

Company No. 00163992

The Companies Act 2006

Private Company Limited by Shares

Written Resolutions

of

Federal-Mogul Limited
(the "Company")

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COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company have proposed that the resolutions below are passed by the members of the Company as ordinary resolutions and special resolutions.

We, the undersigned, being entitled as at the date of circulation of this resolution, to attend and vote at general meetings of the Company, **RESOLVE THAT** the following resolution(s) be passed as written resolutions having effect as ordinary resolution(s) and special resolutions (as applicable) of the Company:

Interpretation

1. Capitalised terms used in these written resolutions shall have the same meaning ascribed to them in the New York law asset-based credit agreement dated 6 April 2023 between, amongst others, the Company, Pegasus Holdings III, LLC as Holdings, Tenneco Inc. as U.S. Borrower, the Lenders and the Issuing Banks (each as defined therein), and Citibank, N.A. as Administrative Agent and Collateral Agent (the "**ABL Credit Agreement**") unless otherwise defined herein.
2. Reference is made to:
 - (a) the amended and restated New York law first lien credit agreement originally dated 17 November 2022 (as amended on 28 February 2023 and 6 April 2023) and originally between, amongst others, Pegasus Holdings III, LLC as Holdings, Tenneco Inc. as Borrower, and Citibank, N.A. as Administrative Agent and Collateral Agent (as amended and restated, the "**First Lien Credit Agreement**");
 - (b) the amended and restated New York law senior secured interim credit agreement originally dated 17 November 2022 (as amended on 28 February 2023 and 6 April 2023) and originally between, amongst others, Tenneco Inc. as Borrower and the Bank of America, N.A. as Administrative Agent (as amended and restated, the "**Secured Bridge Credit Agreement**");
 - (c) the amended and restated New York law senior unsecured interim credit agreement originally dated 17 November 2022 (as amended on 28 February 2023 and 6 April 2023) and originally between, amongst others, Tenneco Inc. as Borrower and the Bank of America, N.A. as Administrative Agent (as amended and restated, the "**Unsecured Bridge Credit Agreement**");
 - (d) the New York law ABL intercreditor agreement dated 6 April 2023 between, amongst others, Pegasus Holdings III, LLC as Holdings, Tenneco Inc. as U.S. Borrower, Citibank, N.A. as ABL Facility Agent, Term Facility Agent, Intercreditor Agent and First-Priority Collateral Agent, and Bank of America, N.A. as Bridge Facility Agent (the "**ABL Intercreditor Agreement**");

- (e) the amended and restated New York law first lien/first lien intercreditor agreement originally dated 17 November 2022 (as amended on 6 April 2023) and originally between, amongst others, Citibank, N.A. as Collateral Agent and Administrative Agent and Bank of America, N.A. as Initial Other Authorized Representative (the “**1L/1L Intercreditor Agreement**”);
- (f) the amended and restated New York law subordinated intercompany note originally dated 17 November 2022 (as amended on 6 April 2023) and originally between Pegasus Holdings III, LLC and the certain Subsidiaries thereof named therein (the “**Subordinated Intercompany Note**”);
- (g) the New York law global guarantee agreement entered in relation to the ABL Credit Agreement originally dated 6 April 2023 and originally between, amongst others, Tenneco Inc. and Citibank, N.A. as Administrative Agent (the “**Global Guarantee Agreement**”);
- (h) the amended and restated New York law subsidiary guarantee agreement entered in relation to the First Lien Credit Agreement originally dated 17 November 2022 (as amended and restated on 6 April 2023) and originally between, amongst others, the Subsidiaries of Tenneco Inc. as Borrower named therein and Citibank, N.A. as Administrative Agent (as amended and restated, the “**First Lien GGA**”);
- (i) the amended and restated New York law subsidiary guarantee agreement entered in relation to the Secured Bridge Credit Agreement originally dated 17 November 2022 (as amended and restated on 6 April 2023) and originally between, amongst others, the Subsidiaries of Tenneco Inc. as Borrower named therein and Bank of America, N.A. as Administrative Agent (as amended and restated, the “**Secured Bridge GGA**”); and
- (j) the amended and restated New York law subsidiary guarantee agreement entered in relation to the Unsecured Bridge Credit Agreement originally dated 17 November 2022 (as amended and restated on 6 April 2023) and originally between, amongst others, the Subsidiaries of Tenneco Inc. as Borrower named therein and Bank of America, N.A. as Administrative Agent (as amended and restated, the “**Unsecured Bridge GGA**”).

