MARTINREA INTERNATIONAL INC.

ANNUAL INFORMATION FORM

For the fiscal year ended

December 31, 2025

March 5, 2026

TABLE OF CONTENTS

Special Note Regarding Forward-Looking Statements

This Annual Information Form contains forward-looking statements within the meaning of applicable Canadian securities laws, including, but not limited to, statements related to the outlook and growth of the automotive industry, the increased reliance on and importance of, and the increasing trend of sustainability and environmentally focused and lightweight technologies, future investments in and use of leading technology, the use of and benefit of graphene to the Company's business, equipment and processes, opportunities to increase sales, expand the customer base and growth of the Company and pursuit of and belief in its strategies, the impact and duration of supply chain issues, inflation, war, global trade and tariff issues, including potential impact on the business, the Company's ability to be a consistent Free Cash Flow generator, the execution of the Company's business and sustainability strategy, the benefit of acquisitions, and the Company's belief of the claims referenced under *Potential Tax Exposures and Legal Proceedings*. The words "continue", "expect", "anticipate", "estimate", "may", "will", "should", "views", "intend", "believe", "plan" and similar expressions are intended to identify forward-looking statements. Forward-looking statements are based on estimates and assumptions made by the Company in light of its experience and its perception of historical trends, current conditions and expected future developments, as well as other factors that the Company believes are appropriate in the circumstances, such as expected sales and industry production estimates, current foreign exchange rates, timing of product launches and operational improvement during the period, and current Board approved budgets. Many factors could cause the Company's actual results, performance or achievements to differ materially from those expressed or implied by the forward-looking statements, including, without limitation, the following factors, which are discussed in greater detail in the "Risk Factors" section of this Annual Information Form:

- North American and Global Economic and Political Conditions (including war) and Consumer Confidence
- Automotive Industry Risks
- Trade Restrictions or Disputes
- Changes in Laws and Governmental Regulations
- Dependence Upon Key Customers
- Pandemics and Epidemics, Force Majeure Events, Natural Disasters, Terrorist Activities, Political and Civil Unrest or War, and Other Outbreaks
- Financial Viability of Suppliers and Key Suppliers and Supply Disruptions (Material Availability or Disruption)
- Semiconductor Chip Shortages and Price Increases
- Inflationary Pressures
- Regional Energy Shortages
- Russia and Ukraine War and Middle East War
- Customer Consolidation and Cooperation
- Emergence of Potentially Disruptive EV OEMs
- Outsourcing and Insourcing Trends
- Competition
- Customer Pricing Pressures, Contractual Arrangements, Cost and Risk Absorption and Purchase Orders
- Potential Volatility of Share Prices
- Fluctuations in Operating Results
- Material and Commodity Prices and Volatility
- Scrap Steel/Aluminum Price Volatility
- Quote/Pricing Assumptions
- Launch Costs, Operational Costs and Issues and Cost Structure
- Potential Rationalization Costs, Turnaround Costs and Impairment Charges
- Return on Capital Investment
- Product Warranty, Repair/Replacement Costs, Recall, Product Liability and Liability Risk
- Product Development and Technological Change (Including Artificial Intelligence and Electrification)
- Cybersecurity Threats
- A Shift Away from Technologies in Which the Company is Investing
- Dependence Upon Key Personnel
- Limited Financial Resources/Uncertainty of Future Financing/Banking
- Acquisitions
- Joint Ventures
- Private or Public Equity Investments in Technology Companies
- Potential Tax Exposures
- Labour Relations Matters
- Sustainability (ESG) Regulation, Including Environmental Regulation and Climate Change and Human Rights and Supply Chain Issues
- Litigation and Regulatory Compliance and Investigations
- Anti-Trust and Competition Law Enforcement

- Risks of Conducting Business in Foreign Countries, Including China, Brazil, Mexico and Other Growing Markets
- Currency Risk
- Internal Controls Over Financial Reporting and Disclosure Controls and Procedures
- Loss of Use of Key Manufacturing Facilities
- Intellectual Property
- Availability of Consumer Credit or Cost of Borrowing
- Evolving Business Risk Profile
- Competition with Low-Cost Countries
- The Company's Ability to Shift its Manufacturing Footprint to Take Advantage of Opportunities in Growing Markets
- Change in the Company's Mix of Earnings Between Jurisdictions with Lower Tax Rates and Those with Higher Tax Rates
- Pension Plans and Other Post-Employment Benefits
- Dividends
- Lease Obligations

These factors should be considered carefully, and readers should not place undue reliance on the Company's forward-looking statements. The Company has no intention and undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

-

MARTINREA INTERNATIONAL INC.

1. CORPORATE STRUCTURE

Name and Incorporation

Martinrea International Inc. ("Martinrea" or the "Company") was formed under the *Business Corporations Act* (Ontario) by the amalgamation of several predecessor corporations by articles of amalgamation dated May 1, 1998 and continued business under the successor corporation, Royal Laser Tech Corporation. On June 4, 2002, the Company changed its name from Royal Laser Tech Corporation to Martinrea International Inc. pursuant to articles of amendment.

The Company's head and registered office is located at 3210 Langstaff Road, Vaughan, Ontario, L4K 5B2.

Intercorporate Relationships

A list of the Company's principal subsidiaries and their respective jurisdictions of incorporation as at December 31, 2025 is annexed hereto as Appendix "A". The Company's intercorporate legal structure is not indicative of the Company's operational structure.

Unless otherwise indicated or unless the context otherwise requires, all references in this Annual Information Form to Martinrea or the Company include Martinrea and its subsidiaries.

Martinrea currently operates in 57 locations, in ten countries, as shown below, with its corporate head office in Vaughan, Ontario. Martinrea's main sales and research and development technical center is in Auburn Hills, Michigan, and the Company has a sales and engineering office in Japan.

2. ABOUT MARTINREA

Martinrea is a lightweighting company and is an increasingly diversified and global supplier, engaged in the design, development and manufacturing of highly engineered, value-added Lightweight Structures and Propulsion Systems focused primarily on the automotive sector (see "*Description of the Business and Trends: Automotive Industry – General"*). In addition, the Company makes industrial products in its Flexible Manufacturing Group (FMG).

The Company, led by Pat D'Eramo (Chief Executive Officer), Rob Wildeboer (Executive Chairman), and the rest of the executive management team, is focused on innovation and providing advanced engineering solutions using its lightweighting expertise in metal forming, aluminum casting and other lightweighting materials to help automakers curb vehicle weight, while at the same time improving a vehicle's overall strength, safety and efficiency,

and using its fluids management and aluminum systems expertise to create solutions to meet the customer's demands for mobility, and leveraging machine learning and AI to advance the Company's manufacturing operations and business.

To continue to propel the Company forward, the Company has focused on building its culture (of entrepreneurship, lean manufacturing principles, and the Golden Rule philosophy) and implementing its Vision, Mission and 10 Guiding Principles throughout the Company, with a strategy based on four key pillars: having a high performance culture, operational excellence, superior financial management and a customer first focus (see *"Description of the Business and Trends: The Company's Vision, Mission, Culture and Business Strategy"*).

Since its inception, the Company has been executing its strategy with prudent, profitable growth through innovation and engineering, with talented people. At Martinrea, we believe our strength is in our people. The Company has created a diverse, equitable and inclusive culture, giving employees the opportunity to help the Company grow its footprint and expand its product offerings and areas of expertise with discipline, dedication and determination. The Company believes a culture based on treating people the way we want to be treated, with dignity and respect, is a critical component of a sustainable business and will be a sustainable competitive advantage over time (see *"Description of the Business and Trends: Sustainable Business"*).

The Company has grown from its founding as an automotive parts supplier in 2001 to become a leader in all of its product areas.

3. GENERAL DEVELOPMENT OF THE BUSINESS

In terms of automotive parts suppliers, Martinrea is a relatively young company, whose competitors have been in business in some cases for many decades. For this reason, we have included a brief history of Martinrea's business development as an automotive parts supplier from inception to the present.

History (2001 to 2014) Martinrea 1.0 – Building a Footprint

The Company's historical business before 2001 consisted primarily of the production of metal products including store fixtures and metal components. Since its founding in 2001 as an automotive supplier, the Company has focused on original equipment manufacturers ("OEMs") as a Tier One supplier (suppliers which supply components, assemblies, modules or systems directly to OEMs) in the automotive sector, and on large equipment manufacturers for its non-automotive business (see "*Description of the Business and Trends*").

In August, 2001, a new executive team joined the Company and set it on its path as a market leader in the production of metal forming and fluid systems parts, assemblies and modules particularly for the automotive industry: Rob Wildeboer, as Executive Chairman, Fred Jaekel, as President and Chief Executive Officer and Nick Orlando, as Executive Vice President and Chief Financial Officer. They were the co-founders of the Company.

From 2001 to 2014, the Company developed both through organic growth from customers awarding it new, incremental or takeover business (that is, business taken over from a competitor at the request of a customer) and through acquisition, seeing revenue increase from $26.5 million in 2001 to revenues of approximately $3.6 billion in 2014. During this time, the Company grew its footprint, managed the integration of acquisitions to improve efficiencies, had sizeable launch activity, strengthened product offerings, took advantage of technological capabilities, created more profitability, grew existing customers and added new customers, streamlined and restructured its operations (closing non-performing plants and expanding or building plants in areas where operations and production were growing), with most years (with the exception of the 2008 and 2009 recession) being record years in terms of revenues, volumes and profits, while continuing to implement the Company's strategy and its decentralized system and organization-wide entrepreneurial approach on a larger global platform as it expanded into new jurisdictions and geographies.

The Company made various acquisitions, expanding the Company's business and operations, each adding to the Company's capabilities, assets and revenues: (i) in 2002, the Company acquired the shares of Rea International Inc. ("Rea International") and Pilot Industries, Inc. ("Pilot"); (ii) in 2005, the Company opened its first metal forming plant in the United States, named Icon, in Corydon, Indiana, by acquiring assets and takeover business from an

insolvent competitor; (iii) in 2006, the Company acquired the assets of Depco International ("Depco") in Ontario, renamed Rollstar Metal Forming; (iv) in 2006, the Company acquired the North American body and chassis operations of the ThyssenKrupp Budd Company ("TKB"); (v) in 2009, the Company acquired the business of SKD Automotive Group ("SKD") which involved acquisitions of a plant in Mexico City, Mexico and Jonesville, Michigan, along with the related business, and the takeover of SKD's work in Canada along with the related equipment necessary to produce the work; and (vi) in 2011, in addition to focusing on growing its core business, the Company seized the opportunity to expand its business into the light–metal aluminum casting and machining industry through the acquisition from bankruptcy of substantially all of the assets of Honsel AG ("Honsel") to form the Martinrea Honsel Group (also called "Martinrea Honsel"). The Company partnered with Anchorage Capital Group, L.L.C. ("Anchorage") in the transaction which involved the acquisition of plants in Germany located in Meschede, Soest (which was later sold in 2015) and Nuttlar, as well as Madrid, Spain; Queretaro, Mexico; and Monte Mor, Brazil. In 2014, the Company acquired the minority interest in Martinrea Honsel from Anchorage so it now fully owns the aluminum casting and machining operations of Martinrea Honsel.

By 2014, Martinrea's footprint was in place.

Martinrea experienced increasing success and recognition from its largest customers General Motors, Ford, FCA, Daimler, JLR and Nissan, in terms of business wins (for both new and incremental business) and takeover business and in customer awards. Organic growth throughout this period included plant expansions in Canada, the United States and Mexico, and opening new plants across our area of operations. Martinrea also received consistent recognition from its customers in terms of customer performance awards.

The Company experienced challenges in the automotive industry in North America in 2008 and 2009 with the 2008 and 2009 global credit and economic crisis and the severe contraction of the North American, and global, automotive industry in particular. Yet, in the face of turmoil and despite the industry crisis, the Company survived and thrived, and focused on maintaining its strategy with hard work and dedication, resilience, responsiveness and discipline.

In November, 2014, Pat D'Eramo was appointed President and Chief Executive Officer.

Recent Developments in the Company's Business (2015 to 2025) Martinrea 2.0: One Martinrea and Driving the Culture

The second major phase in Martinrea's history began under the joint leadership of Pat D'Eramo and Rob Wildeboer, as they focused on the development of a One Martinrea concept, focused on a four-pillar strategy: driving a high-performance culture, operational excellence, superior financial management and a customer first focus. The Company developed its Vision and Mission founded on 10 Guiding Principles, as it focused on developing a unique and successful Martinrea culture.

2015 to 2022

During this period, the Company worked to continuously improve and deliver results and value to its shareholders and customers and experienced improved financial results in many areas. The Company continued to invest in its operations and business, and made several important strategic investments, while maintaining a strong balance sheet and returning capital to shareholders in the form of dividends and share repurchases under the Company's normal course issuer bid.

To emphasize focus on its business strategy, in the spring of 2016, the Company held a Global Leadership Conference (the "GLC") of the Company's operational leaders, bringing together its diverse culture to drive the strategy (and kickstart what became internally known as Martinrea 2.0). The Company held its second GLC in April, 2018, building upon the success of the 2016 leadership conference, with the goal of accelerating growth and execution of its strategy.

As the Company continued to develop and execute on its four-pillar strategy and as its lean manufacturing principles took hold, quality and performance generally improved throughout the Company. The Company's safety metrics also continued to improve throughout this period. Customer satisfaction also improved, as evidenced by

significant new product mandates in all areas of the Company's business and a number of customer awards over these years to the Company and many of its plants. The Company had many successful launches (both new and incremental) for multiple programs in all its business areas during this time.

To drive innovation, in 2016, Martinrea announced the construction of a new technical center in Auburn Hills, Michigan to combine its U.S. based sales, product engineering, purchasing and vehicle-lightweighting research and development activity into a single, state-of-the-art facility in close proximity to some of the largest vehicle manufacturers in the world. The construction and move to the new Auburn Hills Technical Center facility was completed in 2017. Substantial investments were made in a number of existing facilities. The Company expanded its presence in Asia by opening a sales and engineering office in Tokyo, Japan to further build relationships with Japanese automakers.

In 2018, the Company renewed its sales and marketing strategy, positioning its products and capabilities with the evolving needs of its customers. The Company launched the new commercial strategy, termed Project Breakthrough ("Breakthrough"), externally in early 2019 whereby the Company markets itself through two major product offerings, namely, Lightweight Structures and Propulsion Systems, to present product and systems solutions to customers, utilizing the Company's strengths in metal fabrication, both of steel and aluminum, and in fluid systems. The Company invested in lightweighting technologies and, over time, acquired over 20% of the outstanding shares of NanoXplore Inc. ("NanoXplore"), a Canadian company which produces graphene. The Company believes graphene may have applications in certain areas of its business. The Company also navigated through the uncertainties created by the United States Mexico Canada Agreement ("USMCA") negotiations and other global trade issues, such as steel and aluminum tariffs.

In late 2019, the Company announced an agreement to purchase the structural components for the passenger cars division of Metalsa S.A. de C.V. (the "Metalsa Acquisition") for a purchase price of approximately USD $19.5 million in cash, inclusive of working capital, less cash on hand, and on a debt free basis. The transaction enhanced and diversified the geographic and customer reach of the Company's Lightweight Structures group, and provided added engineering capability in Europe.

2020 was a year of challenges and opportunity, as the Company completed the Metalsa Acquisition on March 2, 2020 and began the integration of the plants into its operations in the midst of the COVID-19 outbreak, which was declared a global pandemic by the World Health Organization on March 11, 2020 (the "COVID-19 Pandemic" or "COVID-19"). The COVID-19 Pandemic, and related governmental and other actions, including travel bans, social distancing, quarantines, stay-at-home orders, border closures or restrictions and similar mandates, caused many businesses to curtail or cease normal operations. Despite this, the Company weathered the storm, obtained new business, generated good financial results and had a number of accomplishments. The Company developed industry-leading safety protocols, and worked with the government to ensure a safe return to work and safe environment for its team. The Company manufactured ventilator stands and medical grade face masks to help its employees, customers and local communities during the COVID-19 Pandemic, which all contributed to keeping people safe. The Company's safety and quality records improved further as the Company continued to drive the importance of a safety culture. The Company had also engaged a third-party consultant to assist in refining and updating its sustainability strategy, and commenced the rollout of that strategy in the latter half of 2020.

The volume recovery in 2020 from the impact of COVID-19 had been beneficial to the Company but the strong demands also put pressure on the Company's operations and supply chain. Operationally, the Company continued to quote new business and launch new products coming out of the COVID-19 shutdown period, thereby enduring the challenges originating from the pandemic. The Company continued to focus on its lean strategy. The Company announced approximately $300 million in new business awards in 2020 from a broad variety of customers, which were planned to launch over the next several years. The Company continued the integration of the Metalsa Acquisition, despite the challenges faced by border restrictions. The Company remained very excited about the Metalsa Acquisition, as it helped to diversify the Company's customer base adding significant revenues with two key customers, transforming its steel metal forming group from a North American to a global player, adding engineering capabilities in the heart of Germany to support both European and North American customers, enhanced lightweight, multi-material joining technologies, and established capacity in needed areas.

In November, 2020, using NanoXplore's patented technology and the Company's engineering team, the Company announced the development of its Graphene and Nylon Coated Brake Lines, which were approved for use

on one of its customer's products to convert a current production of standard brake lines to the more durable graphene enhanced lines to allow for greater abrasion protection, improved chemical resistance, better performance under high temperatures, a 25% weight reduction compared to standard brake lines and an improvement in safety. This technology would later win engineering recognition in 2022 with a PACE award for GrapheneGuard®.

The foundation of the Company's culture rests on 10 Guiding Principles, a guide to who we are and who we want to become. In late 2020, the Company made some changes to its 10 Guiding Principles to reflect its continuing evolution, including embedding sustainability officially into the Company's DNA by adding a new principle: "Leave it better." The Company also changed its principle on diversity to be "we are a diverse and inclusive team" to ensure that diversity and inclusion are part of the Company's core principles (s*ee "Description of the Business" and "Risk Factors"*).

The year 2021 marked the Company's 20th anniversary as an auto parts manufacturer, a significant milestone for the Company. Challenges affecting the Company and the automotive industry resulting from the COVID-19 Pandemic continued in 2021, after the brief reprieve of the volume surges in the latter half of 2020. Lockdowns and other restrictions resulting from the COVID-19 Pandemic, as well as changes in consumer buying patterns during this period, manifested in a number of supply chain challenges in the automotive industry, most notably global semi-conductor shortages, which impacted the operating and financial performance of the Company, and that of its customers and suppliers throughout the year. The Company had limited visibility on production schedules in this environment as, quite often, customers had "called off" scheduled production releases on short notice based, in part, on the diminished line of sight from their own supply chain. This uncertainty hindered the Company's ability to manage labour costs through flexing staff in response to changes in volume. Additionally, a number of the Company's higher-volume programs were disproportionately impacted by these temporary shutdowns and, as such, the Company's sales mix was affected negatively during the year.

Cost inflation in labour, commodities, and energy, as well as a shortage of skilled labour in many of the Company's operating regions, were additional headwinds weighing on the Company's financial performance during the 2021 year. At the same time, the Company worked through a substantial backlog of new business launch activity – a function of programs that were scheduled to launch in 2020 getting pushed out to 2021 due to customer timing impacts resulting from the COVID-19 Pandemic, and programs scheduled for 2021 launching as planned.

The Company also formally established its Martinrea Innovation Development (MiND) initiative, with the purpose of incubating, developing and funding innovative technologies that are strategic to Martinrea's portfolio. By the end of 2021, Martinrea held three equity investments, including its investment in NanoXplore, its VoltaXplore 50/50 joint venture with NanoXplore (which was later sold to NanoXplore in 2023, as noted below), and a minority equity position in AlumaPower Corporation, a private company developing aluminum air battery technology for a variety of end markets, including automotive.

Notwithstanding improved financial performance in 2022, the Company continued to deal with challenges on multiple fronts, including ongoing supply-related production disruptions (albeit reduced), inflationary cost headwinds, tight labour market conditions, the impacts of the Russia/Ukraine war and instability around an energy crisis in Europe.

In September, 2022, Martinrea was named a 2022 Automotive News Pace Award Winner for its Brake Lines with GrapheneGuard® (described above), which marks the first use of graphene in an automotive brake line application.

The Company held its third GLC in October, 2022. The GLC brought together 150 of the organization's top leaders from across the globe to discuss the Company's strategic direction and priorities for the future, which included a continued focus on its four-pillar strategy of: a high-performance culture, operational excellence, disciplined financial management, and a customer first focus.

Three Year History (2023 – 2025)

The Company continued to make progress in 2023 in the face of both new and ongoing challenges. Revenues and Adjusted Operating Income[1] increased, coming in at approximately $5.3 billion and $297 million respectively, both Company records. While supply-related production disruptions, inflationary cost pressures, and tight labour market conditions persisted, these pressures eased throughout the year, which when combined with commercial settlements achieved through negotiations with our customers drove an improvement in our operating performance and financial results. Importantly, the Company generated $190 million in Free Cash Flow[1], the highest for the Company to date. The Company achieved these results in the face of a challenging industry backdrop which was made possible through strong operational execution, as well as a disciplined approach to capital allocation, including capital spending.

Employees represented by the United Auto Workers (UAW) at General Motors, Ford, and Stellantis went on strike in 2023 at multiple locations, beginning on September 15, 2023. The strike lasted until November 20, 2023 when the UAW announced that employees at each of the Detroit 3 OEMs had ratified new labour agreements. The strike had a minor impact on the Company's operations in the third quarter, and a more pronounced impact in the fourth quarter given the timing of the strike actions.

In addition to continued supply chain issues, inflationary cost pressures, labour shortages, and the UAW strike, geopolitics remained front and center in 2023, including the continuing Russia/Ukraine war and the Israel/ Hamas war.

Finally, governments across the Western World started to reconsider their approach to trade with China resulting in increasing tariffs in some cases and introducing additional trade restrictions in others.

There were a few notable strategic developments in 2023.

On February 27, 2023, the Company announced the acquisition of the assets of Effenco Development Inc. ("Effenco"). Effenco designs, manufactures, and markets innovative technologies for the electrification and connectivity of heavy-duty vocational trucks. The Effenco Hybrid Electric solution augments the vehicle's powertrain and electrifies onboard equipment utilizing a unique ultracapacitor based technology which reduces greenhouse gas emissions significantly while also reducing engine usage hours, fuel consumption, noise pollution, and related maintenance costs. In 2021, Effenco was named a Global Cleantech 100 company. Effenco is a global technology leader in the innovative use of ultracapacitors. The Company is very pleased with this acquisition and looks forward to building on Effenco's leading-edge technology.

In March, 2023, the Company announced the sale of its 50% equity stake in the VoltaXplore joint venture to NanoXplore for an aggregate equity consideration of $10 million, paid in NanoXplore shares, resulting in a gain on disposal of $5.3 million as reflected in the Company's financial statements. The purpose of the VoltaXplore joint venture was to launch a demonstration facility showcasing the value proposition of graphene-enhanced lithium ion batteries. As part of the sale of its equity interest in VoltaXplore, the Company increased its equity ownership in NanoXplore from 21.1% to 22.7%. The Company also extended its existing graphene supply agreement with NanoXplore by another 5 years, or to 2033.

In addition, in 2023, the Company made additional investments in AlumaPower Corporation.

---

[1] The Company prepares its financial statements in accordance with International Financial Reporting Standards ("IFRS"). However, the Company considers certain non-IFRS financial measures as useful additional information in measuring the financial performance and condition of the Company. These measures, which the Company believes are widely used by investors, securities analysts and other interested parties in evaluating the Company's performance, do not have a standardized meaning prescribed by IFRS and therefore may not be comparable to similarly titled measures presented by other publicly traded companies, nor should they be construed as an alternative to financial measures determined in accordance with IFRS. Non-IFRS financial measures include "Adjusted Net Income", "Adjusted EBITDA", "Net Debt", "Adjusted Operating Income (Loss)", "Adjusted Operating Income Margin", "Net Debt" and "Free Cash Flow" (which are referenced in this Annual Information Form). Reconciliations of the non-IFRS financial measures to their most directly comparable IFRS financial measures are contained in the Company's management discussion and analysis of operating results and financial position for the relevant year ended December 31 under the heading "Overall Results" and/or "Adjustments to Net Income (Loss)" and/or "Liquidity and Capital Resources", a copy of which is available on www.sedarplus.ca.

In March, 2023 the Company issued its third sustainability report. The report highlights notable achievements the Company made regarding its environmental, social, and governance practices. In 2023, the Company also continued to focus on its target to reduce carbon emissions by 35% by 2035 (see *"Sustainable Business"*).

In 2024, the Company continued to emphasize its culture in terms of its commitment to people, service, lean thinking and entrepreneurship. With the commitment and dedication shown by the Company's global team during the difficult and challenging times over the past few years, including the COVID-19 Pandemic, the semi-conductor chip shortage, other supply chain disruptions and inflationary pressures, the Company continued to see the Martinrea team rise to the occasion.

Despite many industry challenges, the Company's 2024 financial results were moderately lower in 2024 from 2023, with sales of $5.0 billion and an Adjusted Operating Income[1] of $266.7 million. Martinrea generated $183.8 million in Free Cash Flow[1]. The strong Free Cash Flow performance mainly reflected lower capital expenditures, which is a function of EV program delays and traditional internal combustion engine ("ICE") programs (which require a lower level of capex) being extended, as well as improved capital management overall. Martinrea is establishing itself as a consistent generator of strong Free Cash Flow[1].

Overall light vehicle production volumes in 2024 ended below the levels originally expected by IHS Markit and other industry forecasters. Despite relatively robust industry sales volumes, there was an excess build-up of inventories, particularly among the Detroit 3 OEMs, and most notably with Stellantis, a significant customer of the Company. During the fourth quarter, OEMs lowered production to adjust their inventories to the level of demand. Production call-offs were often on short notice, which made it difficult to flex labour and other costs.

Further, there was a slower-than-expected ramp-up in electric vehicle ("EV") sales, which has resulted in an underutilization of assets on EV programs across the automotive parts industry. While the Company took a cautious view on EV adoption and protected itself through contract terms and capital paid upfront by the customer in some cases, it has not been enough to offset the pressure on margins given the magnitude of the volume shortfall.

In January, 2024, the Company announced Fred Di Tosto had been appointed President of the Company. Mr. Di Tosto held the role of Martinrea's Chief Financial Officer from 2011 until July 1, 2024. He also had previously been the Executive Vice President of its Flexible Manufacturing Group. With his promotion to President, Mr. Di Tosto assumed more executive leadership of Martinrea's operating groups. He reports to Pat D'Eramo, who continues as Chief Executive Officer and as a member of the Company's board of directors.

In June, 2024, the Company announced Peter Cirulis had been appointed as Chief Financial Officer of the Company effective July 1, 2024. Mr. Cirulis has been Martinrea's Executive Vice President, Aluminum Group since 2018. The appointments of Mr. Di Tosto as President and Mr. Cirulis as Chief Financial Officer in 2024 reflect the continued growth of the leadership group at Martinrea.

The Company issued its fourth sustainability report (the "2023 Sustainability Report") in February, 2024. The 2023 Sustainability Report was named winner of the 2024 APEX Award for Publication Excellence! Yahoo! The APEX Awards celebrate excellence in graphic design, editorial content and overall corporate communications. The Company's 2023 Sustainability Report stood out amongst a high number of qualified submissions, earning recognition for its clarity, comprehensive coverage and impactful presentation.

The Company held its fourth Global Leadership Conference (GLC) in September, 2024. The GLC brought together 150 of the organization's top leaders from across the globe to discuss the Company's strategic direction and priorities for the future. While covering a broad range of topics at the conference, there was clear emphasis on the plant of the future, innovation, as well as Martinrea Operating System (MOS), the Company's lean management approach. Presentations to attendees included the Company's plan to scale machine learning throughout the organization in detail, in addition to innovations taking place in the Company's internal research and development efforts, and the Martinrea Innovation Development initiative, or what the Company commonly refer to as MiND.

In 2024, Martinrea was recognized for multiple supplier quality and diversity awards.

While 2025 production sales of $4,610.7 million were down slightly compared to 2024, owing to relatively flat vehicle production volumes in North America, the Company improved its Adjusted Operating Income Margin[1] to 5.6% (up from 5.3% in 2024) and generated $198.2 million in Free Cash Flow[1] (before IFRS-16 lease payments), a new record for the Company. This reflected a strong performance in the face of some notable industry headwinds, including lower-than-expected EV volumes resulting in overcapacity and margin pressure across the industry; U.S. tariffs on vehicles and other imported components, which affects some of the Company's key inputs; and supply chain issues, including a fire at a major U.S. plant of one of the industry's key aluminum suppliers and a disruption at a major Chinese semiconductor company due to a trade dispute. The Company was also impacted by a production disruption affecting the second half of 2025 due to a cybersecurity attack at one of its major European OEM customers. These challenges were offset through continued operational improvements, a SG&A reduction program, and commercial negotiations with the Company's customers to offset EV volume shortfalls and for tariff relief.

In October 2025, Martinrea acquired the assets of Lyseon North America Inc., a single-plant operation in Tulsa, Oklahoma engaged primarily in manufacturing metal parts and assemblies for school buses. The acquisition adds business with International Motors (formerly Navistar), a high-quality customer that the Company sees opportunity to grow with over time, in both buses as well as commercial vehicles. This acquisition broadens the Company's product offering and further diversifies the business in non-automotive end markets with high growth potential.

The Company finished 2025 with over 16,000 skilled and motivated people in 57 locations (including sales and engineering centers) in Canada, the United States, Mexico, Brazil, Germany, Spain, South Africa, Slovakia, China and Japan.

Current Financial Year

Subsequent to year end, during the first quarter of 2026, the Company acquired a 10% equity interest in Polyalgorithm Machine Learning Inc. (PolyML), a provider of advanced machine learning and data analytics solutions. PolyML's proprietary Fiins AI technology serves as the core intelligence behind Martinrea's adaptive welding software platform, which is driving significant improvements in weld quality, efficiency, and energy usage. Fiins AI is also deployed in press health monitoring, providing early warning insights that substantially reduce unplanned downtime and maintenance costs. Fiins AI is a key component of Martinrea's machine learning initiative, and the Company's Advanced Manufacturing Team (AMT) is making great progress in scaling this and other innovative technologies across the organization.

The Company expects to continue to develop as a leading automotive and industrial supplier in 2026 navigating these issues and other issues discussed herein, and beyond, as it pursues its strategies as described herein and in the Management's Discussion and Analysis of Operating Results and Financial Position for the year ended December 31, 2025 (see "*Additional Information*" and *"Description of the Business and Trends"*).

Significant Acquisitions and Significant Dispositions

Since 2001, the Company has completed several major acquisitions (see *"General Development of the Business*" above); however, over the past several years, the Company has primarily expanded its business through organic growth. In the last three year period, there have been no significant acquisitions or significant dispositions, within the meaning of securities law.

4. DESCRIPTION OF THE BUSINESS AND TRENDS

Overview

As noted above under "*About Martinrea*", Martinrea is an increasingly diversified and global supplier, engaged in the design, development and manufacturing of highly engineered, value-added Lightweight Structures and Propulsion Systems focused primarily on the automotive sector.

Reporting Segments

The Company defines its operating segments as components of its business where separate financial information is available and routinely evaluated by the Company's chief operating decision maker ("CODM") which is the Chief Executive Officer. Given the differences between the regions in which the Company operates, the Company's operations are segmented on a geographic basis between North America, Europe and Rest of the World. The Company uses segment operating income as the basis for the CODM to evaluate the performance of each of the Company's reporting segments. The Company's external sales by reporting segment for 2025 and 2024 were as follows:

Reporting Segment	2025 (Cdn $ in thousands)	2024 (Cdn $ in thousands)
North America	3,678,359	3,789,821
Europe	1,034,416	1,115,023
Rest of the World	126,953	134,455
Eliminations	(17,877)	(25,172)
Total	**4,821,851**	**5,014,127**

Automotive Industry

Automotive Industry Highlights and Trends

Martinrea competes primarily in the light vehicle segment of the global auto parts industry with a principal focus on North America (Canada, the United States and Mexico), and also has operations in Europe, South America and Asia. Martinrea operates in a business which is impacted by various economic, industry, technological and other trends. The automotive industry remains one of North America's and the world's largest and most competitive industries, and has faced many challenges (for example, the automotive recession of 2008 and 2009, the COVID-19 Pandemic and the global semi-conductor shortage), and continues to face similar and different challenges, including inflation, supply chain disruptions, labour shortages and other difficulties, such as trade and tariff issues and the potential shift to EVs. The global automotive industry is a complex and increasingly high-tech industry, sensitive to a broad range of macro-economic and political factors. A number of important developments and trends have impacted the automotive sector in the recent past and are expected to continue into the future. Some of these trends are discussed below and in the "Risk Factors".

The Company believes it is well positioned to capitalize on the opportunity these challenges bring due to its geographical footprint, lightweighting and propulsion systems capabilities (which are agnostic to the type of metal used or the propulsion system), engineering expertise and focus on innovation (see *"Description of the Business and Trends: The Company's Vision, Mission, Culture and Business Strategy" and "Risk Factors"*).

<u>The Position of an OEM Supplier in the Automotive Industry</u>

The automotive industry is and remains one of the largest and most competitive industries in the world. Several trends affecting the automotive industry substantially affect the business environment for independent suppliers like Martinrea, including: (i) the focus on electrification, including uncertainty regarding the pace of electric vehicle ("EV") adoption and the extended relevance of hybrid and internal combustion engine ("ICE") platforms; fuel efficiency and emission reduction leading to trends in lightweighting; (ii) the increasing impact of, and uncertainty created by, environmental and other government regulation; (iii) the impact of, and uncertainty created by, trade policies or trade wars, including tariffs or threatened tariffs between the United States and Canada and Mexico, evolving trade relationships with China, the upcoming mandatory review of the USMCA in 2026, and geopolitical issues resulting in, or that may result in, a trend to nearshoring or that may substantially impact the pricing and affordability of products and services and trade agreements; (iv) ongoing pressure on suppliers to reduce prices which can translate into increased risk exposure for suppliers; (v) the outsourcing of components, assemblies and complete systems from OEMs to sophisticated, independent suppliers; (vi) the expansion of foreign-owned OEMs in North America and their increased emphasis on North American-sourced content; (vii) the impact on the supply chain of issues, like energy shortages, global conflict, trade issues, talent shortages and inflation; (viii) shift in demand from passenger car to light truck (including SUV/CUV); (ix) the role of autonomous vehicles, connectivity and shared

mobility; (x) the continually increasing participation by suppliers in the design and engineering of automotive components and complete vehicle subsystems at an early stage of the design process; (xi) the continuing consolidation of the OEMs' supplier base; (xii) platform consolidation; (xiii) the growth of automotive production in emerging markets along with an emphasis on global platforms; (xiv) the continued focus on a company's sustainability policies, including governance, environmental (such as climate change and green energy adoption) and social (such as diversity and human rights) policies; (xv) the importance of production volumes; (xvi) global conflict or war in different regions; (xvii) the increasing adoption of artificial intelligence, machine learning, and advanced automation in manufacturing operations; (xviii) the increasing focus on supply chain resilience, diversification, and regionalization of production in response to recent disruptions; and (xix) inflationary pressures. In addition to increased supplier dependency, OEMs have come under substantial regulatory and competitive pressure to simultaneously improve vehicle safety and reduce vehicle weight. Substantive weight reduction is expected to ensue as OEMs continue to identify and develop uses for higher strength-to-weight materials and improved manufacturing processes, as well as an increased emphasis on lighter weight materials such as aluminum and higher strength steels in response to the aforementioned pressures. Many of these trends have created opportunities for the Company and the industry. However, there is also uncertainty on how a change in some of the trends may impact the automotive industry, such as a loosening of environmentally focused regulation.

Lightweighting

Participants in the automotive industry are constantly searching for ways to reduce vehicle weight, through lighter or alternative materials (such as aluminum or higher strength steels) or better processes. This is called lightweighting and is a significant trend in the industry. Methods such as hydroforming or hot stamping can be used to manufacture parts and assemblies from steel which are lighter than those produced by other methods of production such as conventional stampings, while maintaining or even improving strength. The same goes for advanced casting processes, which can produce lighter castings by gauge reduction or more complex shapes with an integration for additional functionalities. This trend has manifested itself in the increased use of materials such as aluminum, plastic, advanced high-strength steels ("AHSS") and other materials, which are designed to reduce vehicle weight and increase fuel efficiency. Industry participants, such as Martinrea, that can capitalize on this trend can enjoy a significant competitive advantage. Martinrea believes that its lightweighting strategy makes it a market leader in this area.

The Company believes the aforementioned technology areas and lightweight materials can be synergistic with clean and sustainable development and are a key facet of the Company's technology cadre with "green" technology developments such as capless refueling systems, increased use of AHSS/Ultra High Strength Steel stampings, Infinicote®, AluThinFer® and GrapheneGuard®.

The Company's investment in NanoXplore is consistent with the lightweighting possibilities of using graphene in its products. Martinrea developed a graphene-based brake line, based on GrapheneGuard®, which is being used on several customer platforms, and can help to improve the performance for corrosion, abrasion and reduce vehicle weight.

Lightweighting has primarily been driven in the near-term by more stringent fuel economy and emissions standards; longer-term demand may be driven by a relative growth in EVs, which have an increased need for reducing weight. Lightweighting is also a key strategy to address tightening fuel economy and emissions standards, as a reduction in vehicle weight can lead to an improvement in fuel economy. There has been some uncertainty in the timing and the adoption rate of EVs in certain markets. However, lightweighting is a key strategy for EVs. The average battery electric vehicle ("BEV") is heavier than the average ICE vehicle due to a combination of battery weight and additional electronics. In addition to being heavier, EVs have a heightened need for lightweighting, as decreasing vehicle weight can increase vehicle range. BEV driving range can also be adversely affected by temperature extremes, furthering the push towards lightweighting. In part, as a consequence of the above factors, management believes OEMs will continue to seek to reduce the weight of light vehicles, primarily by reducing the volume and weight of steel used in automobile manufacturing, to be replaced with lightweight materials such as aluminum, high tensile strength steel, plastics and composite material. The bulk of a light vehicle's weight is steel and aluminum, areas in which the Company specializes. The Company also has skill at joining unlike materials.

Focus on CO2 Emissions Reduction and Fuel Efficiency

Because of sustainability considerations and government regulatory requirements in North America, Europe and Asia, consumer demands and increases in fuel costs over the years, OEMs have increasingly focused on fuel efficiency, which has resulted in an increasing push for more efficient, cleaner, and smaller-displacement engines. Often, this focus is on alternative fuels, the development of hydrogen fuel cells, "hybrid" vehicles, diesel requirements based technology, battery-assisted devices, or more efficient ICE vehicles. Utilization of lighter-weight products can reduce overall vehicle weight and can increase fuel efficiency and lower the cost of driving a vehicle.

Along with fuel efficiency, the automotive industry has in the past and is continuing to focus on emission reductions. Guidelines and regulations have become increasingly stringent as governments and consumers have become more focused on sustainability issues such as climate change, greenhouse gas emissions, renewable energy and pollution. However, there is a trend in certain jurisdictions, including the United States, to lessen environmental regulation, which may reduce demand for certain lightweighting and emissions-reduction technologies while potentially extending the production life of ICE platforms in certain markets. Automotive suppliers that can produce products that help to reduce emissions, such as the Company's expertise in light weighting, and propulsion systems, can have a significant competitive advantage, though the pace of adoption of such technologies may vary depending on the regulatory environment.

Electrification, Hybrid, Alternative Energy, ICE Efficiency and EV Transition Pace

The automotive industry continues to experience a transition toward EVs (full or partial), though the pace of this transition has been slower than previously anticipated. Factors, such as stricter emission regulations, electric vehicle requirements, lower battery costs, more widely available charging infrastructure, and increasing consumer acceptance may create momentum for penetration of electrified vehicles in the coming years. Certain jurisdictions have announced intentions to phase out the sale or registration of new ICE vehicles in the future which may drive increased emphasis on electrified or other powertrains. As a result, automobile manufacturers have become increasingly focused on the development and manufacture of hybrid, electric and other alternative-energy vehicles, as well as increasing the efficiency of the ICE vehicle.

However, the current regulatory environment in certain jurisdictions, including the United States and Canada, has resulted in a relaxation of EV mandates and, in some cases, incentives, which could further moderate the pace of EV adoption. Hybrid vehicles may serve as a longer-term transition technology than previously anticipated. In recent years, there was a slower-than-expected ramp-up in EV sales, which resulted in an underutilization of assets on EV programs across the automotive parts industry. These developments have extended the production life of traditional internal combustion engine platforms, which has benefited suppliers with significant ICE content through lower capital expenditure requirements. While there is uncertainty in the timing and adoption of pure EVs, the Company expects there to be a continued demand for hybrid vehicles.

The speed of EV adoption will likely be determined by the interaction of consumer demand (partially driven by total cost of ownership), regulatory push at the regional and local level, and may vary depending on consumer location and infrastructure. Through continuous improvements in battery technology and cost, range differences may become less pronounced, and electrified vehicles are expected by many to gain increasing market share from conventional vehicles over time. With battery costs potentially decreasing over the next decade, electrified vehicles may achieve cost competitiveness with conventional vehicles, creating one of the most significant catalysts for market penetration, based on economic alternatives. A trend toward electrified vehicles drives demand for solutions to help extend driving range from a single battery charge.

The Company is focused on the opportunities presented by electrification with respect to content on battery electric vehicle platforms, and an increasing focus on EV products such as electric motor housings and battery enclosures, (see "*Recent Developments in the Company's Business (2015 to 2025) Martinrea 2.0 – One Martinrea and Driving the Culture*" above). The Company also continues to pursue opportunities in this area with its propulsion systems business. While there are opportunities to grow the Company's business in this area, there may also be: a strong level of investment required to grow or maintain market share; pricing pressure on, and migration of value away from, traditional products in order for OEMs to accommodate the cost of battery systems and electrified products; quoting risk and technology risks, as well as lack of warranty experience with electrified products; potential

risk of OEMs insourcing, a greater proportion of EV components and systems production and a potential long-term displacement of some mechanical products where there are alternative electrified solutions.

At the same time, it is important to note the timing of electrification is not certain; this trend could take a long time to materialize in a meaningful way (absent regulatory requirements) and electrified vehicles may include a large portion of hybrid electrics, which means that the internal-combustion engine will likely remain very relevant for some time. However, with reduced EV volumes, the Company is seeing more activity in new ICE engine development, which is an opportunity for the Company.

The trend toward vehicle electrification has led to the emergence of EV-focused OEMs, some of which have become Company customers.

Geopolitics, Trade Policies, Tariffs and Resulting Impact

Government trade policy affects the industry and the automotive supply chain. The current trade environment is characterized by significant uncertainty, with tariffs imposed or threatened (including retaliatory tariffs) on many countries including Canada, Mexico, China and who have or may impose retaliatory tariffs. The USMCA is subject to a mandatory joint review by the parties in 2026, which creates additional uncertainty regarding the future of North American trade arrangements. Changes to the USMCA, or failure to renew the agreement, could materially impact the automotive industry generally and the Company's business. Other examples during the last decade of trade issues include the ratification of the Comprehensive and Progressive Agreement for Trans-Pacific Partnership ("CPTPP") by Canada without the United States, the renegotiation of the North American Free Trade Agreement ("NAFTA") resulting in the USMCA and global trade issues between the United States, Canada and China, and Brexit (which have, in some cases, resulted in or may result in tariffs, border adjustment taxes or changes to rules of origin).

Global trade issues (or trade wars) (including disputes and tariffs and changing trade agreements) have created uncertainty in the automotive industry, which has affected valuations for some companies. Trade tensions between Canada, the United States and China have also contributed to broader uncertainty in global trade policy, including potential impacts on North American trade arrangements. The current trade environment reflects a combination of bilateral disputes, evolving trade agreements, and geopolitical considerations that may affect the automotive industry's integrated North American supply chain. These issues could materially impact the automotive industry generally and the Company's business (see "*Risk Factors*" and "*Changes in Law and Government Relations*").

Trade policy, including any potential changes to existing agreements, and increasingly the use of international tariffs in regard to automobiles and automotive parts have become major areas of negotiation in the recent past and are anticipated to continue to be so in 2026 and in future.

Environmental Regulation and Government Regulation

As discussed above, the automotive industry is influenced by a number of trends and regulations, including those relating to the reduction of the carbon footprint of vehicles and the enhancement of passenger safety. The Company is subject to a variety of federal, state, provincial, local and foreign environmental laws and regulations, including those related to greenhouse gas ("GHG") emission reductions and fuel efficiency measures. These laws, regulations and guidelines and the enforcement thereof, have become increasingly stringent as governments and consumers have become more focused on issues such as climate change, GHG emissions, renewable energy and pollution (or in some jurisdictions (including some jurisdictions where the Company operates) aim to phase out the sale or registration of new ICE vehicles in the future which may drive increased emphasis on electrified or other powertrains). New environmental regulations are passed frequently, and can have onerous requirements. Automotive suppliers that can produce products that reduce emissions can have a significant competitive advantage. Notwithstanding the foregoing, there may also be a trend in certain jurisdictions to lessen environmental regulation. Recently, the regulatory environment in certain jurisdictions, including the United States and Canada, has resulted in a relaxation of EV mandates and, in some countries, incentives.

The Company's operations and facilities are also subject to extensive laws and regulations relating to the transportation, recycling, treatment, storage and disposal of various industrial chemicals and metals, discharges of pollutants to the land, air and water, and the remediation of contaminated soil, surface water and groundwater, as well

as laws and regulations, with respect to workers' health and safety and labour standards (see "*Description of the Business and Trends: Sustainable Business: Environmental Sustainability"*).

Other government regulation that impacts the automotive industry includes greater governmental regulation seeking to improve vehicle safety, vehicle reliability and vehicle recyclability; labour standards; occupational health and safety; human rights (including human rights in the supply chain); waste disposal; toxic substances; land use; environmental protection; government enforcement of antitrust and competition laws, particularly by the United States Department of Justice and the European Commission and the use of tariffs in trade negotiations.

The Company believes it is well positioned to capitalize on the trends changing regulation brings, given its expertise in lightweighting and propulsion systems, which will enable it to have content on vehicles, including EVs, should that trend continue. However, there can be no assurances that the Company will be able to adapt to the changing regulatory environment and the applicable laws, regulations and policies and various other governmental regulations, in particular tariffs that significantly or materially increase the pricing of products and vehicles (see "*Description of the Business and Trends: Automotive Industry General - Metal Forming (Steel and Aluminum), Machining and Assemblies" and "Sustainable Business"* and *"Risk Factors"*).

Pricing Pressure and Risk Exposure for Suppliers

Automotive suppliers consistently face a major challenge through continuing customer pressure to lower prices or bear costs. Such pricing pressure has manifested itself in various forms, including: one-time price reductions requested by OEMs; long-term supply agreements containing pre-determined price reductions at specified intervals; and the assumption of design, engineering, prototype, warranty and tooling costs by suppliers. Additionally, it has become increasingly common for OEMs to ask for amortization of tooling that would traditionally be paid for in full around the time of launch. OEMs have become more inclined to recall vehicles with potentially faulty product, which may have an increased replacement cost, even where the root cause has not been agreed with the OEM. This downward pressure on the price of automotive parts together with the additional program risk has been coupled with increased production, labour, materials and overhead costs. OEM contracts are one sided as many OEMs seek to shift risk and cost to the supplier base, and it may be increasingly difficult to pass on higher costs arising due to inflation or other unforeseen events that did not exist at the time of the quote, such as tariffs. Automotive suppliers have, as a consequence of lower per part margins, been forced to consolidate operations or to combine with each other in order to leverage economies of scale and operating synergies. Many automotive suppliers have experienced financial distress resulting from customer pricing pressures and other automotive related factors, such as higher input costs, inflation, legacy costs and volume reductions (see also "*Risk Factors*" and "*Trade Policies, Tariffs and Resulting Impact"* above). Supplier bankruptcies have occurred in the past**,** and further bankruptcies may occur in the future. Pricing pressure continues and is expected to remain a feature of the automotive supply base.

Outsourcing

Pricing pressures experienced by OEMs have led them to outsource more automotive parts, engineering/design and systems. The extent of outsourcing is dependent upon a number of factors. It depends principally upon the cost, quality and timeliness of external production relative to in-house production by OEMs, but it is also influenced by other factors such as the degree of unutilized capacity in the manufacturing facilities of the OEMs and collective bargaining agreements (lower labour, pension and benefit costs may lead to less outsourcing in certain areas and even some insourcing where cost effective). However, given the increased utilization of capacity at many of the OEMs, and the increased specialization and efficiency of many automotive parts suppliers, insourcing may be limited in scope and to certain areas, such as module assembly and newer competitive technologies such as battery construction and e-motor assembly.

Historically, virtually all automotive suppliers manufactured and shipped parts to OEMs in accordance with design and engineering specifications supplied by OEMs. OEMs generally purchased the same or similar parts from several suppliers, obtained a substantial number of parts from their affiliated parts manufacturers and performed a significant portion of sub-assembly in-house. In addition, design and quality control testing was generally performed by OEMs themselves. OEMs now generally expect their suppliers to participate in the design and engineering of parts and to assume even greater responsibility for total quality management and warranty. Companies that supply components, assemblies, modules or systems directly to OEMs, and which design, engineer, manufacture and conduct performance validation and quality control testing, are referred to in the automotive industry as "Tier One" suppliers.

Tier One suppliers generally have the capability to supply these components, assemblies, modules or systems to OEMs on a just-in-time sequential basis, which enables OEMs to reduce inventory levels. In producing components, assemblies, modules or systems for OEMs, Tier One suppliers may rely on other suppliers (referred to as "Tier Two" suppliers), for the supply of input components or parts. Tier Two suppliers and their suppliers (referred to as "Tier Three" suppliers) generally have specific technical or engineering skills or a niche product that the Tier One supplier would purchase for inclusion in an overall product for sale to an OEM. Tier Two and Tier Three suppliers are generally not a competitive threat to Tier One suppliers, and they often partner together on contracts as their skills are complementary.

Virtually all North American operations of foreign-owned OEMs currently purchase a significant number of parts from their foreign-based suppliers. Foreign-owned OEM production in North America has increased and is expected to increase in relation to vehicle importation, as facilities reach production capacity and new facilities have commenced production. With increased emphasis on North American content provided in trade agreements, and in particular the USMCA, and imposition of tariffs on imported parts, foreign-owned OEMs are expected to rely on increased out-sourcing to increase the North American content of their vehicles.

