

# Delaware

The First State

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*I, CHARUNI PATIBANDA-SANCHEZ, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "DAUCH CORPORATION" AS RECEIVED AND FILED IN THIS OFFICE.*

*THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:*

*CERTIFICATE OF INCORPORATION, FILED THE FIFTEENTH DAY OF MAY, A.D. 1998, AT 12 O`CLOCK P.M.*

*CERTIFICATE OF AGREEMENT OF MERGER, FILED THE TWENTY-SECOND DAY OF JANUARY, A.D. 1999, AT 9 O`CLOCK A.M.*

*CERTIFICATE OF DESIGNATION, FILED THE TWENTY-THIRD DAY OF SEPTEMBER, A.D. 2003, AT 5:04 O`CLOCK P.M.*

*CERTIFICATE OF DESIGNATION, FILED THE SECOND DAY OF JULY, A.D. 2020, AT 11:25 O`CLOCK A.M.*

*CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "AMERICAN AXLE & MANUFACTURING HOLDINGS, INC." TO "DAUCH CORPORATION", FILED THE TWENTY-THIRD DAY OF JANUARY, A.D. 2026, AT 9:16 O`CLOCK A.M.*



*C. B. Sanchez*

Charuni Patibanda-Sanchez, Secretary of State

2897024 8100H  
SR# 20260362810

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 202956104  
Date: 01-30-26

# Delaware

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The First State

**AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF  
THE AFORESAID CERTIFICATE OF AMENDMENT IS THE TWENTY-SIXTH DAY  
OF JANUARY, A.D. 2026 AT 12:01 O'CLOCK A.M.**

**CERTIFICATE OF AMENDMENT, FILED THE THIRTIETH DAY OF  
JANUARY, A.D. 2026, AT 7:50 O'CLOCK A.M.**

**AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID  
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE  
AFORESAID CORPORATION, "DAUCH CORPORATION".**



*C. B. Sanchez*

Charuni Patibanda-Sanchez, Secretary of State

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Authentication: 202956104  
Date: 01-30-26

CERTIFICATE OF INCORPORATION

OF

AMERICAN AXLE & MANUFACTURING HOLDINGS, INC.

The undersigned, in order to form a corporation for the purpose hereinafter stated, under and pursuant to the provisions of the Delaware General Corporation Law, hereby certifies that:

FIRST: The name of the Corporation is American Axle & Manufacturing Holdings, Inc.

SECOND: The registered office and registered agent of the Corporation is The Corporation Trust Company, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.

FOURTH: The total number of shares of stock that the Corporation is authorized to issue is 100 shares of Common Stock, par value \$.01 each.

FIFTH: The name and address of the incorporator is Dustin Chao, 425 Lexington Avenue, New York City, New York 10017.

SIXTH: The Board of Directors of the Corporation, acting by majority vote, may alter, amend or repeal the By-Laws of the Corporation.

SEVENTH: Except as otherwise provided by the Delaware General Corporation Law as the same exists or may hereafter be amended, no director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. Any repeal or modification of this Article SEVENTH by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

IN WITNESS WHEREOF, the undersigned has signed this Certificate of Incorporation on May 15, 1998.



Dustin Chao  
Incorporator

## AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, made and entered into as of January 22, 1999, by and between AMERICAN AXLE & MANUFACTURING HOLDINGS, INC., a Delaware corporation ("Axle Delaware"), and AMERICAN AXLE & MANUFACTURING OF MICHIGAN, INC., a Michigan corporation ("Axle Michigan"). Axle Delaware and Axle Michigan are the "Constituent Corporations" to the Merger described below.

WHEREAS, the respective boards of directors of Axle Michigan and Axle Delaware have approved the merger of Axle Michigan with and into Axle Delaware (the "Merger") pursuant to the applicable provisions of the Michigan Business Corporation Act (the "MBCA") and the Delaware General Corporation Law (the "DGCL") on the terms hereinafter set forth and have approved this Agreement and Plan of Merger and authorized the execution hereof and recommended this Agreement and Plan of Merger to the shareholders of Axle Michigan and Axle Delaware, respectively:

NOW, THEREFORE, in consideration of the mutual covenants contained herein, the parties hereto agree as follows:

**SECTION 1. The Merger: Outstanding Shares.** (a) Upon the terms and subject to the conditions set forth in this Agreement, in accordance with the DGCL and the MBCA, the Merger will be effected and pursuant thereto Axle Michigan will be merged with and into Axle Delaware. At the Effective Time (as defined below), the separate corporate existence of Axle Michigan will cease and Axle Delaware will continue as the surviving corporation. After giving effect to the Merger and as the context requires, Axle Delaware is sometimes hereinafter referred to as the "Surviving Corporation".

(b) The authorized capital stock of Axle Michigan consists of 100,000 common shares, par value \$.01 per share ("Axle Michigan Common Stock"), of which 8,227.15 shares are issued and outstanding on the date hereof, and 100,000 preferred shares, none of which are issued and outstanding. Each share of Axle Michigan Common Stock is entitled to vote. The number of shares of Axle Michigan Common Stock is subject to change before the Effective Time as a result of the issuance of such shares upon the exercise of stock options currently outstanding.

(c) The authorized capital stock of Axle Delaware consists of 100 shares of common stock, par value \$.01 per share ("Axle Delaware Common Stock"), of which one share is issued and outstanding on the date hereof. Such share is entitled to vote. The number of outstanding shares of Axle Delaware will not change before the Effective Time.

**SECTION 2. Closing; Effective Time.** Unless this Agreement shall have been terminated and the transaction herein contemplated shall have been abandoned pursuant to Section 8, and subject to the satisfaction of the conditions set forth in Section 7, the parties hereto will cause the Merger to be consummated by filing (i) this Agreement or a certificate of merger (the "Delaware Certificate of Merger") with the Secretary of State of the State of Delaware, as

provided in the DGCL, and (ii) a certificate of merger (the "Michigan Certificate of Merger") with the Administrator, as provided in the MBCA, as early as possible after the satisfaction of the conditions set forth in Section 7. The Merger will become effective upon the later of the filing of the Delaware Certificate of Merger or the Michigan Certificate of Merger or at such later time as is provided in the Delaware Certificate of Merger and the Michigan Certificate of Merger as the parties hereto shall agree.

#### SECTION 3. Effects of the Merger.

(a) The Merger will have the effects as set forth in the applicable provisions of the DGCL and the MBCA.

(b) At the Effective Time, the certificate of incorporation shall be in the form of Exhibit A attached hereto and the bylaws shall be in the form attached to this Agreement.

(c) The officers and directors of Axle Michigan immediately prior to the Effective Time will, from and after the Effective Time, be the officers and directors of the Surviving Corporation. Each of such officers and directors shall hold office in accordance with the Surviving Corporation's certificate of incorporation and bylaws.

#### SECTION 4. Effect on Capital Stock. At the Effective Time, by virtue of the Merger and without any action on the part of any holder of shares of Axle Michigan Common Stock or Axle Delaware Common Stock:

(a) Each share of Axle Michigan Common Stock issued and outstanding immediately prior to the Effective Time shall be converted into and become the right to receive 3,945 shares of Common Stock, par value \$.01 per share ("Surviving Corporation Common Stock"), of the Surviving Corporation. As of the Effective Time, all such shares of Axle Michigan Common Stock shall no longer be outstanding and shall automatically be canceled and retired and shall cease to exist, and each holder of a certificate representing any such shares of Axle Michigan Common Stock shall cease to have any rights with respect thereto, except the right to receive shares of Surviving Corporation Common Stock to be issued in consideration therefor as herein provided.

(b) Each share of Axle Delaware Common Stock issued and outstanding immediately prior to the Effective Time shall be canceled and retired without any consideration being payable in respect therof.

#### SECTION 5. Stock Options; Stock Option Plans and Agreements.

(a) Each stock option granted by Axle Michigan (under or subject to any stock option plan or stock option agreement of Axle Michigan) and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into and become a stock option to purchase, upon the same terms and conditions, the number of shares of the Surviving Corporation's Common Stock (subject to further adjustments as provided in the

governing stock option plan) which is equal to the number of shares of Axle Michigan Common Stock which the holder thereof would have received had such holder exercised the option in full immediately prior to the Effective Time (whether or not such option was then exercisable), multiplied by 3,945. The price per share payable upon exercise under each of said options shall (subject to future adjustments as provided in the governing stock option plan) be adjusted by dividing the exercise price of each option on the date immediately prior to the Effective Time by 3,945.

(b) All of Axle Michigan's stock option plans and stock option agreements, and all outstanding stock options thereunder, shall immediately prior to the Effective Time of the Merger be automatically amended to the extent necessary to permit continuance of such stock option plans and agreements and continuance and conversion of said stock options into those of the Surviving Corporation following the Merger, notwithstanding any provisions heretofore contained in such stock option plans or agreements providing for termination in the event of a merger in which American Axle & Manufacturing of Michigan, Inc. is not the Surviving Corporation. As of the Effective Time, Axle Delaware adopts and assumes each such plan and agreement as its own.

**SECTION 6. Benefit and Incentive Plans.** At the Effective Time, each employee benefit plan and incentive compensation plan to which Axle Michigan is then a party and all liabilities and obligations thereunder shall be assumed and adopted by, and continue to be the plan of, the Surviving Corporation. To the extent any employee benefit plan or incentive compensation plan of Axle Michigan or any of its subsidiaries provides for the issuance or purchase of, or otherwise relates to, Axle Michigan Common Stock, after the Effective Time such plan shall be deemed to provide for the issuance or purchase of, or otherwise relate to, the Surviving Corporation's Common Stock upon the same terms and conditions.

**SECTION 7. Stockholder Approval Condition.** This Agreement and Plan of Merger shall be submitted to the stockholders of Axle Michigan and Axle Delaware in accordance with the applicable provisions of the MBCA and DGCL, respectively, and the consummation of this Agreement and Plan of Merger and the Merger herein provided for are conditioned upon the approval and adoption hereof by the affirmative vote of the stockholders of Axle Michigan and Axle Delaware in accordance with applicable law.

**SECTION 8. Abandonment; Termination.** This Plan of Merger and the Merger herein contemplated may be abandoned upon the mutual agreement of the parties at any time prior to the Effective Time (before or after shareholder approval). This Agreement may be amended, modified or supplemented at any time (before or after shareholder approval) prior to the Effective Time of the Merger with the mutual consent of the Boards of Directors of Axle Michigan and Axle Delaware.

IN WITNESS WHEREOF, the parties have caused this Agreement and Plan of Merger to be executed by their duly authorized officers, all as of the day and year first above written.

AMERICAN AXLE & MANUFACTURING  
HOLDINGS, INC., a Delaware corporation

By: Richard E. Dauch

Richard E. Dauch  
Chairman of the Board, Chief Executive  
Officer and President

AMERICAN AXLE & MANUFACTURING  
OF MICHIGAN, INC., a Michigan corporation

By: Richard E. Dauch

Richard E. Dauch  
Chairman of the Board, Chief Executive  
Officer and President

## CERTIFICATE OF INCORPORATION

OF

## AMERICAN AXLE &amp; MANUFACTURING HOLDINGS, INC.

**FIRST:** The name of the corporation is American Axle & Manufacturing Holdings, Inc.

**SECOND:** The registered office of the corporation in the State of Delaware is located at No. 1209 Orange Street, in the City of Wilmington, County of New Castle; and the name of its registered agent at such address is The Corporation Trust Company.

**THIRD:** The purposes of the corporation are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

**FOURTH:** (1) The total number of shares of all classes of stock which the corporation shall have authority to issue is 200,000,000, consisting of (1) 10,000,000 shares of Preferred Stock, par value \$.01 per share ("Preferred Stock"), (2) 150,000,000 shares of Common Stock, par value \$.01 per share ("Common Stock"), and (3) 40,000,000 shares of Series Common Stock, par value \$.01 per share ("Series Common Stock"). The number of authorized shares of any of the Preferred Stock, the Common Stock or the Series Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority in voting power of the stock of the corporation entitled to vote thereon irrespective of the provisions of Section 242(b)(2) of the General Corporation Law of the State of Delaware (or any successor provision thereto), and no vote of the holders of any of the Preferred Stock, the Common Stock or the Series Common Stock voting separately as a class shall be required therefor.

(2) The Board of Directors is hereby expressly authorized, by resolution or resolutions, to provide, out of the unissued shares of Preferred Stock, for series of Preferred Stock and, with respect to each such series, to fix the number of shares constituting such series and the designation of such series, the voting powers (if any) of the shares of such series, and the preferences and relative, participating, optional or other special rights, if any, and any qualifications, limitations or restrictions thereof, of the shares of such series. The powers, preferences and relative, participating, optional and other special rights of each series of Preferred Stock, and the qualifications, limitations or restrictions thereof, if any, may differ from those of any and all other series at any time outstanding.

(3) The Board of Directors is hereby expressly authorized, by resolution or resolutions, to provide, out of the unissued shares of Series Common Stock, for series of Series Common Stock and, with respect to each such series, to fix the number of shares constituting such series and the designation of such series, the voting powers (if any) of the shares of such series, and the preferences and relative, participating, optional or other special rights, if any, and any qualifications, limitations or restrictions thereof, of the shares of such series. The powers,

preferences and relative, participating, optional and other special rights of each series of Series Common Stock, and the qualifications, limitations or restrictions therof, if any, may differ from those of any and all other series at any time outstanding.

(4) (a) Each holder of Common Stock, as such, shall be entitled to one vote for each share of Common Stock held of record by such holder on all matters on which stockholders generally are entitled to vote; provided, however, that, except as otherwise required by law, holders of Common Stock, as such, shall not be entitled to vote on any amendment to this Restated Certificate of Incorporation (including any certificate of designations relating to any series of Preferred Stock or Series Common Stock) that relates solely to the terms of one or more outstanding series of Preferred Stock or Series Common Stock if the holders of such affected series are entitled, either separately or together with the holders of one or more other such series, to vote thereon pursuant to this Certificate of Incorporation (including any certificate of designations relating to any series of Preferred Stock or Series Common Stock) or pursuant to the General Corporation Law of the State of Delaware.

(b) Except as otherwise required by law, holders of a series of Preferred Stock or Series Common Stock, as such, shall be entitled only to such voting rights, if any, as shall expressly be granted thereto by this Certificate of Incorporation (including any certificate of designations relating to such series).

(c) Subject to applicable law and the rights, if any, of the holders of any outstanding series of Preferred Stock or Series Common Stock or any class or series of stock having a preference over or the right to participate with the Common Stock with respect to the payment of dividends, dividends may be declared and paid on the Common Stock at such times and in such amounts as the Board of Directors in its discretion shall determine.

(d) Upon the dissolution, liquidation or winding up of the corporation, subject to the rights, if any, of the holders of any outstanding series of Preferred Stock or Series Common Stock or any class or series of stock having a preference over or the right to participate with the Common Stock with respect to the distribution of assets of the corporation upon such dissolution, liquidation or winding up of the corporation, the holders of the Common Stock, as such, shall be entitled to receive the assets of the corporation available for distribution to its stockholders ratably in proportion to the number of shares held by them.

**FIFTH:** The Board of Directors shall be authorized to make, amend, alter, change, add to or repeal the By-Laws of the corporation in any manner not inconsistent with the laws of the State of Delaware, subject to the power of the stockholders to amend, alter, change, add to or repeal the By-Laws made by the Board of Directors. Notwithstanding anything contained in this Certificate of Incorporation to the contrary, the affirmative vote of the holders of at least 75 percent in voting power of all the shares of the corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required in order for the stockholders to alter, amend or repeal any provision of the By-Laws which is to the same effect as Article Fifth, Article Seventh, and Article Eighth of this Certificate of Incorporation or to adopt any provision inconsistent therewith.

**SIXTH: (1)** To the fullest extent permitted by the laws of the State of Delaware:

(a) The corporation shall indemnify any person (and such person's heirs, executors or administrators) who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding (brought in the right of the corporation or otherwise), whether civil, criminal, administrative or investigative, and whether formal or informal, including appeals, by reason of the fact that such person is or was a director or officer of the corporation or, while a director or officer of the corporation, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, limited liability company or other enterprise, for and against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person or such heirs, executors or administrators in connection with such action, suit or proceeding, including appeals. Notwithstanding the preceding sentence, the corporation shall be required to indemnify a person described in such sentence in connection with any action, suit or proceeding (or part thereof) commenced by such person only if the commencement of such action, suit or proceeding (or part thereof) by such person was authorized by the Board of Directors of the corporation. The corporation may indemnify any person (and such person's heirs, executors or administrators) who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding (brought in the right of the corporation or otherwise), whether civil, criminal, administrative or investigative, and whether formal or informal, including appeals, by reason of the fact that such person is or was an employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, limited liability company or other enterprise, for and against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person or such heirs, executors or administrators in connection with such action, suit or proceeding, including appeals.

(b) The corporation shall promptly pay expenses incurred by any person described in the first sentence of subsection (a) of this Article Sixth, Section (1) in defending any action, suit or proceeding in advance of the final disposition of such action, suit or proceeding, including appeals, upon presentation of appropriate documentation.

(c) The corporation may purchase and maintain insurance on behalf of any person described in subsection (a) of this Article Sixth, Section (1) against any liability asserted against such person, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article Sixth, Section (1) or otherwise.

(d) The provisions of this Article Sixth, Section (1) shall be applicable to all actions, claims, suits or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after its adoption. The provisions of this Article Sixth, Section (1) shall be deemed to be a contract between the corporation and each director or officer who serves in such capacity at any time while this Article Sixth, Section (1) and the relevant provisions of the laws of the State of Delaware and other applicable law, if any, are in effect, and any repeal or modification hereof shall not affect any rights or obligations then

existing with respect to any state of facts or any action, suit or proceeding then or theretofore existing, or any action, suit or proceeding thereafter brought or threatened based in whole or in part on any such state of facts. If any provision of this Article Sixth, Section (1) shall be found to be invalid or limited in application by reason of any law or regulation, it shall not affect the validity of the remaining provisions hereof. The rights of indemnification provided in this Article Sixth, Section (1) shall neither be exclusive of, nor be deemed in limitation of, any rights to which an officer, director, employee or agent may otherwise be entitled or permitted by contract, this Restated Certificate of Incorporation, vote of stockholders or directors or otherwise, or as a matter of law, both as to actions in such person's official capacity and actions in any other capacity while holding such office, it being the policy of the corporation that indemnification of any person whom the corporation is obligated to indemnify pursuant to the first sentence of subsection (a) of this Article Sixth, Section (1) shall be made to the fullest extent permitted by law.

(e) For purposes of this Article Sixth, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the corporation" shall include any service as a director, officer, employee or agent of the corporation which imposes duties on, or involves services by, such director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries.

(2) A director of the corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation therefrom is not permitted under the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended. Any amendment, modification or repeal of the foregoing sentence shall not adversely affect any right or protection of a director of the corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

**SEVENTH:** (1) The business and affairs of the corporation shall be managed by or under the direction of a Board of Directors consisting of not less than three directors, the exact number of directors to be determined from time to time by resolution adopted by affirmative vote of a majority of the Board of Directors. The directors shall be divided into three classes designated Class I, Class II and Class III. Each class shall consist, as nearly as possible, of one-third of the total number of directors constituting the entire Board of Directors. Class I directors shall be originally elected for a term expiring at the succeeding annual meeting of stockholders, Class II directors shall be originally elected for a term expiring at the second succeeding annual meeting of stockholders, and Class III directors shall be originally elected for a term expiring at the third succeeding annual meeting of stockholders. At each succeeding annual meeting of stockholders following 1999, successors to the class of directors whose term expires at that annual meeting shall be elected for a term expiring at the third succeeding annual meeting. If the number of directors is changed, any increase or decrease shall be apportioned among the classes so as to maintain the number of directors in each class as nearly equal as possible, and any additional director of any class elected to fill a newly created directorship resulting from an increase in such class shall hold office for a term that shall coincide with the

remaining term of that class, but in no case shall a decrease in the number of directors remove or shorten the term of any incumbent director. A director shall hold office until the annual meeting for the year in which his term expires and until his successor shall be elected and shall qualify, subject, however, to prior death, resignation, retirement, disqualification or removal from office. Any newly created directorship on the Board of Directors that results from an increase in the number of directors and any vacancy occurring in the Board of Directors shall be filled only by a majority of the directors then in office, although less than a quorum, or by a sole remaining director. If any applicable provision of the General Corporation Law of the State of Delaware expressly confers power on stockholders to fill such a directorship at a special meeting of stockholders, such a directorship may be filled at such meeting only by the affirmative vote of at least 75 percent of the voting power of all shares of the corporation entitled to vote generally in the election of directors voting as a single class. Any director elected to fill a vacancy not resulting from an increase in the number of directors shall have the same remaining term as that of his predecessor. Directors may be removed only for cause, and only by the affirmative vote of at least 75 percent in voting power of all shares of the corporation entitled to vote generally in the election of directors, voting as a single class.

(2) Notwithstanding the foregoing, whenever the holders of any one or more series of Preferred Stock or Series Common Stock issued by the corporation shall have the right, voting separately as a series or separately as a class with one or more such other series, to elect directors at an annual or special meeting of stockholders, the election, term of office, removal, filling of vacancies and other features of such directorships shall be governed by the terms of this Certificate of Incorporation (including any certificate of designations relating to any series of Preferred Stock or Series Common Stock) applicable thereto, and such directors so elected shall not be divided into classes pursuant to this Article Seventh unless expressly provided by such terms.

**EIGHTH:** Any action required or permitted to be taken by the holders of the Common Stock of the corporation must be effected at a duly called annual or special meeting of such holders and may not be effected by any consent in writing by such holders. Except as otherwise required by law and subject to the rights of the holders of any series of Preferred Stock or Series Common Stock, special meetings of stockholders of the corporation may be called only by the Chief Executive Officer of the corporation or by the Board of Directors pursuant to a resolution approved by the Board of Directors.

**NINTH:** Notwithstanding anything contained in this Certificate of Incorporation to the contrary, the affirmative vote of the holders of at least 75 percent in voting power of all the shares of the corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required to alter, amend or repeal Article Fifth, Article Seventh, Article Eighth or this Article Ninth or to adopt any provision inconsistent therewith.

\* \* \*

**CERTIFICATE OF SECRETARY OF  
AMERICAN AXLE & MANUFACTURING HOLDINGS, INC.  
a Delaware corporation**

The undersigned, being the Secretary of American Axle & Manufacturing Holdings, Inc., a Delaware corporation (the "Company"), does hereby certify that the foregoing Agreement and Plan of Merger was submitted to the Company's sole shareholder

The Agreement and Plan of Merger was considered by the Company's sole shareholder and such sole shareholder dispensed with a meeting and a vote of shareholders, and such sole shareholder consented in writing, pursuant to the provisions of Section 128 of the Delaware General Corporation Law, to the adoption of the foregoing Agreement and Plan of Merger.

Executed this 22<sup>nd</sup> day of January, 1999.

  
Patrick S. Lancaster  
Secretary of  
American Axle & Manufacturing Holdings, Inc.,  
a Delaware corporation

CERTIFICATE OF DESIGNATIONS  
OF  
SERIES A JUNIOR PARTICIPATING PREFERRED STOCK  
OF  
AMERICAN AXLE & MANUFACTURING HOLDINGS, INC.

(Pursuant to Section 151 of the  
General Corporation Law of the State of Delaware)

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American Axle & Manufacturing Holdings, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Company"), hereby certifies that the following resolution was duly adopted by the Board of Directors of the Company as required by Section 151 of the General Corporation Law of the State of Delaware on September 15, 2003:

RESOLVED, that pursuant to the authority vested in the Board of Directors of the Company (hereinafter being referred to as the Board of Directors or the Board) in accordance with the provisions of the Company's Amended and Restated Certificate of Incorporation (hereinafter being referred to as the Certificate of Incorporation), the Board of Directors hereby creates a series of Preferred Stock, par value \$.01 per share, of the Company, to be designated the "Series A Junior Participating Preferred Stock" and hereby adopts the resolution establishing the designations, number of shares, preferences, voting powers and other rights and the restrictions and limitations thereof, of the shares of such series as set forth below:

**Section 1. Designation and Amount.** The shares of such series shall be designated as "Series A Junior Participating Preferred Stock" (the Series A Preferred Stock) and the number of shares constituting the Series A Preferred Stock shall be 100,000. Such number of shares may be increased or decreased by resolution of the Board of Directors; provided, that no decrease shall reduce the number of shares of Series A Preferred Stock to a number less than the number of shares then outstanding plus the number of shares reserved for issuance upon the exercise of outstanding options, rights or warrants or upon the conversion of any outstanding securities issued by the Company convertible into Series A Preferred Stock.

**Section 2. Dividends and Distributions**

(A) Subject to the rights of the holders of any shares of any series of Preferred Stock of the Company (the Preferred Stock) (or any similar stock) ranking prior and superior to the Series A Preferred Stock with respect to dividends, the holders of shares of Series A Preferred Stock, in preference to the holders of Common Stock, par value \$.01 per share, of the Company (the Common Stock) and of any other stock of the Company ranking junior to the Series A Preferred Stock, shall be entitled to receive, when, as and if declared by the Board of Directors out of funds legally available for the

purpose, quarterly dividends payable in cash on the last day of January, April, July, and October in each year (each such date being referred to herein as a "Dividend Payment Date"), commencing on the first Dividend Payment Date after the first issuance of a share or fraction of a share of Series A Preferred Stock (the "Issue Date"), in an amount per share (rounded to the nearest cent) equal to the greater of (a) \$1 or (b) subject to the provision for adjustment hereinafter set forth, 1,000 times the aggregate per share amount of all cash dividends, and 1,000 times the aggregate per share amount (payable in kind) of all non-cash dividends or other distributions other than a dividend payable in shares of Common Stock, declared on the Common Stock since the immediately preceding Dividend Payment Date or, with respect to the first Dividend Payment Date, since the first issuance of any share or fraction of a share of Series A Preferred Stock. In the event the Company shall at any time after the Issue Date declare and pay any dividend on the Common Stock payable in shares of Common Stock, or effect a subdivision or combination or consolidation of the outstanding shares of Common Stock (by reclassification or otherwise than by payment of a dividend in shares of Common Stock) into a greater or lesser number of shares of Common Stock, then in each such case the amount to which holders of shares of Series A Preferred Stock were entitled immediately prior to such event under clause (b) of the preceding sentence shall be adjusted by multiplying such amount by a fraction, the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

(B) The Company shall declare a dividend or distribution on the Series A Preferred Stock as provided in paragraph (A) of this Section immediately after it declares a dividend or distribution on the Common Stock (other than a dividend payable in shares of Common Stock); provided that, in the event no dividend or distribution shall have been declared on the Common Stock during the period between any Dividend Payment Date and the next subsequent Dividend Payment Date, a dividend of \$1 per share on the Series A Preferred Stock shall nevertheless be payable, when, as and if declared, on such subsequent Dividend Payment Date.

(C) Dividends shall begin to accrue and be cumulative, whether or not earned or declared, on outstanding shares of Series A Preferred Stock from the Dividend Payment Date next preceding the date of issue of such shares, unless the date of issue of such shares is prior to the record date for the first Dividend Payment Date, in which case dividends on such shares shall begin to accrue from the date of issue of such shares, or unless the date of issue is a Dividend Payment Date or is a date after the record date for the determination of holders of shares of Series A Preferred Stock entitled to receive a quarterly dividend and before such Dividend Payment Date, in either of which events such dividends shall begin to accrue and be cumulative from such Dividend Payment Date. Accrued but unpaid dividends shall not bear interest. Dividends paid on the shares of Series A Preferred Stock in an amount less than the total amount of such dividends at the time accrued and payable on such shares shall be allocated pro rata on a share-by-share basis among all such shares at the time outstanding. The Board of Directors may fix a record date for the determination of holders of shares of Series A Preferred Stock

entitled to receive payment of a dividend or distribution declared thereon, which record date shall be not more than 60 days prior to the date fixed for the payment thereof.

**Section 3. Voting Rights.** The holders of shares of Series A Preferred Stock shall have the following voting rights:

(A) Subject to the provision for adjustment hereinafter set forth and except as otherwise provided in the Certificate of Incorporation or required by law, each share of Series A Preferred Stock shall entitle the holder thereof to 1,000 votes on all matters upon which the holders of the Common Stock of the Company are entitled to vote. In the event the Company shall at any time after the Issue Date declare or pay any dividend on the Common Stock payable in shares of Common Stock, or effect a subdivision or combination or consolidation of the outstanding shares of Common Stock (by reclassification or otherwise than by payment of a dividend in shares of Common Stock) into a greater or lesser number of shares of Common Stock, then in each such case the number of votes per share to which holders of shares of Series A Preferred Stock were entitled immediately prior to such event shall be adjusted by multiplying such number by a fraction, the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

(B) Except as otherwise provided herein, in the Certificate of Incorporation or in any other Certificate of Designations creating a series of Preferred Stock or any similar stock, and except as otherwise required by law, the holders of shares of Series A Preferred Stock and the holders of shares of Common Stock and any other capital stock of the Company having general voting rights shall vote together as one class on all matters submitted to a vote of stockholders of the Company.

(C) Except as set forth herein, or as otherwise provided by law, holders of Series A Preferred Stock shall have no special voting rights and their consent shall not be required (except to the extent they are entitled to vote with holders of Common Stock as set forth herein) for taking any corporate action.

(D) If, at the time of any annual meeting of stockholders for the election of directors, the equivalent of six quarterly dividends (whether or not consecutive) payable on any share or shares of Series A Preferred Stock are in default, the number of directors constituting the Board of Directors of the Company shall be increased by two. In addition to voting together with the holders of Common Stock for the election of other directors of the Company, the holders of record of the Series A Preferred Stock, voting separately as a class to the exclusion of the holders of Common Stock shall be entitled at said meeting of stockholders (and at each subsequent annual meeting of stockholders), unless all dividends in arrears on the Series A Preferred Stock have been paid or declared and set apart for payment prior thereto, to vote for the election of two directors of the Company, the holders of any Series A Preferred Stock being entitled to cast a number of votes per share of Series A Preferred Stock as is specified in paragraph (A) of this Section 3. Each such additional director shall serve until the next annual meeting of stockholders for the election of directors, or until his successor shall be elected and shall qualify, or until his

right to hold such office terminates pursuant to the provisions of this Section 3(D). Until the default in payments of all dividends which permitted the election of said directors shall cease to exist, any director who shall have been so elected pursuant to the provisions of this Section 3(D) may be removed at any time, without cause, only by the affirmative vote of the holders of the shares of Series A Preferred Stock at the time entitled to cast a majority of the votes entitled to be cast for the election of any such director at a special meeting of such holders called for that purpose, and any vacancy thereby created may be filled by the vote of such holders. If and when such default shall cease to exist, the holders of the Series A Preferred Stock shall be divested of the foregoing special voting rights, subject to re vesting in the event of each and every subsequent like default in payments of dividends. Upon the termination of the foregoing special voting rights, the terms of office of all persons who may have been elected directors pursuant to said special voting rights shall forthwith terminate, and the number of directors constituting the Board of Directors shall be reduced by two. The voting rights granted by this Section 3(D) shall be in addition to any other voting rights granted to the holders of the Series A Preferred Stock in this Section 3.

