

**MINUTES** of the virtual Annual and Special Meeting of Shareholders of **MAGNA INTERNATIONAL INC.** at 10:00 a.m. on Thursday, May 8, 2025.

Mr. Robert MacLellan, the Chairman of the Board, chaired the meeting and Mr. Bassem Shakeel, the Vice-President, Associate General Counsel and Corporate Secretary, served as secretary of the meeting.

### **CALL TO ORDER**

The Chairman called the meeting to order and welcomed the participants, all of whom were attending solely by virtual means. The Chairman then proceeded to conduct the legal formalities of the meeting.

### **NOTICE AND QUORUM**

The Chairman presented the agenda for the meeting and confirmed the items of business to be dealt with. He then tabled a declaration as to the due mailing on April 7, 2025, to shareholders of record as of March 19, 2025, as well as the directors and the independent auditors of the Corporation, of the following:

- Notice of Meeting dated March 27, 2025;
- Form of Proxy;
- Management Information Circular / Proxy Statement dated March 27, 2025; and
- 2024 Annual Report.

The Chairman indicated that Rita Gutierrez-Fernandes of Broadridge had agreed to act as the scrutineer for the meeting and had confirmed that there was a quorum of shareholders participating directly or by proxy in the virtual meeting. Accordingly, she declared that the meeting had been duly called and properly constituted for the transaction of business.

The Chairman next confirmed that, based on the scrutineer's preliminary report of shares presented at the meeting, a clear majority of votes had been cast 'FOR' each nominee, the reappointment of the independent auditors, the ratification of the 2025 Stock Option Plan, and the Corporation's approach to executive compensation. He further confirmed that the results of each matter voted on by shareholders at the meeting would be appended to the minutes and publicly disclosed promptly following the meeting.

### **PRIOR MINUTES**

The Chairman advised that the minutes of the Corporation's annual meeting of shareholders held on May 8, 2024, were available for review on the Corporation's website and at its head office, as well as via an on-screen link. He confirmed that no further action was required with respect to the minutes.

### **ANNUAL REPORT**

The Chairman then presented the audited consolidated financial statements of the Corporation for the financial year ended December 31, 2024, as well as the independent auditors' reports on such financial statements and on internal controls, all of which were included in the Corporation's 2024 Annual Report. After advising that the Annual Report was available for inspection via an on-screen link, he confirmed that no further action was required with respect to the 2024 Annual Report.

## **ELECTION OF DIRECTORS**

The Chairman next advised that the thirteen nominees proposed for election to the Board were listed in the Management Information Circular / Proxy Statement, which had been made available to shareholders with the Notice of Meeting. After he called for nominations, the following individuals were nominated:

Mary S. Chan	William A. Ruh
Hon. V. Peter Harder	Dr. Indira V. Samarasekera
Jan R. Hauser	Peter Sklar
Seetarama Swamy Kotagiri	Matthew Tsien
Jay K. Kunkel	Dr. Thomas Weber
Robert F. MacLellan	Lisa S. Westlake
Mary Lou Maher	

The Chairman then called for a motion for the election of the thirteen nominees, following which he invited discussion on the motion. After confirming that there were no questions or discussion on the motion via the online meeting platform, the Chairman declared the motion carried and the following resolution passed based on the voting results in the preliminary scrutineer's report:

**2025-1 RESOLVED that the following persons be elected as directors of the Corporation, to hold office until the next annual meeting, or until their successors are duly elected or appointed pursuant to the provisions of the Corporation's by-laws:**

<b>Mary S. Chan</b>	<b>William A. Ruh</b>
<b>Hon. V. Peter Harder</b>	<b>Dr. Indira V. Samarasekera</b>
<b>Jan R. Hauser</b>	<b>Peter Sklar</b>
<b>Seetarama Swamy Kotagiri</b>	<b>Matthew Tsien</b>
<b>Jay K. Kunkel</b>	<b>Dr. Thomas Weber</b>
<b>Robert F. MacLellan</b>	<b>Lisa S. Westlake</b>
<b>Mary Lou Maher</b>	

## **REAPPOINTMENT OF INDEPENDENT AUDITORS**

The Chairman indicated that the Audit Committee had recommended that: (a) Deloitte LLP be reappointed as the Corporation's independent auditors; and (b) the independent auditors' remuneration be fixed by the Audit Committee. He then called for a motion on the matter and invited discussion on the motion. After confirming that there were no questions or discussion on the motion via the online meeting platform, the Chairman declared the motion carried and the following resolution passed based on the voting results in the preliminary scrutineer's report:

**2025-2 RESOLVED that Deloitte LLP be reappointed as the Corporation's independent auditors, to hold office until the conclusion of the next annual meeting of shareholders or until a successor is appointed, and that their remuneration be fixed by the Audit Committee of the Board.**

**RATIFICATION OF THE 2025 STOCK OPTION PLAN**

The Chairman called for a motion for the ratification of the Corporation's 2025 Stock Option Plan, following which he invited discussion on the motion. After confirming that there were no questions or discussion on the motion via the online meeting platform, the Chairman declared the motion carried and the following resolution passed based on the voting results in the preliminary scrutineer's report:

**2025-3 RESOLVED that the 2025 Stock Option Plan, a copy of which was appended to the Corporation's Management Information Circular / Proxy Statement dated March 27, 2025; and the 2025 Option Grant, including the 2025 Insider Grant, are hereby ratified and confirmed by shareholders.**

**ADVISORY VOTE ON APPROACH TO EXECUTIVE COMPENSATION**

With reference to the full text of the resolution, as set out in the Corporation's Management Information Circular / Proxy Statement, the Chairman called for a motion on the advisory resolution relating to the Corporation's approach to executive compensation and invited discussion on the motion. After confirming that there were no questions or discussion on the motion via the online meeting platform, the Chairman declared the motion carried and the following resolution passed based on the voting results in the preliminary scrutineer's report:

**2025-4 RESOLVED on an advisory basis and not to diminish the roles and responsibilities of the Board of Directors, that the shareholders accept the approach to executive compensation disclosed in the Management Information Circular / Proxy Statement.**

**TERMINATION**

With the formal business of the meeting completed and voting having closed, the Chairman indicated that a question-and-answer session would follow the termination of the meeting. The meeting then terminated.

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Robert F. MacLellan – Chairman

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Bassem A. Shakeel – Secretary

APPROVED: **DRAFT**