

Sensata Technologies Holding N.V.
Form DEF 14A
April 23, 2015
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

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 §240.14a-12

SENSATA TECHNOLOGIES HOLDING N.V.

(Name of Registrant as Specified in its Charter)

Not Applicable

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

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No fee required.

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

2) Aggregate number of securities to which transaction applies:

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1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

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April 23, 2015

Dear Shareholders:

You are cordially invited to attend the 2015 Annual General Meeting of Shareholders of Sensata Technologies Holding N.V. (the "Company"), to be held on May 21, 2015, beginning at 6:00 p.m., Central European Time, at the Company's office located at Kolthofsingel 8, 7602 EM Almelo, the Netherlands.

Information about the meeting and the various matters on which the shareholders will vote is included in the Notice of Meeting and Proxy Statement which follows. Also included is a proxy card and postage-paid return envelope. Please sign, date, and mail the enclosed proxy card in the return envelope provided, as promptly as possible, whether or not you plan to attend the meeting. A copy of the Company's 2014 Annual Report is also enclosed for your review.

Sincerely,

Thomas Wroe, Jr.
Chairman of the Board

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NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

April 23, 2015

TO THE SHAREHOLDERS OF SENSATA TECHNOLOGIES HOLDING N.V.:

Notice is hereby given that the 2015 Annual General Meeting of Shareholders (the "General Meeting") of Sensata Technologies Holding N.V. (the "Company," "we," "our," or "us") will be held on May 21, 2015, beginning at 6:00 p.m. Central European Time, at our office located at Kolthofsingel 8, 7602 EM Almelo, the Netherlands, for the following purposes:

1. To elect ten (10) directors to serve until the 2016 Annual General Meeting of Shareholders, or until their respective successors are elected and qualified or until his or her earlier death, resignation, or removal;
2. To ratify the selection of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2015;
- 3a. To discuss implementation of the remuneration policy in 2014;
To adopt our Dutch statutory annual accounts for the fiscal year ended December 31, 2014, to discuss the annual report of our management for fiscal year 2014, to authorize the preparation of our 2014 Dutch statutory annual accounts and the annual report of our management for fiscal year 2014 in the English language, and to discuss our reservation and dividend policy;
- 3b.
4. To discharge members of the Board of Directors from certain liabilities for fiscal year 2014;
5. To provide for a remuneration policy to compensate members of the newly-created Finance Committee of the Board of Directors;
To extend to the Board of Directors for a period of 18 months from the date of the General Meeting the authority to repurchase up to 10% of the outstanding shares, as determined on the record date, in the capital of the Company, on
6. the open market, through privately negotiated transactions or in one or more self tender offers, at prices per share not less than the nominal value of a share and not higher than 110% of the market price at the time of the transaction;
7. To consider and approve an advisory proposal on the 2014 compensation of the Named Executive Officers as disclosed herein under "Executive Compensation";

8. To transact such other business as may properly come before the General Meeting or any adjournments thereof. The Board of Directors recommends a FOR vote of each of the director nominees recommended by the Board of Directors with respect to proposal (1), and a FOR vote for each of proposals (2), (3), (4), (5), (6), and (7) above. Important Notice Regarding the Availability of Proxy Materials for the Annual General Meeting of Shareholders to be held on May 21, 2015: The 2015 Proxy Statement and our 2014 Annual Report are available at www.sensata.com. Copies of the agenda for the General Meeting and related documents may be obtained free of charge at our offices in Almelo, the Netherlands and Attleboro, Massachusetts by shareholders and other persons entitled to attend the General Meeting and their representatives as of the date hereof until the close of the General Meeting. Copies of these documents are also available on our website (www.sensata.com) or by contacting us at Sensata Technologies Holding N.V., c/o Sensata Technologies, Inc., Attention: Investor Relations, 529 Pleasant Street, Attleboro, Massachusetts 02703, or investors@sensata.com.

The Board of Directors has determined that all holders of ordinary shares of the Company as of the close of business on April 23, 2015 according to American Stock Transfer & Trust Company or our shareholders' register in The Netherlands, or such shareholders' proxies, are entitled to receive notice of, and to attend, address, and vote at, the General Meeting and any adjournments thereof.

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In accordance with our Articles of Association, if you wish to attend the General Meeting you must notify the Board of Directors of your intention no later than May 20, 2015, by submitting your name and number of shares beneficially owned to: Sensata Technologies Holding N.V., c/o Sensata Technologies, Inc., Attention: Investor Relations, 529 Pleasant Street, Attleboro, Massachusetts 02703, or to investors@sensata.com. All of the ordinary shares of the Company traded on the New York Stock Exchange are held by Cede & Co. as nominee shareholder for the Depository Trust Company (the "DTC"). If you own ordinary shares through a broker, the holder of those shares in the book entry system of the DTC is Cede & Co. as the broker's nominee. Such shares are often referred to as held in "street name," and you, as the beneficial owner of those shares, do not appear in the book entry system of the DTC. If you own your ordinary shares through a broker and you wish to attend the General Meeting, you must provide us with appropriate evidence of ownership of and authority to vote the shares no later than May 20, 2015. Access to the General Meeting is permitted only after verification of personal identification.

If you do not plan to attend the General Meeting, please complete, date and sign the enclosed proxy and return it promptly in the enclosed envelope, which needs no postage if mailed in the United States. If you later desire to revoke your proxy, you may do so at any time before it is exercised.

* * * *

By Order of the Board of Directors,

Thomas Wroe, Jr.
Chairman of the Board

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Sensata Technologies Holding N.V.
Kolthofsingel 8, 7602 EM Almelo
The Netherlands
31-546-879-555

PROXY STATEMENT
FOR
ANNUAL GENERAL MEETING OF SHAREHOLDERS
To Be Held On May 21, 2015

We are sending you our proxy materials in connection with the solicitation of the enclosed proxy by the Board of Directors of Sensata Technologies Holding N.V. (the "Company," "we," "our," or "us") for use at the 2015 Annual General Meeting of Shareholders (the "General Meeting"), and at any adjournments thereof.

Attending the General Meeting

The General Meeting will be held on May 21, 2015, at 6:00 p.m. Central European Time, at our office located at Kolthofsingel 8, 7602 EM Almelo, the Netherlands, to consider the matters set forth in the Notice of Annual General Meeting of Shareholders. This Proxy Statement and the form of proxy enclosed are being mailed to shareholders with our Annual Report to Shareholders commencing on or about April 23, 2015.

In accordance with our Articles of Association, shareholders must inform us in writing of their intention to attend the General Meeting. Such notice should be sent to: Sensata Technologies Holding N.V., c/o Sensata Technologies, Inc., Attention: Investor Relations, 529 Pleasant Street, Attleboro, Massachusetts 02703, or investors@sensata.com. All of the ordinary shares of the Company traded on the New York Stock Exchange are held by Cede & Co. as nominee shareholder for the Depository Trust Company (the "DTC"). If you own ordinary shares through a broker, the holder of those shares in the book entry system of the DTC is Cede & Co. as the broker's nominee. Such shares are often referred to as held in "street name," and you, as the beneficial owner of those shares, do not appear in the book entry system of the DTC. If you own your ordinary shares through a broker and you wish to attend the General Meeting, you must also provide us with appropriate evidence of ownership of and authority to vote the shares no later than May 20, 2015. Access to the General Meeting is permitted only after verification of personal identification. Representatives of our independent auditor for fiscal year 2014 are expected to be present at the General Meeting. These representatives will have the opportunity to make a statement if they desire to do so and are expected to be available to respond to appropriate questions.

Shareholders Entitled to Vote

Only shareholders of record of the ordinary shares of the Company, €0.01 nominal value per share (the "ordinary shares"), at the close of business on April 23, 2015 according to American Stock Transfer & Trust Company, LLC, our registrar and transfer agent, or our shareholders' register in the Netherlands, or such shareholders' proxies, will be entitled to attend and vote at the General Meeting. Each ordinary share entitles the holder thereof to one vote on each matter that is voted on at the General Meeting. The number of outstanding ordinary shares entitled to vote on each proposal at the General Meeting is 169,819,369.