**Section 4. Certain Restrictions.**

(A) Whenever quarterly dividends or other dividends or distributions payable on the Series A Preferred Stock as provided in Section 2 are in arrears, thereafter and until all accrued and unpaid dividends and distributions, whether or not earned or declared, on shares of Series A Preferred Stock outstanding shall have been paid in full, the Company shall not:

(i) declare or pay dividends, or make any other distributions, on any shares of stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series A Preferred Stock;

(ii) declare or pay dividends, or make any other distributions, on any shares of stock ranking on a parity (either as to dividends or upon liquidation, dissolution or winding up) with the Series A Preferred Stock, except dividends paid ratably on the Series A Preferred Stock and all such parity stock on which dividends are payable or in arrears in proportion to the total amounts to which the holders of all such shares are then entitled;

(iii) redeem or purchase or otherwise acquire for consideration shares of any stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series A Preferred Stock, provided that the Company may at any time redeem, purchase or otherwise acquire shares of any such junior stock in exchange for shares of any stock of the Company ranking junior (as to dividends and upon dissolution, liquidation or winding up) to the Series A Preferred Stock or rights, warrants or options to acquire such junior stock; or

(iv) redeem or purchase or otherwise acquire for consideration any shares of Series A Preferred Stock, or any shares of stock ranking on a parity (either as to dividends or upon liquidation, dissolution or winding up) with the

Series A Preferred Stock, except in accordance with a purchase offer made in writing or by publication (as determined by the Board of Directors) to all holders of such shares upon such terms as the Board of Directors, after consideration of the respective annual dividend rates and other relative rights and preferences of the respective series and classes, shall determine in good faith will result in fair and equitable treatment among the respective series or classes.

(B) The Company shall not permit any subsidiary of the Company to purchase or otherwise acquire for consideration any shares of stock of the Company unless the Company could, under paragraph (A) of this Section 4, purchase or otherwise acquire such shares at such time and in such manner.

**Section 5. Reacquired Shares.** Any shares of Series A Preferred Stock purchased or otherwise acquired by the Company in any manner whatsoever shall be retired and cancelled promptly after the acquisition thereof. All such shares shall upon their retirement become authorized but unissued shares of Preferred Stock and may be reissued as part of a new series of Preferred Stock to be created by resolution or resolutions of the Board of Directors, subject to any conditions and restrictions on issuance set forth herein.

**Section 6. Liquidation, Dissolution or Winding Up.** Upon any liquidation, dissolution or winding up of the Company, no distribution shall be made (A) to the holders of the Common Stock or of shares of any other stock of the Company ranking junior, upon liquidation, dissolution or winding up, to the Series A Preferred Stock unless, prior thereto, the holders of shares of Series A Preferred Stock shall have received \$100 per share, plus an amount equal to accrued and unpaid dividends and distributions thereon, whether or not earned or declared, to the date of such payment, provided that the holders of shares of Series A Preferred Stock shall be entitled to receive an aggregate amount per share, subject to the provision for adjustment hereinafter set forth, equal to 1,000 times the aggregate amount to be distributed per share to holders of shares of Common Stock, or (B) to the holders of shares of stock ranking on a parity upon liquidation, dissolution or winding up with the Series A Preferred Stock, except distributions made ratably on the Series A Preferred Stock and all such parity stock in proportion to the total amounts to which the holders of all such shares are entitled upon such liquidation, dissolution or winding up. In the event, however, that there are not sufficient assets available to permit payment in full of the Series A liquidation preference and the liquidation preferences of all other classes and series of stock of the Company, if any, that rank on a parity with the Series A Preferred Stock in respect thereof, then the assets available for such distribution shall be distributed ratably to the holders of the Series A Preferred Stock and the holders of such parity shares in the proportion to their respective liquidation preferences. In the event the Company shall at any time after the Issue Date declare or pay any dividend on the Common Stock payable in shares of Common Stock, or effect a subdivision or combination or consolidation of the outstanding shares of Common Stock (by reclassification or otherwise than by payment of a dividend in shares of Common Stock) into a greater or lesser number of shares of Common Stock, then in each such case the aggregate amount to which holders of shares of Series A Preferred Stock were entitled immediately prior to such event under the proviso in clause (A) of the preceding sentence shall be adjusted by multiplying such amount by a fraction the numerator of which is the number of shares of Common Stock outstanding immediately after such event

and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

Neither the merger or consolidation of the Company into or with another entity nor the merger or consolidation of any other entity into or with the Company (nor the sale of all or substantially all of the assets of the Company) shall be deemed to be a liquidation, dissolution or winding up of the Company within the meaning of this Section 6.

**Section 7. Consolidation, Merger, etc.** In case the Company shall enter into any consolidation, merger, combination or other transaction in which the shares of Common Stock are converted into, exchanged for or changed into other stock or securities, cash and/or any other property, then in any such case each share of Series A Preferred Stock shall at the same time be similarly converted into, exchanged for or changed into an amount per share (subject to the provision for adjustment hereinafter set forth) equal to 1,000 times the aggregate amount of stock, securities, cash and/or any other property (payable in kind), as the case may be, into which or for which each share of Common Stock is converted, exchanged or converted. In the event the Company shall at any time after the Issue Date declare or pay any dividend on the Common Stock payable in shares of Common Stock, or effect a subdivision or combination or consolidation of the outstanding shares of Common Stock (by reclassification or otherwise than by payment of a dividend in shares of Common Stock) into a greater or lesser number of shares of Common Stock, then in each such case the amount set forth in the preceding sentence with respect to the conversion, exchange or change of shares of Series A Preferred Stock shall be adjusted by multiplying such amount by a fraction, the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

**Section 8. No Redemption.** The shares of Series A Preferred Stock shall not be redeemable from any holder.

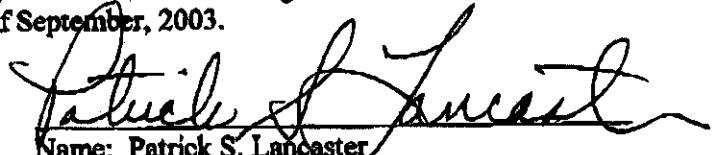
**Section 9. Rank.** The Series A Preferred Stock shall rank, with respect to the payment of dividends and the distribution of assets upon liquidation, dissolution or winding up of the Company, junior to all other series of Preferred Stock and senior to the Common Stock.

