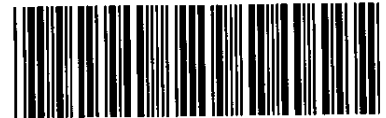


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#279

COMPANIES HOUSE

**THE COMPANIES ACT 2006**

**PRIVATE COMPANY LIMITED BY SHARES**

**TRUCK-LITE CO. LIMITED**

(Company No. 00460489)

(the "Company")

Circulation date: December 29, 2019

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as special resolutions of the Company.

**Special Resolutions**

THAT, in accordance with sections 610(4) and 641 of the Companies Act 2006 (the "Act") and with effect from the date of registration by the Registrar of Companies in England and Wales of those documents required to be registered pursuant to section 644(1) of the Act in connection with the reduction approved under this resolution:

- (1) the nominal share capital of the Company be reduced from GBP £28,409,192 to GBP £1.00 by cancelling and extinguishing 28,409,191 of the ordinary shares of GBP £1.00 each in the capital of the Company and the amount so cancelled be credited to a distributable reserve of the Company;
- (2) the full amount of GBP £23,463,000 standing to the credit of the share premium account of the Company be cancelled in full and the amount so cancelled be credited to a distributable reserve of the Company;
- (3) the reserve arising from such reduction of issued share capital and the cancellation of share premium be treated by the Company as a realised profit, as permitted by article 3(2) of the Companies (Reduction of Share Capital) Order 2008 (SI 2008/1915); and
- (4) subject to the capital reduction referred to in resolutions 1 and 2 becoming effective in accordance with the Act, the Company shall make a distribution in specie of all of the shares in the capital of Truck-Lite Europe Limited (Company number: 00195431) to Truck-Lite Co., LLC, the sole shareholder of the Company.

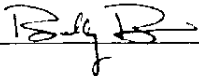
**Agreement**

The undersigned, being duly authorised on behalf of the sole person entitled to vote on the above resolutions on the circulation date (being the sole eligible member of the Company for the purposes of section 289 of the Companies Act 2006), irrevocably approves the resolutions.

*[Signature Page Follows]*

*[Signature page to Shareholder Resolution]*

**TRUCK-LITE CO., LLC**

By: 

Name: Bradley L. Bacon

Title: Vice President, General Counsel & Secretary

Date: December 27, 2019