There are 178,562,449 legally issued ordinary shares under Dutch law, which, as of April 2, 2015, includes 8,635,489 legally issued ordinary shares that we have repurchased but that have not been legally retired and 125,915 legally issued ordinary shares that have been forfeited but not yet legally retired.

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Street Name Holders and Record Holders

If you own ordinary shares through a broker, the registered holder of those ordinary shares is Cede & Co. as the broker's nominee. Such ordinary shares are often referred to as held in "street name," and you, as the beneficial owner of those ordinary shares, do not appear in our share register. For street name ordinary shares, there is a two-step process for distributing our proxy materials and tabulating votes. Brokers inform us as to how many of their clients own ordinary shares in street name, and the broker forwards our proxy materials to those beneficial owners. If you receive our proxy materials, including a voting instruction card, from your broker, you should vote your ordinary shares by following the procedures specified on the voting instruction card. The ordinary shares represented by your properly signed proxy card will be voted in accordance with your directions. Shortly before the General Meeting, your broker will tabulate the votes it has received, and will submit a proxy card to us reflecting the aggregate votes of the street name holders. If you plan to attend the General Meeting and vote your street name ordinary shares in person, you should contact your broker to obtain a broker's proxy card and bring it to the General Meeting.

How to Vote

You can vote at the General Meeting in person or by proxy. We recommend that you vote by proxy even if you plan to attend the General Meeting. You can always attend the General Meeting and revoke your proxy by voting in person.

There are two ways to vote by proxy:

• By Internet—You can vote by Internet by going to the website www.voteproxy.com and following the instructions on our proxy card; or

• By mail—You can vote by mail by completing, signing, dating, and mailing our enclosed proxy card.

By giving us your proxy, you are authorizing the individuals named on our proxy card, the proxies, to vote your ordinary shares in the manner you indicate. You may vote "FOR" or "AGAINST" or "ABSTAIN" from voting on each of the proposals (1) through (7) to be voted on by our shareholders.

If you vote by proxy without indicating your instructions, your shares will be voted FOR:

- The election of the ten (10) director nominees per the recommendation of the Board of Directors;
- The ratification of the appointment of Ernst & Young LLP as our independent auditor for fiscal year 2015;
- The adoption of our Dutch statutory annual accounts for fiscal year 2014 and the authorization of the preparation of our Dutch statutory annual accounts and annual report for fiscal year 2014 in the English language;
- The discharge of the members of the Board of Directors from certain liability for fiscal year 2014;
- The remuneration to compensate members of the newly-created Finance Committee of the Board of Directors;
- The extension to the Board of Directors for a period of 18 months from the date of the General Meeting the authority to repurchase up to 10% of the outstanding ordinary shares in the capital of the Company; and
- The approval of the 2014 compensation of the Named Executive Officers in an advisory vote.

Revocation of Proxies

A shareholder may revoke a proxy at any time prior to its exercise (i) by giving to our Vice President, Investor Relations a written notice of revocation of the proxy's authority, (ii) by submitting a duly elected proxy bearing a later date, or (iii) by attending the General Meeting and voting in person. Your attendance at the meeting alone will not revoke your proxy.

Quorum and Votes Necessary for Action to be Taken

Our directors are elected by the affirmative vote of a majority of votes cast in person or by proxy at the General Meeting and entitled to vote. Our shareholders may set aside these binding nominations for any of the candidates by a vote of at least two-thirds of the votes cast at a meeting representing more than one-half of the issued capital, in which case a new list of nominees will be prepared by the Board of Directors for such vacant position and will be included in the agenda for a subsequent general meeting of shareholders.

The affirmative vote of a majority of the votes cast in person or by proxy at the General Meeting and entitled to vote on the proposal is required to approve each of the other proposals set forth in this Proxy Statement.

Although there is no quorum requirement under our Articles of Association or Dutch law, ordinary shares abstaining from voting will count as ordinary shares present at the General Meeting but will not count for the purpose of determining the number of votes cast. Broker non-votes will not count as ordinary shares present at the General

Meeting or for the purpose of determining the number of votes cast. "Broker non-votes" are ordinary shares that are held in "street name" by a bank or brokerage firm that indicates on its proxy that it does not have discretionary authority to vote on a particular matter.

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Each ordinary share will be counted as one vote according to the instructions contained on a properly completed proxy or on a ballot voted in person at the General Meeting. Ordinary shares will not be voted in favor of a proposal if either (1) the shareholder abstains from voting on a particular matter or (2) the ordinary shares are broker non-votes.

Other Matters

As of the date of this Proxy Statement, the Board of Directors does not know of any business that will be presented for consideration at the General Meeting other than the matters described in this Proxy Statement. If any other matters are properly brought before the General Meeting, the persons named in the enclosed form of proxy will vote the proxies in accordance with their best judgment.

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PROPOSAL 1—ELECTION OF DIRECTORS

We maintain a single-tier Board of Directors, comprised of both Executive Directors and Non-Executive Directors. Under Dutch law, the Board of Directors is responsible for the implementation of our policies and day-to-day management. The Non-Executive Directors supervise and provide guidance to the Executive Directors.

John Lewis, who has served as a director of the Company since our initial public offering in March 2010, and prior to our initial public offering served as a director of our principal U.S. operating subsidiary, Sensata Technologies, Inc. ("STI"), since the completion of the 2006 Acquisition, has not been nominated for re-election this year and, accordingly, his service on the Board will terminate at the 2015 General Meeting. The Board has determined to reduce its size to ten directors, effective as of the 2015 General Meeting.

The members elected to our Board of Directors (the "Board") will serve until the 2016 Annual General Meeting of Shareholders, and there is no limit to the number of terms a director may serve. Under Dutch law and our Articles of Association, the Board of Directors has the right to make binding nominations for open positions on the Board. The binding nature of the Board's nominations may be overridden by a vote of two-thirds of the votes cast at a meeting if such two-thirds vote constitutes more than one-half of the issued share capital of the Company. In that case, a new list of nominees will be prepared by the Board of Directors for such vacant position and will be included in the agenda for a subsequent general meeting of shareholders.

In accordance with the recommendation of the Nominating and Governance Committee of the Board of Directors, the Board of Directors has adopted unanimous resolutions to make the following binding nominations:

1. For the first open position, the Board has nominated Thomas Wroe, Jr. to serve as a Non-Executive Director for a term of approximately one year ending on the date of our annual general meeting of shareholders in 2016.
2. For the second open position, the Board has nominated Martha Sullivan to serve as an Executive Director for a term of approximately one year ending on the date of our annual general meeting of shareholders in 2016.
3. For the third open position, the Board has nominated Lewis B. Campbell to serve as a Non-Executive Director for a term of approximately one year ending on the date of our annual general meeting of shareholders in 2016.
4. For the fourth open position, the Board has nominated Paul Edgerley to serve as a Non-Executive Director for a term of approximately one year ending on the date of our annual general meeting of shareholders in 2016.
5. For the fifth open position, the Board has nominated James E. Heppelmann to serve as a Non-Executive Director for a term of approximately one year ending on the date of our annual general meeting of shareholders in 2016.
6. For the sixth open position, the Board has nominated Michael J. Jacobson to serve as a Non-Executive Director for a term of approximately one year ending on the date of our annual general meeting of shareholders in 2016.
7. For the seventh open position, the Board has nominated Charles W. Peffer to serve as a Non-Executive Director for a term of approximately one year ending on the date of our annual general meeting of shareholders in 2016.
8. For the eighth open position, the Board has nominated Kirk P. Pond to serve as a Non-Executive Director for a term of approximately one year ending on the date of our annual general meeting of shareholders in 2016.
9. For the ninth open position, the Board has nominated Andrew Teich to serve as a Non-Executive Director for a term of approximately one year ending on the date of our annual general meeting of shareholders in 2016.
10. For the tenth open position, the Board has nominated Stephen Zide to serve as a Non-Executive Director for a term of approximately one year ending on the date of our annual general meeting of shareholders in 2016.