**Section 10. Amendment.** If any proposed amendment to the Certificate of Incorporation (including this Certificate of Designations) would alter, change or repeal any of the preferences, powers or special rights given to the Series A Preferred Stock so as to affect the Series A Preferred Stock adversely, then the holders of the Series A Preferred Stock shall be entitled to vote separately as a class upon such amendment, and the affirmative vote of two-thirds of the outstanding shares of the Series A Preferred Stock, voting separately as a class, shall be necessary for the adoption thereof, in addition to such other vote as may be required by the General Corporation Law of the State of Delaware.

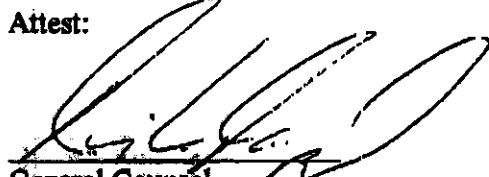
**Section 11. Fractional Shares.** Series A Preferred Stock may be issued in fractions of a share that shall entitle the holder, in proportion to such holder's fractional shares, to exercise voting rights, receive dividends, participate in distributions and to have the benefit of all other rights of holders of Series A Preferred Stock.

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IN WITNESS WHEREOF, this Certificate of Designations is executed on behalf  
of the Company this 15th day of September, 2003.

  
Name: Patrick S. Lancaster  
Title: Vice President, Chief Administrative  
Officer & Secretary

Attest:

  
General Counsel  
Richard Raymond

CERTIFICATE OF ELIMINATION

OF THE

SERIES A JUNIOR PARTICIPATING PREFERRED STOCK

OF

AMERICAN AXLE & MANUFACTURING HOLDINGS, INC.

Pursuant to Section 151 of the  
General Corporation Law of  
the State of Delaware

American Axle & Manufacturing Holdings, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Company"), DOES HEREBY CERTIFY:

**FIRST:** That, pursuant to authority conferred upon the Board of the Company (the "Board") by its Certificate of Incorporation (as amended, the "Certificate of Incorporation"), and, pursuant to the provisions of Section 151 of the General Corporation Law of the State of Delaware (the "DGCL"), the Board previously designated 100,000 shares of authorized shares of preferred stock of the Company as Series A Junior Participating Preferred Stock, par value \$0.01 per share, of the Company ("Series A Preferred Stock") and established the voting powers, designation, preferences and relative, participating, optional and other special rights and the qualifications, limitations and restrictions thereof, and on September 23, 2003, filed a certificate of designations in the office of the Secretary of State of the State of Delaware with respect to the Series A Preferred Stock (the "Series A Certificate of Designations").

**SECOND:** That no shares of Series A Preferred Stock are outstanding and no shares of Series A Preferred Stock shall be issued by the Company.

**THIRD:** That the following resolutions were adopted on June 25, 2020 by the Board pursuant to the authority granted by Section 151(g) of the DGCL, approving the filing of a Certificate of Elimination of the Series A Preferred Stock (this "Certificate of Elimination"):

"WHEREAS, by resolution of the Board of Directors (the "Board") of American Axle & Manufacturing Holdings, Inc. (the "Company") duly adopted, and by a certificate of designations filed with the Office of the Secretary of State of the State of Delaware (the "Series A Certificate of Designations"), 100,000 shares of authorized shares of preferred stock of the Company were designated as Series A Junior Participating Preferred Stock, par value \$0.01 per share, of the Company (the "Series A Preferred Stock"), which Series A Certificate of Designations established the voting powers, designation, preferences and relative, participating, optional and other special rights and the qualifications, limitations and restrictions of the Series A Preferred Stock;

WHEREAS, the rights agreement to which the Company was a party that necessitated the designation of the Series A Preferred Stock has expired; and

WHEREAS, in light of the foregoing, the Board deems it desirable that, pursuant to Section 151(g) of the General Corporation Law of the State of Delaware (the “DGCL”), a certificate of elimination of the Series A Preferred Stock (the “Series A Certificate of Elimination”) be executed and filed with the Secretary of State of the State of Delaware and that all 100,000 shares of Series A Preferred Stock heretofore designated resume the status of authorized and unissued shares of preferred stock, par value \$0.01 per share, of the Company, and that all matters set forth in the Series A Certificate of Designations be eliminated from the Company’s Certificate of Incorporation (as amended, the “Certificate of Incorporation”).

NOW THEREFORE BE IT:

RESOLVED, that as of the date hereof, no shares of Series A Preferred Stock are outstanding and no shares of Series A Preferred Stock will be issued by the Company;

RESOLVED, that the proper officers of the Company be, and each of them hereby is, authorized and directed, in the name and on behalf of the Company, to prepare, execute and deliver the Series A Certificate of Elimination and any and all other certificates, agreements and other documents which they may deem necessary or advisable in order to effectuate the elimination of the Series A Preferred Stock, as provided by Section 151(g) of the DGCL in accordance with Section 103 of the DGCL; and

RESOLVED, that when such Series A Certificate of Elimination becomes effective, all references to the Series A Preferred Stock in the Certificate of Incorporation shall be eliminated and the shares of Series A Preferred Stock shall resume the status of authorized and unissued shares of preferred stock, par value \$0.01 per share, of the Company, without designation as to series.”

**FOURTH:** That in accordance with the provisions of Section 151(g) of the DGCL, upon the filing of this Certificate of Elimination, the Certificate of Incorporation is hereby amended to eliminate all matters set forth in the Series A Certificate of Designations from the Certificate of Incorporation, and all shares of Series A Preferred Stock shall resume the status of authorized and unissued shares of preferred stock, par value \$0.01 per share, of the Company, without designation as to series.

