

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Roelli Nicholas Jon</u> (Last) (First) (Middle) <u>21557 TELEGRAPH ROAD</u> (Street) <u>SOUTHFIELD MI 48033</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>05/16/2024</u>	3. Issuer Name and Ticker or Trading Symbol <u>LEAR CORP [LEA]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP & President, E-Systems</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Restricted Stock Units	(1)	(1)	Common Stock	282	(2)	D	
Restricted Stock Units	(3)	(3)	Common Stock	541	(2)	D	
Restricted Stock Units	(4)	(4)	Common Stock	613	(2)	D	
Restricted Stock Units	(5)	(5)	Common Stock	531	(2)	D	
Restricted Stock Units	(6)	(6)	Common Stock	414	(2)	D	
Restricted Stock Units	(7)	(7)	Common Stock	243	(2)	D	
Restricted Stock Units	(8)	(8)	Common Stock	682	(2)	D	
Restricted Stock Units	(9)	(9)	Common Stock	855	(2)	D	
Restricted Stock Units	(10)	(10)	Common Stock	1,149	(2)	D	
Restricted Stock Units	(11)	(11)	Common Stock	781	(2)	D	
Restricted Stock Units	(12)	(12)	Common Stock	1,269	(2)	D	

Explanation of Responses:

- These "Career Share" restricted stock units ("RSUs") were granted on November 20, 2017 and vested on the third anniversary of the grant date but are not converted into shares of common stock until or after age 62 or a qualifying retirement and remain subject to forfeiture for a voluntary termination prior to meeting retirement eligibility requirements.
- Each RSU is convertible into common stock on a 1-for-1 basis.
- These "Career Share" RSUs were granted on November 14, 2018 and vested on the third anniversary of the grant date but are not converted into shares of common stock until or after age 62 or a qualifying retirement and remain subject to forfeiture for a voluntary termination prior to meeting retirement eligibility requirements.
- These "Career Share" RSUs were granted on November 14, 2019 and vested on the third anniversary of the grant date but are not converted into shares of common stock until or after age 62 or a qualifying retirement and remain subject to forfeiture for a voluntary termination prior to meeting retirement eligibility requirements.
- These "Career Share" RSUs were granted on November 18, 2020 and vested on the third anniversary of the grant date but are not converted into shares of common stock until or after age 62 or a qualifying retirement and remain subject to forfeiture for a voluntary termination prior to meeting retirement eligibility requirements.
- These "Career Share" RSUs were granted on November 17, 2021 and vest on the third anniversary of the grant date but are not converted into shares of common stock until or after age 62 or a qualifying retirement and remain subject to forfeiture for a voluntary termination prior to meeting retirement eligibility requirements.
- These RSUs were granted on January 4, 2022, under the Lear Corporation 2019 Long-Term Stock Incentive Plan. The RSUs vest and settle in common stock on January 4, 2025.
- These "Career Share" RSUs were granted on November 14, 2022 and vest on the third anniversary of the grant date but are not converted into shares of common stock until or after age 62 or a qualifying retirement and remain subject to forfeiture for a voluntary termination prior to meeting retirement eligibility requirements.
- These RSUs were granted on January 3, 2023, under the Lear Corporation 2019 Long-Term Stock Incentive Plan. One-half of the RSUs vest and settle in common stock on

January 4, 2025 and one-half of the stock units vest on January 4, 2026.

10. These RSUs were granted on November 7, 2023, under the Lear Corporation 2019 Long-Term Stock Incentive Plan. One-third of the RSUs vest and settle in common stock on November 7, 2024; one-third of the stock units vest and settle in common stock on November 7, 2025 and the remaining one-third of the stock units vest and settle in common stock on November 7, 2026.

11. These "Career Share" RSUs were granted on November 13, 2023 and vest on the third anniversary of the grant date but are not converted into shares of common stock until or after age 62 or a qualifying retirement and remain subject to forfeiture for a voluntary termination prior to meeting retirement eligibility requirements.

12. These RSUs were granted on January 2, 2024, under the Lear Corporation 2019 Long-Term Stock Incentive Plan. One-third of the RSUs vest and settle in common stock on January 4, 2025; one-third of the stock units vest and settle in common stock on January 4, 2026 and the remaining one-third of the stock units vest and settle in common stock on January 4, 2027.

Remarks:

Exhibit 24.1 - Power of Attorney

<u>/s/ Karen Crittenden, as Attorney-in-Fact</u>	<u>05/20/2024</u>
** Signature of Reporting Person	Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby makes, constitutes and appoints each of Harry A. Kemp, Laurie M. Harlow, Karen M. Crittenden, Jacquelyn Waite, Bruce A. Toth, Oriana Pietrangelo and Dominique Fry, or either of them signing singly, and with full power of substitution and re-substitution, the undersigned's true and lawful attorney-in-fact, with full power to act for the undersigned and in the undersigned's name, place and stead, in any and all capacities to:

1. prepare, execute and submit to the Securities and Exchange Commission (the "SEC"), and/or any national securities exchange on which Lear Corporation (the "Company") securities are listed, for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of the Company, any and all reports (including amendments thereto) the undersigned is required to file with the SEC, or which the attorney-in-fact considers it advisable to file with the SEC, under Section 13 or Section 16 of the Securities Exchange Act of 1934 (the "Exchange Act") or any rule or regulation thereunder, or under Rule 144 under the Securities Act of 1933 ("Rule 144"), with respect to any security of the Company, including Forms 3, 4, and 5, Schedules 13D and 13G, and Forms 144;
2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to prepare, execute and submit any such Form 3, 4, 5, Schedule 13D or 13G or Form 144 (including amendments thereto) and timely file such form with the SEC and any national securities exchange or similar authority;
3. obtain, as the undersigned's representative and on the undersigned's behalf, information regarding transactions in the Company's equity securities from any third party, including the Company and any brokers, dealers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such third party to release such information to the attorney-in-fact; and
4. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of or legally required by the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act or Rule 144.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, 5 or Schedules 13D or 13G or Forms 144 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned
