

Type of Instruction -----	Dialogue -----
Sorry Problems	We are sorry you are experiencing problems entering your vote. Please call later and try again. (GRAPH) NOTE The "Sorry Problems" dialogue is generally repeated after any combination of three invalid responses or non response to a set of dialogues. This is followed by a disconnection.
Too Many Incorrects	You have made too many incorrect entries. Please call back when you have the correct information. (GRAPH) NOTE The "Too Many Incorrects" dialogue is generally repeated when there are several changes and inconsistencies responding to a set of dialogues. This is followed by the "Sorry Problems" dialogue and a disconnection.
Invalid Input	Sorry, your input was invalid.
Pause .5	[500 ms of silence] (Amount of pause time permitted between caller's vote and continuation of telephone dialogue.)

[LOGO] Proxy Vote

WELCOME TO PROXYVOTE.COM

Please select one of the links below...

If you received your proxy material in the mail, please have your material and
your control number ready.

If you received a notification via e-mail, please have your control number and
Personal Identification Number ready.

To submit your voting instructions over our secure site, click [HERE](#).

If your browser cannot support secure transactions via SSL encryption, click

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HERE.

Need to update to a security enabled browser? Click [HERE](#).

Privacy Statement

[LOGO] Proxy Vote

You can submit your proxy voting instructions right over the Internet

It's fast, convenient, and your voting instructions are immediately posted.

If you received notification by postal mail:

1. Read the Proxy Statement. The accompanying Voting Instruction Form or Proxy Card contains your Control Number.
2. Enter the 12 digit Control Number to access an electronic ballot.
3. Complete the electronic ballot and submit your voting instructions.
4. Provide your E-Mail address if you want confirmation of your voting instructions.

If you received notification by E-Mail:

1. To access an electronic ballot, enter the 12 digit Control Number contained in your E-Mail message and the PERSONAL IDENTIFICATION NUMBER (PIN) you used when you enrolled for electronic delivery.
2. The ballot displayed contains Internet Links to the applicable materials; read them carefully.
3. Complete the ballot and submit your voting instructions.

Enter your CONTROL NUMBER: #931916540# (Please skip any spaces)

Enter your PERSONAL IDENTIFICATION NUMBER (PIN): _____ (Required for the

E-Mail option only)

Check this box if you have forgotten your PIN and wish to have it emailed to the address on record.

If the control number you enter requires a PIN, checking the above box will result in the PIN being emailed to you regardless of what you may enter as PIN and will not display the ballot. If no PIN is required, checking the above box will have no effect.

Click to Continue

Need to update your browser or download the Adobe Acrobat (R) Reader? [CLICK HERE](#)

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Proxy Vote

[LOGO] Proxy Vote

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DELPHI CORPORATION Annual Meeting

To be held on 05/01/2003 for holders as of 03/03/2003

CUSIP 247126- stockClass

Your Control Number:

ANNUAL REPORT and PROXY STATEMENT

(Clicking on the above links will open another window. Simply close that window to return to this page.)

Directors' Recommendations:

Choose this if you would like to vote your shares following directors' recommendations. See below for the detailed recommendations. Please read it carefully.

Vote my Shares per directors' recommendations

Proxy Ballot:

DIRECTOR(S):

Directors recommend a vote for election of the following nominee(s)

For All Withhold All

For All EXCEPT Those Selected Below:

- J.T. BATTENBERG III
- VIRGIS W. COLBERT
- SHOICHIRO IRIMAJIRI

PROPOSALS:

Please indicate your proposal selections by clicking on the fields below.

02. RATIFY SELECTION OF DELOITTE & TOUCHE LLP AS INDEPENDENT ACCOUNTANTS
Directors Recommend: FOR

For Against Abstain

03. STOCKHOLDER PROPOSAL RELATING TO THE REDEMPTION OF DELPHI'S STOCKHOLDER RIGHTS PLAN
Directors Recommend: AGAINST

For Against Abstain

04. STOCKHOLDER PROPOSAL RELATING TO THE ANNUAL ELECTION OF DIRECTORS
Directors Recommend: AGAINST

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For Against Abstain

05. STOCKHOLDER PROPOSAL RELATING TO ADOPTION OF CODE FOR DELPHI'S
INTERNATIONAL OPERATIONS
Directors Recommend: AGAINST

For Against Abstain

Vote my shares per the above selections

Legal Proxy:

Choose this only if you plan to attend and vote your shares at the meeting.