IN WITNESS WHEREOF, this Certificate of Elimination is executed on behalf of American Axle & Manufacturing Holdings, Inc. on this 2<sup>nd</sup> day of July 2020.

AMERICAN AXLE & MANUFACTURING  
HOLDINGS, INC.

By



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Name: David E. Barnes

Title: Vice President, General Counsel & Secretary

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 09:16 AM 01/23/2026  
FILED 09:16 AM 01/23/2026  
SR 20260266868 - File Number 2897024

## **CERTIFICATE OF AMENDMENT**

**TO THE**

## **CERTIFICATE OF INCORPORATION**

**OF**

### **AMERICAN AXLE & MANUFACTURING HOLDINGS, INC.**

American Axle & Manufacturing Holdings, Inc. (the “Corporation”), a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the “General Corporation Law”), does hereby certify that:

**FIRST:** The current name of the Corporation is American Axle & Manufacturing Holdings, Inc.

**SECOND:** The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on May 15, 1998, and was amended and restated on January 22, 1999 (as amended and restated, the “Certificate of Incorporation”).

**THIRD:** The Board of Directors of the Corporation duly adopted resolutions proposing to amend the Certificate of Incorporation to change the corporate name of the Corporation as permitted under Sections 242(a)(1) and 242(d)(1)(A) of the General Corporation Law, and declaring such amendment to be advisable and in the best interests of the Corporation and its stockholders, which resolution setting forth the proposed amendment is as follows:

**RESOLVED**, that Article FIRST of the Certificate of Incorporation is hereby amended and restated in its entirety to read as follows:

“**FIRST:** The name of the corporation is Dauch Corporation.”

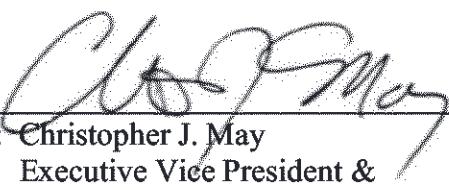
**FOURTH:** This Certificate of Amendment to the Certificate of Incorporation has been duly adopted by the Board of Directors of the Corporation, without a meeting or vote of the Corporation’s stockholders, in accordance with Section 242 of the General Corporation Law.

**FIFTH:** This Certificate of Amendment to the Certificate of Incorporation shall become effective at 12:01 a.m. Eastern Time on January 26, 2026.

*[Signature Page Follows]*

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to the Certificate of Incorporation to be executed, acknowledged and filed this 23<sup>rd</sup> day of January, 2026, in its name and on its behalf by its Executive Vice President & Chief Financial Officer pursuant to Section 103 of the General Corporation Law.

**AMERICAN AXLE &  
MANUFACTURING HOLDINGS, INC.**

By:   
Name: Christopher J. May  
Title: Executive Vice President &  
Chief Financial Officer

*[Signature Page to Certificate of Amendment to the Certificate of Incorporation of  
American Axle & Manufacturing Holdings, Inc.]*

## CERTIFICATE OF AMENDMENT

TO THE

## CERTIFICATE OF INCORPORATION

OF

## DAUCH CORPORATION

Dauch Corporation (the “Corporation”), a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the “General Corporation Law”), does hereby certify that:

**FIRST:** The current name of the Corporation is Dauch Corporation.

**SECOND:** The original Certificate of Incorporation of the Corporation was filed under the name American Axle & Manufacturing Holdings, Inc. with the Secretary of State of the State of Delaware on May 15, 1998, and was amended and restated on January 22, 1999, and was further amended effective at 12:01 a.m. Eastern Time on January 26, 2026 (as amended and restated and further amended, the “Certificate of Incorporation”).

**THIRD:** (1) The board of directors of the Corporation has duly adopted a resolution pursuant to Sections 141 and 242 of the General Corporation Law proposing and declaring advisable that the Corporation’s Certificate of Incorporation be amended as set forth below (the “Amendment”) and resolving to recommend adoption of the Amendment by the stockholders of the Corporation entitled to vote in respect thereof; and (2) at a special meeting of the stockholders of the Corporation called and held upon notice in accordance with Section 222 of the General Corporation Law, the Amendment was duly adopted by a majority of the outstanding stock entitled to vote thereon and a majority of the outstanding stock of each class entitled to vote thereon, in accordance with Article FOURTH of the Certificate of Incorporation and Section 242 of the General Corporation Law.

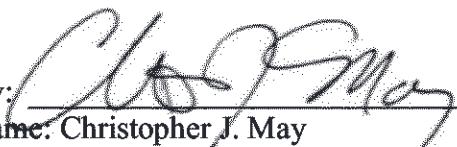
**FOURTH:** Article FOURTH, subsection (1) of the Certificate of Incorporation is hereby amended to read in its entirety as follows:

“FOURTH: (1) The total number of shares of all classes of stock which the corporation shall have authority to issue is 425,000,000, consisting of (1) 10,000,000 shares of Preferred Stock, par value \$.01 per share (“Preferred Stock”), (2) 375,000,000 shares of Common Stock, par value \$.01 per share (“Common Stock”), and (3) 40,000,000 shares of Series Common Stock, par value \$.01 per share (“Series Common Stock”). The number of authorized shares of any of the Preferred Stock, the Common Stock or the Series Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority in voting power of the stock of the corporation entitled to vote thereon irrespective of the provisions of Section 242(b)(2) of the General Corporation Law of the State of Delaware (or any successor provision thereto), and no vote of the holders of any of the Preferred Stock, the Common Stock or the Series Common Stock voting separately as a class shall be required therefor.”

**FIFTH:** This Certificate of Amendment to the Certificate of Incorporation shall be effective upon filing with the office of the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to the Certificate of Incorporation to be executed, acknowledged and filed this 30<sup>th</sup> day of January, 2026, in its name and on its behalf by its Executive Vice President & Chief Financial Officer pursuant to Section 103 of the General Corporation Law.

**DAUCH CORPORATION**

By:   
Name: Christopher J. May  
Title: Executive Vice President &  
Chief Financial Officer

*[Signature Page to Certificate of Amendment to  
the Certificate of Incorporation of Dauch Corporation]*