



**CHARTER OF THE FINANCE COMMITTEE
OF THE BOARD OF DIRECTORS**

Effective May 22, 2018

A. Purpose of the Committee

The purpose of the Finance Committee (the “Committee”) is to provide assistance to the Board of Directors (the “Board”) of Shiloh Industries, Inc. (the “Company”) in its oversight of the corporate finance matters of the Company.

B. Composition of the Committee

The Committee shall consist of no fewer than three directors.

The members of the Committee shall be appointed by and serve at the pleasure of the Board. Vacancies on the Committee may be filled by the Board, and members of the Committee may be removed only by the Board.

A majority of the Committee members shall meet the independence requirements set forth in the Sarbanes-Oxley Act of 2002, the Securities Exchange Act of 1934, as amended, the applicable rules and regulations of the Securities and Exchange Commission and the applicable listing standards (collectively the “Applicable Rules and Standards”) of the Nasdaq Global Market (“Nasdaq”).

Each Committee member shall be able to read and understand fundamental financial statements, including a balance sheet, an income statement and a cash flow statement. Additionally, at least one member of the Committee shall have financial management expertise such as in banking or investment management.

Each Committee member shall receive as compensation from the Company only those forms of compensation as are not prohibited by the Applicable Rules and Standards. Permitted compensation includes i) director’s fees (which includes all forms of compensation paid to directors of the Company for service as a director or member of a committee of the Board of Directors), and/or (ii) fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the Company provided that such compensation is not contingent in any way on continued service.

C. Meetings and Procedures of the Committee

The Committee shall meet at least once annually or more frequently as circumstances require. The Board shall designate one member of the Committee as its Chairman (the “Chairman”), who shall preside at meetings of the Committee. In the absence of the Chairman at a duly convened meeting, the Committee shall select a temporary substitute from among its members to serve as chair of the meeting. The Chairman will, in conjunction with appropriate members of the Committee and management, establish the meeting calendar and set the agenda for each meeting. The Chairman or a majority of the members of the Committee may call special meetings of the Committee.

Meetings of the Committee may be held telephonically or through other electronic means by means of which all persons participating in the meeting can hear each other. Provided that notice of a meeting is given or waived by all members of the Committee in accordance with the Company’s certificate of incorporation or bylaws, the presence of a majority of Committee members shall constitute a quorum for a meeting. The Committee may act by an affirmative vote of the majority of members present at a meeting of the Committee at which a quorum exists or by a writing or writings signed by all of its members without a meeting.

The Committee may form subcommittees of not fewer than one member for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate.

The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such information as the Committee requests.

The Committee may meet in executive session outside the presence of the Company’s executive officers.

Following each of its meetings, the Committee shall report on the meeting to the Board, which report will include a description of all actions taken by the Committee at the meeting. The Committee shall keep written minutes of its meetings.

D. Committee Responsibilities

The Committee is responsible for overseeing the corporate finance matters of the Company.

At the Board of Director’s discretion, the Committee may review with Company management the strategies, operating plans, Company policies and actions related to the material finance matters of the Company. Within the authorized levels delegated to it by the Board of Directors, the Committee may approve certain actions related to corporate finance.

In performing its responsibilities, the Committee shall review the Company’s:

1. Financial performance as it relates to the covenants in the Company’s credit facilities

2. Cash management strategy
3. Capital expenditure plans and specific capital projects as requested by the Board of Directors
4. Capital structure and related material transactions prior to execution. The Committee shall review and recommend for approval by the Board of Directors:
 - the Company's long-term capital structure strategy
 - the dividend policy and declaration of dividends or other forms of distributions of the Company's equity
 - any repurchase of the Company's equity
 - the Company's short and long-term financing transactions
5. Material mergers, acquisitions, divestitures and investments in third parties
6. Hedging strategies related to foreign currency, interest rate, and commodity exposures
7. Insurance programs, including coverage for property, casualty, fiduciary, political risk and directors and officers
8. Investment and benefit plan performance annually
9. Funding strategies and actions for any Company pension or other post-employment benefits programs
10. Credit ratings and ratings objectives
11. Significant communications with/from the investment community
12. Selection of, and reports from, investment bankers and other transaction advisers, as engaged by the Company from time to time

E. Evaluation of the Committee

The Committee shall, on an annual basis, evaluate its performance under this Charter. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope.

F. Investigations and Studies; Outside Advisors

The Committee may conduct or authorize investigations into or studies of matters within the Committee's responsibilities with full access to all books, records, facilities and personnel of the Company. The Committee shall have the authority to appoint and retain or obtain advice from, compensate, direct, oversee or terminate counsel, consultants and other advisors to assist the Committee in carrying out its responsibilities, including authority, subject to the final assent of the Company, to approve the advisor's fees and other retention terms, such fees to be borne by the

Company as determined by the Committee. In selecting any counsel, consultant or other advisor (other than in house legal counsel), the Committee must take into consideration specific independence factors identified in the listing standards established by Nasdaq to the extent the Company is subject to such standards.