The persons named as proxies in the enclosed form of proxy will vote the proxies received by them for the election of Mr. Wroe, Ms. Sullivan, Mr. Campbell, Mr. Edgerley, Mr. Heppelmann, Mr. Jacobson, Mr. Peffer, Mr. Pond, Mr. Teich, and Mr. Zide, unless otherwise directed. In the event that any of the nominees become unavailable for election at the General Meeting, the persons named as proxies in the enclosed form of proxy may vote for a substitute nominee at their discretion as recommended by the Board of Directors. Each of the nominees is currently a member of the Board of Directors.

Information concerning the nominees to the Board of Directors is set forth below.

Thomas Wroe, 64, was appointed as our Chairman in January 2013. Previously, he served as our Chief Executive Officer ("CEO") and an Executive Director from our initial public offering in March 2010 until December 31, 2012, and as Chairman of the Board of Directors from March 2010 until July 2012. Prior to our initial public offering, Mr. Wroe was the Chief Executive Officer and a director of STI since the completion of the 2006 Acquisition (as

defined in “Certain Relationships and Related Transactions-2006 Acquisition”) and Chairman of the Board of STI since June 2006. Mr. Wroe served as the President of the Sensors & Controls business of Texas Instruments since June 1995 and as a Senior Vice President of Texas Instruments since March 1998. Mr. Wroe was with Texas Instruments since 1972, and prior to becoming President of the Sensors & Controls business, Mr. Wroe worked in various engineering and business management positions.

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Mr. Wroe is a member of the Executive Committee of the Massachusetts Business Roundtable, is a member of the Board of Trustees of the Massachusetts Taxpayers Foundation, and has been a director of Chase Corporation and GT Advanced Technologies Inc., each public companies, since 2008 and 2013, respectively. He is currently the Chairman and CEO of Apex Tool Group, LLC. In addition, he is a member of the Board of Advisors to Boston College's Carroll School of Management, and he is the past Chairman of the Board of Directors of Cape Cod Healthcare and past Chairman of the Board of the Associated Industries of Massachusetts.

Mr. Wroe brings significant senior leadership, operational, industry, and technical experience to the Board. He has extensive knowledge of the former Sensors & Controls business, including its historical development, and important relationships with our major customers. Mr. Wroe has been an important contributor to the expansion of our business through both organic growth and acquisitions, and as CEO Mr. Wroe had direct responsibility for our strategy and operations.

Martha Sullivan, 58, has served as a director of the Company since January 1, 2013. Ms. Sullivan has served as our Chief Executive Officer since January 1, 2013, as our President since September 2010, and was also our Chief Operating Officer from September 2010 until July 2012. Ms. Sullivan was Executive Vice President and Chief Operating Officer from March 2010 through September 2010. Ms. Sullivan served in the same capacities with STI from January 2007 through March 2010 and as Chief Operating Officer of STI from the completion of the 2006 Acquisition through January 2007. Prior to the 2006 Acquisition, Ms. Sullivan served as Sensor Products Manager for the Sensors & Controls business of Texas Instruments beginning in June 1997 and as a Vice President of Texas Instruments beginning in 1998. Ms. Sullivan was with Texas Instruments since 1984 in various engineering and management positions, including Automotive Marketing Manager, North American Automotive General Manager, and Automotive Sensors and Controls Global Business Unit Manager.

Ms. Sullivan is a director of Avery Dennison Corporation, a public company, since 2013. Past and present external positions also include the Key Executive Council at Rensselaer Polytechnic Institute, President's Alumni Council at Michigan Technological University, and Ford International Supplier Advisory Council. She was inducted into the Academy of Mechanical Engineering at Michigan Technological University, and holds an Honorary Doctorate in Philosophy from that institution.

Ms. Sullivan brings significant senior leadership, operational, industry, and technical experience to the Board. She has extensive knowledge of the former Sensors & Controls business, including its historical development, and important relationships with our major customers. Ms. Sullivan has been an important contributor to the expansion of our business through both organic growth and acquisitions, and as President and Chief Executive Officer, she guides the execution of our strategy and operations.

Lewis B. Campbell, 68, has served as a director of the Company since the 2012 Annual General Meeting of Shareholders. He served as Chairman and Interim Chief Executive Officer of Navistar International Corporation, a public company, from August 2012 until April 2013. Previously, Mr. Campbell was Chairman of the Board and Chief Executive Officer of Textron Inc. ("Textron"), a public company, before retiring on December 1, 2009. Following his retirement from Textron, he continued as its non-executive Chairman until he retired from the Textron board on August 31, 2010. During his tenure at Textron, Mr. Campbell played a key role in transforming Textron's strategic and operational focus, reshaping its portfolio of businesses, and leading the company to realize enterprise-wide synergies to achieve greater operating efficiencies. Mr. Campbell joined Textron in 1992, was named CEO in July 1998, and was appointed Chairman in February 1999. Previously, Mr. Campbell had a 24-year career at General Motors ("GM") and held a number of key management positions in GM's Rochester Products Division; Chevrolet-Pontiac, GM Canada Group, and GM/UAW Quality Network. In 1988, he was named a Vice President of GM as the General Manager of the Flint Automotive Group. In 1991, he served as General Manager of GMC's Truck Division.

Mr. Campbell also serves as a director of Bristol-Myers Squibb Company, a public company, since 1998, and is a member of the Business Council, a past member of the Business Roundtable, and a past member of the Board of Trustees for Noblis, a nonprofit science, technology, and strategy organization.

Mr. Campbell has demonstrated exceptional operational and executive leadership ability as the former Chief Executive Officer of a global, multi-industry company. With his focus on operational efficiencies and his experience in a wide range of industries coupled with his firsthand knowledge of the many issues facing public company boards

and their committees, he is well positioned to help guide us through our next phase of global growth. Paul Edgerley, 59, has served as a director of the Company since our initial public offering in March 2010, and served as our Chairman from July 2012 until January 2013. Prior to our initial public offering, Mr. Edgerley served as a director of STI since the completion of the 2006 Acquisition. Since 1990, Mr. Edgerley has been a managing director of Bain Capital, and prior to that was a principal at Bain Capital since 1988. Prior to joining Bain Capital, Mr. Edgerley spent five years at Bain & Company where he worked as a consultant and a manager in the healthcare, information services, retail, and automobile industries. Previously he was a Certified Public Accountant with Peat Marwick Mitchell & Company. Mr. Edgerley serves on the board of directors of public companies HD Supply Holdings, Inc. since 2007 and Steel Dynamics, Inc. since 2002. In addition, Mr. Edgerley serves on the board of directors of MYOB, Apex Tool Group, LLC, FTE Automotive, and Hero Moto Corporation. Mr. Edgerley is a past director for Keystone Automotive Operations, Inc. and MEI Conlux Holdings, Inc.

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Mr. Edgerley brings to the Board extensive experience in corporate strategy development. Mr. Edgerley has had significant involvement with the Company since the 2006 Acquisition, and has served as a director of numerous public and private companies during his career in private equity, consulting, and accounting.

James E. Heppelmann, 50, has served as director of the Company since August 2014. Mr. Heppelmann has been the President and Chief Executive Officer of PTC, Inc. ("PTC"), a public company, since 2010. PTC (formerly Parametric Technology Corporation) develops technology solutions that help companies transform the way they create, operate, and service smart, connected products. During his tenure at PTC, Mr. Heppelmann has served in various executive roles, including President, Chief Operating Officer, Chief Product Officer, and Executive Vice President, Software Products. Mr. Heppelmann joined PTC in 1998, when the company acquired Windchill Technologies, where he was co-founder, Chief Technical Officer, and Vice President of Marketing. Previously, Mr. Heppelmann served as Chief Technology Officer of Metaphase, Inc. from 1992 through 1997 and held various positions at Control Data Corporation from 1985 through 1992.

Mr. Heppelmann has served on the Board of Directors of PTC since 2008. Mr. Heppelmann is on the Executive Advisory Board of FIRST (For Inspiration and Recognition of Science and Technology), and is on the Dean's Advisory Board of the University of Minnesota College of Science and Engineering.

Mr. Heppelmann brings to the Board a view into industries relevant to us, a detailed understanding of technological issues including the rapid evolution of smart, connected products and the Internet of Things, and insight into future directions of technology development.

