



CHARTER OF THE STRATEGIC PLANNING AND TECHNOLOGY COMMITTEE OF THE BOARD OF DIRECTORS

Effective May 22, 2018

A. Purposes of the Committee

The purposes of the Strategic Planning and Technology Committee (the “Committee”) are to provide assistance to the Board of Directors (the “Board”) of Shiloh Industries, Inc. (the “Company”) including, but not limited to the following:

1. Annually conduct a general review of the Company’s strategic initiatives.
2. As necessary and when deemed desirable, conduct a review of industry trends and assessment of the effects, if any, on the Company business(es).
3. As necessary and when deemed desirable, conduct an assessment of the Company’s products, services and offerings and the viability of such portfolio in meeting the needs of the markets served.
4. As necessary and when deemed desirable, provide recommendations to the Board to establish new and/or alter the current strategic direction of the Company.
5. Assist the Board in their oversight of the Company’s management of risks regarding product technology and business continuity, innovation, research and development.

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.

C. Meetings and Procedures of the Committee

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. To report regularly to the Board (i) with respect to any such matters as are relevant to the Committee's discharge of its duties and (ii) with respect to such recommendations as the Committee may deem appropriate. The report to the Board may take the form of an oral report by the Committee's Chairperson or any other member of the Committee designated by the Committee to make such report.
2. To maintain minutes or other records of meetings and activities of the Committee.

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.