

LINAMAR CORPORATION

BY-LAW NO. 8

A By-Law Relating to Advance Notice Requirements for Nominations of Directors

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of LINAMAR CORPORATION as follows:

Section 1.1 Introduction.

The purpose of this by-law of Linamar Corporation (the "**Corporation**") is to establish the conditions and framework under which shareholders of the Corporation may exercise their right to submit director nominations, including by fixing a deadline by which such nominations must be submitted by a shareholder of the Corporation prior to any annual or special meeting of shareholders, and setting forth the information that a shareholder must include in a notice of director nominations to the Corporation for the notice to be in proper form.

Section 1.2 Definitions.

As used in this by-law, the following terms have the following meanings, unless the context otherwise specifies or requires:

- (a) "**Act**" means the *Business Corporations Act*, R.S.O. 1990, c. B.16 and the regulations under the Act, all as amended, re-enacted or replaced from time to time;
- (b) "**affiliate**" has the meaning given to it in the Act;
- (c) "**Applicable Securities Laws**" means the applicable securities legislation of Canada and each province and territory of Canada, as amended from time to time, the written rules, regulations and forms made or promulgated under any such statute and the published national instruments, multilateral instruments, policies, bulletins and notices of the securities commissions and similar regulatory authorities of Canada and each province and territory of Canada;
- (d) "**Arrangements**" has the meaning set out in section 1.7 hereof;
- (e) "**associate**" has the meaning given to it in the Act;
- (f) "**beneficial ownership**" has the meaning given to it in the Act, and "**beneficially owns**" and "**beneficially owned**" have corresponding meanings;
- (g) "**Board**" means the board of directors of the Corporation;
- (h) "**close of business**" means 5:00 p.m. (Guelph time) on a business day in the City of Guelph, Ontario, Canada;
- (i) "**including**" means including without limitation and "**include**" and "**includes**" have corresponding meanings;
- (j) "**person**" has the meaning given to it in the Act and pronouns have a similarly extended meaning;
- (k) "**public announcement**" means disclosure in a press release reported by a national news service in Canada, or in a document publicly filed by the Corporation under its profile on the System for

Electronic Document Analysis and Retrieval at www.sedar.com, or any system that is a replacement or successor thereto;

- (l) “**Meeting Notice Date**” has the meaning set out in section 1.6 hereof;
- (m) “**Nominating Shareholder**” has the meaning set out in section 1.3 hereof;
- (n) “**Nominating Shareholder’s Notice**” has the meaning set out in section 1.5 hereof;
- (o) terms used in this by-law that are defined in the Act and not otherwise defined herein, have the meanings given to such terms in the Act;
- (p) words importing the singular number only shall include the plural and vice versa; words importing the masculine gender shall include the feminine and neuter genders; and
- (q) the headings used in this by-law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions hereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

Section 1.3 Nomination Procedures.

Subject only to the Act, Applicable Securities Law and the articles of the Corporation, only persons who are nominated in accordance with the procedures set out in this by-law shall be eligible for election as directors of the Corporation. Nominations of persons for election to the Board may be made at any annual meeting of shareholders of the Corporation, or at any special meeting of shareholders of the Corporation if the election of directors is a matter specified in the notice of such meeting:

- (a) by or at the direction of the Board, including pursuant to a notice of meeting of shareholders of the Corporation;
- (b) by or at the direction or request of one or more shareholders of the Corporation pursuant to a proposal made in accordance with the provisions of the Act, or a requisition of a shareholders’ meeting by one or more of the shareholders made in accordance with the provisions of the Act; or
- (c) by any person who:
 - (i) at the close of business on the date of the giving of the Nominating Shareholder’s Notice provided for below in this by-law and on the record date for notice of such meeting of shareholders of the Corporation, is entered in the securities register of the Corporation as a holder of one or more shares carrying the right to vote at such meeting or who beneficially owns shares that are entitled to be voted at such meeting and provides evidence of such beneficial ownership to the Corporation, and
 - (ii) complies with the Nominating Shareholder’s Notice procedures set forth below in this by-law (a “**Nominating Shareholder**”).

Section 1.4 Nominations for Election.

For the avoidance of doubt, the procedures set forth in this by-law shall be the exclusive means for any person to bring nominations for election to the Board before any annual or special meeting of shareholders of the Corporation.

Section 1.5 Timely Nominating Shareholder's Notice.

In addition to any other applicable requirements, for a nomination to be made by a Nominating Shareholder, the Nominating Shareholder must have given timely notice thereof in proper written form to the Corporate Secretary of the Corporation in accordance with this by-law (a "**Nominating Shareholder's Notice**").