Michael J. Jacobson, 64, has served as a director of the Company since our initial public offering in March 2010. Mr. Jacobson is a director and the President of PGE Management, Inc. ("PGE Management") and Jacobson Group, Inc., both of which are real estate investment and development companies, where he has worked since 1992 and 1994, respectively. Prior to founding PGE Management, Mr. Jacobson was the President and Chief Executive Officer of Vetco Gray, Inc. from 1988 until 1991. Previously, Mr. Jacobson was a Vice President at Bain & Company, where he worked in the health care, oil field services, steel and textile industries. From 2004 until 2007, Mr. Jacobson also served on the Springfield, Massachusetts Finance Control Board, a position to which he was appointed by former Massachusetts Governor Mitt Romney.

Mr. Jacobson brings to the Board strong practical financial, consulting, and executive experience.

Charles W. Peffer, 67, has served as a director of the Company since our initial public offering in March 2010.

Mr. Peffer was a partner of KPMG LLP ("KPMG") and its predecessor firms from 1979 until his retirement in 2002. Mr. Peffer served in KPMG's Kansas City office as Partner in Charge of Audit from 1986 to 1993 and as Managing Partner from 1993 to 2000. Mr. Peffer has been a director of Garmin Ltd. and HD Supply Holdings, Inc., each public companies, since 2004 and 2013, respectively. Mr. Peffer is also a director of NPC International and the Commerce Funds, a family of eight mutual funds.

Mr. Peffer brings to the Board extensive practical and management experience in public accounting and corporate finance, including significant experience with KPMG and its predecessor firms. Mr. Peffer also brings leadership expertise through his directorship roles in other public companies, including service on audit committees.

Kirk P. Pond, 70, has served as a director of the Company since the 2011 Annual General Meeting of Shareholders. Mr. Pond was the President and Chief Executive Officer of Fairchild Semiconductor International, Inc. ("Fairchild") from June 1996 until May 2005. He also served as the Chairman of Fairchild's Board of Directors from 1997 until June 2006. Prior to his service with Fairchild and its predecessor, National Semiconductor, Mr. Pond served in executive positions with Timex Corporation and Texas Instruments. Mr. Pond served as a member of the board of directors of the Federal Reserve Bank of Boston from January 2004 until January 2007, and he currently serves on the board of directors of WEX Inc. and Brooks Automation, Inc., each public companies, since 2005 and 2007, respectively.

Mr. Pond has also served on the Advisory Board of the University of Arkansas Engineering School since 1987.

Mr. Pond brings to the Board significant executive leadership experience as the former Chief Executive Officer of a public company. In addition, his broad background in technology, manufacturing, global marketing, and finance provide the Board and our management additional insights and perspective on our business and strategy.

Andrew Teich, 54, has served as a director of the Company since the 2014 Annual General Meeting of Shareholders. Mr. Teich has been the President and Chief Executive Officer of FLIR Systems, Inc. ("FLIR"), a public company,

since 2013. FLIR is a designer, manufacturer, and marketer of thermal imaging and stabilized airborne camera systems for a wide variety of applications in the commercial, industrial, and government markets. Mr. Teich joined FLIR in 1999 as Senior Vice President, Marketing, and has held various positions within FLIR since that time, including President of Commercial Vision Systems and President of Commercial Systems. Prior to joining FLIR, Mr. Teich held various positions at Inframetrics, Inc. (acquired by FLIR in 1999), including Vice President of Sales and Marketing and various sales roles. Mr. Teich has served on the Board of Directors of FLIR since July 2013.

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Mr. Teich is a seasoned executive who brings to the Board relevant industry experience combined with sales and marketing skills. Mr. Teich has spent a large part of his career at FLIR and its acquired companies, where he has been instrumental in building their organic and acquisition growth strategy.

Stephen Zide, 55, has served as a director of the Company since our initial public offering in March 2010. Prior to our initial public offering, Mr. Zide served as a director of STI since the completion of the 2006 Acquisition. Mr. Zide has been a managing director of Bain Capital since 2001. Prior to joining Bain Capital in 1997, Mr. Zide was a partner of the law firm Kirkland & Ellis LLP, where he was a founding member of the New York office and specialized in representing private equity and venture capital firms. Mr. Zide also serves on the Board of Directors of Consolidated Container Corporation and Trinseo LLC. Previously, Mr. Zide served on the Board of Directors of HD Supply Holdings, Inc., a public company, from 2007 through 2014, Apex Tool Group, LLC from 2013 through 2014, and Innophos Holdings, Inc., a public company, from 2004 through 2013.

Mr. Zide brings to the Board extensive negotiating and financing expertise gained from his training and experience as a legal advisor, and then a private equity professional and financial advisor. In addition, Mr. Zide has had significant involvement with us since the 2006 Acquisition, and has served as a director of numerous public and private companies during his career in private equity and law.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE ELECTION OF WROE, SULLIVAN, CAMPBELL, EDGERLEY, HEPPELMANN, JACOBSON, PEFFER, POND, TEICH, AND ZIDE.

Table of Contents**PROPOSAL 2—RATIFICATION OF THE SELECTION OF INDEPENDENT AUDITOR**

The Audit Committee of the Board of Directors has selected Ernst & Young LLP as our independent auditor for the fiscal year ending December 31, 2015 and has further directed that management submit the selection of the independent auditor for ratification by the shareholders at the General Meeting. A proposal to ratify the appointment of Ernst & Young will be presented at the General Meeting. Ernst & Young was our independent auditor during the fiscal year ended December 31, 2014. Dutch law requires shareholder ratification of the selection of Ernst & Young as our independent auditor. If this proposal is not approved by our shareholders at the General Meeting, the Audit Committee will reconsider its selection of Ernst & Young. The affirmative vote of the holders of a majority of the ordinary shares present in person or represented by proxy and entitled to vote at the General Meeting will be required to ratify the selection of Ernst & Young.

Audit Fees

The aggregate fees billed for professional services rendered for us by Ernst & Young, our independent auditor, for the years ended December 31, 2014 and 2013 were:

	2014	2013
	(in thousands)	
Audit Fees	\$4,151	\$2,885
Audit-Related Fees	80	—
Tax Fees	1,173	735
All Other Fees	3	3
Total Fees	\$5,407	\$3,623

“Audit Fees” include fees for professional services and expenses related to the respective fiscal year, irrespective of the period in which these services are rendered or billed, related to the audit and review of our financial statements of the respective fiscal years. For the fiscal years ended December 31, 2014 and 2013, audit fees included fees for professional services and expenses relating to the reviews of our quarterly financial statements filed on Form 10-Q for the quarters ended March 31, 2013 through September 30, 2014 and the audit of our annual financial statements and our Annual Report on Form 10-K for each of the fiscal years 2014 and 2013. Audit Fees also include fees relating to the performance of statutory audits at certain of our non-U.S. subsidiaries and procedures relating to our prospectus supplement filings with the U.S. Securities and Exchange Commission and Rule 144A private placement bond offerings.

“Audit-Related Fees” include fees for professional services rendered and expenses incurred during the respective fiscal year, irrespective of the period in which these services are billed, primarily related to a segregation of duties review of our Enterprise Resource Planning system.

“Tax Fees” include fees for professional services rendered and expenses incurred during the respective fiscal year, irrespective of the period in which these services are billed, related to tax planning, tax consulting, and tax compliance. Fees associated with tax compliance services were approximately \$241 thousand and \$360 thousand for the years ended December 31, 2014 and 2013, respectively.

“All Other Fees” include fees billed to us for subscription to Ernst & Young’s accounting research tool.

No other professional services were rendered or fees were billed by Ernst & Young for the years ended December 31, 2014 and 2013.

Pre-Approval Policies and Procedures

The Audit Committee has adopted policies and procedures for the pre-approval of audit and non-audit services rendered by our independent auditor, Ernst & Young. The policy generally pre-approves specified services in the defined categories of audit services, audit-related services, and tax services up to specified amounts. Pre-approval may also be given as part of the Audit Committee’s approval of the scope of the engagement of our independent auditor or on an individual explicit case-by-case basis before our independent auditor is engaged to provide each service. The pre-approval of services may be delegated to one or more of the Audit Committee members, but the decision must be reported to the full Audit Committee at its next scheduled meeting. All audit-related and tax and other services for fiscal years 2014 and 2013 were pre-approved by the Audit Committee.

