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> Ministry of Government and Consumer Services Ontario

CERTIFICATE
This is to certify that these articles are effective on

Ministère des Services gouvernementaux et des Services aux consommateurs

entrent en vigueur le

Cec

JANUARY 0 1 JANVIER, 2020

Baubara Lluckith

Director / Directrice

Business Corporations Act / Loi sur les sociétés par actions

Form 4 Business Corporations Act

Formule 4 Loi sur les sociétés par actions

| ERTIFICAT                         |  |
|-----------------------------------|--|
| certifie que les présents statuts |  |

Ontario Corporation Number

Numéro de la société en Ontario

5027064

| D                        | énon   | ninat                             | ion s                                  | socia   | ale d                                    | le la                          | soci                     | été                  | issu                                    | e de   | la f                                  | usio                                       | n: (                         | Écri   | e er                                  | LE                          | TTF                          | RES                  | MA   | JUS                        | CUL                  | ES                                  | SEU     | LEN   | /ENT      | ):                     |                                     |           |     |
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| 4. The director(s) Is/are: / Administrateur(                                     | s):   |  |
|--|---|--|
| First name, middle names and surname<br>Prénom, autres prénoms et nom de famille | Address for service, giving Street & No. or R.R. No., Municipality, Province, Country and Postal Code                                     | Resident Canadlan<br>State 'Yes' or 'No' |
| , totalit anno protesti as some  | Domicile élu, y compris la rue et le numéro ou le numéro de la R.R., le<br>nom de la municipalité, la province, le pays et le code postal | Résident canadien<br>Oul/Non             |
| WILLIAM HARRISON   | 287 SPEEDVALE AVENUE WEST,<br>GUELPH, ONTARIO N1H 1C5   | Yes                                      |
| TERRY REIDEL   | 287 SPEEDVALE AVENUE WEST,<br>GUELPH, ONTARIO N1H 1C5   | Yes                                      |
| DENNIS GRIMM   | 287 SPEEDVALE AVENUE WEST,<br>GUELPH, ONTARIO N1H 1C5   | Yes                                      |

| 5. |          |       | nalgamation, check A or B<br>oisie pour la fusion – Cocher A ou B :   |  |  |   |   |
|----|----------|-------|---|--|--|---|---|
|    |          | Α-    |   |  |  |   |   |
|    | or<br>ou |       | The amalgamation agreement has been corporations as required by subsection 170 Les actionnaires de chaque société qui fue au paragraphe 176(4) de la <i>Loi sur les soci</i>  | 6 (4) of the <i>Business Corporations A</i><br>sionnne ont dûment adopté la conve  | <i>ct</i> on the d<br>ntion de fu                  | ate set out<br>sion confo                 | below.                                  |
|    |          | В-    | Amalgamation of a holding corporation subsidiaries / Fusion d'une société mèr   |  |  |   |   |
|    |          |       | The amalgamation has been approved by required by section 177 of the <i>Business Color</i> Les administrateurs de chaque société qui conformément à l'article 177 de la <i>Loi sur</i> The articles of amalgamation in substance Les statuts de fusion reprennent essentiell  LINAMAR CORP  and are more particularly set out in these are tont énoncés textuellement aux présent | orporations Act on the date set out by fusionne ont approuvé la fusion par les sociétés par actions à la date me contain the provisions of the articles ement les dispositions des statuts contain the provisions des statuts contains a provision des statuts des provisions des statuts des provisions des statuts de provision des statuts de provision de provi | elow.<br>voie de ré<br>entionnée d<br>s of incorpo | solution<br>ci-dessous<br>oration of      |   |
|    |          |       | algamating corporations<br>n sociale des sociétés qui fusionnent  | Ontario Corporation Number<br>Numéro de la société en Ontario  |  | Adoption/A<br>doption ou<br>Month<br>mois | pproval<br>d'approbation<br>Day<br>jour |
|    | LINA     | MA    | R CORPORATION   | 1887813  | 2018/  | 12/31                                     |   |
|    | 24550    | 600 ( | ONTARIO INC.  | 2455600  | 2018/  | 12/31                                     |   |
|    | MON      | TUI   | PET LTEE  | 5005935  | 2018/  | 12/31                                     |   |
|    |          |       |   |  |  |   |   |

