

International Automotive Components Group, S.A.

Société Anonyme

Registered office: 2, avenue Charles de Gaulle, L-1653 Luxembourg

(Grand-Duchy of Luxembourg)

R.C.S. Luxembourg: B 113.661

(the “**Company**”)

**CONVENING NOTICE TO THE EXTRAORDINARY GENERAL MEETING OF THE
SHAREHOLDERS OF THE COMPANY TO BE HELD ON 12 OCTOBER 2020 AT 3 PM CET**

Dear Shareholder,

Convening notice is hereby given to the shareholders of the Company on the instruction of the board of directors of the Company's extraordinary general meeting of the shareholders of the Company that will be held on **12 October 2020 at 3pm CET** at the offices of Me Danielle Kolbach, notary with professional address at 34-36, route des Cerises, L-6113 Junglinster with the following agenda:

AGENDA

1. Decrease of the share capital of the Company by an amount of twenty-one thousand seven hundred sixty-eight United States Dollars and two cents (USD 21,768.02) in order to bring it from its current amount of two hundred thirty-one thousand one hundred twenty-three United States Dollars and twenty seven cents (USD 231,123.27) to an amount of two hundred nine thousand three hundred fifty-five United States Dollars and twenty-five cents (USD 209,355.25) by the cancellation of two million one hundred seventy-six thousand eight hundred two (2,176,802) common shares, each having a nominal value of one United States Dollars cents (USD 0,01), held by the Company itself;
2. Opt-out of the law of 24 May 2011 on the exercise of certain rights of shareholders at the general meeting of shareholders of listed companies, as amended from time to time;
3. Amendment of i.a. articles 1, 8, 9, 11, 12, and 16 of the Articles, so as to remove any reference to the provisions of the law of 24 May 2011 on the exercise of certain rights of shareholders at the general meeting of shareholders of listed companies, as amended from time to time and to render the opt-out effective;
4. Amendment of i.a. articles of 10, 11, 12, and 13 of the Articles to align the Articles of association with any agreement relating to the Company that may be entered into between i.a. the shareholders from time to time; and
5. Full amendment and restatement of the articles of associations of the Company in order to reflect the resolutions taken under the preceding agenda items.

Important notice

In accordance with Article 1 (1) of the Law of 20 June 2020 extending measures concerning meetings in companies and other legal entities, the Company will not hold a physical meeting of shareholders. Shareholders may refer to the section "Attendance and registration procedures".

Quorum and majority

The meeting will validly deliberate on its agenda items if at least half (50%) of the Company's issued share capital is present or represented. The resolutions, in order to be adopted, must be passed by at least a two-thirds (2/3) majority of the votes validly cast by the shareholders present or represented.

Attendance and registration procedures

In light of the exceptional circumstances due to SARS-CoV-2 and the COVID-19 epidemic and in accordance with the provisions of the Law of 20 June 2020 extending measures on holdings of meetings in companies and other legal entities, the Company decided to hold the EGM without any physical meeting that shareholders could attend. Shareholders are required to vote by means of a proxy designated by the Company or by correspondence.

Any shareholder who holds one or more shares of the Company on 28 September 2020 at 23:59 CET (the "**Record Date**") according to the Company's register of shares and who has indicated his/her intention to participate at the meeting shall be admitted to participate and vote at the meeting.

Shareholders who cannot attend the meeting in person may be represented by a duly appointed agent and attorney-in-fact named by the company and are thus invited to return the attached power of attorney (as attached in Annex A hereto) duly signed by an authorized signatory, by **7 October 2020, 23:59 CET** at the latest to the registered office of the Company together with a PDF copy of such duly executed power of attorney to the attention of Elizabeth Gojcaj and Iwona Villaire at the following email addresses: EGojcaj@iacgroup.com and IVillaire@iacgroup.com.

Shareholders wishing to vote by correspondence must request a form for voting by correspondence from the Company. Instructions on how to obtain the voting by correspondence forms are available for the shareholders on our website (<http://www.iacgroup.com/investors>), and send the duly executed form to the attention of Elisabeth Gojcaj and Iwona Villaire at the following email addresses: EGojcaj@iacgroup.com and IVillaire@iacgroup.com by **7 October 2020, 23:59 CET**.