IMPORTANT: By choosing this option, we are precluded from voting your shares on your behalf. A Legal Proxy covering your securities will be issued to you. Your Legal Proxy must be presented at the meeting for your shares to be represented. Do not make any other marks on this ballot.

I plan to attend the meeting

DO NOT use this option if you hold shares directly with the issuer, rather than through a bank or broker.

Click to see: "Letter to our clients regarding voting authority"

Privacy Statement

proxyvote

[LOGO] Proxy Vote

Proxy Final Submission

Please check all of the information below for accuracy.
See instructions below and click on Final Submission

Your Control Number:

DELPHI CORPORATION Annual Meeting

To be held on 05/01/2003 for holders as of 03/03/2003

CUSIP 247126- stockClass

You elected to vote with directors' recommendation

DIRECTORS:

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J.T. BATTENBERG III, VIRGIS W. COLBERT, SHOICHIRO IRIMAJIRI

You Voted: for all directors.

PROPOSALS:

02. RATIFY SELECTION OF DELOITTE & TOUCHE LLP AS INDEPENDENT ACCOUNTANTS

You Voted: For This Proposal

03. STOCKHOLDER PROPOSAL RELATING TO THE REDEMPTION OF DELPHI'S STOCKHOLDER RIGHTS PLAN

You Voted: Against This Proposal

04. STOCKHOLDER PROPOSAL RELATING TO THE ANNUAL ELECTION OF DIRECTORS

You Voted: Against This Proposal

05. STOCKHOLDER PROPOSAL RELATING TO ADOPTION OF CODE FOR DELPHI'S INTERNATIONAL OPERATIONS

You Voted: Against This Proposal

If any of the above information is incorrect, return to the proxy ballot form by using the Back feature of your Browser Program

If you would like to receive an electronic confirmation when this vote is recorded enter your E-Mail address here:

E-Mail: _____

If all of the above information is correct then click on Final Submission below.

If any of the above information is incorrect, return to the proxy ballot form by using the Back feature of your Browser Program

Final submission

Privacy Statement

proxyvote

[LOGO] Proxy Vote

Thank You For Voting

To enter your next Control Number Click Here

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If you have not already elected to receive future shareholder communications (Annual Reports Proxy Statements, Quarterly Reports, etc.) electronically instead of in print, you can do so simply clicking on the link below to access the InvestorDelivery.com site.

Participation is completely your choice. This will save postage and mailing costs for the securities in which you have invested. To send future shareholder communications to you electronically, we require your permission.

In the future, when, and if, material is available electronically, we will send you an e-mail which will contain information that will point you to an Internet location where the material is available, along with a link to ProxyVote.com (when applicable) to submit your voting instructions. You only have to enroll this investment account once. We hope you will give this option your serious consideration.

If you wish to enroll for electronic delivery of shareholder material, or if you are currently enrolled and want to view, modify or cancel your enrollment information, please Click Here

Privacy Statement

[Proxy (X) Vote]

WELCOME TO PROXYVOTE.COM

Please select one of the links below...

If you received your proxy material in the mail, please have your material and your control number ready.

If you received a notification via e-mail, please have your control number and Personal Identification Number ready.

To submit your voting instructions over our secure site, click [HERE](#).

If your browser cannot support secure transactions via SSL encryption, click [HERE](#).

Need to update to a security enabled browser? Click [HERE](#).

Privacy Statement

ProxyVote4

[Proxy (X) Vote]

You can submit your proxy voting instructions right over the Internet

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It's fast, convenient, and your voting instructions are immediately posted.

