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**Ministry of  
Government Services**

Ministère des  
Services gouvernementaux

**Ontario**

# CERTIFICATE

**This is to certify that these  
articles are effective on**

# CERTIFICAT

Ceci certifie que les présents statuts entrent en vigueur le

**MAY 11 MAI, 2016**

Director / Directeur

**Business Corporations Act / Loi sur les sociétés par actions**

## RESTATED ARTICLES OF INCORPORATION STATUTS CONSTITUTIFS MIS À JOUR

Form 5  
*Business  
Corporations  
Act*

**Formule 5**  
**Loi sur les**  
**sociétés par**  
**action**

1. The name of the corporation is: (Set out in BLOCK CAPITAL LETTERS)  
*Dénomination sociale de la société* : (Écrire en LETTRES MAJUSCULES SEULEMENT)

[illegible]

2. Date of incorporation/amalgamation:  
*Date de la constitution ou de la fusion*

2010-12-31

Year, Month, Day / *année, mois, jour*

3. The address of the registered office is:  
*Adresse du siège social*

337 MAGNA DRIVE

Street & Number or R.R. Number & if Multi-Office Building give Room No. /  
Rue et numéro ou numéro de la R.R. et, s'il s'agit d'un édifice à bureaux, numéro du bureau

AURORA

ONTARIO

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Name of Municipality or Post Office /  
Nom de la municipalité ou du bureau de poste

Postal Code/Code postal

4. Number of directors is: Fixed number  OR minimum and maximum  
 Nombre d'administrateurs : Nombre fixe  OU minimum et maximum

5

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5. The director(s) is/are: / *Administrateur(s)* :

First name, middle names and surname  
*Prénom, autres prénoms et nom de famille*

Address for service, giving Street & No. or R.R. No., Municipality,  
Province, Country and Postal Code  
*Domicile élu, y compris la rue et le numéro ou le numéro de la R.R., le  
nom de la municipalité, la province, le pays et le code postal*

Resident Canadian  
State 'Yes' or 'No'  
*Résident canadien*  
*Oui/Non*

See Schedule 1A attached

## 5. The directors are:

| First name, middle names and surname | Address for service, giving Street & No. or R.R. No., Municipality, Province, Country and Postal Code | Resident Canadian State 'Yes' or 'No' |
|--------------------------------------|-------------------------------------------------------------------------------------------------------|---------------------------------------|
| Scott Barclay Bonham                 | 46 Heather Drive<br>Atherton, CA<br>94027 USA                                                         | No                                    |
| Peter Guy Bowie                      | 202 Riverside Drive<br>Toronto, Ontario<br>M6S 4A9                                                    | Yes                                   |
| Hon. John Trevor Eyton               | 1 Adelaide Street East<br>Suite 3001<br>Toronto, Ontario<br>M5C 2V9                                   | Yes                                   |
| Lady Barbara Thomas Judge            | Eversheds<br>One Wood Street<br>London, United Kingdom<br>EC2V 7WS                                    | No                                    |
| Dr. Kurt Joachim Lauk                | Globe CP GmbH<br>Konigstrasse 1A<br>Stuttgart, Germany<br>70173                                       | No                                    |
| Cynthia Ann Niekamp                  | 915 S. Glenhurst Drive<br>Birmingham, Michigan<br>48009                                               | No                                    |
| Dr. Indira Vasanti Samarasekera      | 3016 West 24th Avenue<br>Vancouver, B.C.<br>V6L 1R6                                                   | Yes                                   |
| Donald James Walker                  | 337 Magna Drive<br>Aurora, Ontario L4G 7K1<br>Canada                                                  | Yes                                   |
| Lawrence Douglas Worrall             | 857 Royal Orchard Drive<br>Oshawa, Ontario L1K 2A1<br>Canada                                          | Yes                                   |
| William Lee Young                    | Monitor Clipper Partners LLC<br>116 Huntington Avenue<br>9th floor<br>Boston, MA 02116                | No                                    |

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.  
*Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la société.*

None.

7. The classes and any maximum number of shares that the corporation is authorized to issue:  
*Catégories et nombre maximal, s'il y a lieu, d'actions que la société est autorisée à émettre :*

99,760,000 Preference Shares, issuable in series.  
Unlimited number of Common Shares.

8. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:

*Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série :*

1. The rights, privileges, restrictions and conditions attaching to the 99,760,000 Preference Shares issuable in series are as follows:

(a) The said Preference Shares may at any time or from time to time be issued in one (1) or more series, each series to consist of such number of shares as may before the issue thereof be determined by the directors and subject to the filing of the prescribed statement with the Minister, and the issuance of his certificate in respect thereof, the directors of the Corporation may (subject as hereinafter provided) by resolution fix from time to time before the issue thereof the designation, preferences, rights, conditions, restrictions, limitations or prohibitions attaching to the said Preference Shares of each series, including without limiting the generality of the foregoing, the rate of preferential dividends, the dates of payment thereof, the redemption price and terms and conditions of redemption, conversion rights (if any) and any sinking fund or other provisions.

(b) Each series of the said Preference Shares shall be entitled to preference over the Common Shares of the Corporation, and any other shares ranking junior to the said Preference Shares, with respect to priority in payment of dividends and in the distribution of assets in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation, among its shareholders for the purpose of winding-up its affairs and may also be given such other preferences over the Common Shares of the Corporation and any other shares ranking junior to the said Preference Shares as may be determined as to the respective series authorized to be issued.

(c) The said Preference Shares of each series shall rank on a parity with the said Preference Shares of every other series with respect to priority in payment of dividends and in the distribution of assets in the event of the liquidation, dissolution or winding-up of the Corporation whether voluntary or involuntary or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs.

(d) The holders of the said Preference Shares shall not be entitled as such to receive notice of or to attend any meeting of the shareholders of the Corporation, and shall not be entitled to vote at any such meeting. The holders of the said Preference Shares shall, however, be entitled to notice of meetings of the shareholders called for the purpose of authorizing the dissolution of the Corporation or the sale of its undertaking or a substantial part thereof.

(e) Any amendment to the Articles of the Corporation to delete or vary any preference, right, condition, restriction, limitation or prohibition attaching to the said Preference Shares or to create special shares ranking in priority to or on a parity with the said Preference Shares, in addition to the authorization by a special resolution, may be authorized by at least two-thirds (2/3) of the votes cast at a meeting of the holders of the said Preference Shares duly called for that purpose upon at least twenty-one (21) days' notice, such meeting to be held and such notice to be given in accordance with the by-laws of the Corporation and each holder of a said Preference Share shall be entitled to one (1) vote at such meeting in respect of each said Preference Share held.

2. The rights, privileges, restrictions and conditions attaching to the Common Shares are as follows:

(a) The Common Shares shall carry and be entitled to one (1) vote per share at all meetings of shareholders of the Corporation, except of a particular class or series.

(b) The holders of Common Shares shall be entitled to receive such dividends as may be declared thereon by the Board of Directors.

(c) In the event of the liquidation, dissolution, or winding-up of the Corporation or other distribution of its assets among its shareholders for the purpose of winding-up its affairs, all the property and assets of the Corporation available for distribution to the holders of the Common Shares shall be paid or distributed equally share for share to the holders of the Common Shares.

9. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows:  
*L'émission, le transfert ou la propriété d'actions est/n'est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes :*

**No restrictions.**

10. Other provisions (if any):  
*Autres dispositions, s'il y a lieu :*

**None.**

11. These restated articles of incorporation correctly set out the corresponding provisions of the articles of incorporation as amended and supersede the original articles of incorporation and all the amendments thereto.  
*Les présents statuts constitutifs mis à jour énoncent correctement les dispositions correspondantes des statuts constitutifs telles qu'elles sont modifiées et remplacent les statuts constitutifs et les modifications qui y ont été apportées.*

These articles are signed in duplicate.  
*Les présents statuts sont signés en double exemplaire.*

MAGNA INTERNATIONAL INC.

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Name of Corporation / *Dénomination sociale de la société*

By/  
Par

  
Signature / *Signature*

BASSEM A. SHAKEEL

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Print name of signatory / *Nom du signataire en lettres moulées*

VICE-PRESIDENT AND CORPORATE SECRETARY

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Description of Office / *Fonction*

These articles **must** be signed by an officer or director of the corporation (e.g. president, secretary)  
*Ces statuts doivent être signés par un administrateur ou un dirigeant de la société (p. ex. : président, secrétaire).*