The North American market for outsourcing of automotive parts, components and assemblies has traditionally been over US$250 billion per year.

Production Volumes

At the industry macro level, despite concerns in the markets about the impacts of trade policies, geopolitical issues, monetary policy tightening, electric and autonomous vehicles, the COVID-19 Pandemic and related global semi-conductor chip shortages and other matters, the Company believes the automotive industry remains fundamentally healthy in North America and Asia, with some challenges in Europe and Brazil, and is expected to generate fairly strong sales and production volumes overall (albeit with some inventory adjustments from some customers and general seasonality).

Automotive production levels have a significant impact on the Company's results. For example, in 2020, light vehicle production volumes for North America were down significantly from previous years, because of the COVID-19 Pandemic and the shutdowns resulting from it. Automotive production levels in North America from 2021 to 2025 remained below 2019 levels. There is some uncertainty about short term production levels, in particular because of the low adoption rate of EVs and higher interest rates; however automotive production is forecasted to continue to grow over time.

Supply Chain Issues, Energy Shortages, Global Conflict, Trade Issues, Talent Shortages, Inflation

Currently and in the past, the automotive industry has been impacted by supply chain issues, energy shortages, global conflict, trade issues, talent shortages and inflation. These issues have impacted the industry in a number of ways, including through higher costs, supply disruptions, production disruptions and production inefficiencies. Ongoing supply chain disruptions could continue to negatively impact the global automotive supply chain and OEM light vehicle production, especially within the current tariff environment or wars. Recent events, including a fire at a major U.S. aluminum supplier in late 2025 and Chinese export restrictions on certain semiconductor suppliers, have demonstrated the continued fragility of automotive supply chains. *See "Risk Factors—Financial Viability of Suppliers and Key Suppliers and Supply Disruptions.*

OEM actions in response to these issues have included: unplanned shutdowns of production lines and/or plants; reductions in their vehicle production plans; and changes to their product mix or unwillingness to pay increased inflationary costs. Such OEM responses resulted in a number of consequences for Tier One suppliers like Martinrea, including: lower sales; production inefficiencies due to production lines being stopped/restarted unexpectedly based on OEMs' production priorities; higher inventory levels; challenges in retaining employees due to production volatility; premium freight costs to expedite shipments and/or other unrecoverable costs and financial stress on the supply base. Additionally, Tier One suppliers faced price increases from sub-suppliers that have been negatively impacted by production inefficiencies and/or other costs related to the semiconductor chip shortage and other supply chain issues, including overall inflationary cost increases, global port backlogs and container shortages, and labour shortages.

Although improved, shortages, disruption or reduced volumes may continue to occur in 2026, in particular if there is an impact from trade negotiations or tariffs or war. OEM customers continue to take action in response to supply chain disruptions or may in the future take the same or similar action if the same or similar or different conditions arise. Should that occur, or any other issue described herein, any or all of these issues may impact the Company, the Company's supply chain and/or the industry and could have a rapid, unexpected and material adverse effect on the Company's business, financial condition and results of operations. The Company expects to be able to continue to respond to these issues in a measured, prudent and decisive manner with continued emphasis on health and safety, cash conservation and the maintenance of its liquidity position. However, for any issues that are ongoing, the ultimate business and economic impacts remain uncertain (see *"General Development of the Business"* and *"Risk Factors"*).

Certain specialized manufacturing capabilities, including casting and forging for powertrain components, may face capacity constraints in North America as the skilled workforce in these disciplines ages. These capacity limitations may affect the availability and cost of certain inputs to the Company's propulsion systems operations.

Supply Chain Resilience and Nearshoring

The automotive industry continues to focus on supply chain resilience following disruptions experienced during the COVID-19 pandemic, semiconductor chip shortages, and other supply chain events. OEMs and suppliers are increasingly evaluating supply chain diversification, including nearshoring and regionalization of production. Geopolitical tensions, including trade disputes and export restrictions, have accelerated this trend. The Company's North American manufacturing footprint positions it to benefit from nearshoring trends, though supply chain disruptions remain an ongoing risk, and there may be additional costs to nearshoring as well as opportunities. See "*Risk Factors—Financial Viability of Suppliers and Key Suppliers and Supply Disruptions*."

The Company believes the Company's core capabilities in metal stamping, hot stamping, and propulsion system components are among the commodity groups most favorably positioned for domestic production and reshoring, given the capital-intensive and logistics-sensitive nature of these products. The Company's existing North American manufacturing capacity and advanced stamping and forming capabilities may provide opportunities to capture additional business as OEMs and the industry evaluate supply chain localization.

Shift in Demand from Passenger Car to Light Truck (including SUVs/CUVs)

The North American light vehicle market continues to experience a shift in consumer preference from traditional passenger cars to light trucks (including SUVs/CUVs). The Company believes this trend is driven by consumer preference for the high seating position and flexible cargo capability of light trucks (including SUVs/CUVs) versus passenger cars along with the perceived safety benefits of this seating position, combined with comparable fuel economies, particularly between passenger cars and CUVs.

Autonomous Vehicles

Advanced driver-assistance systems (ADAS) will likely play a role in paving the way for driverless vehicles. Regulation, relating to the known safety issues and consumer acceptance will also represent additional hurdles for autonomous vehicles. However, once these challenges are addressed, autonomous vehicles may offer tremendous value for consumers and certain segments of the population (for example, the ability to work while commuting, elderly population).

The Company believes its product offerings are critical to all vehicles, autonomous, semi-autonomous or not.

Connectivity and Shared Mobility

Connectivity (the way we connect with the outside world) is expected to increasingly play a role in the automotive industry, as the car becomes a vehicle for drivers and passengers to use their time in ways other than driving and for personal activities. There may be opportunities for companies in this area to expand into a different business model, including software as a service. This area, however, may create cybersecurity risks related to vehicles connected to external networks, which could impact consumer adoption. There is speculation around the extent of the

impact on vehicle demand related to shared vehicles. Ridesharing services have reshaped the landscape of personal travel, as consumers found a convenient and cost-effective alternative to public transit, traditional taxis and personal vehicle ownership. While there may be more demand in densely populated areas for shared vehicles, which might result in a decline in private-vehicle sales, a decline may be offset by increased sales due to wear and tear on shared vehicles.

Engineering Design and Development

Engineering Design and Development ("ED&D") is the process of designing, analyzing, prototyping and validating a component, assembly or module in an iterative manner until it meets all targets regarding performance, weight, quality and functionality. Often OEMs and Tier One suppliers will develop a component for a number of years before it is ultimately included in the mass production of vehicles. With the ever-increasing need to update changes in styling and design, OEMs need to constantly reduce the design and development cycle time to ensure ultimate market success. The cost of ED&D including component prototyping and validation for OEMs can be a substantial part of the overall vehicle cost. From the perspective of OEMs, cost may be reduced if Tier One and other relevant suppliers are involved in the development of components, particularly in global programs where dissimilar or unique regional requirements often cause a proliferation of variants within a single platform. From the suppliers' perspective, early involvement can assist in the award of longer-term contracts and greater attention paid to commonality and design for manufacturing (which results in cost savings). Suppliers such as the Company now provide significant simultaneous engineering support, up to and including complete design responsibility. Significant research and development spending and investments may be required by OEMs and Tier One suppliers to comply with more stringent sustainability and emissions regulations, and EV adoption, which may drive increasing outsourcing to suppliers or increased collaboration among OEMs and suppliers. Additionally, OEMs are slowly moving away from physical testing and validation in favour of computer-simulated validation. In the case where Tier One suppliers are responsible for design and warranty, computer-simulated validation can present additional risk due to incongruities between computer models and real-world testing that are difficult to identify without physical testing.

These trends may result in: pricing pressure on, and migration of value away from, traditional products in order for OEMs to accommodate the cost of electrification, as well as other features; an OEM's inability to achieve planned sales volumes for electrified vehicles which could impact suppliers' ability to recover pre-production costs; technical challenges to commercialize new technologies; intense competition from established and new market entrants; and risks related to establishing and maintaining intellectual property rights, including potential challenges to intellectual property ownership.

Consolidation of Suppliers

Consolidation among automotive suppliers has occurred, is continuing, and is likely to continue as OEMs have increasingly entered into long-term supply contracts with the most capable and financially viable suppliers, and appoint them as the single source supplier for a particular part or component throughout the duration of the program. Increasingly, the OEMs' criteria for selection include not only price, quality, reliability and responsiveness, but also certain full-service capabilities, including design, engineering and project management support. Suppliers who receive superior ratings from an OEM customer are considered for new business, whereas those who do not obtain such ratings may continue their existing contracts, but are unlikely to be considered for future new business. The long-term single supplier arrangements with OEMs often provide for, among other things, price concessions over the supply term. The competitive environment has caused these pricing pressures to intensify and Tier One suppliers are under increasing pressure to absorb more engineering costs. A Tier One supplier that is competent and effective in ED&D often has an advantage in being awarded contracts for large volume manufacturing.

Consolidation and Localization of Vehicle Platforms

OEMs continue to try and consolidate platforms. Platform consolidation occurs when the same vehicle platform or structure is utilized for multiple models. If the same basic structure is utilized for multiple models, the cost of setting up platforms can be shared over a broader base, thus leveraging economies of scale, reducing overall cost to the OEM, allowing them to remain competitive while differentiating their vehicle's styling for different markets; expand the number of market segments in which they compete; respond to lifestyle trends; and meet the tastes of consumers. The prevalence of global vehicle platforms provides Tier One automotive suppliers increased opportunities to supply larger volumes of products which may be common across multiple vehicles built from the

same platform. However, the consolidation of platforms to fewer global platforms may increase warranty/recall risks and amplify the impact on suppliers of failing to win programs built from global platforms. Furthermore, there may be an increasing trend to localization of content.

Emerging/Asian Markets

The Chinese and Indian markets have experienced rapid growth in the past, and automotive production has increased substantially and is generally expected to continue to increase, albeit at a reduced pace, over time as the Chinese OEMs may have a low cost base which could give an advantage, added by an accelerated focus on electrification. Along with the internationalization of the automotive industry, OEMs are developing world-wide platform strategies, to maximize commonality and to achieve efficiencies. Tier One suppliers are developing or have developed strategies to deal with the opportunities and challenges relating to emerging markets, either with a view to setting up plants in certain regions mostly to produce for those regions; to build plants locally in order to service OEMs on a world-wide platform basis; to establish strategic relationships with international sources for more cost-competitive components; to develop regional strategies that are less likely to be threatened by international competition; or to build strategic relationships with suitable international partners.

Although the automotive industry has seen growth in emerging markets, including China, India, Brazil and other Asian markets, geopolitical tensions, including evolving trade relationships between China and Western countries, have created uncertainty regarding the future of automotive production and supply chains in certain emerging markets (and some OEMs and suppliers are moving investments out of China or are entering or have entered into joint ventures or partnerships to reduce the risk. OEMs and suppliers are increasingly evaluating supply chain diversification, including the potential for nearshoring and regionalization of production. See "*Risk Factors—Risks of Conducting Business in Foreign Countries, Including China"*.

Sustainability (Environmental, Social, Governance ("ESG")), including Regulation

Sustainability initiatives have been increasingly influencing the automotive industry. Martinrea defines "sustainability" broadly to include economic performance (recognizing profitability is required to run a business over the long-term), environmental issues (such as climate-related issues including compliance and reducing its carbon footprint), employment practices (such as occupational health and safety, diversity, equity and inclusion (DEI), human resources, and human rights), and its governance practices. Customers, employees, lenders, governmental authorities, investors and other stakeholders increasingly scrutinize a company's impact on and resilience to climate change and are increasingly interested in working with companies that are implementing sustainable business strategies. There is an increasing focus on energy reduction and transition to renewable/carbon neutral energy sources. There are increasing expectations regarding disclosures and reporting of ESG metrics of the Company and of the supply base (by customers, institutional shareholder services, standards setting organizations or by governments, some of which can be onerous). The timing of these reporting requirements has also been uncertain and there may be different requirements in different jurisdictions. There has also been growth in investors focusing on investment opportunities for companies demonstrating sustainable strategy and operations. A heightened focus and concern on risk of supply chain disruptions from climate-related events or of human rights violations exists (and some jurisdictions, such as Europe and Canada, may be implementing regulation to require increased disclosure of supply chain diligence). Some of the impact on potential energy reduction opportunities could reduce operating costs. These trends can create opportunities from developing or operating a product strategy aligned with sustainable goals. However, carbon neutrality strategies and commitments could require increased capital spending and/or involve higher operating costs, including higher costs to purchase renewable energy and/or carbon offsets.

The regulatory environment for sustainability and ESG matters continues to evolve. In certain jurisdictions, including the United States and Canada, there is a trend toward reduced emphasis on certain ESG-related regulations and reporting requirements. Additionally, many corporate diversity, equity and inclusion ("DEI") initiatives are being reconsidered or withdrawn across the industry. The Company's culture, founded on the Golden Rule and its 10 Guiding Principles, predates trends and will continue regardless of the external environment.

Martinrea has incorporated sustainability, including reporting, within its business strategy. The Company believes that Making Lives Better by being positive contributors to our communities is a key aspect of the Company's Vision and Mission and at the heart of its business and sustainability strategy (see *"Description of the Business and Trends: Sustainable Business", the Company's Sustainability Report and "Risk Factors"*).

Artificial Intelligence, Machine Learning and Advanced Manufacturing Technologies

The automotive industry is increasingly adopting advanced manufacturing technologies, including machine learning (AI), vision systems, and advanced robotics, to improve operational efficiency, quality control, and cost competitiveness. Suppliers that successfully deploy these technologies may achieve competitive advantages, though the pace of adoption and return on investment varies across the industry.

The adoption of advanced automation requires significant capital investment and in-house technical talent. Larger, well-capitalized suppliers with deeper technical resources may be better positioned to invest in and deploy these technologies, which may accelerate supplier consolidation if smaller suppliers face barriers to adoption.

Fluid Management Systems

The fluid management systems area is characterized by the design, engineering and production of products necessary to store and transport fluids for various automotive and non-automotive markets. The primary groups of automotive fluid systems are fuel storage and delivery, engine cooling and HVAC, engine oil and hydraulics (for example, brakes, power steering, transmission).

Of these systems the fuel storage and delivery system is the largest and one of the most complex. In broad terms, the fuel system consists of the fuel filler, tank assembly, fuel vapour management system, chassis lines and fuel rail. In the past, these components have been sourced individually, but in a bid to shift more of the engineering, design and supply chain management costs to suppliers, it is now common for automotive manufacturers to source the entire system to a single supplier.

Two major issues specifically impacting fuel system suppliers are clean air regulations and increased durability requirements. Leading suppliers may have to focus on products meeting or exceeding increasingly stringent guidelines and regulations. Thus, fluid systems manufacturers are being required to produce increasingly durable products and systems.

Significant pressure on OEMs to meet tighter emissions regulations, reduce fuel consumption and act with more environmental responsibility is fostering, and has fostered, the introduction of many alternative fuel system technologies. The use of unleaded gasoline has been the standard since the early 1970's in North America, and both unleaded and diesel fuel are common in Europe. However, in recent years the use of alternative fuels (alcohol based gasoline, E-85, biodiesel fuel) and advanced powertrain technologies (high pressure direct fuel injection systems, hybrid electric, battery-electric and fuel cells) are mandating wholesale changes to the traditional fuel system status quo. In general, legislation has intensified OEM focus on fuel saving initiatives, which not only increase the challenges, but also the opportunities, for the industry. Fuel saving initiatives remain a top focus of consumers, regulators and the industry.

Electrification is an emerging area of opportunity for the Company to offer design solutions, in the areas of thermal management systems, battery enclosures and other propulsion and lightweight technology supporting new technology. There has been some uncertainty about the timing and speed of a shift to EVs. At the same time, any changes in current technology may in future shift the demand for the Company's existing product offerings.

However, the Company believes it is well positioned to take advantage of any opportunity new or emerging technologies bring. The Company believes the need for current fuel systems will continue until or unless there is a major shift in technology (see *"Environmental Regulation and Government Regulation"*).

Metal Forming (Steel and Aluminum), Machining and Assemblies

Metal forming in the automotive industry (whether from steel or aluminum) is characterized by a broad range of products and services, including metal body and chassis modules, assemblies and parts. Metal forming parts and assemblies include chassis systems, stampings, engine blocks, transmission and body systems and finishing products. Many of these products may be stamped, cast or formed. Automotive stamped, cast or pressed parts and assemblies include body-in-white products; closures; cradles, cross-members and engine blocks; suspension links, swivel bearings and subframes and transmission housings; and a variety of other parts including bumpers, control arms,

knuckles, heat shields, oil pans, exhaust systems, fuel tanks and other miscellaneous parts. The metal forming market is extremely large, and has traditionally experienced an increasing trend to outsourcing parts, assemblies and modules.

Metal stampings, roll formed and hydroformed products are the largest group of metal formed products in the automotive industry. In broad terms, many parts and systems may consist of stamped and/or hydroformed components, the production of which may include welding, laser cutting and other assembly operations before a product is finalized for the customer. In the past, components have often been sourced individually, but in a bid to shift more of the engineering, design and supply chain management cost to suppliers, automotive manufacturers are increasingly sourcing larger systems and modules to single suppliers, who in turn may outsource specific components to Tier Two or Tier Three suppliers.

Parts made from aluminum alloys have primarily one thing in common: they are lightweight. Whenever a component must be light weight, light metals are the preferred choice if they can be produced at a competitive cost. The processing of aluminum may involve a variety of technologies: casting, stamping, rolling, machining, extrusion and assembly.

Metal products contribute to the weight of the vehicle, and OEMs have come under increasing regulatory and competitive pressure to reduce vehicle weight and enhance safety through the use of more efficient and higher performing structures. OEMs and their suppliers are continuously focused on engineering component designs of lower weight, developing uses for advanced materials and creating and improving design and manufacturing processes, including hydroforming and hot stamping. Thus, OEMs are focusing on increasing the use of alternative metals with higher strength-to-weight ratios such as Advanced Ultra-High Strength Steels (AHSS/UHSS), stainless steel and aluminum in the manufacturing of lighter weight components and systems. Many body-in-white (structural and class A surfaces), suspension (subframes, knuckles, engine cradles, and control arms), can be and are being manufactured with aluminum as well as steel.

Lightweighting is primarily being driven in the near-term by more stringent fuel economy and emissions standards, and longer-term demand may be driven by a relative growth in EVs. Lightweighting is a key strategy to address tightening fuel economy and emissions standards, as a reduction in vehicle weight can lead to an improvement in fuel economy in ICE vehicles and driving range in BEV vehicles. The Company has positioned itself to exploit lightweighting trends in its metal-forming operations.

The Company also has expertise in joining technology, including unlike materials, which can result in a best cost/best weight optimization.

Industrial Applications

Consistent with the automotive industry trend to outsourcing, industrial companies (especially transportation related) are continuously outsourcing parts production to key suppliers. Many equipment manufacturers have established that their core competencies do not include the manufacture of parts and accordingly they will no longer make parts. Equipment manufacturers, including those in the bus, farm appliance, general appliance, railroads, energy, computer, construction, forestry, mining, HVAC and aerospace sectors, often will simply assemble parts into finished products and sell them. Outsourcing opportunities for parts manufacturers, especially those with efficient and technologically up-to-date operations, are substantial.

OEMs often no longer wish to invest in the substantial tooling costs historically required in the development of their parts and even assemblies. They expect to be able to prototype and "test" new parts extensively and to make various revisions to parts before final approval. Larger industrial manufacturers often expect a supplier capable of prototyping will have capabilities in forming, laser cutting, welding, bending, grinding, polishing and painting, and various parts engineering and development skills. The use of industrial laser technology to prototype parts and to make many low-cost revisions to parts has grown substantially. This growth is largely the result of cost efficiencies arising from coding combined with laser cutting as compared to the more traditional use of tooling.

As a participant in the automotive industry, the Company, along with its operating subsidiaries, addresses these factors and trends in its strategy and operations.

The Company's Vision, Mission, Culture and Business Strategy

Vision, Mission and Business Strategy

The Company's vision for the future is: Making lives better by being the best supplier we can be in the products we make and the services we provide. The Company's mission is Making People's Lives Better by: (i) delivering outstanding quality products and services to our customers; (ii) providing meaningful opportunity, job satisfaction and job security for our people; (iii) providing superior long term investment returns to our stakeholders; and (iv) being positive contributors to our communities. The Company's vision and mission is based on four key pillars: having a high performance culture, operational excellence, superior financial management and customer satisfaction. This has internally become known as Martinrea 2.0: a four pillar strategy to create a framework to become a great company with diverse people and groups working together to be One Company.

Martinrea's 10 Guiding Principles

In pursuing its vision and mission, the Company developed, on a collaborative basis, a set of guiding principles, updated in 2020, to be communicated, reinforced and adopted throughout the Company on a consistent basis as follows:

1. The Golden Rule-Treat everyone with dignity and respect
2. We make great, high quality products
3. Every location must be a center of excellence
4. Discipline and ownership are key
5. We strive for greatness
6. We are a diverse and inclusive team
7. Challenges make us better
8. Think different
9. Work hard, play hard
10. Leave it better

The Company has continued to grow and adapt as it has globalized and expanded. With these Guiding Principles, its culture will grow even stronger and continue to create a greater future.

The Martinrea Culture

The Company believes a great culture is core to a sustainable business and successful company.

The Company's culture of entrepreneurship, lean manufacturing principles, and the Golden Rule philosophy can be represented as follows:

[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

MAKING PEOPLE'S LIVES BETTER

This picture is at the core of Martinrea culture and its people.

The Company has been entrepreneurial from the outset, encouraging all employees, from executives to general managers to our people "on the floor", to act and think like an owner with a stake in the enterprise, supporting a can do attitude, promoting an ability and willingness to urgently get things done, acting to avoid unnecessary bureaucracy, and developing an ability to learn from challenges openly and constructively, with the trust of working in a team. We embrace new initiatives and focus on new products and new technologies.

The Company embraces lean thinking as part of its culture too – eliminating waste in all aspects of the Company's business and operations. The elimination of waste allows the Company to reduce unnecessary cost, thereby enhancing its competitiveness. It enables the Company to see problems it can fix in its operations more easily. It allows the Company to simplify processes to have safer, cleaner, more efficient and more sustainable workplaces. It is a culture of continuous improvement in whatever we do.

At the core of the One Martinrea culture is a Golden Rule philosophy, based on treating others the way we want to be treated, with dignity and respect. It means following the 10 Guiding Principles in our business and operations, and in how we deal with our customers, suppliers, stakeholders (lenders and shareholders) and our communities. Being lean or being entrepreneurial is not enough. These cultural elements overlap but are tied together with our Golden Rule approach. We make people's lives better in what we do, and we can only do that with a service-oriented approach to our work. At Martinrea, we believe our culture is and will be a sustainable competitive advantage for the Company over the long term, and we believe it has driven the improvement in financial, safety, and quality performance over the past several years.

Elements of Business Strategy

The development of the elements of the Company's strategy is based upon four pillars: the development of a high-performance culture; emphasis on operational excellence; superior financial management; and a customer first focus.

Key elements of Martinrea's strategic focus include the following:

Enhance Quality

The Company's operations have always focused on quality, and the Company continues to drive this as the basis of its strategy. Martinrea has adopted as its key strategic principle that quality processes and procedures will continue to be improved and streamlined to maintain world class status. The goal is that each plant within the Company has zero product or process defects and flawless launches, to establish a standard for Tier One suppliers. The Company has received multiple product and plant quality awards over the years, including top supplier quality awards from General Motors, Ford, Stellantis, Nissan, Honda, JLR, Volvo, ZF, Autoliv, Delphi and John Deere.

Develop Key Human Resources

The Company is led by entrepreneurial management who expect the Company to achieve consistently high economic returns through investment in technology, equipment, manufacturing processes and people. A growing, successful company needs strong management to support and maintain growth. The Company has assembled an excellent automotive executive management team. The Company also embraces diversity, equity and inclusion within its organization and the different perspectives diverse, equitable and inclusive thinking can bring that can give the Company a competitive advantage. The Company strives to develop and add to its team and human resources as required, including focusing on developing and promoting from within, such as through its apprenticeship programs.

Further Integration of World-Class Core Technologies

The Company embraces new technologies and materials, and has invested and will continue to invest heavily, as applicable, in leading edge technology, equipment and manufacturing processes. The Company maintains leading edge research and design, testing, and advanced product and process development operations. The Company has consistently developed more efficient and effective ways to utilize technology, consistent with its leadership in lightweighting of the vehicle. The Company aims to constantly adopt and utilize new technologies, processes and equipment to assist in the development of its businesses, as it integrates world-class technologies in hydroforming, fluid systems, lasers, stamping and welding, and aluminum casting, rolling and machining and investigates and develops new technologies.

The Company's investment in NanoXplore and its focus on graphene is a recent technology initiative. In November 2020, along with NanoXplore, using the Company's patented technology and with assistance from its engineering team, Martinrea announced the development of its Graphene Coated Brake Lines (GrapheneGuard®), which was approved for use on one of its customers' products to convert a current production of standard brake lines to the more durable graphene-enhanced brake lines. The Company received a PACE Award for GrapheneGuard® in 2022. The Company believes that the use of graphene products may help to improve the Company's efforts to make lighter and stronger products.