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 :

  - (a) an unlimited number of common shares; and(b) an unlimited number of special shares issuable in series

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 :

To provide that the rights, privileges, restrictions and conditions attaching to the common share and the special shares issuable in series shall be as follows:

COMMON SHARES

- (a) A holder of any common shares shall be entitled to receive notice of, to attend and to vote at all meetings of shareholders and to one vote for each common share held at any such meeting, except meetings at which only holders of a specified class of shares (other than common shares) or a specified series of share are entitled to vote;
- (b) A holder of any common shares shall be entitled, subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation, to receive any dividend if, as and when declared by the Board of Directors of the Corporation, properly applicable to the payment of dividends in such amounts and payable in such manner as the Board of Directors may from time to time determine; and
- (c) A holder of any common shares shall be entitled, subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation, to receive the remaining property of the Corporation upon dissolution.

  SPECIAL SHARES

The special shares shall, as a class, carry and be subject to the following designations, rights, privileges, restrictions and conditions:

- (a) The special shares may be issued at any time or from time to time in one or more series, each series to consist of such number of special shares as shall be fixed by the Board of Directors:
- (b) With respect to each series, the Board of Directors shall determine, subject to these provisions, the designation, rights, privileges, restrictions and conditions and other provisions to be attached to the special shares of such series;
- (c) The special shares of each series shall rank on a parity with the special shares of every other series with respect to priority in the payment of dividends and with respect to priority on the return of capital, or any other distribution of assets of the Corporation, in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary (herein referred to as a "liquidation dissolution");
- (d) The special shares of each series shall be entitled to a preference over the junior shares of the Corporation (as hereinafter defined) with respect to priority in the payment of dividends and on a liquidation dissolution, and, the Directors may give the special shares of any series such other preferences over the junior shares as they see fit; herein "junior shares" mean the common shares of the Corporation and any other shares of the Corporation that may rank junior to the special shares with respect to priority in the payment of dividends and with respect to priority on a liquidation dissolution.

| 9.  | The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows:<br>L'émission, le transfert ou la propriété d'actions est/n'est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes : |
|-----|--|
|     | NONE   |
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| 10. | Other provisions, (if any): Autres dispositions, s'il y a lieu :   |
|     | NONE   |
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| 11. | The statements required by subsection 178(2) of the <i>Business Corporations Act</i> are attached as Schedule "A".   |
|     | Les déclarations exigées aux termes du paragraphe 178(2) de la <i>Loi sur les sociétés par actions</i> constituent l'annexe A.   |
| 12. | A copy of the amalgamation agreement or directors' resolutions (as the case may be) is/are attached as Schedule "B". Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe B.          |

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

Name and original signature of a director or authorized signing officer of each of the amalgamating corporations. Include the name of each corporation, the signatories name and description of office (e.g. president, secretary). Only a director or authorized signing officer can sign on behalf of the corporation. / Nom et signature originale d'un administrateur ou d'un signataire autorisé de chaque société qui fusionne. Indiquer la dénomination sociale de chaque société, le nom du signataire et sa fonction (p. ex. : président, secrétaire). Seul un administrateur ou un dirigeant habilité peut signer au nom de la société.