The Audit Committee considered the compatibility of non-audit services performed by Ernst & Young with the maintenance of that firm's independence and determined that in each case, and at all times, Ernst & Young remained independent.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE RATIFICATION OF ERNST & YOUNG LLP AS OUR INDEPENDENT AUDITOR FOR FISCAL YEAR 2015.

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PROPOSAL 3a—DISCUSSION OF THE IMPLEMENTATION OF THE REMUNERATION POLICY IN 2014

At the General Meeting, we will discuss the implementation of the remuneration policy in 2014. We will do this on the basis of the paragraphs required by Dutch law as set out in the annual accounts. Shareholders will not be entitled to adopt a binding resolution regarding such implementation.

PROPOSAL 3b—ADOPTION OF DUTCH STATUTORY ANNUAL ACCOUNTS FOR 2014

At the General Meeting, our shareholders will be asked to adopt our Dutch statutory annual accounts for the year ended December 31, 2014 (the “2014 Annual Accounts”) and to authorize the preparation of our 2014 Annual Accounts and annual report of our management (the “2014 Management Report”) in the English language, as required under Dutch law and our Articles of Association. We will also report on the business and the results of operations for the year ended December 31, 2014 based on the 2014 Annual Accounts.

Our 2014 Annual Accounts are audited and prepared in accordance with International Financial Reporting Standards. The 2014 Annual Accounts contain certain disclosures not required under generally accepted accounting principles in the United States. The 2014 Management Report required by Dutch law, which is similar to the Management’s Discussion and Analysis of Results of Operations and Financial Condition included in the 2014 Annual Report to Shareholders, also contains information included in our Annual Report on Form 10-K and other information required by Dutch law. A copy of the 2014 Annual Accounts can be accessed through our website, www.sensata.com, and may be obtained free of charge by request to Sensata Technologies Holding N.V., c/o Sensata Technologies, Inc., Attention: Investor Relations, 529 Pleasant Street, Attleboro, Massachusetts 02703, or investors@sensata.com. Approval of this proposal will constitute approval of the matters set forth in the 2014 Annual Accounts and the 2014 Management Report.

In addition, under Dutch law, we are required to provide shareholders with an opportunity at the General Meeting to discuss our dividend policy and any major changes in that policy. Shareholders will not be entitled to adopt a binding resolution determining our future dividend policy.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE ADOPTION OF THE 2014 ANNUAL ACCOUNTS AND THE AUTHORIZATION OF THE PREPARATION OF THE 2014 ANNUAL ACCOUNTS AND 2014 MANAGEMENT REPORT IN THE ENGLISH LANGUAGE.

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PROPOSAL 4—DISCHARGE OF MEMBERS OF THE BOARD OF DIRECTORS FROM CERTAIN LIABILITIES FOR FISCAL YEAR 2014

At the General Meeting, as permitted under Dutch law and customary for Dutch companies, we are asking our shareholders to discharge the members of the Board of Directors from liability with respect to the exercise of their management and supervisory duties during our fiscal year ended December 31, 2014. If our shareholders approve this discharge of liability, then the Board members will not be liable to the Company for actions that they took on our behalf in the exercise of their duties during fiscal year 2014. However, the discharge does not apply to matters that are not disclosed to our shareholders, and it does not affect the liability, if any, of the Board of Directors to our shareholders. The discharge is also subject to the provisions of Dutch law relating to liability upon bankruptcy. **THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE FOR THE DISCHARGE OF THE MEMBERS OF THE BOARD OF DIRECTORS FROM CERTAIN LIABILITIES FOR FISCAL YEAR 2014.**

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PROPOSAL 5—TO PROVIDE FOR A REMUNERATION POLICY TO COMPENSATE MEMBERS OF THE NEWLY-CREATED FINANCE COMMITTEE OF THE BOARD OF DIRECTORS

As discussed in Corporate Governance Standards and Board of Directors, the Board has approved a charter for a Finance Committee of the Board of Directors. The Board of Directors has proposed a remuneration policy to compensate the members of this committee for their service as follows:

• \$4,000 annually for service on the Finance Committee; and

• an additional \$4,000 annually for service as the Chairman of the Finance Committee.

The Board believes this level of compensation is competitive with our peer companies that have Finance Committees.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE FOR THE PROPOSED REMUNERATION POLICY TO COMPENSATE MEMBERS OF THE FINANCE COMMITTEE.

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PROPOSAL 6—EXTENSION TO THE BOARD OF DIRECTORS THE AUTHORITY TO REPURCHASE UP TO 10% OF THE OUTSTANDING ORDINARY SHARES IN THE CAPITAL OF THE COMPANY FOR 18 MONTHS

Under Dutch law and our Articles of Association, the Board of Directors may, subject to certain Dutch statutory provisions, be authorized to repurchase issued ordinary shares on our behalf, in an amount, at prices, and in the manner authorized by the general meeting of shareholders. Adoption of this proposal will allow us to have the flexibility to repurchase issued ordinary shares without the expense of calling special shareholder meetings. Such authorization may not continue for more than 18 months, but may be given on a rolling basis. At our 2012 Annual General Meeting of Shareholders held on May 22, 2012, our shareholders authorized the Board of Directors for a period of 18 months to repurchase as many outstanding ordinary shares in the capital of the Company as is permitted by law and our Articles of Association, on the open market, through privately negotiated repurchases or in self-tender offers, at prices per share not less than the nominal value of an ordinary share and not higher than 110% of the market price at the time of the transaction. At our 2013 Annual General Meeting of Shareholders held on May 22, 2013, and again at our 2014 Annual General Meeting of Shareholders held on May 22, 2014, our shareholders extended this authorization to the Board of Directors for a period of 18 months to repurchase up to 10% of the outstanding ordinary shares, as determined on the record date, in the capital of the Company, on the open market, through privately negotiated repurchases or in self-tender offers, at prices per share not less than the nominal value of an ordinary share and not higher than 110% of the market price at the time of the transaction.

In October 2012, the Board of Directors authorized a \$250.0 million share repurchase program under this authority. In October 2013 and February 2014, the Board of Directors authorized amendments to the terms of the program, in each case to reset the amount available for share repurchases to \$250.0 million. During 2014, 2013, and 2012, we repurchased 4,288,100, 8,581,767, and 510,590 ordinary shares, respectively, under this program.

The Board of Directors believes that we would benefit by extending the authority of the Board to repurchase the ordinary shares of the Company. For example, to the extent the Board of Directors believes that the ordinary shares of the Company may be undervalued at the market levels at which they are then trading, repurchases of the share capital of the Company may represent an attractive investment for us. Such ordinary shares could be used for any valid corporate purpose, including use under our compensation plans, sale in connection with the exercise of outstanding options, or for acquisitions, mergers, or similar transactions. The reduction in the issued capital in the Company resulting from any such purchases will increase the proportionate interest of the remaining shareholders in our net worth and whatever future profits we may earn. However, the number of ordinary shares repurchased, if any, and the timing and manner of any repurchases, would be determined by the Board of Directors in light of prevailing market conditions, our available resources, and other factors that cannot now be predicted, but in no event shall any such repurchases exceed 10% of the outstanding ordinary shares, as determined on the record date, in the capital of the Company.

In order to provide us with sufficient flexibility, the Board of Directors proposes that our shareholders grant authority for the repurchase of up to 10% of the outstanding ordinary shares, as determined on the record date, in the capital of the Company, on the open market, through privately negotiated repurchases or in self-tender offers, at prices per ordinary share not less than the nominal value of an ordinary share and not higher than 110% of the market price at the time of the transaction. Such authority would extend for 18 months from the date of the General Meeting.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE FOR THE EXTENSION TO THE BOARD OF DIRECTORS THE AUTHORITY TO REPURCHASE UP TO 10% OF THE OUTSTANDING ORDINARY SHARES IN THE CAPITAL OF THE COMPANY FOR 18 MONTHS.

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PROPOSAL 7—ADVISORY PROPOSAL ON THE 2014 COMPENSATION OF THE NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THIS PROXY STATEMENT UNDER "EXECUTIVE COMPENSATION"

The Board of Directors believes that our compensation policies and procedures are centered on a pay-for-performance culture and are strongly aligned with the long-term interests of shareholders. You are urged to read the "Executive Compensation" section of this proxy statement for additional details on our executive compensation, including our philosophy and objectives, and the 2014 compensation of the Named Executive Officers.