Organizational Structure

The Company's operations are organized on a generally decentralized basis with common "centric" principles (goals, objectives and processes) consistent with its One Martinrea philosophy. Each product area and manufacturing facility operates on a separate, autonomous basis from an operational perspective, geared to becoming a centre of excellence in a product area. This system empowers and provides incentives to management and employees at each facility. Each facility is run by a general manager with manufacturing and production experience who has discretion, within a framework established by the Company's directors and officers, to make operational decisions relating to employment matters (including scheduling, rates of pay, hours of work, etc.), suppliers, contracts and logistics. The Company's head office and functions, located in Vaughan, Ontario and Auburn Hills, Michigan, support each facility by providing expert financial, information systems, human resources, legal, sales and marketing, business development, engineering, project management, and supply chain services. The Company also has a manufacturing operating system focusing on operational excellence and lean thinking to develop and utilize best practices for all its divisions on a consistent basis that is continuously updated and improved. Operating profits vary among the facilities due in part to a number of facility-specific factors, which include but are not limited to: geographic location, labour costs, products produced, capacity utilization, production efficiency and logistics.

Expand Customer Base

The Company has significantly increased its customer base, both through organic growth and by acquisition, and intends to continue to expand it. The Pilot, Rea International, Corydon (Icon), Depco, TKB, SKD, Honsel, Metalsa Body and Chassis and Effenco acquisitions, and the acquisition in 2025 of the assets of a plant in Tulsa, Oklahoma, have assisted in the expansion of the Company's customer base both in scope of products and geographically. The hiring of senior and experienced automotive executives has also fostered business growth. The Company's technological skills and efficient production methods are especially well-suited to the outsourcing and OEM supply business. The Company believes there are substantial opportunities to develop applications for its engineering and production skills. The Company has also provided custom parts and assemblies production for lower

volume assembly lines such as bus, recreational vehicles, air conditioning systems, military applications and farm appliance manufacturing, and will continue to do so where prudent and profitable.

Expand Sales to Existing Customer Base and Geographic Footprint

The Company has increased overall sales to its existing customer base, as evidenced by its increasing revenues over time, absent the recent COVID-19 Pandemic (and other challenges over the last several years) and intends to continue to do this into the future. Given the magnitude and scope of the Company's manufacturing capabilities, the Company believes it is in a very good position to service existing customers with whom it has strong sales penetration and relationships but where the Company's historical production capacity limited its ability to increase organic sales growth. The Company believes it has substantial selling opportunities and, with increases in its production capacity (both organically derived and through acquisitions), it can continue to increase sales, prudently, to its existing OEM customer base over time through an increase in the number, size and scope of contracts.

The Company has manufacturing capacity throughout North America, Europe, Brazil and China to better service its customers, and has a presence in Japan and South Africa. The Company will continue to assess prudent growth and its geographic footprint over time. The Company's direct sales force will continue to target automotive OEM customers along with certain Tier One suppliers. The Company has the ability to work collaboratively across its product areas to provide solutions to its customers (see "*Sales, Marketing and Customers*").

Pursue Growth Opportunities and Complementary Investments

The Company has the requisite production and design skills necessary to foster prudent and profitable growth through internally generated expansion. The Company also has some available production capacity for takeover business from other suppliers, awarded by OEMs. Acquisition opportunities have been and will also be considered where the target has complementary and quality products or which may provide increased geographic penetration. The Company will also seek acquisition targets when prudent where it can add value by improving profitability with its skills, technology or decentralized approach to operations and lean management, or by rationalizing operations. The Pilot, Rea International, Corydon (Icon), Depco, TKB, SKD, Honsel and Metalsa complementary acquisitions are a testament to the Company's prudent, profitable growth strategy where acquisitions have been involved; and the Company has opened or expanded or is opening facilities in each of Canada, the U.S., Mexico, Europe and China. The TKB acquisition met three key acquisition objectives: an expanded geographic presence, particularly in the southern and central United States; greater engineering and manufacturing capability, with the acquisition of the Company's first Class A facility, hot stamping operations and module assembly business; and an expanded customer base, as the Company acquired significant metal forming business from Nissan and additional business from General Motors, Ford and Stellantis. The SKD acquisitions added geographic presence in Mexico and further capabilities in Michigan, and resulted in new and expanded customer relationships with Honda, Stellantis, GM and Ford. The Honsel acquisition also achieved three key goals: it expanded the Company's geographic footprint, particularly in Europe and South America with operations in Germany, Spain, and Brazil; it added new complementary technologies which include low pressure and high pressure aluminum die casting, rolling and machining capabilities; and it expanded the customer base to include more Mercedes, JLR, Volvo, Volkswagen, BMW, Scania, Daimler Trucks and ZF work, as well as more work from the Company's existing large customers Ford and Stellantis. The Metalsa Acquisition achieved goals of enhancing and diversifying the geographic and customer reach of the Company's Lightweight Structures group, providing additional manufacturing and engineering capability in Europe. The Company also pursues growth opportunities through other strategic relationships when it considers appropriate.

Sustainability Strategy

The Company believes Sustainability is a key corporate strategy consistent with its view of being a Sustainable Business and of Making People's Lives Better. For an overview of the Company's sustainability goals and targets, please refer to the most recent sustainability report (the "Sustainability Report"), available on the Company's website at www.martinrea.com and see also "Sustainable Business", "Risk Factors" and "Automotive Industry Highlights and Trends". The Sustainability Report is provided for informational purposes only and is not incorporated by reference into this Annual Information Form.

Products

The Company manufactures a wide array of products, assemblies and systems in the automotive sector, including the parts and assemblies referred to in the text, which accompanies the graphic below:

Body & Chassis

Frame Rail Assemblies
Class A Surface Stampings
Structural BIW Components
Suspension Arms & Links
Engine Cradles
Front and Rear Subframes
Centre/Rear Crossmembers & Nodes
Suspension Twist Axles
Roof Assemblies
Door Intrusion Beams
Bumpers
Radiator Support Assemblies
Trailer Hitches
Dash/Plenum Assemblies
Wheelhouse Assemblies
Roll-Formed Rockers/Headers
Appliqués
Belt, Upper Reveal, Roof Ditch, D-Line & Other Exterior Decorative Moldings
Battery Trays/Housings
Aluminum/Steel Shock Towers, Control Arms and Knuckles
Complex Floor Pan Assemblies

Propulsion

Engine Blocks, Transmission and Flywheel Housings
Engine Components: Cam Carries, Oil Pans, Covers
Engine: Oil Coolers, Hoses, Tube Assemblies
Oil Fillers, Tubes, Indicators
Oil Pick-Up Screen/Pipe
Heater Hose Inlet/Outlet
Electric Motor Housings
Full Powerpack Assemblies
Battery Enclosures

Fuel

ESIM (Evaporator System Integrity Monitor)
Fuel Filler Necks
Capless Refueling Systems
Fuel Tank/Sender Assemblies
Vapor Assemblies/Canister Hoses
Fuel Line Feed/Return Assembly Systems
Fuel Lines/Hoses
Graphene Enhanced Products

Exhaust

DPS Lines
EGR Tubes
Air-injection Tubes
Exhaust Manifold Tubes

HVAC

Air-Conditioning Lines
Heater Core Inlet/Outlet Assemblies

Power Steering & Brakes

Brake Lines/Assemblies
Power Steering Lines/Assemblies
Power Steering Oil Filler, Tubes/Indicators
Graphene Enhanced Brake Lines

Flexible Manufacturing Group

- Front Horizontal Modules
- Front Vertical Corner Modules
- Rear Chassis Suspension Modules
- Engine Dress Modules
- Exterior Decorative Moldings
- Roof Ditch Molding
- Co-Extrusion Assemblies
- Extruded Window Seals
- Appliqués
- Metallic Fuel Tanks/Hydraulic tanks
- Plastic Injection Molded Products
- Complex Heavy Welded Assemblies – Military, Agriculture, Heavy Truck, HVAC, Construction

Operations

General

Martinrea is a lightweighting company and is an increasingly diversified and global supplier, engaged in the design, development and manufacturing of highly engineered, value-added Lightweight Structures and Propulsion Systems. It also produces products for transit, recreation and military vehicles (as well as other industrial applications). For a general description of the Company's operations, on a plant-by-plant basis, see "*Facilities*" as set out in the attached Appendix "B". The Company's design, engineering and production capabilities produce high-quality products and solutions, including Lightweight Structures and Propulsion Systems.

The Company believes its operating strengths stem from its ability:

- to provide customers with complete services including product design and development, prototype, validation and production capabilities to produce assemblies, systems and products according to requested specifications;

- to utilize a lean management technique (Martinrea Operating System) to create production efficiency and the ability to offer products at competitive cost;

- to satisfy the manufacturing requirements of just-in-time customers who have extremely tight production schedules requiring immediate delivery of products; and

- to be innovative with production and manufacturing techniques and products, including increasing use of AI (including machine learning), vision systems and advanced robotics.

Research and Development (Innovation) and Intellectual Property Rights

Management believes the Company's ability to develop new technology, products and manufacturing processes and its engineering and design capabilities will be key factors in continuing to successfully pursue future business opportunities and in differentiating itself. The Company's research and development activities are closely tied to both customer-driven developments and solution-generating activities through improved design developments and manufacturing processes. In pursuing these objectives, the Company believes it has developed considerable expertise, which includes technical knowledge, design experience, a leading engineering team, a leading research and development group and advanced computing tools. The Company employs coders, research and development personnel and engineers who constantly update products and manufacturing systems and processes. To help drive innovation, in 2017 Martinrea moved to a new technical center in Auburn Hills, Michigan to combine its U.S. based sales, product engineering, purchasing and growing vehicle lightweighting research and development activity into a single, state-of-the-art facility in the Detroit area.

In addition to its research, development and innovation activities, the Company also developed an advanced manufacturing team in 2023, continuing to date, that focuses primarily on developing innovative R&D technology. The Company has also developed robust intern programs with colleges and universities in multiple jurisdictions.

The Company's prior development activities have resulted in a variety of new or improved components, assemblies, equipment, tools, operating processes and proprietary technologies. Examples of the Company's proprietary technologies include: capless refueling systems and the tubing product families of P-CAP® (Pilot Conductive Anti-Permeation), E-P-CAP® (Elastomeric Pilot Conductive Anti-Permeation), RE-P-CAP® (Reinforced E-P-CAP®), X-PERM® (low cost, high performance 5 layer construction); and P-TEC®; ZLT® (Zero Leak Technology high pressure fittings); Infinicote®/Martincote® (a range of environmentally friendly, low cost, corrosion resistant coating for steel, and stainless steel, which was nominated for a PACE award); the use of microspray to enhance the life and productivity of aluminum moulds; and certain approaches to metal joining techniques, hydroforming, space frame manufacturing and the combination of steel and aluminum products in assemblies.

The Company has been actively investigating the integration of graphene into its current product portfolio as well as new products. There are multiple R&D projects in various stages of development, and some of our customers have expressed interest in the new graphene technology. As previously mentioned, the Company introduced graphene-enhanced brake lines to the market in November, 2020 and, in 2022, the Company won a PACE award for its patented GrapheneGuard®. Other products incorporating graphene are either currently in the research and development phase or being considered for future development.

The Company holds certain intellectual property rights such as patents, trademarks and copyrights, and uses them in the course of its business. The Company also licenses technologies to third parties. While, in the aggregate, rights which are licensed to or by the Company are considered important, the Company does not believe that loss or termination of any particular right would have a material adverse effect on its business.

An ongoing focus of Martinrea's metallics, fluids and aluminum operations is to reduce the high capital requirements common to the Company's industry, specifically through building capital which is flexible enough to be easily and inexpensively re-deployed at the end of a product life cycle. By investing now in welding and assembly lines with common footprints, simplified architectures, and fast tool-change capability, the investment requirements for both new and replacement business can be reduced over time. This focused activity will lead Martinrea to be more competitive for future business awards, streamline its plants with common equipment, and reduce the cash flow requirements for launching new business as its metallics plants are converted to the flexible welding architecture over time.

The Company is intensively pursuing aluminum structure parts in high pressure die casting ("HPDC") for body-in-white applications. The potential exists to develop single piece structural components as opposed to the conventional multi piece steel assemblies used in the market today.

The trend towards electro-mobility is also reinforcing the need for lightweight design, as the very high weight of batteries and electric motors needs to be compensated for. Furthermore, electric motor housings and battery and electrical/electronics boxes offer new opportunities for castings and aluminum components, as there are some with very complex internal cooling lines which require specialist casting and core production know how. These trends are opening prospects for Martinrea to capture additional market potential with trendsetting ideas.

Commitment to Quality

Quality is a lynchpin of the Company's strategy and a fundamental principle. The Company recognizes product quality is essential to remain competitive and achieve customer satisfaction. In this regard, efforts are focused on reducing manufacturing process quality variation through various techniques, including review of engineering processes, statistical analysis of quality variances and quality control best practices. These steps assist in ensuring quality of production, which is essential to the success of the Company, remains high. The Company has received numerous quality awards from a wide variety of customers.

Specialized Skills and Knowledge

The Company has the capability to manufacture an extremely broad range of products. The Company's broad range of capabilities can be summarized as follows:

Engineering – Martinrea has a talented advanced engineering group with an extensive range of skills in the design and engineering of new products and Lightweight Structures or Propulsion Systems. Large engineering centers are located in Auburn Hills, Michigan, Bergneustadt, Germany and Meschede, Germany along with significant engineering which occurs at the facility level. The Company has mechanical and design engineering capabilities, with the ability to design both tools and parts and the capability to work with various CAD and CAE systems. The Company can communicate electronically with the customers' engineering departments to relay and receive data in a real time environment. Through these capabilities and others, the Company is able to provide customers with a broad range of engineering skills.

Prototyping – Martinrea has prototyping proficiency over a broad range of automotive and industrial products. This diversity enables the creation of high-quality samples for products ranging from simple parts to complex assemblies. Expertise in prototyping includes automotive and bus frame assemblies, hot stamping products, capless fuel fillers, metal gas tanks, various seat assemblies, hydroformed products such as tube rails and engine cradles, engine blocks, aluminum parts and a variety of fluid management systems.

Vision – Martinrea's machine vision applications span the entire manufacturing process from material handling to part final inspection. Martinrea leverages both commercial and proprietary vision applications to create efficient and accurate operations throughout the Company. Autonomous Mobile Robots (AMR) rely on vision to navigate the plant supporting Martinrea's High Frequency Delivery System (HFDS). Vision systems enable collaborative robotic (Cobot) cells where robots and operators can safely share the same space simultaneously. Several different vision-based systems are used in direct manufacturing including: pick and place from unorganized bins, in-process inspection, operator task monitoring, adhesive application to ensure accurate dosing and location, automated final dimensional inspection along with fastener and part presence confirmation.

Testing – Martinrea has ISO9001 accredited in-house testing services. Its broad range of capabilities include fatigue, metallurgical, mechanical, fuel application, environmental, coatings, corrosion, chemical, electrical and drop tower testing. The engineering and technical centers engage in other activities to ensure world class operations within Martinrea including product, process and equipment standardization, failure analysis and research and development.

Materials – Martinrea is continually developing new material technologies to meet both customer and government requirements. Developments in environmentally friendly coatings to replace traditional material technologies with unique cost-effective solutions have strengthened the Company's advantage in the market. Combined with advanced analytical testing and a broad range of expertise, the Company is able to address the needs of the market on a timely basis. The Company has deep expertise in many materials, including steel, aluminum, resins and special materials such as carbon fiber and graphene, through its ownership interest in NanoXplore.

Fluid Management – Martinrea has developed advanced technological solutions to maximize the free space within the cavity of the frame, cross members and supports. A leader in fluid management systems, Martinrea delivers complete solutions including engine and transmission, fuel storage and delivery, power steering and brakes, exhaust and emissions control, and HVAC (heating, ventilation and air conditioning).

Steel Metal Forming – Martinrea employs the latest technologically advanced machines and processes for steel metal forming. Automated processes are implemented to reduce variation, increase production volumes, and satisfy the growing demand for products. Specialized teams in all disciplines work to meet the customers' requirements for design, verification, tooling, stamping, hot stamping, forming and automated robotic welding, assembly or surface finishing. Martinrea's metal forming capabilities include roll-forming; tube mills; end forming of tubes; swaging of connectors; blanking dies, progressive dies, stage dies, transfer dies; stamping of pre-painted material; and high-pressure hydroforming processes.

Hydroforming – Martinrea has hydroform presses that have the versatility to manufacture a wide range of parts for the automotive and industrial sectors, including one of the largest hydroform production presses in the automotive industry in North America (8,500 tons). The Company has also produced a hydroformed chassis for General Motors, and has hydroforming capability at plants in Canada and the United States. The Company is committed to finding new applications for this technology and is working with customers to find ways to incorporate hydroforming technology into the fabrication of both existing and new parts.

Stamping and Hot Stamping/Hot Forming – With a focus on delivering quality products, Martinrea offers a complete range of high-end stamping machinery. Martinrea's state-of-the-art stamping facilities can cater to any required automotive and industrial stamping requirements. In its automotive operations, the Company has a full range of stamping capabilities in the 100 ton to 3,200 ton range, in multiple locations. Martinrea's stamping capabilities span a variety of metals including low strength, HSLA, Dual Phase, Gen III and coated steels as well as aluminum and tailor-welded product. The Company also has facilities with expertise in hot stamping or hot forming, a process which stamps the metal while in a heated state, which is then cooled while in the press. The hot stamping process enables the use of higher strength steels for products particularly critical in occupant safety such as pillars, roof rails, door beams and bumpers. The Ultra High Strength Steel (UHSS) used in the hot stamping process is of benefit to an

industry that prioritizes weight reduction and that strives to enhance crashworthiness performance. The high strength-to-weight ratio of the UHSS used in hot stamping enables better crashworthiness performance ratings while often decreasing or maintaining weight neutrality.

Laser Cutting – With a long history of recognized leadership in the use of laser technologies, Martinrea integrates both flat cutting laser technology and multi-axis laser machines. Multi-axis lasers are used for both prototyping and large volume production for automotive, aerospace and industrial consumption. In addition to cutting flat metal, Martinrea provides trimming and hole piercing services for three-dimensional parts, and has tubular laser-cutting capability. Martinrea lasers have the versatility to cut a variety of metals with varying thickness and degrees of complexity.

High Pressure Die Casting ("HPDC") – Martinrea is at the forefront of die casting technology. In the process of HPDC, molten metal is forced at high speed and pressure into a steel die, subsequently cooled, resulting in a raw casting. Given the short die-filling times, this procedure allows the production of large-volume, thin-walled components in mass serial production. In general, HPDC is used to produce engine blocks, transmission housings, structured parts or other components with weights between 0.5kg up to 50kg in aluminum. Additionally, a vacuum casting process allows the production of heat treatable and weldable suspension and body parts.

Permanent Mold Casting ("PMC") – Martinrea has the capability to provide two different methods of the permanent mold process: (i) the gravity PMC, and (ii) the low-pressure PMC (also sometimes called low pressure die casting ("LPDC")). In the low-pressure process, the molten metal is subjected to pneumatic pressure in the casting furnace and enters the die opposite the force of gravity through a rise pipe. The advantages of the low-pressure PMC are good filling-ability for thin-walled and large area parts and hollow and pressure tight structures for air or fluid containment.

Aluminum Rolling ("RO") – As part of its aluminum roll forming capabilities, Martinrea manufactures coiled and flat metal sheets for automotive parts, predominately interior trim, and non-automotive applications, such as frame components for mechanical engineering, or containers used in the cosmetic industry. Martinrea intends to expand its rolling presence in the automotive sector (exterior parts as well as body parts).

Machining – Martinrea has significant machining capability in its operations in order to provide a fully machined part, such as transmission and E-motor housings or aluminum subframes, to a customer. Martinrea has leading capabilities in machining to final dimensions, bending, joining, testing and cleaning. Deep process know-how is utilized to ensure that the components and modules delivered straight to the line also satisfy the tightest tolerances. The Company's industrial operation also utilizes and is expanding its machining capabilities.

Assembly – The Company has assembly capabilities in all of its plants specializing in full suspension assemblies and chassis modules. Martinrea has expertise ranging from the completion of prototype jobs to high volume robotic assemblies. Capitalizing on the trend of automotive OEMs to outsource complete modular assemblies, where efficient and competitive to do so, Martinrea integrates the expertise of its various facilities to partner with customers in the delivery of complete manufacturing solutions.

Tooling and Die Making – Martinrea's proficiency in the conversion of various parts into finished modules includes: robotic welding, staking, swage-locking, clip insertion and installation of quick connecting components. Martinrea has significant tooling expertise and capacity which assists it in obtaining and preparing for manufacturing operations. Martinrea has internal toolmaking capabilities in Canada, Mexico, Spain and Germany which assist in improving tooling and processing throughout the Company and, where appropriate, produces tooling itself. Martinrea Honsel has its own tool shops in Germany, Spain and Mexico. Martinrea Honsel's die making centre operates across the Company and ensures know-how transfers across departments and ensures consistent quality in die making. Die makers, foundry specialists, engineers and process technicians work hand in hand to make process-secure large moulds for die and permanent mould casting. The die shop is certified to all customary standards. In development, the die making center relies on standard tools, such as CATIA and WorkNC, thus keeping the engineering and manufacturing data consistent from the CAD workstation to the machine in production. Among other things, the shop operates several 5-axis, high-speed machining centers, milling machines, drilling systems, a deep-hole boring machine, lathes, eroding machines and a spotting press. Unmanned production monitored by computer is standard.

Program Management – Martinrea has a complete range of program management expertise that is necessary to satisfy the increasing demands OEMs are putting on automotive suppliers, and this area of expertise is being continuously refined and strengthened. In addition to managing many sophisticated and large metal forming products, castings, and assemblies, Martinrea also manages some of the largest fluid management systems and complex chassis modules in the automotive industry.

Material Joining – Martinrea has expertise in joining technology, including unlike materials. Martinea employs multiple processes for joining materials, including dissimilar and mixed-material components, in its manufacturing processes. Martinrea is an industry leader in production of gas metal arc welded (GMAW) thin-gauge metallic structures. GMAW at Martinrea utilizes synergistic waveform technology which dynamically controls welding parameters, in real time, ensuring that welding quality is always maintained. Martinrea's resistance spot welding (RSW) relies on adaptive control which continuously adjusts weld parameters to preserve quality on each of the billions of spot welds produced. Martinrea's capability to produce the highest integrity welds extends into both Advanced High Strength Steels (AHSS) and Ultra High Strength Steels (UHSS). Martinrea also uses Self-Pierce Rivets (SPR), Flow Drill Screws (FDS), and Friction Element Weld (FEW), as well as mechanical clinching and adhesive bonding for the joining of mixed-material assemblies such as aluminum castings joined to steel stampings.

Advanced Manufacturing Technologies: The Company continues to invest in advanced manufacturing technologies to improve operational efficiency, product quality, and cost competitiveness. These technologies include but are not limited to:

- Machine Learning and Artificial Intelligence: The Company deploys machine learning algorithms and AI-enabled systems, such as the PolyML Fiins AI technology discussed above, across its manufacturing operations to optimize production processes, predict equipment maintenance needs, and improve quality control through automated inspection systems.

- Vision Systems: Advanced vision systems are used for quality inspection, dimensional verification, and process monitoring, enabling real-time detection of defects and reducing scrap rates.

- Advanced Robotics and Automation: The Company utilizes advanced robotics and automation technologies to improve productivity, enhance worker safety, and maintain consistent product quality across its global manufacturing footprint.

- Machine Health Monitoring: to protect heavy assets (press, die casting) running at peak efficiency.

The successful deployment of these technologies requires ongoing investment in equipment, software, and workforce training. The Company believes that its investments in advanced manufacturing technologies position it to meet customer expectations for quality and efficiency while maintaining cost competitiveness.

Sales, Marketing and Customers

Key components of the Company's business strategy include expanding its customer base and transitioning to support the electrification growth. In addition, expansion initiatives will focus on filling capacity with profitable and complementary business. In general, the Company's organic sales have grown primarily because of customer satisfaction as a result of direct sales efforts, a strategic global footprint and overall cost competitiveness. Management believes the Company's success or growth is not dependent on any single customer.

The Company's markets are not limited geographically. The Company has focused on establishing, and has succeeded in establishing, a significant metal (steel) forming and a fluid system presence in each of Canada, the United States and Mexico. The Company has a European manufacturing presence, having opened a plant in Slovakia, and is operating a fluid systems plant in China. Martinrea's aluminum operations are focused on Europe and the Americas with a facility in China, which became operational in 2016. The Metalsa Acquisition gave the Company a steel metal forming presence in Europe commencing in 2020 and it expanded its business with the premium European OEMs.

In 2018, the Company renewed its sales and marketing strategy to take advantage of opportunities created because of current lightweighting and electrification trends and also its capabilities to build systems (see "*Description*

of the Business and Trends: Automotive Industry Highlights and Trends" above). The new commercial strategy was launched in January, 2019. In addition to its historical portfolio of products and capabilities, the Company delivers Lightweight Structures and Propulsion Systems using advanced materials in steel, aluminum, or a combination of both, as well as other materials. The goal of this focused strategy is to present not just product, but systems, solutions to customers, utilizing the Company's strengths in metal fabrication, both of steel and aluminum, and in fluid systems.