If you received notification by postal mail:

1. Read the Proxy Statement. The accompanying Voting Instruction Form or Proxy Card contains your Control Number.
2. Enter the 12 digit Control Number to access an electronic ballot.
3. Complete the electronic ballot and submit your voting instructions.
4. Provide your E-Mail address if you want confirmation of your voting instructions.

If you received notification by E-Mail:

1. To access an electronic ballot, enter the 12 digit Control Number contained in your E-Mail message and the PERSONAL IDENTIFICATION NUMBER (PIN) you used when you enrolled for electronic delivery.
2. The ballot displayed contains Internet Links to the applicable materials; read them carefully.
3. Complete the ballot and submit your voting instructions.

Enter your CONTROL NUMBER: (Please skip any spaces)

Enter your PERSONAL IDENTIFICATION NUMBER (PIN):
(Required for the E-Mail option only)

() Check this box if you have forgotten your PIN and wish to have it emailed to the address on record. If the control number you enter requires a PIN, checking the above box will result in the PIN being emailed to you regardless of what you may enter as PIN and will not display the ballot. If no PIN is required, checking the above box will have no effect.

click to continue

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[Privacy Statement](#)

ProxyVote

[Proxy (X) Vote]

DELPHI CORP Annual Meeting

To be held on 05/01/2003 for holders as of 03/03/2003

CUSIP MC1878- stockClass

Your Control Number:

ANNUAL REPORT and PROXY STATEMENT

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(Clicking on the above links will open another window. Simply close that window to return to this page.)

Directors' Recommendations:

Choose this if you would like to vote your shares following directors' recommendations. See below for the detailed recommendations. Please read it carefully.

Vote my shares per directors' recommendations

Proxy Ballot:

DIRECTOR(S):

Directors recommend a vote for election of the following nominee(s)

.. For All . Withhold All

.. For All EXCEPT Those Selected Below:

- J.T. BATTENBERG III
- VIRGIS W. COLBERT
- SHOICHIRO IRIMAJIRI

PROPOSALS:

Please indicate your proposal selections by clicking on the fields below.

02. RATIFY SELECTION OF DELOITTE & TOUCHE LLP AS INDEPENDENT ACCOUNTANTS

Directors Recommend: FOR

.. For . Against . Abstain

03. STOCKHOLDER PROPOSAL RELATING TO THE REDEMPTION OF DELPHI'S STOCKHOLDER RIGHTS PLAN Directors Recommend: AGAINST

..For .Against .Abstain

04. STOCKHOLDER PROPOSAL RELATING TO THE ANNUAL ELECTION OF DIRECTORS

Directors Recommend: AGAINST

.. For . Against . Abstain

05. STOCKHOLDER PROPOSAL RELATING TO ADOPTION OF CODE FOR DELPHI'S INTERNATIONAL OPERATIONS Directors Recommend: AGAINST

.. For . Against . Abstain

PLEASE INDICATE IF YOU WOULD LIKE TO KEEP YOUR VOTE CONFIDENTIAL UNDER DELPHI'S POLICY

.. Yes . No

Meeting Attendance: PLEASE INDICATE IF YOU PLAN TO ATTEND THIS MEETING

.. Yes . No

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vote my shares per the above selections

Legal Proxy:

Choose this only if you plan to attend and vote your shares at the meeting.

IMPORTANT: By choosing this option, we are precluded from voting your shares on your behalf. A Legal Proxy covering your securities will be issued to you. Your Legal Proxy must be presented at the meeting for your shares to be represented. Do not make any other marks on this ballot.

I plan to attend the meeting

DO NOT use this option if you hold shares directly with the issuer, rather than through a bank or broker.

Click to see: "Letter to our clients regarding voting authority"

Privacy Statement

Proxyvote

Proxy Vote

Proxy Final Submission

Please check all of the information below for accuracy.
See instructions below and click on Final Submission

=====

Your Control Number:

DELPHI CORP Annual Meeting

To be held on 05/01/2003 for holders as of 03/03/2003

CUSIP MC1878-stockCLass
=====

You elected to vote with directors' recommendation

DIRECTORS:

J.T. BATTENBERG III, VIRGIS W. COLBERT, SHOICHIRO IRIMAJIRI

You Voted: for all directors.