We are required to obtain a non-binding advisory "say-on-pay" vote on executive compensation. This proposal gives you, as a shareholder, the opportunity to endorse or not endorse our executive pay program through the following resolution:

"Resolved, that the shareholders approve the 2014 compensation of the Company's Named Executive Officers as disclosed in this proxy statement."

As an advisory vote, this proposal is non-binding. However, the Board of Directors and the Compensation Committee of the Board value the opinions of shareholders and will consider the outcome of the vote when making future compensation decisions for the Named Executive Officers.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE FOR THE 2014 COMPENSATION OF THE NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THIS PROXY STATEMENT UNDER "EXECUTIVE COMPENSATION."

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CORPORATE GOVERNANCE STANDARDS AND BOARD OF DIRECTORS

Corporate Governance Guidelines

We have adopted Corporate Governance Guidelines that specify, among other things, the responsibilities, expectations, and operations of the Board of Directors as well as general qualification criteria for directors. Our Corporate Governance Guidelines are available on our website at www.sensata.com. In addition, free copies of the guidelines may be obtained by shareholders upon request by contacting the Vice President, Investor Relations at (508) 236-3800. The Corporate Governance Guidelines are reviewed by the Nominating and Governance Committee, and changes are recommended to the Board for approval as appropriate.

Code of Business Conduct and Ethics; Code of Ethics for Senior Financial Employees

We have adopted a Code of Business Conduct and Ethics governing the conduct of our personnel, including our principal executive officer, principal financial officer (who is also our principal accounting officer), and controller, and persons performing similar functions. In addition, we have adopted a Code of Ethics for Senior Financial Employees. Copies of the current Code of Business Conduct and Ethics and Code of Ethics for Senior Financial Employees are available on our website at www.sensata.com. In addition, free copies of the codes may be obtained by shareholders upon request by contacting the Vice President, Investor Relations at (508) 236-3800.

In the event that any amendment is made to either code of ethics, and such amendment is applicable to our principal executive officer, principal financial officer (who is also our principal accounting officer), or controller, or persons performing similar functions, we will disclose the nature of any such amendment on our website within four business days following the date of the amendment. In the event that we grant a waiver, including an implicit waiver, from a provision of either code of ethics to our principal executive officer, principal financial officer (who is also our principal accounting officer), or controller, or persons performing similar functions, we will disclose the nature of any such waiver, including the name of the person to whom the waiver is granted and the date of such waiver, on our website within four business days following the date of the waiver. Our website address is www.sensata.com.

Board Leadership Structure

Our Chairman of the Board is required to be a Non-Executive Director in accordance with Dutch Law.

The Board has resolved that, beginning on May 21, 2015, Paul Edgerley will be appointed as the Chairman of the Board, if he is elected to the Board by the shareholders at the General Meeting. Mr. Wroe, our current Non-Executive Chairman of the Board, will continue as a Non-Executive Director if he is elected to the Board by the shareholders at the General Meeting.

Risk Oversight

The Board is responsible for overseeing our risk management process. The Board focuses on our general risk management strategy, the most significant risks facing us, and ensures that appropriate risk mitigation strategies are implemented by management. The Board is also apprised of particular risk management matters in connection with its general oversight and approval of corporate matters.

The Board has delegated to the Audit Committee oversight of our risk management process. Among its duties, the Audit Committee (a) reviews with management our policies with respect to risk assessment and management of risks that may be material to us, including the risk of fraud, (b) reviews the integrity of our financial reporting processes, both internal and external, including reviewing management's report on its assessment of the effectiveness of internal control over financial reporting as of the end of each fiscal year, (c) reviews our major financial risk exposures and the steps management has taken to monitor and control such exposures, and (d) reviews our compliance with legal and regulatory requirements. The Audit Committee is also responsible for reviewing major legislative and regulatory developments that could materially impact our contingent liabilities and risks. Other Board committees also consider and address risk as they perform their respective committee responsibilities. All committees report to the full Board as appropriate, including when a matter rises to the level of a material or enterprise level risk.

Our management is responsible for managing the day-to-day oversight of the risk management strategy for our ongoing business. This oversight includes identifying, evaluating, and addressing potential risks that may exist at the enterprise, strategic, financial, operational, and compliance and reporting levels. Our internal audit function (which is not a fixed department but a rotating system of internal finance personnel) serves as the primary monitoring and testing function for company-wide policies and procedures.

We believe the division of risk management responsibilities described above is an effective approach for addressing the risks facing us and that the Board leadership structure supports this approach.

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Director Independence

Certain rules of the New York Stock Exchange ("NYSE") require that a majority of the members of the Board of Directors be "independent directors," and that all of the members of each of the Audit Committee, Compensation Committee, and Nominating and Governance Committee of the Board be "independent directors," in each case, as defined under the rules of the NYSE.

As of the date of this Proxy Statement, the Board is comprised of nine directors who qualify as "independent" as such term is defined by the rules adopted by the U.S. Securities and Exchange Commission ("SEC") and the NYSE listing requirements. To be considered independent, the Board must determine each year that a director does not have any direct or indirect material relationship with us. When assessing the "materiality" of any relationship a director has with us, the Board reviews all the relevant facts and circumstances of the relationship to assure itself that no commercial or other relationship of a director impairs such director's independence.

The Board has affirmatively determined that each of the directors and nominees for director, with the exception of Thomas Wroe and Martha Sullivan, meet these standards for independence and qualify as independent. Throughout this Proxy Statement, we refer to these directors as our "independent directors." In determining the independence of Messrs. Edgerley and Zide, the Board considered their roles as managing partners at Bain Capital, in light of various relationships between us and Bain Capital, including those described below under "Certain Relationships and Related Transactions." Also, in determining the independence of Mr. Campbell, the Board considered his role as CEO and Chairman of Navistar International Corporation, a customer of one of our subsidiaries, from August 2012 until April 2013. The Board found that Mr. Wroe and Ms. Sullivan are not independent because of their respective former or current employment relationships with us.

Executive Sessions

In accordance with our Corporate Governance Guidelines, our Non-Executive Directors meet in executive sessions on a periodic basis without management. The presiding director for purposes of leading these meetings is Mr. Edgerley, when these executive sessions take place in connection with Board meetings, and is the Chairman of the standing committee, when these executive sessions take place in connection with standing committee meetings.

Shareholder Communications with the Board of Directors

Any shareholders or other interested parties who have concerns that they wish to make known to our Non-Executive Directors should send any such communication to the Chairman of the Audit Committee in care of the offices of our U.S. operating subsidiary, Sensata Technologies, Inc., at 529 Pleasant Street, Attleboro, Massachusetts 02703. All such communication will be reviewed by the Chairman of the Audit Committee and discussed with the committee, which will determine an appropriate response or course of action. Examples of inappropriate communication include business solicitations, advertising, and communication that is frivolous in nature, relates to routine business matters (such as product inquiries, complaints, or suggestions), or raises grievances that are personal to the person submitting the communication.

Board Committees and Meetings

During fiscal year 2014, the Board of Directors held six (6) meetings. We have no policy regarding director attendance at the General Meeting.

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The Audit, Compensation, and Nominating and Governance committees were formed by the Board in connection with our initial public offering in March 2010. The Finance Committee was formed by the Board in March 2015. The following table provides current membership information for the Audit, Compensation, Finance, and Nominating and Governance committees of the Board of Directors:

Name	Audit	Compensation	Finance	Nominating and Governance
Thomas Wroe, Jr.	—	—	—	—
Martha Sullivan	—	—	—	—
Lewis Campbell	—	X	—	X*
Paul Edgerley	—	—	X	X
James E. Heppelmann	—	X	X	—
Michael J. Jacobson	X	—	—	—
John Lewis	—	—	—	—
Charles W. Peffer	X*	—	—	X
Kirk Pond	X	X*	—	X
Andrew Teich	—	—	X	—
Stephen Zide	—	—	X*	—

*Committee Chairperson

Mr. Lewis, who has served as a director of the Company since our initial public offering, and prior to our initial public offering served as a director of STI since the completion of the 2006 Acquisition, has not been nominated for re-election this year and, accordingly, his service on the Board will terminate at the 2015 General Meeting. The Board has determined to reduce its size to ten directors, effective as of the 2015 General Meeting.

