

**THE COMPANIES ACT 2006
SHILOH INDUSTRIES UK LTD.**

Company Number 10104250
(the "**Company**")

SOLE MEMBER'S WRITTEN RESOLUTIONS

WEDNESDAY



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01/09/2021

#187

COMPANIES HOUSE

Circulation date: _____
23 December 2020

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 ordinary resolutions (together the "**Resolutions**"):

1. resolutions 1 and 2 below are passed as ordinary resolutions (together the "**Ordinary Resolutions**"); and
2. resolution 3 below is passed as a special resolution (the "**Special Resolution**").

ORDINARY RESOLUTIONS

1. **THAT**, the sole member of the Company hereby approve and authorise, for all purposes, the terms of, the transactions contemplated by, and the execution, delivery and performance by the Company of a joinder agreement (the "**Joinder Agreement**") to an intercompany subordination agreement dated 30 November 2020 originally entered into amongst the Obligors signatory thereto.
2. **THAT**:
 - (i) the terms of any form, notice, utilisation request, selection notice, shareholder resolution of a subsidiary company, side letter or document supplemental to, incidental to, in connection with or contemplated by the Joinder Agreement (together the "**Supplemental Documents**") and any amendments to the Joinder Agreement as may be considered desirable or necessary, shall be subject to approval by one director in his/her absolute discretion, such approval to be conclusively evidenced by the execution of such Supplemental Document by such director;
 - (ii) any director be authorised to execute on behalf of the Company the Joinder Agreement and any of the Supplemental Documents which are not deeds;
 - (a) any two directors (or a director and the company secretary) or one director in the presence of a witness be authorised to execute and deliver each Supplemental Document which is required to be executed as a deed;
 - (b) any director be and he is hereby authorised to do all such other acts and things as may be required to implement the transactions contemplated by the Joinder Agreement and the Supplemental Documents;
 - (c) **AND THAT** any act done or document executed pursuant to these resolutions shall be valid, effective and binding on the Company.

SPECIAL RESOLUTIONS

3. **THAT** the articles of association of the Company be amended by:

the insertion of a new Article to be numbered 2.5 in the following terms (and these Articles renumbered accordingly):

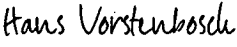
"Notwithstanding anything contained in these Articles, the Directors shall not decline to register any transfer of shares, nor may they suspend registration thereof where such transfer:

- (i) is to any bank or institution to which such shares have been charged by way of security, or to any nominee of such a bank or institution (a "**Secured Institution**"); or
- (ii) is delivered to the Company for registration by a Secured Institution in order to perfect its security over the shares; or
- (iii) is executed by a Secured Institution pursuant to the power of sale or other power under such security,

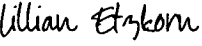
and furthermore notwithstanding anything to the contrary contained in these articles, no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution, and no Secured Institution, shall be required to offer the shares which are or are to be the subject of any transfer aforesaid to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not. And any lien on shares which the Company has shall not apply in respect of any shares which have been charged by way of security to a Secured Institution or which are transferred in accordance with the provisions of this Article."

Please read the Notes at the end of this document before signifying your agreement to the Resolutions below.

I THE UNDERSIGNED, being the sole member of the Company on 23 December 2020, HEREBY
IRREVOCABLY AGREE to each of the Resolutions.

DocuSigned by:

7B5A88B9A3D84DD

Name: J.W.P.C.M. Vorstenbosch
Director A
for and on behalf of
SHILOH HOLDINGS NETHERLANDS B.V.
Dated: 23 December 2020 | 12:27:26 GMT
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DocuSigned by:

509E1C33F66A4BC

Name: L.D. Etzkorn
Director B
for and on behalf of
SHILOH HOLDINGS NETHERLANDS B.V.
Dated: 23 December 2020 | 09:04:45 EST
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NOTES

1. To signify your agreement to all of the Resolutions you should sign and date this document where indicated above and return it to the Company by delivering the signed copy by hand to Vistra Company Secretaries Limited (Company Secretary) or returning the signed copy by post to Vistra Company Secretaries Limited (Company Secretary) at Suite 1, 3rd Floor 11-12 St. James' Square, London, United Kingdom, SW1Y 4LB.
2. Once you have signified your agreement to the Resolutions, you may not revoke your agreement.
3. Unless, by the 28th day following the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse.
4. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.
7. A copy of Resolution 3 must be filed with Companies House within 15 days of Resolution 3 being passed and the updated Articles of Association within 15 days of the amendments becoming effective.