

4. The director(s) is/are:

<u>First name, initials and surname</u>	<u>Address for Service</u>	<u>Resident Canadian Yes or No</u>
James Nicol	337 Magna Drive Aurora ON L4G 7K1	Yes
Gerhard Randa	26 Auhofstrasse, A-1130 Vienna, Austria	No
Donald Resnick	2727 Yonge Street, #614 Toronto ON M4N 3R6	Yes
Royden R. Richardson	4830 16 th Sideroad Schomberg ON L0G 1T0	Yes
Belinda Stronach	337 Magna Drive Aurora ON L4G 7K1	Yes
Franz Vranitzky	91 Sieveringerstrasse, A-1190 Vienna, Austria	No
Donald J. Walker	337 Magna Drive Aurora ON L4G 7K1	Yes
Siegfried Wolf	32 Hauptstrasse, A-2722 Weikersdorf, Austria	No

5. (A) The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176 (4) of the Business Corporations Act on the date set out below.

(A) Les actionnaires de chaque compagnie qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176 (4) de la Loi sur les compagnies à la date mentionnée ci-dessous.

Check A or B Cocher A ou B

(B) The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the Business Corporations Act on the date set out below. The articles of amalgamation in substance contain the provisions of the articles of incorporation of

(B) Les administrateurs de chaque compagnie qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la Loi sur les compagnies à la date mentionnée ci-dessous. Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

Form 4 Business Corporations Act

Formule numéro 4 Loi sur les compagnies

Magna International Inc. and are more particularly set out in these articles. et sont énoncés textuellement aux présents statuts.

Table with 3 columns: Names of amalgamating corporations, Ontario Corporation Number, Date of Adoption/Approval. Rows include Magna International Inc. and Cosma International Inc.

DYE & DURHAM Corporation Forms-On-Disk

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 compagnie.

3.

None.

Form 4
Business
Corporations
Act

Formule
numéro 4
Loi sur les
compagnies

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 compagnie est autorisée à émettre:

99,760,000 Preference Shares, issuable in series.

1,412,341 Class B Shares.

Unlimited number of Class A Subordinate Voting Shares.

DYE & DURHAM
Corporation
Forms-On-Disk

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:*

See attached pages 4A to 4E.

Form 4
Business
Corporations
Act

*Formule
numéro 4
Loi sur les
compagnies*

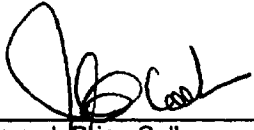
DYE & DURHAM
Corporation
Forms-On-Disk

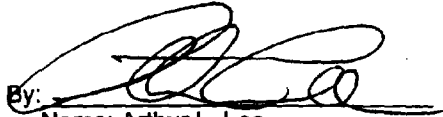
Names of the amalgamating corporations and signatures and descriptions of office of their proper officers.

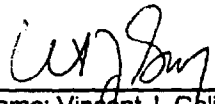
Dénomination sociale des compagnies qui fusionnent, signature et fonction de leurs dirigeants régulièrement désignés.


MAGNA INTERNATIONAL INC.

COSMA INTERNATIONAL INC.

By: 
Name: J. Brian Colburn
Title: Executive Vice-President,
Special Projects and Secretary

By: 
Name: Arthur L. Lee
Title: Vice-President, Secretary
and General Counsel

By: 
Name: Vincent J. Galifi
Title: Executive Vice-President,
Finance and Chief Financial Officer

By: 
Name: Nick Orlando
Title: Executive Vice-President, Finance