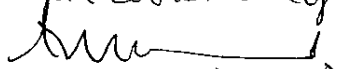


I hereby certify that these are true
and accurate copies of the originals.


ANNA WOODWARD

Company No. 03120091

Minutes of a Shareholders' meeting of ALD Automotive Group plc (the Company) held on 17
April 2018 at 8:15am

SOLICITOR
19 APRIL 2018

Present:

Tim Albertsen as Deputy Chief Executive Officer of ALD SA (ALD being a shareholder in the Company); and

Michael Masterson as Chief Executive Officer of ALD International Participations SAS (which is the general partner of ALD International SAS & Co KG) (ALD International SAS & Co KG being the other shareholder in the Company),

together the "Shareholders".

Chairperson

Michael Masterson was appointed the Chairperson of the meeting.

Notice of meeting

The Chairperson noted that the meeting had been properly convened.

Quorum

The Chairperson noted that the meeting was quorate. Accordingly, the chairperson declared the meeting open.

Business of the meeting

The Chairperson explained that the purpose of the meeting was to consider and, if thought appropriate, approve the passing of certain special and ordinary resolutions relating to the re-registration of the Company as a private limited company including inter alia, a name change for the Company and the adoption of new articles of association for the Company ("the Resolutions").

Review of the documents

The following draft documents were produced to the meeting:

- (1) the proposed Resolutions; and
- (2) a copy of the proposed New Articles of Association for the Company.

The Resolutions

Following the review, the following resolutions were passed:

SPECIAL RESOLUTIONS

1. The Shareholders resolved that the Company be re-registered as a private limited company under the Companies Act 2006 by the name of ALD Automotive Group Limited.
2. The Shareholders resolved that the articles of association of the Company be amended by the adoption of the draft articles of association attached to this resolution as the articles of





association for the Company in substitution for and, to the exclusion of, the existing articles of association with immediate effect. This will inter alia, remove the existing memorandum of association of the Company and the objects of the Company will no longer be restricted.

ORDINARY RESOLUTIONS

1. That, with effect from the Company's re-registration as a private limited company and in accordance with paragraph 47(3)(b) of Part 3 of Schedule 4 to the Companies Act 2006 (Commencement No. 5, Transitional Provisions and Savings) Order 2007 (*SI 2007/3495*), the directors be given authority to authorise matters giving rise to an actual or potential conflict for the purposes of section 175 of the Companies Act 2006.
2. That, with effect from the Company's re-registration as a private limited company and in accordance with paragraph 43(1) of Schedule 2 to the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008 (*SI 2008/2860*), the directors be given the power to allot shares in the Company or to grant rights to subscribe for or to convert any security into such shares in the Company under section 550 of the Companies Act 2006. This authority is in substitution for all previous authorities conferred on the directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Companies Act 2006.

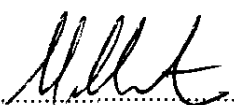
Filing

The Chairperson authorised and instructed the Company Secretary to arrange for delivery to the Registrar of Companies of the following:

- (a) a copy of the Resolutions passed by the Company's Shareholders; and
- (b) the New Articles of Association.

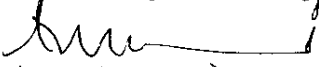
Closure

There was no further business. The Chairperson closed the meeting.


.....

Signed by Michael Masterson

Date: 17 April 2018

I hereby certify that these are true
and accurate copies of the originals.

ANNA WOODWARD

Company No. 03120091

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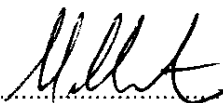
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.....

Signed by Michael Masterson

Date: 17 April 2018.....