| LINAMAR CORPORATI                      | ON  |                                  |
|--|---|----------------------------------|
| Names of Corporations / Dénomination s | sociale des sociétés  | Additional advantage of the      |
| By / Par                               |   |                                  |
| (V D) H                                | DOCED EULTON  |                                  |
| Cost Julo                              | ROGER FULTON  | SECRETARY                        |
| Signature Signature                    | Print name of signatory /<br>Nom du signataire en lettres moulées | Description of Office / Fonction |
|  |   |                                  |
| 2455600 ONTARIO INC.                   |   | •                                |
| Names of Corporations / Dénomination s | sociale des sociétés  |                                  |
| By / Par                               |   |                                  |
|  | DOCED BILL TON  |                                  |
| King Tulls                             | ROGER FULTON  | SECRETARY                        |
| Signature Signature                    | Print name of signatory /<br>Nom du signataire en lettres moulées | Description of Office / Fonction |
|  |   |                                  |
|  |   |                                  |
| MONTUPET LTEE                          |   |                                  |
| Names of Corporations / Dénomination s | sociale des sociétés  |                                  |
| By / Par                               |   |                                  |
|  | ROGER FULTON  |                                  |
| projectula.                            |   | SECRETARY                        |
| Signature Signature                    | Print name of signatory /<br>Nom du signataire en lettres moulées | Description of Office / Fonction |
|  |   |                                  |
|  |   |                                  |
|  |   |                                  |
| Names of Corporations / Dénomination s | sociale des sociétés  |                                  |
| By / Par                               |   |                                  |
|  |   |                                  |
| Signature / Signature                  | Print name of signatory /<br>Nom du signataire en lettres moulées | Description of Office / Fonction |
|  |   |                                  |
|  | •   |                                  |
|  |   |                                  |
| Names of Corporations / Dénomination s | sociale des sociétés  |                                  |
| By / Par                               |   |                                  |
|  |   |                                  |
| Signature / Signature                  | Print name of signatory /<br>Nom du signataire en lettres moulées | Description of Office / Fonction |

#### SCHEDULE "A"

#### STATEMENT OF DIRECTOR OR OFFICER OF

## LINAMAR CORPORATION (the "Linamar")

and

### 2455600 ONTARIO INC. ("2455600")

- 1. I, Dale Schneider, am the Chief Financial Officer of Linamar and Treasurer of 2455600, each being an amalgamating corporation listed in the Articles of Amalgamation to which this statement is attached.
- 2. Having conducted such examinations of the books and records of Linamar and 2455600 and having made such inquiries and investigations as are necessary to enable me to make this statement, I hereby state that there are reasonable grounds for believing that:
  - a. Each of Linamar and 2455600 is and the amalgamated corporation will be able to pay its liabilities as they become due;
  - b. The realizable value of the assets of the amalgamated corporation will not be less than the aggregate of its liabilities and stated capital of all classes; and

c. No creditor will be prejudiced by the amalgamation.

DATED this 31st day of December, 2018

Dale Schneider

#### **SCHEDULE "A"**

#### STATEMENT OF DIRECTOR OR OFFICER OF

### Montupet Ltee ("MLC")

- 1. I, Roger Fulton, am the Secretary of MLC, an amalgamating corporation listed in the Articles of Amalgamation to which this statement is attached.
- 2. Having conducted such examinations of the books and records of MLC and having made such inquiries and investigations as are necessary to enable me to make this statement, I hereby state that there are reasonable grounds for believing that:
  - a. MLC is and the amalgamated corporation will be able to pay its liabilities as they become due;
  - b. The realizable value of the assets of the amalgamated corporation will not be less than the aggregate of its liabilities and stated capital of all classes; and
  - c. No creditor will be prejudiced by the amalgamation.

DATED this 31st day of December, 2018

Roger Kulton

#### SCHEDULE "B"

Annexed hereto are copies of the director's resolutions authorizing amalgamation.

#### UNANIMOUS WRITTEN RESOLUTION OF THE DIRECTORS OF

#### **2455600 ONTARIO INC.**

(the "Corporation")

#### **Amalgamation with Linamar Corporation**

The Corporation is a wholly-owned subsidiary of Linamar Corporation and it is desirable that the Corporation amalgamate with Linamar Corporation pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Act").

#### RESOLVED THAT:

- 1. The amalgamation of the Corporation and Linamar Corporation under the Act, pursuant to subsection 177(1) thereof, is approved;
- 2. Upon the endorsement of a certificate on the articles of amalgamation pursuant to section 178 of the Act, all shares in the capital of the Corporation, including all shares which have been issued and are outstanding at the date hereof, shall be cancelled without any repayment of capital in respect thereof;
- 3. The articles of amalgamation and the by-laws of the amalgamated corporation shall be the same as the articles and by-laws of Linamar Corporation;
- 4. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and
- 5. Any director or officers of the Corporation is hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing, including the execution and filing of articles of amalgamation.