=====

PROPOSALS:

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02. RATIFY SELECTION OF DELOITTE & TOUCHE LLP AS INDEPENDENT ACCOUNTANTS
You Voted: For This Proposal

03. STOCKHOLDER PROPOSAL RELATING TO THE REDEMPTION OF DELPHI'S STOCKHOLDER RIGHTS PLAN
You Voted: Against This Proposal

04. STOCKHOLDER PROPOSAL RELATING TO THE ANNUAL ELECTION OF DIRECTORS
You Voted: Against This Proposal

05. STOCKHOLDER PROPOSAL RELATING TO ADOPTION OF CODE FOR DELPHI'S INTERNATIONAL OPERATIONS
You Voted: Against This Proposal

PLEASE INDICATE IF YOU WOULD LIKE TO KEEP YOUR VOTE CONFIDENTIAL UNDER DELPHI'S POLICY

Your vote will be kept confidential under Delphi's Policy

Meeting Attendance: PLEASE INDICATE IF YOU PLAN TO ATTEND THIS MEETING
You did not mark a selection and therefore will not be attending this meeting

=====

If any of the above information is incorrect, return to the proxy ballot form by using the Back feature of your Browser Program

=====

If you would like to receive an electronic conformation when this vote is recorded enter you E-mail address here:

E-mail []

=====

If all of the above information is correct then click on Final Submission below.

If any of the above information is incorrect, return to the proxy ballot form by using the Back feature of your Browser Program

[Final Submission]

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proxyvote

[PROXY (X) VOTE]

Thank You For Voting

To enter your next Control Number [Click Here](#)

InvestorDelivery.com

If you have not already elected to receive future shareholder communications (Annual Reports, Proxy Statements, Quarterly Reports, etc.) electronically

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instead of in print, you can do so by simply clicking on the link below to access the InvestorDelivery.com site.

Participation is completely your choice. This will save postage and mailing costs for the securities in which you have invested. To send future shareholder communications to you electronically, we require your permission.

In the future, when, and if, material is available electronically, we will send you an e-mail which will contain information that will point you to an internet location where the material is available, along with a link to ProxyVote.com (when applicable) to submit your voting instructions. You only have to enroll this investment account once. We hope you will give this option your serious consideration.

If you wish to enroll for electronic delivery of shareholder material, or if you are currently enrolled and want to view, modify or cancel your enrollment information, please [Click Here](#).

Privacy Statement

[LOGO] DELPHI

IMPORTANT NOTICE REGARDING DELIVERY OF SHAREOWNER DOCUMENTS

March 21, 2003

Dear Shareowner,

The Securities and Exchange Commission has adopted a rule that allows us to send a single copy of our annual reports, proxy statements, prospectuses and other disclosure documents to two or more shareowners sharing the same address if they consent to do so, subject to certain conditions. We believe this "Householding" rule will provide greater convenience for our shareowners, as well as cost savings for us by reducing the number of duplicate documents that are sent to your home. Please note that if you do not respond, you will be deemed to have consented, and Householding will start 60 days after the mailing of this notice.

The Householding election appears on the enclosed proxy card if you have not been contacted previously for this option. If you wish to participate in the Householding program, please indicate "YES" when voting your proxy. Your affirmative or implied consent will be perpetual unless you withhold it or revoke it.

If you wish to continue to receive separate annual reports, proxy statements, prospectuses and other disclosure documents for each account in your household, you must withhold your consent to our Householding program by indicating "NO" when voting your proxy.

You may revoke your consent at any time by contacting ADP, either by calling toll-free (800) 542-1061, or by writing to ADP, Householding Department, 51 Mercedes Way, Edgewood, New York 11717. If you revoke your consent, you will be removed from the Householding program within 30 days of receipt of your revocation and each shareowner at your address will receive individual copies of our disclosure documents.

We strongly encourage your participation in the Householding program, and

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believe that it will benefit both you and Delphi. Not only will it reduce the volume of duplicate information that you receive in your household, but it will also reduce our printing and mailing costs.

Thank you.