

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

GILLET EXHAUST MANUFACTURING LIMITED (the "Company")

Passed the *28* day of *February* 20*19*

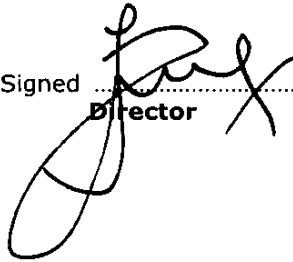
By written resolution agreed to in accordance with section 288 of the Companies Act 2006 by or on behalf of the required number of the members of the Company who, at the date of circulating the resolution, were entitled to vote on the resolution the following resolution of the Company was duly passed:

SPECIAL RESOLUTION

1. THAT, the share capital of the Company be and the same is hereby reduced from £1,800,000 divided into 1,800,000 ordinary shares of £1.00 each to £1.00 divided into 1 ordinary share of £1.00 and that such reduction be and the same is hereby effected by cancelling and extinguishing 1,799,999 of the existing issued ordinary shares of £1.00 each registered in the name of Tenneco Automotive UK Limited, such reduction to be effected by the solvency statement procedure.

Signed

Director



THURSDAY



LD1 *L808SL22* 28/02/2019 #60
COMPANIES HOUSE