MAGNA INTERNATIONAL INC.

(the "Corporation")

MAJORITY VOTING POLICY
(Section 18 of Board Charter)

Any director nominee who is elected to the Board in an uncontested director election in circumstances where the number of votes withheld against such director exceeds the number of votes cast in his or her favour ("an Affected Director") shall immediately tender his or her written resignation to the Chair of the Corporate Governance, Compensation and Nominating Committee (with a copy to the Secretary of the Corporation) after the shareholder meeting at which the election occurred. Such resignation shall take effect upon acceptance in accordance with this Section 18.

The Corporate Governance, Compensation and Nominating Committee of the Board shall consider the Affected Director's resignation. Absent exceptional circumstances, the Corporate Governance, Compensation and Nominating Committee shall recommend and the Board shall accept the Affected Director's resignation, effective no more than 90 days following the shareholder meeting at which the election occurred. The Corporation shall promptly disclose in a press release, a copy of which is provided to the Toronto Stock Exchange, the determination made by the Board, including, if applicable, the nature of the exceptional circumstances underlying a refusal to accept an Affected Director's resignation.

An Affected Director will not participate in the recommendation of the Corporate Governance, Compensation and Nominating Committee or the determination made by the Board. If a quorum of the Corporate Governance, Compensation and Nominating Committee cannot be obtained due to the service on the Corporate Governance, Compensation and Nominating Committee of one or more Affected Directors, the Board shall consider the resignation and make the determination.

Upon acceptance of an Affected Director's resignation, the Board may (subject to applicable law):

- leave the vacancy unfilled until the next annual meeting of the Corporation;
- fill the vacancy through the appointment of a new director (other than the Affected Director); or
- call a special meeting of shareholders at which a director nominee (other than the Affected Director) will be proposed for election by shareholders.

For greater certainty, this majority voting policy does not apply in any case where the number of individuals nominated for election exceeds the number of directors to be elected, including as a result of a proxy contest.

Board Approval Date - March 28, 2017