Below is a description of the Audit, Compensation, Finance, and Nominating and Governance committees of the Board of Directors and information regarding committee meetings held in fiscal year 2014. The charter for each of our committees is available on the investor relations page of our website at www.sensata.com. You may contact the Vice President, Investor Relations at (508) 236-3800 for a printed copy of these documents.

Audit Committee

The Audit Committee is currently comprised of three directors: Messrs. Peffer (who serves as Chairman), Jacobson, and Pond, each of whom is an independent director for audit committee purposes according to the rules and regulations of the SEC and the NYSE. Each member of the Audit Committee has the ability to read and understand fundamental financial statements. The Board has determined that Mr. Peffer is an “audit committee financial expert,” as such term is defined in Item 407(d) of Regulation S-K. The Audit Committee met five (5) times during fiscal year 2014.

The primary function of the Audit Committee is to serve as an independent and objective party to oversee our accounting and financial reporting processes and internal control system; to pre-approve all auditing and non-auditing services to be provided by our independent auditor; to review and oversee the audit efforts of our independent auditor; and to provide an open avenue of communication among the independent auditor, financial and senior management, and the Board. The Audit Committee is responsible for (1) recommending the appointment, retention, termination, and compensation of our independent auditors to our shareholders, (2) approving the overall scope of the audit, (3) assisting the Board in monitoring the integrity of our financial statements, the independent auditors’ qualifications and independence, the performance of our independent auditors and our internal audit function, and our compliance with legal and regulatory requirements, (4) annually reviewing our independent auditors’ report describing the auditing firms’ internal quality-control procedures and any material issues raised by the most recent internal quality-control review, or peer review, or review by the U.S. Public Company Accounting Oversight Board, of our auditing firm, (5) discussing our annual audited financial and quarterly statements with management and our independent auditor,

(6) discussing earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies from time to time, (7) discussing policies with respect to risk assessment and risk management, (8) meeting separately, periodically, with management, internal auditors, and our independent auditor, (9) reviewing with our independent auditor any audit problems or difficulties and management's response, (10) setting clear hiring policies for employees or former employees of our independent auditors, (11) handling such other matters that are specifically delegated to the Audit Committee by the Board of Directors from time to time, and (12) reporting regularly to the full Board of Directors.

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Compensation Committee

The Compensation Committee is currently comprised of three directors: Messrs. Pond (who serves as Chairman), Campbell, and Heppelmann. As of December 31, 2014, all of the members of the Compensation Committee are independent directors. The Compensation Committee met five (5) times during fiscal year 2014.

The Compensation Committee has oversight responsibility relating to the compensation of our executive officers and directors and the administration of awards under our equity incentive plans. The Compensation Committee is responsible for (1) reviewing compensation policies, plans, and programs, (2) reviewing and approving the compensation of our executive officers, (3) reviewing and approving employment contracts and other similar arrangements between us and our executive officers, (4) reviewing and consulting with the Chief Executive Officer on the selection of officers and evaluation of executive performance and other related matters, (5) administration of stock plans and other incentive compensation plans, and (6) such other matters that are specifically delegated to the Compensation Committee by the Board of Directors from time to time.

Finance Committee

In March 2015, the Board approved a charter for a new committee, the Finance Committee, which is currently comprised of four directors: Messrs. Zide (who serves as Chairman), Edgerley, Heppelmann, and Teich.

The purpose of the Finance Committee is to (1) review potential transactions, including strategic investments, mergers, acquisitions, and divestitures, and oversee debt or equity financings, credit arrangements, investments, and other similar transactions as part of our business strategy, (2) make recommendations to the Board regarding material potential transactions, (3) approve non-material transactions without need for further Board action, (4) evaluate, and oversee policies governing, our capital structure, including dividend policies and share repurchases, consider events and actions that impact our capital structure, and make recommendations to the Board and our management with respect to borrowing and equity practices, (5) evaluate other financial strategies, such as our hedging policy, and special projects as brought to the Finance Committee by management, and (6) such other matters that are specifically delegated to the Finance Committee by the Board of Directors from time to time.

Nominating and Governance Committee

The Nominating and Governance Committee is currently comprised of four directors: Messrs. Campbell (who serves as Chairman), Edgerley, Peffer, and Pond. As of December 31, 2014, all of the members of the Nominating and Governance Committee are independent directors. The Nominating and Governance Committee met four (4) times during fiscal year 2014.

The Nominating and Governance Committee assists the Board by identifying individuals qualified to become members of the Board of Directors consistent with criteria set by the Board and to develop our corporate governance principles. This committee's responsibilities include: (1) evaluating the composition, size, and governance of the Board and its committees and making recommendations regarding future planning and the appointment of directors to our committees, (2) establishing a policy for considering shareholder nominees for election to the Board, (3) evaluating and recommending candidates for election to the Board, (4) overseeing the performance and self-evaluation process of the Board and developing continuing education programs for our directors, and (5) reviewing our corporate governance principles and providing recommendations to the Board regarding possible changes.

One of the goals of the Nominating and Governance Committee is to assemble a board of directors that offers a variety of perspectives, backgrounds, knowledge, and skills derived from high-quality business and professional experience. The Nominating and Governance Committee annually reviews the appropriate skills and characteristics required of directors in the context of the current composition of the Board, our operating requirements, and the long-term interests of our shareholders.

The Nominating and Governance Committee generally will evaluate each candidate for election to the Board of Directors based on the extent to which the candidate contributes to the range of talent, skill, experience, and expertise appropriate for the Board generally, as well as the candidate's integrity, business acumen, understanding of our industry and business, diversity, potential conflicts of interest, availability, independence of thought, and overall ability to represent the interests of our shareholders. The Nominating and Governance Committee does not assign specific weights to particular criteria, and no particular criterion is necessarily applicable to all prospective nominees. Although the Nominating and Governance Committee uses these and other criteria as appropriate to evaluate potential

nominees, it has no stated minimum criteria for nominees. The Nominating and Governance Committee may engage, for a fee, search firms to identify and assist the Committee with identifying, evaluating, and screening candidates for the Board.

In evaluating candidates for election to the Board of Directors, the Nominating and Governance Committee and the Board seek the most qualified individuals based on the criteria and desired qualities described above and consider diversity in the following manner. We believe a diversity of professional backgrounds enhances the Board of Directors' performance of its leadership and oversight functions in that directors with a variety of professional experience and expertise will be able to view all of the different

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elements and aspects of our business from different critical viewpoints and ask questions and make proposals and decisions from a broader range of professional views. Such diversity enables a broader critical review of more aspects of our business, which we believe enhances, among other things, the Board's oversight of our risk management processes.

The Nominating and Governance Committee will consider nominees that are recommended by shareholders for election or appointment to the Board, provided that a complete description of the nominees' qualifications, experience, and background, together with a statement signed by each nominee in which he or she consents to act as such, accompanies the recommendations. Such recommendations should be submitted in writing to the attention of the Nominating and Governance Committee, Sensata Technologies Holding N.V., c/o Sensata Technologies, Inc., Attention: Investor Relations, 529 Pleasant Street, Attleboro, Massachusetts 02703 and should not include self-nominations.

Attendance at Board and Committee Meetings

Each of our directors attended more than 75% of the total number of Board and committee meetings that such director was eligible to attend during fiscal year 2014.

Family Relationships

There are no familial relationships between any of our executive officers or directors.

Compensation Committee Interlocks and Insider Participation

No member of the Compensation Committee is or has been an officer or employee of the Company, and none of our executive officers served as a member of the board of directors or compensation committee, or other committee serving an equivalent function, of any other third-party entity that has one or more of its executive officers serving as a member of the Board of Directors or Compensation Committee or any board committee of any of our subsidiaries. There are, and during fiscal year 2014 there were, no interlocking relationship between any of our executive officers and the Compensation Committee, on the one hand, and the executive officers and compensation committee of any other companies, on the other hand.