Section 1.6 Manner of Timely Nominating Shareholder's Notice.

To be timely, a Nominating Shareholder's Notice must be received by the Corporation:

- (a) in the case of an annual meeting (including an annual and special meeting) of shareholders of the Corporation, not less than 30 days prior to the date of the meeting, provided however that, in the event that the meeting is to be held on a date that is less than 50 days after the date on which the first public announcement of the date of the meeting was made (the "**Meeting Notice Date**"), then not later than the close of business on the 10th day following the Meeting Notice Date; and
- (b) in the case of a special meeting (which is not also an annual meeting) of shareholders of the Corporation called for the purpose of electing directors (whether or not also called for other purposes), not later than the close of business on the 15th day following the Meeting Notice Date;

provided that, in either instance, if "notice-and-access" (as defined in National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer*) is used for delivery of proxy-related materials in respect of a meeting described in section 1.6(a) or section 1.6(b) above, then a Nominating Shareholder's Notice must be received by the Corporation:

- A. in the case of a meeting described in section 1.6(a):
 - (i) if the meeting is to be held on a date that is not less than 50 days after the Meeting Notice Date therefor, then not later than the close of business on the 40th day before such meeting (but in any event, not prior to the Meeting Notice Date); and
 - (ii) if the meeting is to be held on a date that is less than 50 days after the Meeting Notice Date therefor, then not later than the close of business on the 10th day following such Meeting Notice Date; and
- B. in the case of a meeting described in section 1.6(b), not later than the close of business on the 15th day following such Meeting Notice Date

In the event of an adjournment or postponement of an annual meeting or special meeting of shareholders or any announcement thereof, a new time period shall commence for the giving of notice under this section 1.6.

Section 1.7 Proper Form of Nominating Shareholder's Notice

To be in proper written form, a Nominating Shareholder's Notice must set forth:

- (a) as to each person whom the Nominating Shareholder proposes to nominate for election as a director (each a "**Proposed Nominee**"):
 - (i) the name, age, province or state and country of residence of the Proposed Nominee;

- (ii) the principal occupation, business or employment of the Proposed Nominee, both present and for the past five years preceding such notice;
 - (iii) whether the Proposed Nominee is a resident Canadian within the meaning of the Act;
 - (iv) the number of securities of each class of voting securities of the Corporation or any of its subsidiaries owned beneficially or of record, or controlled or directed, directly or indirectly, by the Proposed Nominee, as of the record date for the meeting of shareholders of the Corporation (if such date shall then have been made publicly available and shall have occurred) and as of the date of such Nominating Shareholder's Notice;
 - (v) full particulars regarding any relationship, contract, agreement, arrangement or understanding (collectively, "**Arrangements**") (including financial, compensatory or indemnity related Arrangements), between the Nominating Shareholder and the Proposed Nominee, or any affiliates or associates of, or any person acting jointly or in concert with, the Nominating Shareholder or the Proposed Nominee, in connection with the Proposed Nominee's nomination for election, or potential service, as a director of the Corporation;
 - (vi) whether the Proposed Nominee is party to any existing or proposed Arrangement with any competitor of the Corporation or any of its affiliates or any other third party which may give rise to a real or perceived conflict of interest between the interests of the Corporation and the interests of the Proposed Nominee;
 - (vii) whether the Proposed Nominee is eligible for consideration as an independent director under the relevant standards contemplated by Applicable Securities Laws or any stock exchange rules that may be applicable to the Corporation;
 - (viii) any other information relating to the Proposed Nominee that would be required to be disclosed in a dissident's proxy circular or other filings required to be made in connection with solicitations of proxies for election of directors pursuant to the Act or any Applicable Securities Laws; and
- (b) as to each Nominating Shareholder:
- (i) the name, business and, if applicable, residential address of such Nominating Shareholder;
 - (ii) the number of securities of each class of voting securities of the Corporation or any of its subsidiaries owned beneficially or of record, or controlled or directed, directly or indirectly, by such Nominating Shareholder or any other person with whom such Nominating Shareholder is acting jointly or in concert (and for each such person any options or other rights to acquire shares in the capital of the Corporation, any derivatives or other securities, instruments or arrangements for which the price or value or delivery, payment or settlement obligations are derived from, referenced to, or based on any such shares, and any hedging transactions, short positions, and borrowing or lending arrangements relating to such shares) with respect to the Corporation or any of its securities, as of the record date for the meeting (if such date shall then have been made publicly available and shall have occurred) and as of the date of such Nominating Shareholder's Notice;
 - (iii) the interests in, or rights or obligations associated with, any contract, agreement, arrangement or understanding, the purpose or effect of which may be to alter, directly or indirectly, such Nominating Shareholder's economic interest in a security of the Corporation or such Nominating Shareholder's economic exposure to the Corporation (or that of or any other person with whom such Nominating Shareholder is acting jointly or in concert);