The Company's North American sales primarily represent products manufactured in Canada, the United States and Mexico. The Company's primary customers in North America are the various North American operating divisions and subsidiaries of OEMs such as General Motors Corporation ("General Motors"), Ford Motor Company ("Ford"), Stellantis N.V. ("Stellantis") and Nissan Motor Company ("Nissan"). The Company also has North American product mandates from other OEMs as well, including Lucid, the VW Group, BMW, Daimler Trucks, Mercedes Benz Automotive, Lucid Auto, American Honda Motor Co., Inc. ("Honda") and Toyota. The Company's non-automobile customers include John Deere, Caterpillar and Thermo King. Martinrea Honsel's customers globally include car and truck OEMs (e.g. BMW, Daimler, Ford, JLR, Stellantis, Volvo Cars and the VW Group), Tier One suppliers (e.g. Eaton, ZF) and select non-automotive customers.

Martinrea Honsel's light vehicle customers comprise mainly premium OEMs followed by Tier One and Tier Two suppliers and others. Martinrea Honsel supplies approximately three quarters of Europe's premium car lines and the majority of Europe's heavy truck manufacturers.

The Company sells products and services to other Tier One suppliers both in North America and in other automotive markets, however it focuses its efforts on being the Tier One Supplier to the OEM customer. To the extent the Company supplies to such intermediary suppliers, it considers itself a Tier Two supplier. The Company believes Tier Two sourcing opportunities will be generally limited in nature to strategic alliances and to joint product development opportunities. The Company has determined significant business growth opportunities exist as a result of the continuing trend for OEMs to outsource a great proportion of the supply of components, assemblies, systems and modules within the fluid management systems and metal forming markets.

The Company's sales are coordinated out of its corporate head office in Vaughan, Ontario, its Sales and Engineering Technical Center office in Auburn Hills, Michigan and its offices in Bergneustadt, Germany and Meschede, Germany. Regional and product-specific sales efforts are coordinated locally as appropriate. In 2018, the Company established a sales office in Japan. The Company's sales efforts are closely integrated with the Company's R&D, engineering, and prototyping personnel, and are closely coordinated with the facilities that may produce the relevant product.

Purchase Orders

The Company's sales are generated through customer requests to quote for parts/assemblies and the tools and dies to produce the parts. Purchase orders are issued per model type and are generally issued for the life of the program (unless terminated earlier). Typically, the life of the program is four to seven years, although some aluminum platforms have a life cycle of up to 10 years (or longer). Purchase orders in the industry typically do not specify a specific or minimum quantity of products the customer must buy. Customers generally order product by issuing what is called a "release" under the purchase orders covering a one-to-four-month period which specifies the quantities to be ordered and delivery dates. Releases allow the supplier to plan for raw material and production to meet the requested quantities and delivery dates. Volume and revenue within a year can fluctuate depending on the actual customer demand for product, including for planned and unplanned customer shutdowns.

While the OEM could cease sourcing their production requirements for certain platforms (for example lack of consumer demand for a vehicle or the Company's refusal to give further price concessions), it has generally been the Company's experience once it has been awarded purchase orders for products, the Company usually continues to supply those products for the life of the model or program.

Purchase order terms and conditions have continued to become more onerous. The Company may cease doing business in future with OEMs that have unreasonable terms and conditions (see "*Risk Factors*"). Due to the COVID-19 Pandemic and other macroeconomic and supply chain issues, the Company has seen dramatic inflation and demands for increases being made by many of its suppliers that are affecting existing supply contracts, which the Company is attempting to pass on to its ultimate OEM customer, where appropriate. Where unsuccessful and if the

work becomes unsustainable, the Company may be forced to terminate existing contracts or exit the business with certain customers or suppliers. This is an issue affecting the industry, and the Company in many instances. Customers may agree to price concessions to be reviewed at regular intervals or with reservation of rights for the future (see "*Risk Factors*").

While the Company anticipates that it will be able to resolve any dispute, a material dispute with one or more customers could have a material adverse effect on the Company.

Suppliers and Sourcing

The Company has purchased and continues to purchase its tooling, equipment and production materials from a variety of sources. Given its growth over the years, the Company has expanded the scope of its supplier base for raw materials, production supplies and services. The Company does not anticipate difficulties in obtaining tooling, new equipment, raw materials or other supplies, which would result in a material adverse effect on the Company's business. However, supply constraints arising from the COVID-19 Pandemic, the semi-conductor shortage, labour shortages, force majeure, war/conflict, inflation and other geopolitical and macroeconomic issues, such as tariffs and trade issues, have had an impact on the supply base for the Company (including inflation which has materially increased pricing for some commodities and energy), and any disruption in a critical supplier to the Company or to the Company's customers (including as a result of any violation of government regulation or the Company's policies) could have a material impact on the Company's business. Approximately 90% of the Company's direct metallic raw material purchases (steel and aluminum) are either bought through OEM resale programs (that is, the OEM purchases the steel from the steel suppliers and sells it to the Company at a fixed price, with the OEM bearing the risk of price fluctuations) or are adjusted on a pass-through basis with the customer such as with index based agreements among others. The Company has some limited exposure to price fluctuations on low carbon steel, stainless steel and resin mainly for the fluid management systems area which could be exacerbated by any implemented tariffs. In addition, the Company and some of its suppliers may be impacted by any increased tariffs**.** The Company continues to evaluate its supply chain for resilience and diversification, including monitoring geopolitical risks and potential disruptions. (see also *"Risk Factors"*).

Competition

The markets for the Company's products and services are competitive and rapidly changing. The basis on which automobile manufacturers select automotive suppliers is determined by a number of factors, which may include: price; quality; proprietary technologies; ability to supply products from multiple manufacturing sites in support of global production programs; scope of in-house tooling, manufacturing and engineering capabilities; existing agreements; historical performance; timeliness of delivery; the supplier's overall relationship with the automobile manufacturer, including service, quality and responsiveness to the customer; financial strength; and other factors. Competition has also intensified as automobile manufacturers continue to increase the number and range of vehicles built from high-volume global platforms. The number of competitors that are asked by automobile manufacturers to bid on any individual product has been reduced in many cases. The Company expects further reductions as a result of the increasing preference of automobile manufacturers to deal with fewer suppliers and reward those suppliers with earlier and deeper involvement.

The Company faces numerous competitors in its markets, which compete with the Company on a limited or broad geographic, product-specific or application-specific basis. A number of Tier One Suppliers can produce some or many of the same types of components, assemblies, modules and systems that the Company currently produces. Some of the Company's competitors may have greater technical or other resources than the Company and some may be stronger in their markets. The Company's key competitors include Cooper Standard, TI Automotive, Stant and Fluid Routing Systems (FRS) in the fluid systems area; Cosma (Magna), Autokiniton Global Group, Benteler, Gestamp, Flex-N-Gate and others in the metal forming market; various different competitors for industrial related customers; and, in the aluminum market, competitors include the "captive" OEM casters, as a significant share of aluminum castings are still done in house by the OEMs. In-house casters are OEMs such as BMW, GM, Stellantis, Mercedes, Audi, Honda, Volvo and VW. OEMs continue to view specific and critical components such as engine blocks, cylinder heads and suspension parts as a strategic cornerstone and as such are expected to retain casting operations in-house; however, no significant new investments are expected. The non-captive caster segment remains a fragmented market worldwide, with a very limited number of global, full-service suppliers. Varying degrees of geographic reach and technological competence exist. There is a differentiation between (i) broad technology casters,

such as the Company, which cover the entire range of casting processes and offer an extensive range of automotive applications and (ii) specialized niche companies, concentrating on specific product groups. As OEMs are increasingly focused on "one-stop-shop" suppliers, which cover the entire casting process on a global scale, niche companies are only a limited competitive threat to companies such as Martinrea's aluminum operations. Non-captive caster competitors to Martinrea include Ryobi, Nemak, Georg Fischer (acquired by Nemak), KSM (owned by Citic Die castal), Linamar, Aludyne (acquired in North America by Linamar), the Cosma Casting Group and Auma-Bocar, Tuopu, Handtman and Gnutti Carlo group (owner of Ljungäll).

The Company believes its ability to compete successfully depends primarily on its continued investment in technology, its continued emphasis on production efficiency and quality and its ability to attract and retain valuable employees. The Company believes it has the technology, production efficiencies and financial strength to continue to compete successfully in all of its current areas of strategic focus (see "*Risk Factors*").

Human Resources

As at December 31, 2025, the Company employed over 16,000 employees, including approximately 1,600 in Canada; approximately 3,100 in the United States; approximately 8,200 in Mexico; approximately 200 in South America; approximately 300 in Asia; and approximately 3,100 in Europe.

Facilities

The Company maintains approximately 13,000,000 square feet of manufacturing space with expansion potential. A summary of the Company's and its subsidiaries' owned and leased manufacturing facilities as at December 31, 2025 is attached as Appendix "B". Some additional warehouse space is utilized from time to time but not listed. Each manufacturing facility strives to be a center of excellence for the products produced there; each facility's principal business activity is described in Appendix "B".

Information Technology and Cybersecurity

The Company relies heavily on information technology in its operations and may be vulnerable to cybersecurity attacks committed by criminals, hacktivists (motivation for political or ideological viewpoints) or nation-states or terrorist organizations (for example from distributed denial of service, viruses, phishing, malware, cyberespionage, and the possible use of artificial intelligence in cybersecurity attacks). For that reason, the Company is committed to ensuring that it has appropriate measures in place (including educational campaigns to educate users on safe computing practices) to reduce the likelihood of cybersecurity attacks and loss from any attack. The Company relies on third party experts where it determines it is necessary, for example for its cybersecurity strategy which is designed to prevent, detect and respond to cybersecurity threats or to remediate prior or future cyber-attacks. The Company also leverages advanced technologies, including artificial intelligence and machine learning, to enhance its ability to detect and respond to cybersecurity threats. The Board of Directors receives regular cybersecurity updates from the Company. The Company has in place cybersecurity controls to manage cybersecurity risk. However, given the frequency and sophistication of cybersecurity attacks, the Company may not be able to stop all cybersecurity attacks, and any failure in the Company's controls could have a material adverse effect on the Company. The Company currently does not have any special cybersecurity insurance (see "*Risk Factors*").

Sustainable Business

Making lives better by being positive contributors to our communities. This is a key aspect of the Company's Vision and Mission.

The Company is built on strong values and the Company's goal is to run its business in a socially responsible and ethical manner, by respecting the environment, respecting the law, supporting universal human rights and contributing to communities around the world.

Since the Company's inception, the Company has implemented labour and environmental policies and practices that address these important matters, including policies promoting fair compensation and work hours, freedom of association and collective bargaining, anti-harassment and discrimination, health and safety, community

engagement, respect for the environment and human rights and policies prohibiting bribery and corruption, and child and forced labour (including from its supply base).

The Company's approach to its sustainability policies is not formulaic in response to popular trends: it is at the core of Martinrea's culture to make people's lives better. It is a given that people are to be treated the way we wish to be treated, with dignity and respect. It is foundational that a person has to be safe in our Company, physically and/or emotionally, that prejudice in any form is unacceptable, that opportunity is provided equally to all, and the Company strives to do that every day. It is also foundational that we as a company promote sustainability in all we do in our communities, by respecting and helping to improve the environment (indeed, our lightweighting business focuses on helping to reduce emissions and save energy), by supporting good causes in communities, and by being an employer of choice. That is what sustainability means to us.

The Company's sustainability policies can be summarized as falling under five general areas, which overlap in some respects:

- Culture and Ethics
- Respect for People
- Environmental Sustainability
- Supply Chain Responsibility
- Making People's Lives Better

See also the Company's Sustainability Report for a description of Martinrea's commitments to sustainability, innovation and ESG.

Culture and Ethics

Culture

As described above under *"Description of the Business and Trends: The Company's Vision, Mission, Culture and Business Strategy"*, the Company's culture is founded upon principles that are core to its beliefs for a sustainable business, and are reinforced continuously.

Ethics and Legal Compliance

The Company's most important assets are its people and its reputation for integrity, in its products and in how they are made. The Company believes it must be clear on what it stands for, and honour its commitment to its people, customers, owners, lenders and communities. Martinrea is committed to doing business in a legal, ethical, honest and responsible manner.

The Board of Directors of Martinrea has adopted a code of conduct (the "Code"). The Code sets out the Company's expectations of its employees to:

- Act honestly and ethically and in the best interests of the Company
- Comply with all applicable laws, rules and regulations of federal, provincial, state and local governments, and other appropriate private and public regulatory agencies and all internal Company policies, including those relating to:
    - "Insider Trading" prohibitions
    - Conducting business with integrity, fairness and respect
    - Anti-trust and competition laws
    - Integrity of financial report and financial controls, including the whistleblower policy
    - Anti-bribery and corruption
    - Employee health and safety
    - Respect for human rights
    - Promotion of diversity and inclusion
    - Protection for personal information and privacy of information
    - Data security and cybersecurity protection

- Disclosure and communication and confidentiality of information
- Protection of intellectual property
- Global trade compliance (export, import and sanctions)
- Responsible sourcing of materials
- Prohibitions against counterfeit parts
- Environmental protection

- Not use or disclose any confidential information acquired as a result of a person's role with the Company
- Avoid all actual or apparent conflicts of interest between their personal and professional relationships and, ethically handling such actual or apparent conflicts of interest
- Not take for themselves any opportunity that properly belongs to the Company or is discovered through the use of corporate property, information or position; or use any corporate property, information or position for personal gain; or compete with any business activity of the Company
- Promptly and accurately provide all necessary information to assure that the Company's public reports, documents and filings (including but not limited to those filed with any stock exchange or securities commission or in any other public communication) are full, fair, accurate, timely and understandable and that the Company's public disclosure requirements are fully met
- Promptly report any known violations of this Code to the Audit Committee Chair
- Not permit retaliation of any kind by or on behalf of the Company and its directors, officers and employees against good faith reports or complaints of violations of this Code or other illegal or unethical conduct.

The Code is an integral part of Martinrea's ethical backbone. In today's world, with Martinrea operating in various countries, the expectations for responsible business conduct are higher than ever. The Company's customers, partners and shareholders trust Martinrea will maintain and uphold the law and the highest possible standards of conduct. The Code is reviewed by the Board of Directors at least annually. The Company has implemented training to help its people understand and apply key rules to help ensure all business activities are conducted with the highest level of fairness, honesty, integrity, and ethical standards and to know where they can go for guidance if ever unclear about the right course of action. The Company also has in place policies for employees to safely communicate suspected violations of the Code, such as the Employee Bill of Rights. The Company also maintains a confidential and anonymous whistle-blowing line, which is administered by a third party and is also available to the Company's supply base. The Company has adopted a Vision and Mission Statement and a set of 10 Guiding Principles to help the Company achieve its goals and to provide guidance to employees on acceptable behaviour and how to apply these principles to their jobs. The Company has implemented its employment policies through various means, such as training, employee handbooks, the Employee Bill of Rights, the Supplier Code of Conduct and the Supplier Requirements Manual.

Respect for People

Human Resources Principles and Policies

The Company's 10 Guiding Principles are the foundation for its approach to dealing with all aspects of its business, including our people – See *"Description of the Business and Trends: The Company's Vision, Mission, Culture and Business Strategy"*.

The Company is committed to operating its business in a way that is based on the fair treatment of employees, providing a safe, healthy and diverse workplace, competitiveness of wages and open communication. The Company believes that providing employees with a safe and pleasant working environment, based on dignity and respect, is an important factor in maintaining labour productivity and goodwill in order to produce quality products. The Company believes that it has a strong relationship with its employees. The future success of the Company depends in part on its ability to attract and retain qualified people. Our Employee Bill of Rights sets out key principles outlining this commitment.

In addition to its 10 Guiding Principles, the Company adopted an Employee Bill of Rights in 2001, still relevant today, as follows:

Job Security

Every employee is an important member of the Martinrea team. Together we build our future and protect our job security by exceeding customer expectations while remaining competitive within our industry.

Health and Safety

Our employees work in a safe, healthy environment and an ergonomically friendly workplace.

Fair Treatment

Our employees shall be treated with dignity and respect. Accordingly, we provide equal opportunities in a workplace free from discrimination and harassment.

Compensation

Our wages and benefit programs are reviewed annually to ensure that employees receive fair compensation for the industry in which we work and the communities in which we live.

Coaching

Regular feedback will be provided so our employees know where they stand at all times and can build on their strengths.

Training

Employees shall be provided the opportunity to develop to their full potential through ongoing training and continuous learning.

Communication

We believe in open, honest two-way communication supported by visible, responsible action in a timely manner.

Open Door Policy

If an employee feels that his or her rights under the Martinrea Employee Bill of Rights are not being met or if they have any questions, concerns, or suggestions, they are encouraged to approach any member of the management team up to and including the CEO. Our doors are always open. We promise to listen and respond appropriately without reprisal or retaliation.

In furtherance of the Company's commitment to fairness, as demonstrated in its Employee Bill of Rights, the Company has established a variety of employee communication programs.

Human Rights

Martinrea respects the dignity of every human being and supports the compliance with internationally recognized human rights. The Company rejects all forms of physical, sexual, psychological or verbal abuse of its employees. Martinrea respects the freedom of opinion and expression and freedom of association.

The Company condemns forced labour and child labour and respects the rights of children. The Company complies with the applicable laws and regulations regarding the minimum age for admission to employment or work.

Martinrea compensates employees to enable them to meet at least their basic needs and provide the opportunity to improve their skill and capability in order to raise their social and economic opportunities.

Diversity, Equity and Inclusion

The Company believes in creating a diverse, equitable and inclusive culture, based on its Golden Rule culture, with treating people the way we want to be treated, with dignity and respect, which is foundational. We believe a great work environment allows everyone to reach their full potential. The Company's objective is to encourage diversity, equity and inclusion within the Company, including in its Board and senior management and to not discriminate on the basis of gender or on any other basis. We believed in our Golden Rule culture prior to the announcement of many public DEI initiatives and still believe this to be true as many other DEI initiatives are being withdrawn.

The Company believes diversity, equity and inclusion is important to a well-functioning team to ensure the Company has the necessary range of perspectives, experience and expertise required to achieve the Company's objectives, including effective stewardship and management.

As noted above, fair treatment and dignity and respect are core principles in the Company's Employee Bill of Rights and in the Company's 10 Guiding Principles. These principles, which are discussed and reinforced through employee meetings, conferences, training and in daily life, also encourage diversity. Any employee who believes he or she is not being treated fairly, has an open line of communication up to the CEO and the Executive Chairman.

In an increasingly complex global marketplace, the ability to draw on a wide range of viewpoints, backgrounds, skills, and experience is critical to the Company's success. The Company's global growth plans assume cultural nimbleness and, competitively, the Company needs to continue to develop a brand and environment that appeals to the breadth of talent that will help the Company be successful.

The Company recognizes gender diversity is a significant aspect of diversity and believes leadership from women is critical to executing on the Company's strategy. This belief forms an important part of the focus of management in the appointment and recruitment of officers and the Board in the search and selection of nominee directors. The Company participates in activities promoting automotive as a career for women, such as sponsoring student and university co-op programs, and supports the development of the next generation of talent in Science, Technology, Engineering and Mathematics (STEM), including programs engaging and encouraging young women to enter into STEM such as First Robotics. Currently, 15% of the Company's senior executive officers are female.

Labour Matters

The Company maintains a strong relationship with its employees and the unions that represent them where collective bargaining agreements are in place. The Company's operations in Canada and the U.S. are generally non-unionized; however, the Company does have certain facilities in the U.S. and Canada which are unionized, as are the plants in other jurisdictions. From time to time, various unions seek to represent certain of the Company's employees and, consequently, the Company may become party to additional collective bargaining agreements at some future time.

Management Incentive Compensation

To attract and retain key management employees, the Company compensates these individuals by various means. Senior executives are paid a base salary plus bonuses based on pre-tax profits and may receive options to purchase the Company's common shares or other equity-based compensation, such as units under the Company's performance and restricted share unit program. The Company has in place share ownership guidelines for executives and has geared certain bonus payments to the purchase of the Company's common shares by the executives. The Company's employee compensation principles are determined by the Human Resources and Compensation Committee and administered by each facility's human resources department with oversight by the Company's Chief Executive Officer, President, Chief Financial Officer and Executive Vice President Human Resources, if necessary.

Health and Safety

Martinrea has a strong commitment to workplace health and safety and the prevention of occupational injury and illness. Martinrea's objective is to continuously improve its health and safety performance, and to meet or exceed industry standards and health and safety legislation. A safe and healthy workplace is created through the combined effort and participation of leadership and employees.

Leadership is responsible for establishing and maintaining health and safety policies, programs, safe-work practices and resources, and employees are responsible for maintaining safe and healthy work conditions and following the safety standards and training provided. Prevention is the goal, and all parties will continue to work together to ensure a safe and healthy workplace.

Protection for employee health and safety is a core principle in the Company's Employee Bill of Rights. The Company is committed to giving people a healthy and safe work environment, including freedom from harassment and violence.

The Company has a health and safety management system ensuring the laws in each country are followed. The Company aims to surpass industry standards, a goal that it has typically achieved as evidenced by key safety performance indicators.

The Company routinely discusses health and safety issues and ensures best practices are adopted throughout its operations, with focus on identifying and eliminating health and safety risks, industrial hygiene, ergonomics and emergency preparedness. The Company incorporates legislative changes, learnings from near misses and accidents, and changes to industry standards into its global safety management system.

The Company has an emergency preparedness and response plan in place at each facility to ensure timely response and communication in the event of an emergency, and incident investigation procedures to ensure incidents are investigated and corrective action implemented to prevent recurrence.

The Company has a Joint Health and Safety Committee at each plant and office, and aims to ensure compliance with local and global standards by auditing and inspecting compliance with both routine and unscheduled audits. Audits are designed to address documentation requirements, assess physical conditions at the plant and compliance to legal requirements. Audits and inspections are conducted on-site and followed with a report requiring the facility to develop an action plan to address deficiencies or best practices that are reviewed by the leadership team. Health and safety issues are encouraged to be corrected as they arise. Executive leadership reviews and discusses health and safety issues and compliance monthly and presentations are made to the Company's Board of Directors on a quarterly basis.

The health and safety management system incorporates international and regional standards, including where applicable at a particular location: Canadian Standards Association (CSA), American National Standards Institute (ANSI), as well as country-specific safety regulations. Audits and inspections are conducted by specialists with knowledge of Martinrea's standards and country-specific requirements.

The Company's health and safety committees hold regular conferences with representatives of its manufacturing facilities to reinforce its commitment to providing a safe and healthy work environment and share best practices with respect to occupational health and safety. Any employee who believes he or she is not being treated fairly, has an open line of communication up to the CEO.

Environmental Sustainability

Environmental Sustainability

The Company aspires to be an environmentally responsible company and has corporate strategies and risk management procedures in place to reduce its impact on the environment, independent of any trends or governmental regulation.

Martinrea's goal for its business operations is to ensure the responsible use of natural resources and the prevention and reduction of negative environmental impacts such as emissions, energy and water consumption, or waste generation. Strategies to mitigate environmental associated risk include implementing lean manufacturing practices to minimize waste through initiatives such as its Zero Landfill program, and instituting energy efficiency and water reduction projects within all plants where applicable and adopting carbon reduction targets.

The Company also has a global environmental compliance program, which requires that its manufacturing facilities receive where required, ISO 14001 or functionally equivalent environmental management certification. ISO 14001 specifies requirements of an environmental management system and is a systematic approach to handling environmental issues within an organization. The Company monitors its operations to ensure compliance with environmental requirements and standards, and takes action to prevent and correct problems, if needed. Third party and internal audits or inspections are conducted at its plants.

The Company has a disaster response and recovery plan in place at each facility to help to protect the health and safety of the employees and to ensure disruption to the Company's operations are minimized in the event of an environmental issue. The Company has adopted environmental sustainability strategies (such as carbon reduction targets and energy reduction targets). The Company's customers are becoming increasingly focused on supply chain sustainability in manufacturing (such as GHG emissions and net zero carbon strategies), which could impact future sourcing decisions for companies that do not meet customer policies. The Company strives to meet its goals as well as those of its customers but where it fails to do so could have an impact on the Company.

The Company is subject to environmental regulation by the federal, provincial, state and municipal authorities in the jurisdictions in which it operates. The Company's operations involve the use of equipment and products which produce various wastes, which are subject to legislative and regulatory guidelines including those related to the transportation, recycling, treatment, storage and disposal of various industrial chemicals and metals, discharges of pollutants into the land, air and water, and the remediation of contaminated soil, surface water and groundwater, as well as laws and regulations, with respect to workers' health and safety and labour standards.

Climate Change

Climate change can be described as the alteration of long-term weather patterns and the increasing frequency of extreme weather events, including the impact of GHG emissions on climate change.

As discussed above, the Company, and the OEMs it supplies, are subject to a variety of federal, state, provincial, local and foreign environmental laws and regulations, including those related to GHG emission reductions and fuel efficiency measures, renewable energy, increased focus on reporting metrics and the switch to electric vehicles from ICE engines, among other things. Environmental laws, regulations and permits, and the enforcement thereof, change frequently and have tended to become more stringent over time as governments and consumers focus their attention on the effects of climate change, the release of GHG emissions, and other general anti-pollution efforts. However, recently, the regulatory environment in certain jurisdictions, including the United States and Canada, has resulted in a relaxation of EV mandates and, in some countries, incentives. New environmental regulations are passed frequently, and automotive products are continuously tested for durability, GHG emissions and other environmental concerns. In addition to legislation, climate change has resulted in trends (as described above under *"Description of the Business and Trends"*) which present opportunities and challenges for the automotive industry. The Company strives to realize on the opportunities and address these challenges and risks in numerous ways, including developing and utilizing sustainability-focused innovation (for example, lightweighting and battery technology), and minimizing the impact of operations through lean manufacturing principles (by reducing our usage of energy, water and the generation of waste). These efforts can contribute to GHG reductions.