Shareholders who decide to appoint an agent and attorney-in-fact are further invited to return the attached voting instruction form (as attached in Annex B hereto) duly executed by **7 October 2020, 23:59 CET** at the latest by sending a PDF copy of such duly executed form to the attention of Elizabeth Gojcaj and Iwona Villaire at the following email addresses: EGojcaj@iacgroup.com and IVillaire@iacgroup.com.

Documentation and information

Instructions on how to obtain the following documents and information are available for the shareholders on our website (<http://www.iacgroup.com/investors>):

- the present convening notice;
- the total number of shares and the voting rights in the Company as at the date of this convening notice;
- the draft resolutions of the meeting. Any draft resolution(s) submitted by shareholder(s) shall be added to the website as soon as possible after the Company has received them;
- the draft amended articles of association;
- the Power of Attorney; and
- the Voting Instruction Form.

If you have any problems accessing the documents or information, please contact Elizabeth Gojcaj at EGojcaj@iacgroup.com.

Right to have new items added to the agenda of the meeting

One or more shareholders holding together at least 5% of the issued share capital of the Company may:

- Add new items on the agenda of the meeting; and/or
- File proposed resolutions in relation with the existing or new items of meeting agenda.

Such request(s) must be sent in writing by email to:

International Automotive Components Group, S.A
 Attn: Iwona Niec Villaire, Executive Vice President, General Counsel and Corporate Secretary
 Email: IVillaire@iacgroup.com and EGojcaj@iacgroup.com

Such requests must include either the text of the new agenda item together with a justification or a draft resolution to be adopted, or the wording of draft resolution(s) for an existing or proposed clearly identified agenda item(s). The request(s) should indicate a mail or e-mail address to which the Company may send an acknowledgement of receipt.

Such requests should be submitted to the Company at the latest by **21 September 2020**, 23:59 CET. The Company will acknowledge the receipt of such requests within 48 hours upon reception.

The Company will publish an updated agenda, if any, at the latest on **23 September 2020**, 23:59 CET.

Further questions

Shareholders may address all queries with respect to the meeting or request full text of the documents to be presented by email to the following email addresses: IVillaire@iacgroup.com and EGojcaj@iacgroup.com

On all related correspondence, kindly indicate the following notice:

“Extraordinary general meeting of International Automotive Components Group, S.A.”

11 September 2020

International Automotive Components Group, S.A.

On behalf of the Board of Directors

By: Sylvie Abtal-Cola

Title: Director, duly authorized

ANNEX A

FORM OF POWER OF ATTORNEY

POWER OF ATTORNEY

The undersigned [insert shareholder name], being the holder of its shares included in the Company's register on the Record Date:

“International Automotive Components Group, S.A.”

a public limited liability company (*société anonyme*) incorporated under the laws of Luxembourg, with registered office at 2, avenue Charles de Gaulle 1653 Luxembourg (Grand-Duchy of Luxembourg) and registered with the Luxembourg Trade and Companies' Register under number B 113.661 (the “Company”), hereby authorizes and empowers any employee of the offices of Me Danielle Kolbach, notary, with professional address in Luxembourg, each acting individually, with power of substitution, as its true and lawful agent and attorney-in-fact, to act in its name and on its behalf for the purpose of representing it, at an ordinary general meeting of the Company to be held in Luxembourg on or around 12 October 2020, with the following agenda:

AGENDA

1. Decrease of the share capital of the Company by an amount of twenty-one thousand seven hundred sixty-eight United States Dollars and two cents (USD 21,768.02) in order to bring it from its current amount of two hundred thirty-one thousand one hundred twenty-three United States Dollars and twenty seven cents (USD 231,123.27) to an amount of two hundred nine thousand three hundred fifty-five United States Dollars and twenty-five cents (USD 209,355.25) by the cancellation of two million one hundred seventy-six thousand eight hundred two (2,176,802) common shares, each having a nominal value of one United States Dollars cents (USD 0,01), held by the Company itself;
2. Opt-out of the law of 24 May 2011 on the exercise of certain rights of shareholders at the general meeting of shareholders of listed companies, as amended from time to time;
3. Amendment of i.a. articles 1, 8, 9, 11, 12, and 16 of the Articles, so as to remove any reference to the provisions of the law of 24 May 2011 on the exercise of certain rights of shareholders at the general meeting of shareholders of listed companies, as amended from time to time and to render the opt-out effective;
4. Amendment of i.a. articles of 10, 11, 12, and 13 of the Articles to align the Articles of association with any agreement relating to the Company that may be entered into between i.a. the shareholders from time to time; and
5. Full amendment and restatement of the articles of associations of the Company in order to reflect the resolutions taken under the preceding agenda items.