Linda Hasenfra

The foregoing resolution is hereby consent to by all the directors of the Corporation pursuant to the *Business Corporations Act* (Ontario) this 31<sup>st</sup> day of December, 2018

James Jarrell

Roger Fulton

#### UNANIMOUS WRITTEN RESOLUTION OF THE DIRECTORS OF

## MONTUPET LTEE (the "Corporation")

#### Amalgamation with Linamar Corporation

The Corporation is a wholly-owned subsidiary of Linamar Corporation and it is desirable that the Corporation amalgamate with Linamar Corporation pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Act").

#### **RESOLVED THAT:**

- 1. The amalgamation of the Corporation and Linamar Corporation under the Act, pursuant to subsection 177(1) thereof, is approved;
- 2. Upon the endorsement of a certificate on the articles of amalgamation pursuant to section 178 of the Act, all shares in the capital of the Corporation, including all shares which have been issued and are outstanding at the date hereof, shall be cancelled without any repayment of capital in respect thereof;
- 3. The articles of amalgamation and the by-laws of the amalgamated corporation shall be the same as the articles and by-laws of Linamar Corporation;
- 4. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and
- 5. Any director or officers of the Corporation is hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing, including the execution and filing of articles of amalgamation.
- 6. These resolutions may be executed by the undersigned in separate counterparts, each of which when so executed and delivered shall be an original and all such counterparts shall together constitute one and the same instrument.

The foregoing resolution is hereby consent to by all the directors of the Corporation pursuant to the *Business Corporations Act* (Ontario) this 31<sup>st</sup> day of December, 2018

Roger Fulton

Dale Schneider

Brian Wade

## RESOLUTION OF THE DIRECTORS OF LINAMAR CORPORATION

(the "Corporation")

#### Amalgamation with 2455600 Ontario Inc. and Montupet Ltee

2455600 Ontario Inc. and Montupet Ltee. are wholly-owned subsidiaries of the Corporation and it is desirable that the Corporation amalgamate with 2455600 Ontario Inc. and Montupet Ltee pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Act").

#### **RESOLVED THAT:**

- 1. The amalgamation of the Corporation and 2455600 Ontario Inc. and Montupet Ltee under the Act, pursuant to subsection 177(1) thereof, is approved;
- 2. Upon the endorsement of a certificate on the articles of amalgamation pursuant to section 178 of the Act, all shares in the capital of 2455600 Ontario Inc. and Montupet Ltee, including all shares which have been issued and are outstanding at the date hereof, shall be cancelled without any repayment of capital in respect thereof;
- 3. The articles of amalgamation and the by-laws of the amalgamated corporation shall be the same as the articles and by-laws of the Corporation;
- 4. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and
- 5. Any director or officers of the Corporation is hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing, including the execution and filing of articles of amalgamation.
- 6. These resolutions may be executed by the undersigned in separate counterparts, each of which when so executed and delivered shall be an original and all such counterparts shall together constitute one and the same instrument.

| Frank Hasenfratz | Linda Hasenfratz |
|------------------|------------------|
| Mark Stoddart    | William Harrison |
| Terry Reidel     | Dennis Grimm     |

## RESOLUTION OF THE DIRECTORS OF LINAMAR CORPORATION

(the "Corporation")

#### Amalgamation with 2455600 Ontario Inc. and Montupet Ltee

2455600 Ontario Inc. and Montupet Ltee. are wholly-owned subsidiaries of the Corporation and it is desirable that the Corporation amalgamate with 2455600 Ontario Inc. and Montupet Ltee pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Act").

