

International Automotive Components Group, SA

Société anonyme

Registered office: 2, avenue Charles de Gaulle, L-1653 Luxembourg
R.C.S. Luxembourg: B113661

ASSEMBLEE GENERALE EXTRAORDINAIRE

No

In the year two thousand and twenty, on the [twelfth] day of October,

Before us, Maître Danielle Kolbach, notary with professional address in Junglinster (Grand Duchy of Luxembourg),

was held an extraordinary general meeting (the "**Meeting**") of the shareholders of **International Automotive Components Group, SA**, a public limited liability company (*société anonyme*) governed by the laws of the Grand Duchy of Luxembourg, incorporated pursuant to a deed of Maître Henri Hellinckx, notary residing in Luxembourg, on 20 January 2006 and published in the *Mémorial C, Recueil des Sociétés et Associations* dated 26 April 2006, number 836, having its registered office at 2, avenue Charles de Gaulle, L-1653 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Trade and Companies Register number B113661 (the "**Company**").

The Company's articles of association (the "**Articles**") have been amended for the last time by a deed of Maître Me Edouard Delosch, notary, residing in Luxembourg dated 23 December 2019, published in *Recueil électronique des sociétés et des associations (RESA)* number RESA_2020_032.356 dated 11 February 2020.

The Meeting was opened by [...], with professional address in [...], acting as chair of the Meeting (the "**Chair**"). The Chair appointed as secretary of the Meeting [...], with professional address in [...]. The Meeting elects [...], with professional address in [...], as scrutineer. The bureau of the Meeting has been unanimously approved by the Meeting. The Chair then declared and requested the notary to state the following:

- A. The Meeting was convened by way of publication on the website of the Company as well as a convening notice sent to each shareholder on 11 September 2020 by email or by registered mail (the "**Convening Notice**").
- B. Any shareholder holding one or more shares of the Company on 28 September 2020 at 23:59 CEST (the "**Record Date**") according to the Company's register of shares and who has indicated its intention to participate at the Meeting was admitted to participate and vote at the Meeting.
- C. 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, as amended from time to time (the "**Law of 24 May 2011**"), each shareholder present or represented declared to have been duly convened and waived the convening notices and formalities specified in Article 3 (1) of the Law of 24 May 2011 and Article 9 of the Articles.
- D. The agenda of the Meeting was as follows:

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.
- E. The shareholders represented and the number of shares held by them are shown on an attendance list (the "**Attendance List**") which, signed by the members of the bureau of the Meeting, the proxyholders and the notary, will remain appended to the present deed for registration purposes. The proxies, signed *ne varietur* by the members of the bureau of the Meeting, the relevant proxyholder and the notary, will also remain annexed to the present deed to be filed at the same time with the registration authorities.
- F. It appears from the Attendance List that out of twenty-three million one hundred twelve thousand three hundred twenty-seven (23,112,327) shares issued by the Company, two million one hundred seventy-six thousand eight hundred two (2,176,802) were held as treasury shares by the Company, which shares are not taken into account for the determination of the quorum and the two-thirds (2/3) majority.
- G. It further appears from the Attendance list that [NUMBER] shares were represented at the Meeting representing [PER CENT] % of the twenty million nine hundred fifty-three thousand five hundred twenty-five (20,953,525) shares taken into account in the determination of the quorum and the two-thirds (2/3) majority, such that the Meeting was consequently regularly constituted and could validly deliberate on the items of the agenda as set forth in the Convening Notice.
- H. After deliberation, the Meeting then adopted the following resolutions:

FIRST RESOLUTION

The Meeting **RESOLVED** to 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.

The vote count was as follows:

For: [NUMBER] shares.

Against: [NUMBER] shares.

Abstentions: [NUMBER] shares.

The resolution was thus [adopted].

SECOND RESOLUTION

The Meeting **RESOLVED** to approve the decision to 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.

The vote count was as follows:

For: [NUMBER] shares.

Against: [NUMBER] shares.

Abstentions: [NUMBER] shares.

The resolution was thus [adopted].

THIRD RESOLUTION

The Meeting **RESOLVED** to approve 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.

The vote count was as follows:

For: [NUMBER] shares.

Against: [NUMBER] shares.

Abstentions: [NUMBER] shares.

The resolution was thus [adopted].

FOURTH RESOLUTION

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

The vote count was as follows:

For: [NUMBER] shares.

Against: [NUMBER] shares.

Abstentions: [NUMBER] shares.

The resolution was thus [adopted].

FIFTH RESOLUTION

The Meeting **RESOLVED** to amend and fully restate the articles of incorporation of the Company to reflect the resolutions taken under preceding agenda items, which shall forthwith read as follows:

[Articles to insert]

The vote count was as follows:

For: [NUMBER] shares.

Against: [NUMBER] shares.

Abstentions: [NUMBER] shares.

The resolution was thus [adopted].

ESTIMATE OF COSTS

The expenses, costs, fees and charges of any kind whatsoever which will have to be borne by the Company as a result of the present deed are estimated at approximately EUR [ESTIMATION OF AMOUNT OF FEES TO BE INSERTED BY NOTARY].

The undersigned notary, who understands English, states that on request of the members of the bureau, the present deed is worded in English, followed by a French version, and in case of discrepancies between the English and the French text, the English version will prevail.

WHEREOF the present notarial deed was drawn up in Junglinster (Grand Duchy of Luxembourg), on the day indicated at the beginning of this deed.

After reading these minutes the members of the bureau signed together with us, the notary, the present original deed.