The undersigned confirms that in accordance with Article 3 (2) of the law dated 24 May 2011 on the exercise of certain rights of shareholders at the general meetings of shareholders of listed companies it

considers itself as duly convened to the ordinary general meeting and undertakes to waive the convening notices and formalities specified in Article 3 (1) of the law dated 24 May 2011 on the exercise of certain rights of shareholders at the general meetings of shareholders of listed companies, as amended from time to time, and article 9 of the Company's articles of association.

The undersigned authorizes the agent and attorney-in-fact to grant such waiver on its behalf, at the ordinary general meeting.

The agent and attorney-in-fact may represent the undersigned at the above meeting or at any adjourned meeting thereof convened for the purpose of resolving on the above agenda and vote on its behalf on any resolution submitted to said meeting.

For the purpose of the foregoing the agent and attorney-in-fact may, in the name and on behalf of the undersigned, sign and execute all documents, deeds and minutes, elect domicile and do and perform such other acts or things as may be required for the carrying out of this proxy, promising ratification.

The undersigned undertakes to indemnify the agent and attorney-in-fact for any liability which (s)he may incur in relation to any act carried out for purposes of implementing this power of attorney, provided that the agent and attorney-in-fact has respected the scope of her/his powers. Moreover, the undersigned undertakes not to seek the nullity of any act carried out or document executed by the agent and attorney-in-fact and not to seek damages from the agent and attorney-in-fact, provided the agent and attorney-in-fact has respected the scope of her/his powers.

Executed in _____, on _____ 2020

[insert shareholder name]

ANNEX B

VOTING INSTRUCTION FORM

“International Automotive Components Group, S.A.”

Société Anonyme

Registered office: 2, avenue Charles de Gaulle, L-1653 Luxembourg (Grand-Duchy of Luxembourg)

R.C.S. Luxembourg: B 113.661

(the “Company”)

Reference is made to the convening notice sent to you for the ordinary general meeting of the shareholders of the Company to be held on 12 October 2020. You may cast your voting instruction to the designated proxy holder on all items of the agenda by choosing the appropriate box for each resolution below.

Once you have filled out the form, **please sign it and return it by 7 October 2020, 23:59 CET** via email to Elizabeth Gojcaj and Iwona Villaire at the following email address: EGojcaj@iacgroup.com and IVillaire@iacgroup.com.

FIRST RESOLUTION

The shareholders approved the decrease of the share capital of the Company by an amount of twenty-one thousand seven hundred sixty-eight United States Dollars and two cents (USD 21,768.02) in order to bring it from its current amount of two hundred thirty-one thousand one hundred twenty-three United States Dollars and twenty seven cents (USD 231,123.27) to an amount of two hundred nine thousand three hundred fifty-five United States Dollars and twenty-five cents (USD 209,355.25) by the cancellation of two million one hundred seventy-six thousand eight hundred two (2,176,802) common shares, each having a nominal value of one United States Dollars cents (USD 0,01), held by the Company itself.

Votes in favor	
Votes against	
Votes abstaining	

SECOND RESOLUTION

The shareholders approved the opt-out of the law of 24 May 2011 on the exercise of certain rights of shareholders at the general meeting of shareholders of listed companies, as amended from time to time.

Votes in favor	
Votes against	
Votes abstaining	

THIRD RESOLUTION

The shareholders approved the amendment of i.a. articles 1, 8, 9, 11, 12, and 16 of the Articles, so as to remove any reference to the provisions of the law of 24 May 2011 on the exercise of certain rights of shareholders at the general meeting of shareholders of listed companies, as amended from time to time and to render the opt-out effective.

Votes in favor	
Votes against	
Votes abstaining	

FOURTH RESOLUTION

The shareholders approved the amendment of i.a. articles of 10, 11, 12, and 13 of the Articles to align the Articles of association with any agreement relating to the Company that may be entered into between i.a. the shareholders from time to time.

Votes in favor	
Votes against	
Votes abstaining	

FIFTH RESOLUTION

The shareholders approved the full amendment and restatement of the articles of associations of the Company in order to reflect the above capital decrease, the cancellation of shares and the opt-out of the applicability of the provisions of the law of 24 May 2011.

Votes in favor	
Votes against	
Votes abstaining	

By: [insert shareholder name]

Date