Any regulation of GHG emissions, including through a cap-and-trade system, technology mandate, emissions tax, reporting requirement or other program, could subject the Company to significant costs, including those relating to emission credits, pollution control equipment, monitoring and reporting, as well as increased energy and raw material prices. In addition, OEM customers may seek price reductions from the Company to account for their increased costs resulting from GHG regulations. Further, growing pressure to reduce and report on GHG emissions, increase renewable energy, and to ensure the supply base meets customer reduction targets, could reduce or change the mix of automobile sales, thereby impacting the demand for the Company's products and ultimately the Company's revenues. The Company does not currently anticipate that current or future regulatory targets for GHG reduction or

future GHG emission caps would have a material impact on the Company, and the Company is implementing strategies to help meet targets. However, there is still significant uncertainty surrounding the scope, timing and effect of future GHG or other climate change regulations, although some jurisdictions in which the Company operates are introducing (or have introduced or are considering introducing) regulations on such topics; failure to meet any customer GHG reduction target or other targets or any such regulation, could have a material adverse impact on the Company's business, financial condition, results of operations, reputation, product demand and liquidity (see also "*Automotive Industry General*" and *"Risk Factors"*).

Lightweighting Structures and Propulsion Systems Strategy

Changes in environmental regulation have presented an opportunity for the Company as a manufacturer of Lightweight Structures and Propulsion Systems, which are in demand from its customers to meet their regulatory requirements and consumer demand for goods that have less of an impact on the environment. No matter what propels the vehicle, the Company expects to be able to manufacture structures for the vehicle that are lightweight or to provide products or systems to propel or stop the vehicle. The Company develops technologies that the Company believes help its customers produce vehicles which meet or exceed consumer expectations regarding fuel consumption and GHG emissions, for example through:

- use of materials with recycled content, where appropriate;
- use of advanced and lightweight materials;
- components and systems with reduced mass, through use of advanced/lightweight materials, innovative multi-material joining processes and reduced number of parts; and
- solutions to help optimize ICE vehicles (see also *"Description of the Business and Trends: Lightweighting and Electric Vehicles"*).

Reporting

The Company's Sustainability Report sets out Martinrea's reporting and targets for GHG, energy and water usage. The Company also reports to the CDP reporting framework.

Martinrea provides sustainability reporting to customers, upon request. The Company also supports its customers, where required, with conflict minerals reporting to help ensure that conflict minerals such as gold, tantalum, tungsten, cobalt, mica and tin which are sourced from mines under the control of armed groups in the Democratic Republic of Congo and certain neighbouring countries, are not used in the production of automotive parts and assemblies.

Hazardous Waste and Industrial Emissions

The Company operates a number of manufacturing facilities using environmentally-sensitive processes and hazardous materials. Some of its facilities have in the past and may in the future receive a notice of violation or similar communication from local regulators during routine reviews. The Company has in the past and will continue in the future to address any such notices promptly, and to use best practices to avoid any future violations.

Energy Efficiency, Water and Waste Reduction

The Company aims to achieve efficiencies in and minimize waste from its manufacturing operations and has activities in place at various divisions to increase energy efficiency, reduce water consumption (including through recycling efforts where applicable) and reduce waste generation.

Waste reduction and scrap elimination are important considerations in our manufacturing activities. In many areas, the Company manufactures its own racking and storage systems that are reusable. The Company has implemented a Zero Landfill strategy across all facilities to attempt to reduce and/or eliminate waste going to landfill.

Supply Chain Responsibility

Suppliers to Martinrea are considered valuable business partners. Through a rigorous supplier selection process and internal procedures to evaluate suppliers, Martinrea strives to ensure the Company's culture and values cascade to the supply base, including the following policies:

- Product Safety and Quality Assurance
- Social Responsibility
    - Respect for Basic Human Rights, such as forced and child labour, and Working Conditions and the promotion of Health and Safety in the workplace
    - Conflict Minerals Reporting
- Environmental Sustainability and Compliance
- Code of Conduct and Ethics
    - Anti-Trust and Competition
    - Anti-Corruption and Anti-Bribery
    - Compliance with Laws and Regulations
- Promotion of Diversity and Inclusion within their operation and their supply base
    - Joining Supply Chain Security programs such as CTPAT, PIP, FAST

Supplier Diversity

To Martinrea, our vision of "Making people's lives better . . ." includes supporting diverse owned businesses in the communities in which we operate. As such, Martinrea's Supplier Diversity program supports nearly 100 diverse owned companies. The Company sponsors various organizations, both through financial commitments and sponsorships through attending multiple tradeshows, events, conferences and procurement fairs. The Company is proud to have received awards for its supplier diversity efforts from many customers over the years.

Making People's Lives Better

In the context of sustainability and working with communities, core to Martinrea's mission is to be a positive contributor, both globally and by supporting the communities in which Martinrea operates with involvement in local clubs, events and charities. Making people's lives better in communities has been a foundational belief of the Company from the beginning and is directly reflected in the Company's Vision, Mission, Principles, as well as in the Company's culture (see *"Description of the Business and Trends: The Company's Vision, Mission, Culture and Business Strategy"*).

Martinrea rebranded and unified its charitable initiatives in 2018 under a global charitable giving program called "Making People's Lives Better." The Company's charitable goals include sponsoring tangible projects inside a charity, impacting people's lives and making lives better (both in the communities in which we work and support and those in need anywhere in the world), providing donations for sponsored projects, and encouraging one another to volunteer our time to those in need.

In 2024, Martinrea launched an internal Making People's Lives Better Platform to manage and demonstrate the Company's philanthropic initiatives, by plant, region and Business Unit, showcasing the global giving/generosity efforts of our locations worldwide (both financially as well as donated time).

Acquisitions

The pursuit of growth opportunities and complementary investments, including through acquisition, has been a key element of the Company's business strategy. In 2002, the Company acquired all of the shares of Rea International Inc., Pilot Industries, Inc. and their affiliated companies. In 2005, the Company acquired the assets of Corydon Manufacturing LLC. In 2006, the Company acquired the assets of Depco International and completed the TKB Acquisition. In 2009, the Company acquired certain assets of SKD pursuant to various separate purchase transactions. In 2011, the Company acquired certain assets of Honsel AG and in 2014 the Company acquired Anchorage's 45% interest in Martinrea Honsel. The Company also completed the Metalsa Acquisition in early 2020. In October 2025, the Company acquired certain assets and assumed certain liabilities of a plant in Tulsa, Oklahoma,

primarily engaged primarily in manufacturing metal parts and assemblies for the bus market. See "*General Development of the Business*".

5. DIVIDENDS

Dividend Policy

Other than restrictions which may be imposed by the Company's credit facility based on loan-related covenants, there are no restrictions on the Company that would prevent it from paying a dividend. In 2013, the Company implemented quarterly dividend payments with the first dividend declared in June 2013. In 2018, the Company raised its quarterly dividend by 50% to $0.045 per share commencing with the release of the first quarter results of 2018 and declared approximately $14,213,000 in dividends ($0.165 per share). In 2020, the Company raised its quarterly dividend by 11% to $0.05 per share commencing with the release of the fourth quarter of 2019 and declared approximately $16,031,419 in dividends ($0.20 per share). In 2021, the Company declared approximately $16,069,544 in dividends ($0.20 per share). In 2022, the Company declared approximately $16,076,419 in dividends ($0.20 per share). In 2023, the Company declared approximately $15,845,881 in dividends ($0.20 per share). In 2024, the Company declared approximately $14,920,554 in dividends ($0.20 per share). In 2025, the Company declared approximately $14,518,635in dividends ($0.20 per share). From 2020 to 2025, the Company did not suspend or cancel the dividend payment despite the COVID-19 Pandemic and other issues affecting those years. The board of directors reviews its dividend policy quarterly in the context of the Company's earnings, financial condition and other relevant factors. The Company's dividend policy is located on its website at www.martinrea.com.

6. CAPITAL STRUCTURE

The Company's authorized capital consists of an unlimited number of Common Shares and no other classes of shares.

Holders of Common Shares are entitled to receive notice of any meetings of shareholders of the Company, to attend such meetings and to cast one vote per Common Share at all such meetings. Holders of Common Shares do not have cumulative voting rights with respect to the election of directors and, accordingly, holders of a majority of the Common Shares entitled to vote in any election of directors may elect all directors standing for election. Holders of Common Shares are entitled to receive rateably such dividends, if any, as and when declared by the board of directors at its discretion from funds legally available therefor and upon the liquidation, dissolution or winding up of the Company are entitled to receive rateably the net assets of the Company after payment of debts and other liabilities, in each case subject to the rights, privileges, restrictions and conditions attaching to any other series or class of shares ranking senior in priority to or rateably with the holders of the Common Shares with respect to dividends or liquidation. The Common Shares do not carry any pre-emptive, subscription, redemption or conversion rights.

During 2025, the Company received approval from the Toronto Stock Exchange ("TSX") to acquire for cancellation, by way of normal course issuer bid ("NCIB"), up to 7,110,571 common shares of the Company. The bid commenced on May 27, 2025 and spans a 12-month period, and is set to terminate on May 26, 2026.

During 2025, the Company purchased for cancellation an aggregate of 778,698 common shares for an aggregate purchase price of approximately $8.2 million, resulting in a decrease to stated capital of approximately $6.4 million and a decrease to retained earnings of approximately $1.7 million. The shares were purchased and canceled directly under the NCIB.

As of the date hereof, there are 72,009,150 common shares issued and outstanding.

7. MARKET FOR SECURITIES

The Company's Common Shares are listed and posted for trading on the Toronto Stock Exchange under the symbol "MRE". The volume of trading and price ranges of the Company's common shares for the periods indicated in 2025 are set out in the following table:

	High	Low	Volume
January	$9.30	$8.35	5,526,851
February	$8.77	$7.91	4,006,195
March	$8.36	$6.94	6,370,801
April	$7.36	$6.11	5,333,493
May	$8.77	$7.28	8,089,498
June	$8.84	$8.16	4,037,563
July	$9.06	$8.29	4,542,363
August	$10.38	$8.16	7,604,197
September	$11.62	$10.10	11,175,395
October	$10.96	$9.76	7,788,696
November	$10.86	$9.89	5,097,962
December	$10.65	$9.58	3,400,467

The closing price of the Common Shares was $10.36 on December 31, 2025, the last trading day of 2025.

8. ESCROWED SECURITIES

To the Company's knowledge, no Common Shares of the Company are currently held in escrow.

9. DIRECTORS AND OFFICERS

Name, Occupation and Security Holding

As of the date hereof, the names, municipalities of residence, all major positions and offices with the Company and its significant affiliates and the principal occupations of the directors and executive officers of the Company, and the year they became directors (as applicable) are set forth in the table below.

Name and Municipality of Residence	Position with the Company	Principal Occupation	Year Became Director
Pat D'Eramo Caryville, Tennessee	Chief Executive Officer, Director	Chief Executive Officer of the Company	2015
Rob Wildeboer Burlington, Ontario	Executive Chairman of the Board, Director	Executive Chairman of the Company's Board of Directors	1996
Ildefonso Guajardo Villarreal [3]	Director	Consultant	2025
Terry Lyons [2], [3] Vancouver, British Columbia	Director	Corporate Director	2014
Maureen Midgley [1] St. Louis, Missouri	Director	Global Vice President, Amazon.com (Retired)	2023
Fred Olson [1], [2], [3], [4] Rochester, Michigan	Lead Director	President and CEO, Webasto Product North America (Retired)	2002

Name and Municipality of Residence	Position with the Company	Principal Occupation	Year Became Director
Sandra Pupatello [2], [3] Windsor, Ontario	Director	Senator and President, Canadian International Avenues Ltd., management consulting firm	2014
Dave Schoch [1], [2] Williamsburg, Virginia	Director	Group Vice President and President, Asia Pacific, and Chairman and Chief Executive Officer, Ford China (Retired)	2018
Molly Shoichet [1] Toronto, Ontario	Director	University Professor and Canada Research Chair, Tissue Engineering, Chemical Engineering & Applied Chemistry, University of Toronto	2019
Ed Waitzer [3] Toronto, Ontario	Director	Waitzer Professional Corporation	2021
Fred Di Tosto Vaughan, Ontario	President	President of the Company	-
Peter Cirulis Novi, Michigan	Chief Financial Officer	Chief Financial Officer and Lead of the Commercial Lightweight Structures Group of the Company	-
Tim Lozner Clarksville, Tennessee	Executive Vice President, Fluids	Executive Vice President, Fluids Group of the Company	-
Megan Hunter Livonia, Michigan	Executive Vice President, Procurement and Supply Chain Operations	Executive Vice President, Procurement and Supply Chain Operations of the Company	-
Ganesh Iyer Rochester, Michigan	Chief Technology Officer	Chief Technology Officer of the Company	-
Bruce Johnson Aurora, Ontario	Executive Vice President, Martinrea Innovation Developments Inc.	Executive Vice President, Martinrea Innovation Developments Inc., a subsidiary of the Company	-
Hany Morsy Oakville, Ontario	Chief Internal Auditor	Chief Internal Auditor of the Company	-
Armando Pagliari Milton, Ontario	Executive Vice President, Human Resources	Executive Vice President, Human Resources of the Company	-
Larry Paine Oro-Medonte, Ontario	Executive Vice-President, Metallics	Executive Vice President, Metallics Group of the Company	-
Kerri Pope Vaughan, Ontario	General Counsel and Corporate Secretary	General Counsel and Corporate Secretary of the Company	-

Name and Municipality of Residence	Position with the Company	Principal Occupation	Year Became Director
Juan Pedro Santos Ortiz Madrid, Spain	Executive Vice President, Aluminum	Executive Vice President, Aluminum Group the Company	-
Frank Barbara Ontario, Canada	Vice President, FMG	Vice President, FMG of the Company	-

(1) Member of the Human Resources and Compensation Committee. Mr. Schoch is chair of this committee.
(2) Member of the Audit Committee. Mr. Lyons is chair of this committee.
(3) Member of the Corporate Governance and Nominating Committee. Ms. Pupatello is chair of this committee.
(4) Lead Director.

The term of office of each director expires at the next annual meeting of shareholders or when his successor is elected or appointed.

Each of the directors and officers of the Company has held the principal occupation set forth above or other positions with the same organization for the past five (5) years except for (i) Ed Waitzer, who prior to joining the Board in March, 2021, was a partner at Stikeman Eliott LLP from 1984 until his retirement from the law firm in January 2021, has been a professor and Director of the Hennick Centre for Business and Law and the Jarislowsky Dimma Mooney Chair in Corporate Governance at Osgoode Hall Law School and the Schulich School of Business from 2008 until his retirement in June, 2020. He continues to provide advisory services at Waitzer Professional Corporation; (ii) Maureen Midgley, who prior to joining the Board in January, 2023 was a senior executive at Amazon for seven years, retiring as Global Vice President in 2022, leading Engineering Design, Advanced Technology, Real Estate, IT, Lean Deployment, Amazon Robotics, Fulfillment Technology, and North American Operations; prior to that was Senior VP Global Manufacturing, Engineering and Lean Enterprise at Henkel for three years; and prior to that spent over 30 years with General Motors, at multiple levels of operations management and manufacturing engineering; (iii) Fred Di Tosto, who prior to being appointed President of the Company in January, 2024 was Chief Financial Officer from 2011 and has previously held the roles of Executive Vice President of its Flexible Manufacturing Group and Vice President, Finance. From January 2024 to July 2024, Mr. Di Tosto held the title of President and Chief Financial Officer of the Company; (iv) Juan Pedro Santos Ortiz, who prior to being appointed Executive Vice President, Aluminum of the Company in July, 2024 held the following positions over the past five years: Vice President, Operations, Aluminum from September 2021 and prior to that was Vice President, Operations, Europe and Asia of the Martinrea Honsel Group; (v) Tim Lozner, who prior to being appointed Executive Vice President of the Fluids Business Unit on January 1, 2025, held the following positions over the past 5 years: Senior Vice President, Operations of the Company from June, 2024 to January 1, 2025, and Vice President Operations, Metallics of the Company (from September 2021 to June 2024), and Executive Director, Sales, Flexible Manufacturing Group (from January 2020 to January 2021), Director, Fluids Group North America (from July 2018 to January 2020) and General Manager of the Hopkinsville and Springfield plants of the Company (from June 2016 to July 2018); (vi) Frank Barbara, who prior to being appointed as Vice President, FMG on January 1, 2025, held the following positions over the last five years: Vice President Operations, Americas of the Aluminum Business Unit (from April 2018 to January 2025); (vii) Sandra Pupatello who, in March 2025, was appointed to the Senate of Canada; and (viii) Ildefonso Guajardo Villarreal, who prior to joining the Board in June, 2025, has been providing consulting services.

As at the date hereof, the directors and executive officers of the Company as a group, directly and indirectly, beneficially own or exercise control or direction over approximately 1,659,226 Common Shares, representing approximately 2.3% of the issued and outstanding common shares of the Company. In addition, members of this group hold other equity-based interests in the Company. The information as to Common Shares beneficially owned or over which control is exercised, not being within the knowledge of the Company, has been furnished by the respective directors and officers.

Cease Trade Orders

None of the directors or executive officers:

a) is, as at the date of the Annual Information Form, or was within 10 years before the date of the Annual Information Form, a director or chief executive officer or chief financial officer of any company (including Martinrea) that:

i) was the subject of an order (as defined in National Instrument 51-102F2) that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or

ii) was subject to an order that was issued after the director or executive officer ceased to be a director, chief executive officer, or chief financial officer, and which resulted from an event that occurred while that person was acting in the capacity as a director, chief executive officer, or chief financial officer.

None of the directors, executive officers or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company,

b) is at the date hereof, or has been within 10 years before the date of this Annual Information Form, a director or executive officer of any company (including Martinrea) that while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

c) has, within the 10 years before this Annual Information Form, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

The information as to cease trade orders and bankruptcies, not being within the knowledge of the Company, has been furnished by the directors and executive officers, respectively.

10. RISK FACTORS

The following risk factors, as well as the other information contained in this Annual Information Form, the Company's Management Discussion and Analysis for the year ended December 31, 2025 or otherwise incorporated herein by reference, should be considered carefully. These risk factors could materially and adversely affect the Company's future operating results and could cause actual events to differ materially from those described in forward-looking statements relating to the Company.

The Company's success is primarily dependent upon the levels of car and light truck production by its customers and the relative amount of content the Company has on their various vehicle programs. OEM production volumes may be impacted by many factors including supply chain disruption, general economic and political conditions, interest rates, credit availability, energy and fuel prices, international conflicts, labour relations issues, regulatory requirements, trade agreements and tariffs, infrastructure considerations, legislative changes, and environmental emissions standards and safety issues.

North American and Global Economic and Political Conditions (including war) and Consumer Confidence

The automotive industry is global, and is generally viewed as highly cyclical, and is sensitive to changes in economic and political conditions, including interest rates, inflation, foreign exchange, fuel prices, employment, real estate values, trade issues (including trade wars), tariffs real or threatened, international or domestic conflicts or wars or political crises, government regulation, terrorist activities, developments in global markets, supply chain issues, and epidemics or pandemics, for example, the COVID-19 Pandemic, and other factors.

The Company operates in the midst of a volatile industry, which in the past has experienced a significant recession, particularly severe in North America and Europe. Current conditions (including those that arose in whole or in part as a result of the COVID-19 Pandemic or any variants, political and civil unrest or wars, inflation, supply chain issues, the global semi-conductor shortage, geo-politics, tariff and trade issues, governmental regulation, electrification, and labour issues) continue or may continue to cause economic uncertainty about the future in different regions. It is uncertain what the Company's prospects will be in the future. While the Company believes it has sufficient liquidity and a strong balance sheet to deal with present economic conditions, lower sales and production volumes in certain areas may occur. It is unknown at this stage what the impact will be of the economic issues, supply chain issues, inflation and global trade or political issues on the automotive industry, including resulting from any changes to trade agreements, tariffs or trade disputes or pandemic or war or threatened or anticipated war or terrorist activities or technology shifts such as electrification or AI (see "*Trade Policies and Resulting Impact*" above under *"Automotive Industry General"* and "*Trade Restrictions or Disputes*" and "*Changes in Law and Governmental Regulation*" and "*Pandemics and Epidemics, Force Majeure Events, Natural Disasters, Terrorist Activities, Political and Civil Unrest or War, and Other Outbreaks*" and "*Financial Viability of Suppliers and Key Suppliers and Supply Disruptions (Material Availability or Disruption)*" and "*Fluctuations in Operating Results*" below as well as other "Risk Factors").

The above factors, or a worsening of any of the above factors, new factors and/or other factors may result in lower consumer confidence. Consumer confidence or higher prices for vehicles has a significant impact on consumer demand for vehicles, which in turn impacts vehicle production and vehicle sales. A significant decline in vehicle production volumes from current levels could have a material adverse effect on profitability and the Company's financial condition. An economic downturn or other adverse industry conditions that result in even a relatively modest decline in vehicle production levels could reduce the Company's sales and thereby have an adverse impact on the Company's financial condition, results of operations and cash flows. The automotive industry is subject to rapid technological change, vigorous competition, short product life cycles and cyclical consumer demand patterns. When the Company's customers are adversely affected by these factors, the Company may be similarly affected to the extent that the Company's customers reduce the volume of orders for and sales of the Company's products.

Automotive Industry Risks

The automotive industry is generally viewed as highly cyclical. It is dependent on, among other factors, consumer spending and general economic conditions in North America and elsewhere. There can be no assurance that North American or European automotive production overall or on specific platforms will not decline in the future or that the Company will be able to utilize any existing unused capacity or any additional capacity it adds in the future. A continued or a substantial additional decline in the production of new automobiles overall or by customer or by customer platform may have a material adverse effect on the Company's financial condition and results of operations and ability to meet existing financial covenants. It is unknown at this stage what impact any of the recent (or future) supply chain challenges, inflation, conflict or war, labour shortages or global trade issues, technology or electrification will have on the automotive industry, including resulting from any changes to trade agreements, tariffs or trade disputes or political issues or war or that have arisen from pandemic or pandemic-related events, or from supply shortages such as the global semi-conductor chip shortage.

Trade Restrictions or Disputes

The current trade environment is characterized by significant uncertainty, with tariffs imposed or threatened (including retaliatory tariffs) on numerous countries. The USMCA is subject to a mandatory joint review by the parties in 2026, which creates uncertainty regarding the future of North American trade arrangements and the integrated automotive supply chain that has developed under NAFTA and the USMCA. Changes to the USMCA, failure to renew the agreement, or imposition of new tariffs or trade restrictions could materially disrupt the Company's operations and those of its customers and suppliers.

The global growth of the automotive industry has been aided by the free movement of goods, services, people and capital through bilateral and regional trade agreements, particularly in North America and Europe. The introduction of measures which impede free trade, including new or increased tariffs and other trade barriers, could have a material adverse effect on the Company's operations and profitability. The imposition of tariffs and countervailing restrictions and/or retaliatory tariffs between the United States and Canada and Mexico, and with other

countries, such as China, is a fluid and rapidly evolving situation. Trade and tariff uncertainty presents numerous challenges for the automotive supply chain, including: (i) planning, forecasting, and efficient capital allocation challenges, as uncertainty may impact OEM production and footprint decision-making; (ii) increased input costs, as tariffs and retaliatory measures could increase the Company's costs, the prices the Company charges customers, and the prices consumers pay for vehicles; (iii) vehicle affordability impacts, as tariffs that erode vehicle affordability may reduce consumer demand and prompt reductions in vehicle production volumes; and (iv) potential restructuring and impairment costs, including those related to any reshoring of production.

Current international trade disputes or trade wars could, among other things: (i) reduce demand for and production of vehicles including impeding our ability to sell products to customers located in the United States; (ii) disrupt global supply chains including the Company's ability to procure inputs and equipment for its operations; (iii) distort commodity pricing; (iv) impact the profitability of the Company or its suppliers and/or customers and their financial stability; (v) impair the ability of automotive suppliers and vehicle manufacturers to make efficient long-term investment decisions; (vi) create volatility in relative foreign exchange rates; (vii) contribute to stock market volatility; or (viii) result in a shutdown of the automotive industry.

Significant or sustained unmitigated tariff cost increases that are not recoverable from customers could have a material adverse effect on the Company's profitability. Trade tensions between the United States and China, and evolving trade relationships more broadly, contribute to uncertainty in global trade policy that may affect the automotive industry's integrated supply chains.

One of the most material risks stemming from trade disruptions is the potential shutdown of vehicle production, either at the Company's own facilities or at OEM assembly plants. The automotive industry relies heavily on just-in-time delivery systems and tightly synchronized supply chains. Any delay or blockage in the movement of goods—whether due to tariffs, regulatory inspections, border slowdowns, or retaliatory trade actions—can result in halted production lines, missed delivery windows, and increased operating costs. A prolonged disruption could lead to cascading effects throughout the supply chain, including inventory shortages, contractual penalties, and strained relationships with OEM customers. Furthermore, some OEMs may relocate production to different OEM assembly plants because of tariffs, which may impact production at one or more of the Company's facilities.