#### RESOLVED THAT:

- 1. The amalgamation of the Corporation and 2455600 Ontario Inc. and Montupet Ltee under the Act, pursuant to subsection 177(1) thereof, is approved;
- 2. Upon the endorsement of a certificate on the articles of amalgamation pursuant to section 178 of the Act, all shares in the capital of 2455600 Ontario Inc. and Montupet Ltee, including all shares which have been issued and are outstanding at the date hereof, shall be cancelled without any repayment of capital in respect thereof;
- 3. The articles of amalgamation and the by-laws of the amalgamated corporation shall be the same as the articles and by-laws of the Corporation;
- 4. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and
- 5. Any director or officers of the Corporation is hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing, including the execution and filing of articles of amalgamation.
- 6. These resolutions may be executed by the undersigned in separate counterparts, each of which when so executed and delivered shall be an original and all such counterparts shall together constitute one and the same instrument.

| Frank Hasenfratz             | Linda Hasenfratz |  |
|------------------------------|------------------|--|
| Mark Stoddart  Mark Stoddart | William Harrison |  |
| Terry Reidel                 | Dennis Grimm     |  |

# RESOLUTION OF THE DIRECTORS OF LINAMAR CORPORATION (the "Corporation")

#### Amalgamation with 2455600 Ontario Inc. and Montupet Ltee

2455600 Ontario Inc. and Montupet Ltee. are wholly-owned subsidiaries of the Corporation and it is desirable that the Corporation amalgamate with 2455600 Ontario Inc. and Montupet Ltee pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Act").

#### RESOLVED THAT:

- 1. The amalgamation of the Corporation and 2455600 Ontario Inc. and Montupet Ltee under the Act, pursuant to subsection 177(1) thereof, is approved;
- 2. Upon the endorsement of a certificate on the articles of amalgamation pursuant to section 178 of the Act, all shares in the capital of 2455600 Ontario Inc. and Montupet Ltee, including all shares which have been issued and are outstanding at the date hereof, shall be cancelled without any repayment of capital in respect thereof;
- 3. The articles of amalgamation and the by-laws of the amalgamated corporation shall be the same as the articles and by-laws of the Corporation;
- 4. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and
- 5. Any director or officers of the Corporation is hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing, including the execution and filing of articles of amalgamation.
- 6. These resolutions may be executed by the undersigned in separate counterparts, each of which when so executed and delivered shall be an original and all such counterparts shall together constitute one and the same instrument.

| Frank Hasenfratz | Linda Hasenfratz |
|------------------|------------------|
| Mark Stoddart    | William Harrison |
| Terry Reidel     | Dennis Grimm     |

# RESOLUTION OF THE DIRECTORS OF LINAMAR CORPORATION

(the "Corporation")

#### Amalgamation with 2455600 Ontario Inc. and Montupet Ltee

2455600 Ontario Inc. and Montupet Ltee. are wholly-owned subsidiaries of the Corporation and it is desirable that the Corporation amalgamate with 2455600 Ontario Inc. and Montupet Ltee pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Act").

#### RESOLVED THAT:

- 1. The amalgamation of the Corporation and 2455600 Ontario Inc. and Montupet Ltee under the Act, pursuant to subsection 177(1) thereof, is approved;
- 2. Upon the endorsement of a certificate on the articles of amalgamation pursuant to section 178 of the Act, all shares in the capital of 2455600 Ontario Inc. and Montupet Ltee, including all shares which have been issued and are outstanding at the date hereof, shall be cancelled without any repayment of capital in respect thereof;
- 3. The articles of amalgamation and the by-laws of the amalgamated corporation shall be the same as the articles and by-laws of the Corporation;
- 4. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and
- 5. Any director or officers of the Corporation is hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing, including the execution and filing of articles of amalgamation.
- 6. These resolutions may be executed by the undersigned in separate counterparts, each of which when so executed and delivered shall be an original and all such counterparts shall together constitute one and the same instrument.

| Frank Hasenfratz | Linda Hasenfratz |
|------------------|------------------|
|                  |                  |
| Mark Stoddart    | William Harrison |
|                  | Mr. XTM          |
| Terry Reidel     | Dennis Grimm     |