- (iv) full particulars regarding any proxy or Arrangement pursuant to which such Nominating Shareholder, or any of its affiliates or associates, or any person acting jointly or in concert with such Nominating Shareholder, has any interests, rights or obligations relating to the voting of any securities of the Corporation or the nomination of nominees for directors to the Board; and
- (v) any other information relating to such Nominating Shareholder that would be required to be made in a dissident's proxy circular or other filings required to be made in connection with solicitations of proxies for election of directors pursuant to the Act or any Applicable Securities Laws; and
- (c) a written consent duly signed by each Proposed Nominee to being named as a nominee for election to the Board and to serve as a director of the Corporation, if elected.

References to "Nominating Shareholder" in this section 1.7 shall, in the case of a nomination proposal where more than one shareholder of the Corporation is involved in making such nomination proposal, be deemed to refer to each shareholder of the Corporation that nominates or seeks to nominate a person for election as a director of the Corporation.

The Corporation may also require any Proposed Nominee to furnish such other information, including completion of the Corporation's directors questionnaire, as it may reasonably require to determine whether the Proposed Nominee would be considered "independent" as a director or as a member of the audit committee of the Board under the various rules and standards applicable to the Corporation in the same manner as such rules and standards are generally applicable to the Corporation's directors.

Section 1.8 Currency of Nominating Shareholder's Notice.

All information to be provided in a Nominating Shareholder's Notice pursuant to this by-law shall be provided as of the date of such notice. In addition, to be considered timely and in proper written form, a Nominating Shareholder's Notice shall be promptly updated and supplemented, if necessary, so that the information provided or required to be provided in such Nominating Shareholder's Notice shall be true and correct as of the record date for the meeting.

Section 1.9 Power of the Chair.

The chair of the meeting shall have the power and duty to determine whether a nomination was made in accordance with the procedures set forth in this by-law and, if any proposed nomination is not in compliance with this by-law, to declare that such defective nomination shall be disregarded.

Section 1.10 Delivery of Nominating Shareholder's Notice.

Notwithstanding any other provision of this by-law, notice given to the Corporate Secretary of the Corporation pursuant to this by-law may only be given by personal delivery, facsimile transmission or e-mail (provided that the Corporate Secretary has stipulated an e-mail address for purposes of a Nominating Shareholder's Notice), and shall be deemed to have been given and received only at the time it is served by personal delivery, sent and received by e-mail (at the address as aforesaid) or sent by facsimile transmission (provided that receipt of the confirmation of such transmission has been received) to the Corporate Secretary at the address of the principal executive offices of the Corporation; provided that if such delivery or electronic communication is made on a day which is not a business day or later than 5:00 p.m. (Guelph time) on a day which is a business day, then such delivery or electronic communication shall be deemed to have been received on the subsequent day that is a business day.

Section 1.11 Increase in Number of Directors to be Elected.

Notwithstanding any provisions in this by-law to the contrary, in the event that the number of directors to be elected at a meeting is increased effective after the time period for which the Nominating Shareholder's Notice would otherwise be due under this by-law, a Nominating Shareholder's Notice with respect to nominees for the additional directorships required by this by-law shall be considered timely if it shall be given not later than the close of business on the 10th day following the day on which the first public announcement of such increase was made by the Corporation.

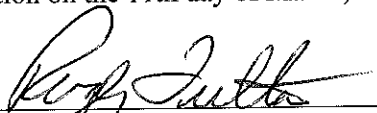
Section 1.12 Waiver.

Notwithstanding the foregoing, the Board may, in its sole discretion, waive any requirement in this by-law.

Section 1.13 Effective Date.

This by-law was approved and adopted by the Board on March 11, 2019 (the "Effective Date") and is and shall be in full force and effect in accordance with its terms and conditions from and after the Effective Date. If this by-law is not approved by ordinary resolution of shareholders of the Corporation present in person or voting by proxy at the next meeting of those shareholders validly held following the Effective Date, then this by-law shall terminate and be void and of no further force and effect following the termination of such meeting of shareholders of the Corporation.

The foregoing by-law was made by the directors of the Corporation on the 11th day of March, 2019.



Corporate Secretary