The Company's products may also be subject to tariffs that do not apply to automotive suppliers based in other countries which could result in changes to our customer base and disrupt our usual sales process. Any disruption to current trade practices could have a material impact on the Company's ability to market its products and procure inputs for its operations. See "Changes in Laws and Governmental Regulations."

Changes in Laws and Governmental Regulations

A significant change in the regulatory environment in which the Company currently carries on business could adversely affect the Company's operations, including changes in tax laws, tariffs, laws related to pandemics or GHG (climate change) or other environmental regulations or other regulations relating to ESG.

The Company's operations could be adversely impacted by significant changes in tariffs and duties imposed on its products, particularly significant changes to the USMCA (formerly NAFTA), or the CPTPP, the adoption of domestic preferential purchasing policies in other jurisdictions, particularly the United States or China (such as increased tariffs or investigations relating to anti-dumping) or positive or negative changes in tax or other legislation. The Company's operations could also be adversely impacted by changes in rules relating to the movement of goods and people across borders, or changes in labour laws and regimes in the jurisdictions in which it operates, including immigration policies, which prevent the movement or recruitment of key Company employees and skilled tradespersons. In addition, the Company could be exposed to increased customs audits due to governmental policy, which could lead to additional administrative burden and costs and also carry the potential of a material fine or significant reputational risk. Changes in legislation or regulation could lead to additional administrative burden and costs in general, and also carry the potential of a material fine or significant reputational risk. Changes in laws or regulations could also result in the Company shifting its operations to more favourable jurisdictions.

Dependence Upon Key Customers

North America, Europe, Brazil and China are relevant auto producing regions for us and operating results are primarily dependent on car and light vehicle production in these regions by the Company's customers. Due to the nature of the Company's business, it is dependent upon several large customers such that cancellation of a significant order by any of these customers, the loss of any such customers for any reason or the termination or discontinuation of such customer's programs without replacement or new business wins or the insolvency of any such customers, reduced sales of automotive platforms of such customers, or shift in market share on vehicles on which the Company has significant content, or inability to increase its market share with existing customers, or a significant or sustained decline in vehicle production volumes in geographic areas in which the Company operates, could significantly reduce the Company's ongoing revenue and/or profitability, and could materially and adversely affect the Company's financial condition and results of operations. Although the Company continues to diversify its business, including its product offerings and programs with existing customers, there is no assurance that it will be successful. A loss of any or all of the Company's top customers' business would be expected to have a material adverse effect on the Company's business financial condition.

In addition, a work disruption at one or more of the Company's customers, including resulting from labour stoppages at, an inability to get critical components or supplies from or insolvencies of, or other issues at, key suppliers to such customers or an extended customer shutdown (scheduled or unscheduled, including as a result of a pandemic or epidemic, such as the COVID-19 Pandemic (including from any variant), a strike such as the UAW strike in 2023, or other supply chain disruption, including from any tariff or trade issues or disaster or cybersecurity incident), could have a significant impact on the Company's revenue and/or profitability. The Company's largest North American customers typically halt production for approximately two weeks in July and one week in December. These typically seasonal shutdowns could cause fluctuations in the Company's quarterly results.

Financial difficulties experienced by any major customer could have a material adverse effect on the Company if such customer were unable to pay for the products the Company provides or the Company experiences a loss of, or material reduction in, business from such customer. As a result of such difficulties, even where the Company is considered a key or critical supplier, the Company could experience lost revenues, significant write-offs of accounts receivable, significant impairment charges or additional restructurings, sometimes significantly, from year-to-year, which, in turn, causes fluctuations in the demand for the Company's products.

The Company is dependent on the continued growth, viability and financial stability of its OEM customers. Demand for the Company's products is directly related to consumer demand for new vehicles containing the Company's products and production levels of the Company's OEM customers. The level of new vehicle purchases is affected by factors such as consumer preferences, consumer spending patterns, used car pricing relative to new car pricing and the vehicle replacement cycle. The Company's OEM customers continually adjust their production of new vehicles in response to such conditions. The mix of vehicle offerings by the Company's OEM customers impacts the Company's sales. A decrease in consumer demand (for whatever reason) for specific types of vehicles where the Company has traditionally provided significant components could have a significant effect on the Company's business and financial condition and profitability. For example, a decrease in market demand for light trucks, or a decrease in OEM customer offerings in this vehicle segment, or a decrease in the demand for EVs where the Company has content, could adversely impact the Company's ability to maintain or increase its revenues. In addition, the Company's sales of products in the regions in which its customers operate also depend on the success of such customers in those regions. The Company's North American business is currently highly leveraged toward SUVs, CUVs and pick-up trucks; therefore, a change in consumer preferences or a decrease in consumer demand for these vehicles in North America, for example, resulting from factors such as increases in energy and fuel prices, legislative changes or changes in environmental emission standards or other regulations, may cause a related decrease in OEM production volumes. A decrease in the Company's OEM customers' production volumes for these vehicles, as a result of any one or more of these factors or any other factors, could have a material adverse effect on the Company's business, profitability, financial condition and/or results of operations. If the Company is unsuccessful or is less successful than its competitors in adjusting to its customers' needs when responding to such conditions, the Company may be placed at a competitive disadvantage, which could have a material adverse effect on the Company's business, profitability, financial condition and/or results of operations.

Pandemics and Epidemics, Force Majeure Events, Natural Disasters, Terrorist Activities, Political and Civil Unrest or War, and Other Outbreaks

Global pandemics (such as the COVID-19 Pandemic and variants), epidemics or disease outbreaks in North America or globally, as well as hurricanes, earthquakes, tsunamis, snowstorms, or other natural disasters, acts of God or force majeures or disasters in general, could disrupt the Company's business operations, reduce or restrict the Company's supply of materials and services, result in labour shortages and/or significant costs to protect the Company's employees and facilities, or result in regional or global economic distress, which may materially and adversely affect the Company's business, financial condition, and results of operations. Actual or threatened war (including trade wars), terrorist activities, political unrest, civil strife, and other geopolitical uncertainty could have a similar adverse effect on the Company's business, financial condition, and results of operations and/or that of the OEM, supply chain or automotive industry. Any one or more of these events may impede the Company's production and delivery efforts (or that of its customers or suppliers) and adversely affect the Company's sales results, possibly for a prolonged period of time, which could materially and adversely affect the Company's business, financial condition, and results of operations.

Impacts of a pandemic and/or prolonged pandemic (including from any variants), or one of the factors listed in the above paragraphs, would likely deteriorate economic conditions, resulting in lower consumer confidence or ability to purchase vehicles, which typically translates into lower vehicle sales and production levels, increased costs and inflation; reduce the Company's customers' production volume levels, including as a result of intermittent facility shutdowns and/or temporary shut-downs or slowdowns of one or more of the production lines of the Company or one or more of its customers or suppliers; elevate the financial pressure on or deteriorate the financial condition of the Company's customers or suppliers, which could lead to an OEM insolvency, and would likely increase pricing pressure on the Company; and reduce the Company's production levels, including as a result of intermittent shutdowns of our manufacturing facilities. Additionally, a pandemic or a prolonged pandemic could cause potential shortages of employees to staff the Company's facilities, or the facilities of the Company's customers or suppliers; lead to prolonged disruptions or shortages of critical components (for example as occurred during the global semi-conductor chip shortage) and other supply shortages or disruptions, and could deteriorate the financial condition of the Company's suppliers including as a result of the bankruptcy/insolvency of one or more suppliers due to worsening economic conditions; or result in governmental regulation adversely impacting our business or from civil unrest. In addition, certain events may prevent the Company from supplying products to its customers or prevent its customers from being supplied with products necessary for production of vehicles which our products are on, which could result in a range of potential adverse consequences, including business interruption, loss of business and reputational damage. Previous production stoppages related to COVID-19 resulted in, and any pandemic may in the future result in, supply disruptions and shortages globally. A prolonged supply disruption or supply shortage could have a material adverse effect on the Company's business, financial condition, and results of operations.

Any or all of the above impacts of a prolonged pandemic could have a rapid, unexpected and material adverse effect on the Company's business, financial condition and results of operations.

Financial Viability of Suppliers and Key Suppliers and Supply Disruptions (Material Availability or Disruption)

The Company relies on a number of suppliers to supply a wide range of products and components required in connection with the business. Economic conditions, including trade volatility and tariffs, production volume cuts, intense pricing pressures, increased commodity prices or inflation, labour availability and a number of other factors including war, acts of God (including fires, disasters, hurricanes, earthquakes, snowstorms, whether as a result of climate change or otherwise, pandemics or epidemics such as the COVID-19 Pandemic) cybersecurity issues of suppliers and governments which may result in border delays or outages to key systems supporting global trade, and scarcity of raw materials or other critical components (such as the global semi-conductor chip shortage, global port backlogs and container shortages or driven by the increased demand associated with the growth of innovative products such as lithium or graphite in batteries) or supplies required by the Company's OEM customers or anything that results in supply disruption can result in many automotive suppliers experiencing varying degrees of financial distress. In addition, pandemics or epidemics such as the recent COVID-19 Pandemic, any political or civil unrest or war or terrorist activity or supply shortage, such as the global semi-conductor chip shortage or disruption or any tariff or other trade issues that materially increase costs may have a material adverse impact on automotive suppliers and the supply

chain and the automotive industry. The continued financial distress or the insolvency or bankruptcy of any supplier, or reduction or change in the supply of critical or key components of any such supplier or inflationary price increases or other difficulties could disrupt the supply of products, materials or components to Martinrea or to customers, potentially causing the temporary or permanent disruption and/or shut-down of the Company's or customers' production lines or result in a loss of or decrease in production volume. Martinrea has experienced supply disruptions of varying natures in the past (including in cases where an equipment supplier has gone out of business, the COVID-19 Pandemic, semi-conductor chip shortages and conflict or an act of God) which has resulted in the shortage of a key commodity, supply or service.

There is a risk some suppliers or sub-suppliers may not have adequate capacity to timely accommodate increases in demand for their products which could lead to production disruption for the customer. Some of the Company's suppliers or sub-suppliers may not be able to handle the commodity cost volatility and/or sharply changing volumes and/or labour disruption, and/or any sustainability or other government regulation including tariffs or trade regulation, while still performing as expected. To the extent the Company's suppliers or sub-suppliers experience supply disruptions, there is a risk for delivery delays, production delays, production issues or delivery of non-conforming products by suppliers. To the extent the Company's customers experience supply chain disruptions, there is a risk for production delays or production issues which could result in production slowdowns, adjustments to customers' production plans and/or prioritization of certain vehicle models and a reduction of demand for the Company's products. Even where these risks do not materialize, the Company may incur costs as it tries to make contingency plans for such risks. Any prolonged disruption in the supply of critical components, to the Company, its suppliers, customers or within the industry generally, the inability to re-source production of a critical component from a distressed automotive components sub-supplier, or any temporary or permanent disruption and/or shut-down of production lines or the production lines of a customer, could have a material adverse effect on operations or profitability or financial condition.

Additionally, the insolvency, bankruptcy, financial restructuring or force majeure event or events which do not qualify as force majeure events but lead to potential supply chain disruptions or delays, of any critical suppliers of the Company or its customers could result in the Company incurring unrecoverable costs related to the financial work-out or resourcing costs of such suppliers, the expedited freight costs or resourcing costs of such suppliers, and/or increased exposure for product liability, warranty or recall costs relating to the components supplied by such suppliers to the extent such supplier is not able to assume responsibility for such amounts, each of which could have an adverse effect on the Company's profitability. Although the Company is generally able to substitute suppliers for raw materials and components without incurring material short term costs, in some cases, it could be difficult and expensive and take significant time or cause significant delays for the Company to change suppliers. If any of the Company's suppliers are acquired by its competitors, consolidate with other suppliers, decide to exit the automotive manufacturing space or are acquired by other companies with whom the Company does not have existing or longstanding relationships, the Company may have less alternatives for suppliers and could experience even greater pricing pressure on certain components and raw materials required in the Company's products, lose the ability to source components and raw materials from certain suppliers or lose its status as a critical or preferred customer of such suppliers, each of which could have an adverse effect on the Company's profitability. The loss of or damage to the Company's relationships with its suppliers or any delay in receiving raw materials and components could impair the Company's ability to timely deliver good quality products to its customers, require the Company to incur additional expenses and delays to complete revalidation of a substitute supplier and result in the loss of or damage to the Company's relationships with its customers, and, accordingly, could have a material adverse effect on the Company's business, financial condition and results of operations. Also see *"Risks: Dependence Upon Key Customers"* and *"Sustainability (ESG) Regulation, Including Environmental Regulation and Climate Change and Human Rights and Supply Chain Issues"*, and "*Trade Restrictions or Disputes*").

The Company currently depends on key machinery and tooling used to manufacture components and as such its manufacturing processes are vulnerable to operational problems and installation delays that can impair its ability to manufacture its products in a timely manner. The Company's facilities contain sophisticated machinery and tooling that are used in its manufacturing processes that are complex, cannot be easily replicated, have a long lead-time to manufacture and assemble, and require experienced tradespersons and operators. If there is a breakdown in such machinery and tooling, and the Company or its service providers are unable to repair in a timely fashion, obtaining replacement machinery or rebuilding tooling could involve significant delays and costs, and may not be available to the Company on reasonable terms. If the Company or its service providers are unable to repair the Company's equipment or tooling, in some cases, it could take several months, or longer, for a supplier to begin providing

machinery and tooling to specification. Any disruption of machinery and tooling supply chain, or the Company's ability to service or repair key machinery and tooling, could result in lost or deferred sales and customer charges or cause the Company to incur significant costs and/or delays, which could have a material adverse effect on the Company's business, financial condition and results of operations.

Late in the third quarter of 2025, a major U.S. aluminum supplier experienced a fire at its facility, which supplies a large portion of the aluminum sheet used in the automotive industry. This incident led to some production interruptions for several OEMs. Some of the Company's programs were affected by this supply chain disruption.

The automotive industry's reliance on a limited number of suppliers for certain critical materials, including automotive-grade aluminum sheet and specialty steels, creates concentration risk. The loss of capacity at a single facility can have a disproportionate impact on the industry's ability to source materials. The Company continues to monitor and manage concentration risks within its supply chain, though there can be no assurance that alternative sources will be available in sufficient quantities or on a timely basis in the event of a disruption to a key supplier.

Addressing Tier Two and Tier Three supply chain issues can sometimes lead to the incurrence of premium costs. OEM responses to these disruptions have caused several consequences for Tier One suppliers like the Company, including lower sales, production inefficiencies due to unexpected stops and restarts of production lines based on OEMs' production priorities, and premium costs to expedite shipments. Any of these factors could have an adverse effect on the Company's business and operational results.

Semiconductor Chip Shortages and Price Increases

The global shortage of semiconductor chips had a material adverse effect on global automotive production volumes in the recent past, and may continue to impact volumes in the future should any issue arise that impacts the production and availability of semi-conductor chips. In response to the semiconductor chip shortage, OEMs took actions, and in future may continue to take actions, such as: unplanned shutdowns of production lines and/or plants; reductions in their vehicle production plans; and changes to their product mix. Such OEM responses can result in a number of direct and indirect consequences for Tier One suppliers like Martinrea, including: lower sales; significant production inefficiencies due to production lines being stopped/restarted unexpectedly based on OEMs' production priorities; higher inventory levels; premium freight costs to expedite shipments; other unrecoverable costs; and increased challenges in retaining employees through production disruptions. The shortage of semiconductor chips also resulted in elevated prices for this critical automotive component. Tier One suppliers have faced and may continue to face price increases from sub-suppliers that have been negatively impacted by production inefficiencies, premium freight costs and/or other costs and surcharges related to a semiconductor chip shortage. Although the semiconductor chip shortage has abated, a future semiconductor chip shortage could have a material adverse effect on the Company's operations, sales and profitability.

Recent Chinese export restrictions on Nexperia, a global semiconductor supplier, have disrupted the supply of electronic components from China. While the Company's supply chain is not directly affected by these restrictions, the Company continues to monitor potential indirect impacts on automotive industry supply chains and its operations.

Inflationary Pressures

Global economies have experienced elevated inflation which could curtail levels of economic activity, including in the Company's primary production markets. During the recent past, the Company experienced higher commodity, freight and energy costs, as well as wage pressures related to labour shortages in some markets. Inflationary pressures are expected to continue in 2026 and would likely be exacerbated by shortages or disruptions to inputs required for automotive production, or by imposition of tariffs on automobiles, automotive parts, or inputs such as steel and aluminum. Tier One Suppliers may also experience price increases or surcharges from sub-suppliers in connection with the inflationary pressures they face. The inability to offset inflationary price increases through continuous improvement actions, price increases to our customers or modifications to our own products or otherwise, could have an adverse effect on the Company's profitability. OEM customers may also experience inflationary pressure due to wage or other price increases and attempt to pass the increase on to its supply base, including the Company, which may have an adverse effect on the Company's profitability.

Regional Energy Shortages

Parts of the world have experienced and are experiencing energy shortages which may be related to a resurgence in demand due to economic recovery, regulatory restrictions, war, weather events, an increase in data centers, and challenges related to the transition to renewable energy generation. Prices for energy inputs critical to manufacturing, such as natural gas and electricity, rose dramatically in parts of Europe and Asia in the recent past and may continue to increase in these or other markets. The Russia/Ukraine war has and could continue to disrupt natural gas supplies from Russia to Europe and/or cause elevated prices to rise further. The U.S./Iran war may disrupt oil supply and oil prices. Prolonged energy disruptions and/or significant energy price increases could have an adverse effect on our operations and profitability.

Russia and Ukraine War and Middle East War

Although the Company does not have any operations in Russia, Ukraine or in the Middle East, these ongoing conflicts create or exacerbate a broad range of risks, including with respect to: global economic growth; global vehicle production volumes; inflationary pressures, including in energy, commodities and transportation/logistics; energy security; redirect ocean vessels to avoid regions of conflict; and supply chain fragility. Any of the foregoing could have a material adverse effect on the Company's business and results of operations.

The middle east war is an evolving situation and poses risks to global energy supply and prices. The Strait of Hormuz, which borders Iran, is a critical waterway through which a significant portion of global crude oil and petroleum products transit. Such conflict may adversely affect the Company through disruptions to global supply chains, increased transportation and logistics costs, volatility in energy and commodity prices, constraints arising from trade restrictions or sanctions, and reduced demand from customers affected by economic uncertainty. Any prolongation or expansion of the conflict could have a material adverse effect on the Company's business, financial condition, results of operations and prospects.

To the extent that any of the Company's OEM customers suspend production elsewhere as a result of one or more of these conflicts situations Martinrea's sales would likely be adversely affected. Additionally, the conflicts and restrictive measures against any country could exacerbate a number of risks described elsewhere in these Risk Factors, including: disruption of vehicle production and supply chains, including for any critical component (such as semiconductor chips since Russia and Ukraine are critical suppliers of neon gas and palladium used in chip production); exacerbating energy shortages or driving energy prices higher, particularly oil and natural gas; constraining the supply of aluminum, palladium or other commodity metals required in automotive production; and increasing cybersecurity threats.

Customer Consolidation and Cooperation

There have been a number of examples of OEM consolidation in recent years, including the 2021 merger of PSA Group and Fiat Chrysler Automobiles to form Stellantis. Additionally, competing OEMs are increasingly cooperating and collaborating in different ways to save costs, including through joint purchasing activities, platform sharing, powertrain sharing, joint R&D and regional joint ventures. While OEM consolidation and cooperation may present opportunities, they also present a risk that the Company could lose future business or experience even greater pricing pressure on certain production programs, either of which could have an adverse effect on our profitability.

Emergence of Potentially Disruptive EV OEMs

With increased vehicle electrification, a number of potentially disruptive, EV-focused OEMs have emerged, particularly in China. Vehicle electrification, and the rate thereof, has an impact on the Company's revenues on EV-related platforms. While the Company is developing business relationships with some of the emergent EV-focused OEMs, the Company does not have relations with all, nor are such relationships as well established as those with the Company's traditional customers. The failure to sufficiently grow the Company's sales to emergent OEMs which achieve significant commercial success could adversely impact the Company's long-term strategy. At the same time, conducting business with recently established OEMs poses risks and challenges, including due to any limited operating history and/or financial, capital or other resources, which may elevate counterparty risk. Additionally, there is

uncertainty regarding consumer/market acceptance of the vehicles of such new OEMs. It remains too early to determine whether the Company's commercial experience with such emergent EV-focused OEMs will be similar to our experience with established OEMs.

The Company conducts business with newer electric vehicle-focused OEMs, which poses incremental credit risk due to their relatively short operating histories, limited financial resources, less mature product development and validation processes, uncertain market acceptance of their products and services, and untested business models. These factors elevate the Company's risks in dealing with such customers, particularly with respect to recovery of pre-production costs (including tooling, engineering, and launch costs), production receivables, inventory, fixed assets, capitalized preproduction expenditures, and other third-party obligations related to such items. The Company's exposure to newer EV-focused OEMs includes both balance sheet exposure and potential future commitments. If one or more of these customers experiences financial distress or fails to achieve anticipated production volumes, the Company may be unable to recover its investments and could incur material losses. While the Company seeks to mitigate these risks through contract terms, advance payments, and credit monitoring, there can be no assurance that such measures will be sufficient to protect the Company from material losses.

Outsourcing and Insourcing Trends

The Company is dependent on the outsourcing of components, modules and assemblies by OEMs. The extent of OEM outsourcing is influenced by a number of factors, including relative cost, quality and timeliness of production by suppliers as compared to OEMs, capacity utilization, and labour relations among OEMs, their employees and unions. As a result of any favourable terms in collective bargaining agreements that may lower cost structures, OEMs may insource some production which had previously been outsourced, or not outsource production which may otherwise be outsourced at some point. Outsourcing of some assembly is particularly dependent on the degree of unutilized capacity at the OEMs' own assembly facilities, in addition to the foregoing factors. A reduction in outsourcing by OEMs, or the loss of any material production or assembly programs coupled with the failure to secure alternative programs with sufficient volumes and margins, could have a material adverse effect on profitability.

Competition

The automotive supply industry is highly competitive. Some of the Company's competitors have substantially greater financial, marketing and other resources and higher market share than the Company in certain products or geographic areas. The Company's competitors include a number of domestic and international suppliers, some of which have established strong relationships with OEMs. The Company's competitors may develop products that are superior to those of the Company, establish manufacturing facilities that are more logistically competitive than the Company's locations, produce similar products at a lower cost or adapt more quickly than the Company does to new technologies or evolving customer requirements. Competition can lead to price reductions, reduced margins, losses, and an inability to gain or hold market share or result in excess open capacity (which can impact the Company's profitability). As the markets for the Company's products and other services expand, additional competition may emerge and competitors may commit more resources to products which directly compete with the Company's products. There can be no assurance that the Company will be able to compete successfully with existing competitors or that its business will not be adversely affected by increased competition or by new competitors. Failure to do so, could affect the Company's ability to fully implement its corporate strategy.

Customer Pricing Pressures, Contractual Arrangements, Cost and Risk Absorption and Purchase Orders

Given the current trends in the automotive industry, the Company faces ongoing pricing pressure from OEMs, including through: quoting pre-requirements; long-term supply agreements with mutually agreed price reductions over the life of the agreement; non-contractual annual price concession demands; continuing pressure to absorb costs related to product design and development, engineering, program management, prototypes, validation and tooling; and OEM refusal to fully offset inflationary or material price increases in addition to items previously paid for directly by OEMs. In particular, OEMs are requesting that suppliers pay for the above costs and recover these costs through the piece price of the applicable component. OEMs possess significant leverage over their suppliers due to their purchasing power, continuing industry consolidation, and the highly competitive nature of the automotive supply industry. OEM customers may be able to exert greater leverage over the Company as compared to its competitors. The Company attempts to offset price concessions and costs in a number of ways, including through negotiations with OEM customers, improved operating efficiencies and cost reduction efforts. The Company's inability to fully offset price

concessions, absorb design, engineering and tooling costs, and/or fully recover such costs over the life of production, could have a material adverse effect on its profitability. Contract volumes for customer programs not yet in production are based on the Company's customers' estimates of their own future production levels. However, actual production volumes may vary significantly from these estimates due to a reduction in consumer demand or new product launch delays or other issues, often without any compensation to the supplier by its OEM customer.

Typical purchase orders issued by customers do not require they purchase a minimum number of the Company's products. For programs currently under production, the Company is generally unable to request price changes when volumes differ significantly from production estimates used during the quotation stage or for material changes in market conditions. If estimated production volumes are not achieved, the product development, design, engineering, prototype and validation costs incurred by the Company may not be fully recovered. Similarly, future pricing pressure or volume reductions by the Company's customers may also reduce the amount of amortized costs otherwise recoverable in the piece price of the Company's products. Either of these factors could have an adverse effect on the Company's profitability. While it is generally the case that once the Company receives a purchase order for products of a particular vehicle program it would continue to supply those products until the end of such program, customers could cease to source their production requirements from the Company for a variety of reasons, including the Company's refusal to accept demands for price reductions or other concessions or the Company could cease doing business with a customer for unreasonable contracts. If a purchase order is terminated, the Company may have various pre-production, tooling, engineering and other costs, have excess open capacity, which it may not recover from its customer and which could have an adverse effect on the Company's profitability. Any excess investment in EVs, and any low adoption rate, may also put pricing pressure on programs and impact profitability. See also "Quoting/Pricing Assumptions" below.