Ordinary Resolutions

3. That the Company enters into:

- (a) the New York law joinder to be entered into by the Company (amongst others) to the ABL Credit Agreement;
- (b) the New York law consent of grantors to the ABL Intercreditor Agreement to be entered into by the Company (amongst others), together with the ABL Intercreditor Agreement;
- (c) the New York law consent of grantors to the 1L/1L Intercreditor Agreement to be entered into by the Company (amongst others), together with the 1L/1L Intercreditor Agreement;
- (d) the English law debenture in respect of the ABL Credit Agreement to be entered into by, amongst others, the Chargors (as defined therein) and Citibank, N.A. as Collateral Agent;
- (e) the English law debenture in respect of the First Lien Credit Agreement and the Secured Bridge Credit Agreement to be entered into by, amongst others, the Chargors (as defined therein) and Citibank, N.A. as Collateral Agent;

- (f) the New York law signature page to the Subordinated Intercompany Note to be entered into by the Company (amongst others), together with the Subordinated Intercompany Note;
- (g) the New York law supplement no. 1 to be entered into by the Company (amongst others) to the Global Guarantee Agreement;
- (h) the New York law supplement no. 1 to be entered into by the Company (amongst others) to the First Lien GGA;
- (i) the New York law supplement no. 1 to be entered into by the Company (amongst others) to the Secured Bridge GGA; and
- (j) the New York law supplement no. 1 to be entered into by the Company (amongst others) to the Unsecured Bridge GGA,

each a “**Transaction Document**” and together the “**Transaction Documents**”; and

- (k) all notices, instructions, certificates and other documents (including any power of attorney or utilisation request) incidental or ancillary to any Transaction Documents (the “**Ancillary Documents**”),

(the Transaction Documents and the Ancillary Documents together being referred to as the “**Documents**”).

4. **That** any director, and in the case of any document to be executed as a deed, any two authorised signatories (as defined in section 44(3) of the Companies Act 2006) or any one director in the presence of a witness who attests their signature, be empowered, authorised and directed to complete, enter into, execute, deliver and perform the obligations set out in the Documents (in such manner and subject to such amendments, variations and modifications as the Company’s directors, in their absolute discretion, think fit (such opinion being evidenced by the execution of such document)) and do any act or thing which they consider (in their sole and absolute discretion) to be necessary or desirable in connection with any Document or any transaction contemplated by it.
5. **That** the terms of the transactions contemplated by, and the execution and delivery of, the Documents (including, the guarantee contained therein) to which the Company is to become a party and the performance by it of its obligations and liabilities thereunder are in the commercial interests of the Company and to its commercial benefit and are hereby approved.
6. **That** a director of the Company may have an interest by virtue of being a director or other officer of, or employed by, or otherwise interested (including by the holding of shares) in any Relevant Company, and is entitled to vote on a resolution (and be counted in the quorum) at a board meeting, notwithstanding that interest, and no authorisation by the board of directors of the Company shall be required in respect of any such interest.

For the purposes of this resolution, “**Relevant Company**” shall mean:

- (a) the Company;
- (b) any subsidiary undertaking of the Company;
- (c) any parent undertaking of the Company or a subsidiary undertaking of any such parent undertaking;
- (d) any body corporate promoted by the Company; or
- (e) any body corporate in which the Company is otherwise directly or indirectly interested,

and “**subsidiary undertaking**” and “**parent undertaking**” shall be construed in accordance with sections 1161 and 1162 of the Companies Act 2006.

Special Resolutions

7. **That** the regulations set forth in the printed document attached to this resolution and for the purposes of identification marked “X” be adopted as the articles of association of the Company in substitution for and to the exclusion of all existing articles of association.

Date of circulation: 19 April 2023



Date of signature: 19 April 2023

For and on behalf of **FEDERAL-MOGUL GLOBAL
GROWTH LIMITED**

Name: Christoph Henrik Narten, Director