



CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

Effective May 22, 2018

A. Purposes of the Committee

The purposes of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Shiloh Industries, Inc. (the “Company”) are to (i) identify individuals qualified to become Board members, and to recommend to the Board the director nominees for each annual meeting of stockholders or to otherwise fill vacancies on the Board; (ii) review and recommend to the Board committee structure, membership and operations; and (iii) recommend to the Board directors to serve on each committee and a Chairman for each committee.

B. Composition of the Committee

The Committee shall consist of no fewer than three directors. Each member of the Committee shall qualify as an independent director under the standards established by the Nasdaq Global Market (“Nasdaq”) and the Securities Exchange Act of 1934 (the “Exchange Act”). 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.

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 shall have the following responsibilities:

1. Selecting Directors and Committee Members

(i) The Committee shall determine, and review with the Board on an annual basis, the appropriate skills, characteristics and experience required of Board members in the context of the Company's needs and the make-up of the Board and develop and recommend to the Board criteria for identifying and evaluating candidates for the Board. These criteria may include, among other things, an individual's business experience, qualifications, attributes and skills such as the following: relevant industry knowledge; specific experience with accounting, finance, leadership, strategic planning, and international markets; independence; judgment; integrity; the ability to commit sufficient time and attention to the activities of the Board; diversity of occupational and personal backgrounds on the Board; and the absence of potential conflicts with the Company's interests. The Committee will consider these criteria in the context of an assessment of the operation and goals of the Board as a whole. The Committee shall conduct searches for prospective Board members whose skills, characteristics and experience reflect those desired.

(ii) The Committee shall make recommendations to the Board regarding all nominees for Board membership, including nominees submitted by stockholders and nominees to fill interim vacancies and newly created directorships.

(iii) The Committee shall annually recommend to the Board a slate of nominees for election at the annual meeting of the Company's stockholders.

(iv) The Committee shall review and, after consultation with legal counsel and the respective committee chairmen, recommend to the Board qualifications for committee membership and committee structure and operations in compliance with any regulatory requirements.

(v) The Committee shall recommend directors to serve as committee members and a Chairman for such committee. In recommending directors, consideration should be given to rotating committee members and Chairmen periodically.

2. *Overseeing Corporate Governance*

(i) The Committee shall advise the Board (as a whole) on corporate governance matters.

(ii) The Committee shall review directorships in other public companies held by or offered to, and other outside activities of, a director or executive officer of the Company to determine whether they adversely affect his or her service on the Board.

(iii) The Committee shall consider and recommend to the Board the action to be taken with respect to any resignation or offer to resign tendered by a director.

(iv) The Committee shall develop and recommend to the Board for approval director independence standards consistent with those required by Nasdaq or the Exchange Act.

(v) The Committee shall review and discuss with management the disclosure regarding the corporate governance of the Company and director skills, qualifications and independence to be included in the Company's proxy statement or annual report on Form 10-K, as applicable.

(vi) The Committee shall develop procedures for stockholders and other interested parties to communicate with the Board.

(vii) The Committee shall consider possible or perceived conflicts of interest of Board members and management and make recommendations to prevent, minimize or eliminate such conflicts of interest.

(viii) The Committee shall oversee the annual evaluation of the Board and its committees.

3. *Performing Appropriate Additional Activities*

The Committee shall perform any other activities consistent with this Charter, the Company's bylaws and governing law as the Committee or the Board deems appropriate.

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. The Committee shall address all matters that the Committee considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board; the manner in which they were discussed or debated; and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner. The Committee shall deliver to the Board a report setting forth

the results of its evaluation, including any recommended amendments to this Charter and any recommended changes to the Company's or the Board's policies or procedures.

F. Outside Advisors

The Committee shall have the sole authority to appoint and retain or obtain advice from, compensate, direct, oversee or terminate counsel, search firms and other advisors to assist the Committee in carrying out its responsibilities, including sole authority to approve the advisor's fees and other retention terms, such fees to be borne by the Company as determined by the Committee.