

Company number: 10443371

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

of

**ADIENT UK FINANCING INTERNATIONAL LTD  
(Company)**

Circulation Date: 30 March 2023

Passed Date: 30 March 2023

Under Chapter 2 of Part 13 of the Companies Act 2006 (**CA 2006**), the sole director of the Company proposes that the resolutions below be passed as special resolutions (**Resolutions**):

**SPECIAL RESOLUTIONS**

**NEW ARTICLES**

1. **THAT** the articles of association of the Company be amended by adding to article 29B 2 the wording in italics below:

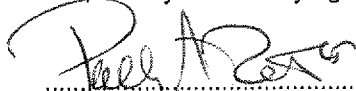
"The company shall, without resolution of the directors or of the company in general meeting and before application of any profits to reserves or for any other purpose, pay in respect of each Preference Share a fixed cumulative preferential dividend which shall accrue on the paid up nominal capital of each Preference Share at the rate of 3.5% per annum on the basis of a 360-day year, actual number of days elapsed and which shall be paid *either* semi-annually on 8 June and 8 December (or, when that date is not a business day in England and Wales, on the next following business day) in each year, *or on an interim basis on any other date the company may determine*, to the person registered as the holder of that Preference Share on that date, provided always that the company has sufficient distributable profits out of which to pay the preference dividend on that date (the "**Preference Dividend**")."

**REDUCTION**

2. **THAT** the issued share capital of the Company be reduced by cancelling and extinguishing all 800,000,000 of the issued preference shares of EUR 1.00 each in the capital of the Company (**Preference Shares**) and that following the reduction of all Preference Shares, the Company immediately pay EUR 800,000,000 to Adient UK Financing Ltd (as holder of the Preference Shares) in return for the cancellation of the Preference Shares.

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


The undersigned, being the members of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions:

  
.....  
Phillip Rotman II, Director

30 March 2023

Date

**Adient Global Holdings Ltd**

  
.....  
Phillip Rotman II, Director

30 March 2023

Date

**Adient UK Financing Ltd**

## NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following delivery methods:
  - **By hand:** delivering the signed copy to the Company's registered office.
  - **Post:** returning the signed copy by post to the Company's registered office.
  - **Email:** by attaching a scanned copy of the signed document to an email and sending it to [heinke.hosking@adient.com](mailto:heinke.hosking@adient.com).
2. If you do not agree to the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. Unless, by the date falling 28 days from the Circulation Date, sufficient agreement is received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
5. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
6. 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.