Report of the Audit Committee of the Board of Directors

In executing its responsibilities, the Audit Committee has reviewed and discussed our audited financial statements with our management. The Audit Committee has also discussed with our independent auditor the overall scope and plans for their audits of the Company. Furthermore, the Audit Committee has discussed with our independent auditor the matters required to be discussed by PCAOB Auditing Standard No. 16, "Communications with Audit Committees." In addition, the Audit Committee has received written disclosures and a letter from our independent auditor delineating all relationships between them and us, consistent with the applicable requirements of the Public Company Accounting Oversight Board regarding the independent auditor's communications with the Audit Committee concerning independence, and has discussed with them matters pertaining to their independence. The Audit Committee also considered whether the additional services unrelated to audit services performed by Ernst & Young during the fiscal year ended December 31, 2014 were compatible with maintaining their independence in performing their audit services. In addition, the Audit Committee met with the independent auditor, with and without management present, to discuss the results of their examinations, their evaluations of our internal controls, and the overall quality of our financial reporting.

Based upon the reviews and discussions referred to above, the Audit Committee recommended to the Board of Directors that the audited financial statements be included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2014 for filing with the SEC. The Audit Committee and Board of Directors have also recommended the selection of Ernst & Young LLP as our independent auditor for the fiscal year ending December 31, 2015.

From the members of the Audit Committee of Sensata Technologies Holding N.V.:

Charles Peffer, Chairman

Michael J. Jacobson

Kirk Pond

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CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

The Board of Directors has adopted a statement of policy regarding transactions with related persons, which we refer to as our “related person policy.” Our related person policy requires that a “related person” (as defined as in paragraph (a) of Item 404 of Regulation S-K) must promptly disclose to our General Counsel any “related person transaction” (defined as any transaction that is reportable by us under Item 404(a) of Regulation S-K, in which we were or are to be a participant and the amount involved exceeds \$120,000 and in which any related person had or will have a direct or indirect material interest) and all material facts with respect thereto. Our General Counsel will then promptly communicate that information to the Audit Committee. No related person transaction will be consummated or will continue without the approval or ratification of the Audit Committee. If advance Audit Committee approval is not feasible, then the related person transaction shall be considered and may be ratified, modified, or terminated as the Audit Committee may determine at its next regularly scheduled meeting. In determining whether to approve or ratify a related person transaction, the Audit Committee will take into account, among other factors it deems appropriate, whether the interested transaction is on terms no less favorable than terms generally available to an unaffiliated third party under the same or similar circumstances and the extent of the related person’s interest in the transaction. It is our policy that directors interested in a related person transaction will recuse themselves from any vote involving a related person transaction in which they have an interest.

2006 Acquisition

On April 27, 2006, our indirect, wholly-owned subsidiary, Sensata Technologies B.V., completed the acquisition of the Sensors & Controls business from Texas Instruments Incorporated (the “2006 Acquisition”). In connection with the 2006 Acquisition, we entered into a number of agreements with related persons, including our indirect majority shareholders and members of our senior management. Certain of these agreements were amended and restated in connection with our initial public offering in March 2010. Such agreements are described below.

Investor Rights Agreement

We are party to the Amended and Restated Investor Rights Agreement, dated as of March 8, 2010 (the “Investor Rights Agreement”), with Sensata Investment Company S.C.A. (“Sensata Investment Co.”), our former principal shareholder, and Sensata Management Company S.A., the manager of Sensata Investment Co. The material terms of the Investor Rights Agreement that remain relevant as of December 31, 2014 are set forth below.

Indemnification. We have agreed to indemnify each holder of the securities covered by the Investor Rights Agreement for violations of federal or state securities laws by us or Sensata Investment Co. in connection with any registration statement, prospectus, or preliminary prospectus.

First Amended and Restated Management Securityholders Addendum for the Company Securities Plan

All of the ordinary shares of the Company granted to members of our management, including our executive officers, under the 2006 Securities Purchase Plan, are subject to the First Amended and Restated Management Securityholders Addendum—Dutchco Securities Plan (the “Company Securities Plan Addendum”).

Transfer Restrictions. Management securityholders may not transfer their securities except as follows:

- Transfers to certain permitted transferees, including family members;
- Transfers made in connection with drag along rights or tag along rights;
- Transfers made in connection with the termination of such holder’s employment and the exercise of our option under the 2006 Purchase Plan or any award agreement; and
- Transfers in any public offering in connection with such holder’s registration rights or, after an initial public offering, a transfer pursuant to Rule 144 or a block sale to a financial institution in the ordinary course of its trading business.

The transfer restrictions terminate upon a change in control of our voting shares or a sale of all or substantially all of our assets.

First Amended and Restated Management Securityholders Addendum for the Company Option Plan

All of the options granted to members of our management, including our executive officers, under the 2006 Management Option Plan are subject to the First Amended and Restated Management Securityholders Addendum—Dutchco Option Plan (the “Company Option Plan Addendum”). The terms and conditions of the Company Option Plan Addendum are substantially the same as those of the Company Securities Plan Addendum as described above, except that the management securityholders’ rights and obligations under the Company Option Plan Addendum

become effective only to the extent such holder's options are exercised.

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SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth, as of April 2, 2015, certain information regarding the ownership of the ordinary shares of the Company by (1) each person known to us to beneficially own 5% or more of the ordinary shares of the Company; (2) each of the Named Executive Officers and directors as of December 31, 2014; and (3) all of our executive officers and directors as a group.

The percentage of shares beneficially owned is based upon 178,562,449 legally issued ordinary shares according to Dutch law as of April 2, 2015, which includes 8,635,489 legally issued shares that we have repurchased but that have not been legally retired and 125,915 legally issued shares that have been forfeited but not yet legally retired and in each case are not considered outstanding for accounting purposes.

Beneficial ownership is determined in accordance with the applicable rules and regulations of the SEC. These rules generally provide that a person is the beneficial owner of securities if such person has or shares the power to vote or direct the voting thereof, or to dispose or direct the disposition thereof, or has the right to acquire such powers within 60 days. Ordinary shares subject to options that are currently exercisable or exercisable within 60 days, and restricted securities that vest within 60 days, are deemed to be outstanding and beneficially owned by the person holding these options or securities for the purposes of computing the percentage ownership of that person and any group of which that person is a member. These ordinary shares, however, are not deemed outstanding for the purposes of computing the percentage ownership of any other person. Unless otherwise indicated, the persons or entities identified in this table have sole voting and investment power with respect to all ordinary shares shown as beneficially owned by them, subject to applicable community property laws.

The address for Capital Research Global Investors is 333 South Hope Street, Los Angeles, CA 90071. The address for T Rowe Price Associates, Inc. is 100 E. Pratt Street, Baltimore, MD 21202. The address for Janus Capital Management LLC is 151 Detroit Street, Denver, CO 80206. The address for The Vanguard Group, Inc. is 100 Vanguard Blvd., Malvern, PA 19355.

Name	Ordinary Shares Beneficially Owned	Percentage of Outstanding Shares
5% Beneficial Owners		
Capital Research Global Investors ⁽¹⁾	14,242,300	8 %
T Rowe Price Associates, Inc. ⁽²⁾	12,191,376	7 %
Janus Capital Management LLC ⁽³⁾	10,984,905	6 %
The Vanguard Group, Inc. ⁽⁴⁾	10,177,849	6 %
Directors and Named Executive Officers:		
Martha Sullivan ⁽⁵⁾	770,315	*
Paul Vasington ⁽⁹⁾	11,662	*
Jeffrey Cote ⁽⁸⁾	308,914	*
Steven Beringhouse ⁽⁶⁾	152,313	*
Martin Carter ⁽⁷⁾	148,337	*
Thomas Wroe ⁽¹⁴⁾	545,798	*
Lewis Campbell ⁽¹⁰⁾	24,600	*
Paul Edgerley ⁽¹¹⁾	49,300	*
James E. Heppelmann	—	*
Michael Jacobson ⁽¹¹⁾	90,300	*
John Lewis	—	*
Charles Peffer ⁽¹²⁾	24,300	*
Kirk Pond ⁽¹³⁾	37,800	*