Potential Volatility of Share Prices

The market price of the Company's common shares has been, and will likely continue to be, subject to significant fluctuations in response to a variety of factors, many of which are beyond the Company's control. These fluctuations may be exaggerated if the trading volume of the common shares is low. In addition, due to the evolving nature of its business, the market price of the common shares may fall dramatically in response to a variety of factors, including quarter-to-quarter variations in operating results, the gain or loss of significant contracts, announcements of technological or competitive developments by the Company or its competitors, acquisitions or entry into strategic alliances by the Company or its competitors, the gain or loss of a significant customer or strategic relationship, changes in estimates of the Company's financial performance, changes in recommendations from securities analysts regarding the Company, the industry or its customers' industries, litigation involving the Company or its officers and general market or economic conditions, including for example, war or trade wars or any related or unrelated issues and tariffs.

In certain circumstances that the Company determines that its share price is undervalued, the Company may use funds that would otherwise be available for its operations or other uses, to repurchase its own shares as an investment. However, there can be no assurances that any such repurchase of shares will have a positive impact on the Company's share price.

Fluctuations in Operating Results

The Company's operating results have been and are expected to continue to be subject to quarterly and other fluctuations due to a variety of factors including changes in purchasing patterns, production schedules of customers (which tend to include a shutdown period in each of July and December), pricing policies, launch costs, or operational (or equipment or systems) failures, or product introductions by competitors. This could affect the Company's ability to finance future activities. Operations could also be adversely affected by general economic downturns, an economic shock not contemplated in our business plan, a rapid deterioration of conditions or limitations on spending. The occurrence of or a prolonged recession could result in the depletion of our cash resources, which could have a material adverse effect on our operations and financial condition.

Material and Commodity Prices and Volatility

Prices for, and sometimes availability of, key raw materials and commodities used in parts production, particularly aluminum, steel, resin, paints, chemicals and other raw materials, as well as energy prices, have proven to be volatile at certain times. The costs of these raw materials are subject to inflationary and market pricing pressures

and, as such, have fluctuated over the past several years. Such additional commodity costs could have a material adverse effect on profitability. These pricing pressures put significant operational and financial burdens on the Company and its suppliers. A supplier's inability to manage raw material cost increases or availability may lead to delivery delays, additional costs, production issues or quality issues. In the past, and likely in the future based on proposed tariff pronouncements, the Company and the industry experienced steel and aluminum tariffs imposed by the U.S. and Canada, among others, in the context of trade negotiations. Martinrea has attempted to mitigate its exposure to price changes of key commodities, particularly steel, aluminum and scrap (including through participation in steel resale programs or price adjustment mechanisms and, in the case of tariffs, largely through obtaining tariff relief in most cases); however, to the extent the Company is unable to fully do so through engineering products with reduced commodity content, by passing commodity price increases to customers, by avoiding tariffs or otherwise, such additional commodity costs could have a material adverse effect on profitability. Increased energy prices also have an impact on production or transportation costs which in turn could affect competitiveness.

Scrap Steel/Aluminum Price Volatility

Some of the Company's manufacturing facilities generate a significant amount of scrap steel or scrap aluminum in their manufacturing processes, but the Company can recover some of the value through the sale of such scrap. Scrap steel and scrap aluminum prices can also be volatile and do not necessarily move in the same direction as steel or aluminum prices. Declines in scrap steel/aluminum prices from time to time could have an adverse effect on the Company's profitability.

Quote/Pricing Assumptions

The time between award of new production business and start of production typically ranges between two and four years. Since product pricing is typically determined at the time of award, the Company is subject to significant pricing risk due to changes in input costs and quote assumptions, such as from inflation, between the time of award and start of production. The risk is elevated in a rising inflationary environment. The inability to quote effectively, or the occurrence of a material change in input cost or other quote assumptions between program award and production, could have an adverse effect on the Company's profitability.

The realization of incremental revenues from awarded business is inherently subject to a number of risks and uncertainties, including estimates with respect to vehicle production levels on new and replacement programs, customer price reductions, currency exchange rates and the timing of program launches (which may be delayed by the customer). There is typically a lead time, which can be significant, from the time an OEM customer awards the Company a program until the program is launched and the Company begins production of vehicles within such program. In many cases, the Company must commit substantial resources in preparation for production under awarded business well in advance of the customer's production start date. Furthermore, the Company relies on longer-term forecasts from its customers to plan its capital expenditures. If these forecasts prove to be inaccurate, either the Company may have spent too much on capacity growth for unrealized production demand, which could require the Company to consolidate facilities and leave the Company unable to recover pre-production costs, or the Company may have invested too little on capital expenditures for capacity growth, in which case the Company may be unable to satisfy customer demand, either of which could have a material adverse effect on the Company's business. The Company typically enters into agreements for its customers' purchasing requirements for the entire production life of the program (and the vehicles forming part of the program). However, industry standard terms typically contain certain provisions that allow the customer to cancel the contract for convenience. The Company's ability to obtain compensation from its customers for such cancellation, if the cancellation is through no fault of the Company, is generally limited to the direct costs it has incurred for raw materials and work-in-process and, in certain instances, unamortized investment costs. In addition, industry conditions and competition could lead the Company's customers to attempt to reduce fixed costs, including through facility closures or relocations. Facility closures or relocations relating to vehicle models for which the Company is a significant supplier could reduce the Company's sales and result in losses and impairments with respect to certain of the Company's Products and programs. If the Company does not realize all of the sales expected from awarded business, it could have a material adverse effect on its business, financial condition and results of operations.

OEM contracts are one sided as many OEMs seek to shift risk and cost to the supplier base, and it is difficult to pass on higher costs arising due to inflation or other unforeseen events that did not exist at the time of the quote.

Launch Costs, Operational Costs and Issues and Cost Structure

There are many factors that could affect the Company's ability to manage its cost structure that the Company is not able to control, including the need for unexpected significant capital expenditures and unexpected changes in commodity or component pricing that the Company is unable to pass on to its suppliers or customers. As a result, the Company may be unable to manage its operations to profitably meet current and expected market demand. Further, the Company operates in a capital-intensive industry. The Company's inability to maintain its cost structure could adversely impact the Company's operating margins and results of operations.

The launch of new business, in an existing or new facility, is a complex process, the success of which depends on a wide range of factors, including the production readiness of the Company and its suppliers, as well as factors related to tooling, equipment, employees, initial product quality and other factors. A failure to successfully launch material new or takeover business could have an adverse effect on profitability. Significant launch costs have been incurred by the Company in the past.

The Company's manufacturing processes are vulnerable to operational problems that can impair its ability to manufacture its products in a timely manner, or which may not be performing at expected levels of profitability. The Company's facilities contain complex and sophisticated machines that are used in its manufacturing processes. The Company has in the past experienced equipment failures and could experience equipment failure in the future due to wear and tear, design error or operator error, among other things, which could have an adverse effect on profitability.

From time to time, the Company may have some operating divisions which are not performing at expected levels of profitability. The complexity of automotive manufacturing operations often makes it difficult to achieve a quick turnaround of underperforming divisions. Significant underperformance of one or more operating divisions could have a material adverse effect on the Company's profitability and operations. To compete effectively in the automotive supply industry, the Company must be able to launch new products to meet its customers' demands in a timely manner. The Company cannot ensure, however, that it will be able to install and validate the equipment needed to produce products for new customer programs in time for the start of production or that the transitioning of its manufacturing facilities and resources to full production under new product programs will not impact production rates or other operational efficiency measures at its facilities. In addition, the Company cannot ensure that its customers will execute on schedule the launch of their new product programs, for which the Company might supply products. The Company may fail to successfully launch or be affected by its customers' delay in introducing new programs, and its customers may fail to successfully launch new programs, which could have a material adverse effect on the Company's business, financial condition and results of operations.

Potential Rationalization Costs, Turnaround Costs and Impairment Charges

The Company has incurred restructuring costs over the past several years, sometimes in conjunction with the cancelation of a customer program, the closing of a customer plant or the significant underperformance of a customer program, such as an EV program where actual sales are a fraction of customer-anticipated sales. In response to the increasingly competitive automotive industry conditions, the Company rationalizes some production facilities and close high cost or less efficient manufacturing facilities from time to time. In the course of such rationalization, restructuring costs related to plant closings or alterations, relocations and employee severance costs will be incurred. Such costs could have an adverse effect on short-term profitability. In addition, while the Company's goal is for every plant to be profitable, there is no assurance this will occur, which will likely result in a rationalizing or closing of the plant. Martinrea is working to turn around any financially underperforming divisions, however, there is no guarantee that it will be successful in doing so with respect to some or all such divisions. The continued underperformance of one or more operating divisions could have a material adverse effect on the Company's profitability and operations.

In certain locations where the Company's facilities are subject to leases, it may continue to incur significant challenges and costs if it were to attempt to relocate, restructure or downsize its business, including the inability to sublease any of the leased premises, in accordance with the terms of its existing leases. The Company may be unsuccessful in renegotiating these leases or it may need to make large settlements or take other actions to terminate its leases. The Company attempts to align production capacity with demand; however, the Company cannot provide any assurance that it will not close or relocate manufacturing facilities in the future, which could result in adverse publicity and have a material adverse effect on the Company's business, financial condition and results of operations.

The Company may take significant impairment charges from time to time, including charges related to long-lived assets. The early termination, loss, renegotiation of the terms of, or delay in the implementation of, any significant production contract could be indicators of impairment. In addition, to the extent that forward-looking assumptions regarding: the impact of turnaround plans on underperforming operations; new business opportunities; program price and cost assumptions on current and future business; the timing and success of new program launches; and forecast production volumes, are not met, any resulting impairment loss could have a material adverse effect on the Company's profitability.

Returns on Capital Investments

The Company makes significant capital investments in new facilities, equipment, tooling, and technology to support new program launches, maintain existing operations, and pursue strategic initiatives including electrification, advanced manufacturing technologies, and capacity expansion. The Company's ability to achieve expected returns on these capital investments depends on numerous factors, many of which are beyond the Company's control, including actual production volumes compared to forecasted volumes, the timing and success of program launches, customer program cancellations or deferrals (particularly for electric vehicle programs), the pace of EV adoption, changes in customer mix, the ability to recover tooling and other pre-production costs, operational performance, and competitive dynamics. The slower-than-expected adoption of electric vehicles has resulted in underutilization of assets on EV programs across the automotive parts industry, which has negatively impacted returns on capital invested in such programs. If the Company fails to achieve anticipated returns on its capital investments, whether due to lower-than-expected volumes, program cancellations, operational underperformance, or other factors, it could result in asset impairments, reduced profitability, and a material adverse effect on the Company's financial condition and results of operations.

Product Warranty, Repair/Replacement Costs, Recall, Product Liability and Liability Risk

Automobile manufacturers are increasingly requesting that each of their suppliers bear costs of the repair and replacement of defective products which are either covered under an automobile manufacturer's warranty or are the subject of a recall by the automobile manufacturer and which were improperly designed, manufactured or assembled by their suppliers.

The Company's customers and/or government regulators have the ability to initiate recalls of safety products, which will also place us at risk for the administrative costs of the recall, even in situations where the Company may dispute the need for a recall or the responsibility for any alleged defect. An increase in the number of repair/replacement claims could lead to higher self-insured retentions and reduced insurance coverage limits. The obligation to repair or replace defective products could have a material adverse effect on our operations and profitability. To the extent such obligation arises as a result of a product recall, the Company may face reputational damage, and the combination of administrative and product replacement costs could have a material adverse effect on the Company's profitability.

In certain circumstances, the Company is at risk for warranty, product liability and recall costs, and are currently experiencing increased customer pressure to assume greater warranty responsibility. Certain customers seek to impose partial responsibility for warranty costs where the underlying root cause of a product or system failure cannot be determined. Warranty provisions for the Company's products are based on its best estimate of the amounts necessary to settle existing or probable claims related to product defects. In addition, warranty provisions may also be established on the basis of our or the Company's customers' warranty experience with the applicable type of product and, in some cases, the terms in the applicable customer agreements. Actual warranty experience which results in costs that exceed our warranty provisions, could have a material adverse effect on our profitability.

Historically, there have been significant product recalls by some of the world's largest vehicle manufacturers. Recalls may result in decreased vehicle production because of a manufacturer focusing its efforts on the problems underlying the recall rather than generating new sales volume. In addition, reputational damage with consumers may occur and consumers may elect not to purchase vehicles manufactured by the vehicle manufacturer initiating the recall, or by vehicle manufacturers in general, while the recalls persist. Any reduction in vehicle production volumes, especially by the Company's OEM customers, could have a material adverse effect on the Company's business, financial condition and results of operations.

The Company does not maintain insurance for product recall matters; as such insurance is not generally available on acceptable terms. The obligation to repair or replace such parts under warranty or recall, or a requirement to participate in a product recall, even where the Company disputes the need for a recall or the responsibility for any alleged defect, could have a material adverse effect on the Company's operations and financial condition. Actual warranty experience which results in costs that exceed the Company's warranty provisions could have a material adverse effect on the Company's profitability. Furthermore, if the Company experienced a product recall, such product recall may harm the Company's relationship with its customers and/or the Company may face reputational damage.

The Company cannot guarantee that the design, engineering, testing, validation and manufacturing measures it employs to ensure high-quality products will be completely effective, particularly as product complexity increases. In the event that its products fail to perform as expected and such failure results in, or is alleged to result in, bodily injury and / or property damage or other losses, product liability claims may be brought against the Company. The defense of product liability claims, particularly class action claims in North America, may be costly and judgments against the Company could impair its reputation and have a material adverse effect on profitability.

Product Development and Technological Change (Including Artificial Intelligence and Electrification)

The automotive industry is characterized by rapid technological change and frequent new product introductions. Price pressure downward by customers and unavoidable price increases from suppliers can have an adverse effect on the Company's profitability. Accordingly, the Company believes that its future success depends upon its ability to enhance manufacturing techniques, offering enhanced performance and functionality at competitive prices, and delivering lightweighting and other products or systems that will enable it to continue to have content on the cars of the future (including for example, electric and autonomous vehicles). The Company's inability, for technological or other reasons, to enhance operations in a timely manner in response to changing market conditions or customer requirements could have a material adverse effect on the Company's results of operations. The ability of the Company to compete successfully will depend in large measure on its ability to maintain a technically competent workforce and to adapt to technological changes and advances in the industry (including as may arise from the use of artificial intelligence), including providing for the continued compatibility of its products with evolving industry standards and protocols. There can be no assurance that the Company will be successful in its efforts in these respects.

The Company continues to invest in advanced manufacturing technologies, including machine learning, AI, vision systems, and advanced robotics, to improve operational efficiency and product quality. These technologies present both opportunities and risks. The successful deployment of artificial intelligence (including machine learning) and automation across the Company's manufacturing operations may provide competitive advantages through improved productivity, quality control, and cost efficiency. However, the Company's competitors may adopt similar or superior technologies, and there can be no assurance that the Company's technology investments will yield the anticipated benefits.

Artificial intelligence has been used in automotive manufacturing in the past, but has been recently more frequently discussed in general, in terms of the risks and opportunities arising from the use of generative artificial intelligence. While the Company adopts technology it believes appropriate, the use of generative artificial intelligence, agentic AI and the regulatory framework is evolving and as it evolves, our business, financial condition and results of operations may be adversely effected. As the Company pursues its strategy to grow through acquisitions and/or to pursue new initiatives that improve our operations and cost structure, the Company is also expanding and improving its information technologies, resulting in a larger technological presence, utilization of "cloud" computing services and deep learning models, and corresponding exposure to cybersecurity risk. Certain new technologies, such as use of autonomous vehicles, remote-controlled equipment, automation and artificial intelligence, present new and significant cybersecurity safety risks that must be analyzed and addressed before implementation. If the Company fails to assess and identify cybersecurity risks associated with acquisitions and new initiatives, the Company may become increasingly vulnerable to such risk.

Cybersecurity Threats

The Company relies upon IT networks and systems to process, transmit and store electronic information, and to manage or support a variety of business processes or activities. Additionally, the Company and certain of its customers and third-party vendors collect and store personal information in connection with human resources operations and other aspects of the Company's business. The secure operation of these IT networks and systems and

the proper processing and maintenance of this information are critical to the Company's business operations. The reliability and security of the Company's information technology (IT) systems is important to the Company's business and operations. Although the Company has established and continues to enhance security controls intended to protect the Company's IT systems and infrastructure, there is no guarantee that such security measures will be effective in preventing unauthorized physical access or cyber-attacks (including from the use of artificial intelligence in these attacks) and the Company's IT systems are at risk to damages from computer viruses, unauthorized access, cyber-attack and other similar disruptions. The occurrence of any of these events could compromise the Company's networks, and the information stored there could be accessed, publicly disclosed or lost. A significant breach of the Company's IT systems (or that of any of its customers or suppliers) could, among other things, cause disruptions in the Company's manufacturing operations (such as operational delays from production downtime, inability to manage the supply chain or produce product for customers, disruptions in inventory management), lead to the loss, destruction, corruption or inappropriate use of sensitive data, including employee information, result in lost revenues due to theft of funds or due to a disruption of activities, including remediation costs, or from litigation, fines and liability or higher insurance premiums, the costs of maintaining security and effective IT systems, which could negatively affect results of operations and the potential adverse impact of changing laws and regulations related to cybersecurity or result in theft of the Company's, its customers' or suppliers' intellectual property or confidential information. If any of the foregoing events (or other events related to cybersecurity) occurs, the Company may be subject to a number of consequences, including reputational damage, a diminished competitive advantage and negative impacts on future opportunities which could have a material adverse effect on the Company. In addition, any such access, disclosure or other loss of information could result in legal claims or proceedings, liability or regulatory penalties under laws protecting the privacy of personal information, the disruption of the Company's operations or damage to the Company's reputation. The Company may also be required to incur significant costs to protect against damage caused by these disruptions or security breaches in the future. Any of these issues could have a material adverse effect on the Company's business, financial condition and results of operations. In addition, any failure, disruption or breach of the Company's IT networks and systems could compromise the integrity or confidentiality of the Company's customers' information. Any actual or perceived failure, disruption or breach of the Company's IT networks and systems could materially impair our reputation and cause the Company to lose customers or revenue, or become subject to litigation, necessitate customer service or repair work that would involve substantial costs and distract management from operating our business. Any failure or perceived failure to protect the Company's customers' information could have a material adverse effect on the Company's business, financial condition and results of operations.

The development, adoption, and use for generative AI technologies are still in their early stages and ineffective or inadequate AI development or deployment practices by the Company or third-party developers or vendors could result in unintended consequences. For example, AI algorithms that the Company uses may be flawed or may be based on datasets that are biased or insufficient. Developing, testing, and deploying resource-intensive AI systems may require additional investment and increase the Company's costs. There are significant risks involved in development and deploying AI and there can be no assurance that the usage of AI will enhance our products or services or be beneficial to our business, including our efficiency or profitability. It is not possible to predict all of the risks related to the use of AI and changes in laws, rules, directives, and regulations governing the use of AI may adversely affect the Company's ability to develop and use AI or subject the Company to legal liability.

A Shift Away from Technologies in Which the Company is Investing

The Company continues to invest in technology and innovation (including using artificial intelligence as it determines appropriate) which the Company believes will be critical to its long-term growth, however, the automotive industry is experiencing rapid technological change and significant disruption. Changes in legislative, regulatory or industry requirements or in competitive technologies, including manufacturing processes, may render certain of the Company's products obsolete or less attractive or may result in the Company's operations not being cost-competitive. The Company's ability to anticipate changes in technology and trends and to successfully develop and introduce new and enhanced products and/or manufacturing processes on a timely basis will be a significant factor in its ability to remain competitive. If the Company is unsuccessful or is less successful than its competitors in consistently developing innovative products, processes and/or use of materials, the Company may be placed at a competitive disadvantage, which could have a material adverse effect on the Company's business, financial condition and results of operations. If there is a shift away from the use of technologies in which the Company is investing, or a change in trends, its costs may not be fully recovered. In addition, the Company may be placed at a competitive disadvantage if other technologies in which the investment is not as great, or the Company's expertise is not as developed, emerge

as the industry-leading technologies. This could have a material adverse effect on the Company's profitability and financial condition.

Dependence Upon Key Personnel

The success of the Company is dependent on the services of a number of the members of its senior management, who set the culture, hire the talent, provide strategic direction, oversee operational excellence and drive financial discipline of the Company. The experience and talents of these individuals has been and will be a significant factor in the Company's continued success and growth. The loss of one or more of these individuals without adequate replacement measures could have a material adverse effect on the Company's operations and business prospects. The Company does not currently maintain key person insurance.

The Company's business depends on its ability to attract, develop and retain experienced and highly skilled personnel at all levels of the Company. Such personnel are in high demand in the areas in which the Company competes, and competition for their services is intense. As a result of the rapid changes and the intense competition in the automotive industry, the Company has a growing need for skilled people and the Company may face substantial competition for such personnel, from traditional and less traditional sources. The inability to attract and retain highly-skilled personnel could have an adverse effect on the Company's operations and profitability and its ability to fully implement its business strategy.

Additionally, effective succession planning programs and practices are a critical element of the Company's overall talent management strategy. The Company maintains a leadership development and succession program that has facilitated seamless leadership transitions to date. However, the failure to ensure effective knowledge transfers and seamless leadership transitions involving key professionals and leaders could also impact the Company's ability to profitably conduct business and/or effectively implement the Company's strategy.

The automotive manufacturing sector faces or may face a structural shortage of skilled trade workers, including toolmakers, welders, millwrights, and automation technicians. The existing workforce in certain specialized manufacturing disciplines is aging, and the pipeline of new workers entering these trades may not keep pace with demand. These factors may intensify competition for skilled personnel and increase the Company's costs of attracting and retaining the workforce necessary to operate its manufacturing facilities.

Limited Financial Resources/Uncertainty of Future Financing/Banking

The Company is engaged in a capital-intensive business and its financial resources are less than the financial resources of some of its competitors. There can be no assurance that, if, as and when the Company seeks additional equity or debt financing, or other forms of financing, the Company will be able to obtain the additional financial resources required to successfully compete in its markets on favourable commercial terms or at all. Additional equity financings may result in substantial dilution to existing shareholders.

The Company's existing debt facilities must be renewed on a periodic basis. There is no assurance the Company will be able to renew such facilities on competitive terms or at all. These facilities may contain restrictions on the Company's ability to, among other things, pay dividends, sell or transfer assets, incur additional debt, repay other debt, make certain investments or acquisitions, repurchase or redeem shares and engage in alternate business activities. Interest rate fluctuations, financial market volatility and global credit market disruptions have made, and may continue to make, it difficult for companies to raise and maintain necessary operating liquidity. While the Company believes it has sufficient liquidity to operate, there can be no assurance that the Company will continue to have such ability.

The Company's working capital requirements can vary significantly depending, in part, on the level, variability and timing of the worldwide vehicle production of its OEM customers and the payment terms with customers and suppliers. The Company's liquidity could be adversely impacted if circumstances arose causing its suppliers to suspend trade credit terms and require payment in advance or payment upon delivery. If sufficient funds are not otherwise available to the Company from its credit facilities, the Company may need to seek additional capital, through debt or equity financings, to fund its business. Conditions in the credit markets (such as availability of finance and fluctuations in interest rates) may make it difficult for the Company to obtain such financing on attractive terms or even at all. Additional debt financing that the Company may undertake may be expensive and might impose on it

covenants that restrict the Company's operations and strategic initiatives, including limitations on its ability to incur liens or additional debt, pay dividends, repurchase its capital stock, make investments and engage in merger, consolidation and asset sale transactions. Many of the Company's customers and suppliers require significant financing to operate their businesses. Longer-term disruptions in the credit markets could further adversely affect the Company's customers by making it increasingly difficult for them to obtain financing for their businesses or for consumers to obtain financing for vehicle purchases. If capital is not available to the Company's customers and suppliers, or if its cost is prohibitively high, their businesses would be negatively impacted, which could result in their restructuring or even reorganization or liquidation under applicable bankruptcy laws. As a result, the need of the Company's customers for, and their ability to purchase, the Company's products may decrease, and the Company's suppliers may increase their prices, reduce their output or change their terms of sale. Any inability of the Company's customers to pay for the Company's products and services, or any demands by suppliers for different payment terms, could have a material adverse effect on the Company's business, financial condition and results of operations.

The occurrence of an economic shock not contemplated in the Company's business plan, a rapid deterioration of conditions or a prolonged recession could result in the depletion of the Company's cash resources, which could have a material adverse effect on its operations and financial condition.

In recent years, the Company has invested significant amounts of money in its business through capital expenditures to support new facilities, expansion of existing facilities, purchases of production equipment and acquisitions. Returns achieved on such investments in the past are not necessarily indicative of the returns the Company may achieve on future investments and its inability to achieve returns on future investments which equal or exceed returns on past investments could have a material adverse effect on our level of profitability.

Acquisitions

The Company may grow through acquisitions of complementary businesses, products or technologies, or by entering into joint ventures. The Company has acquired and anticipates that it will continue to acquire complementary businesses, assets, technologies, services or products, at competitive prices. The Company intends to continue to pursue acquisitions in those product areas which we have identified as key to the Company's long-term business strategy. However, as a result of intense competition in these strategic areas, the Company may not be able to acquire the targets needed to achieve its strategic objectives or certain of its suppliers or sub-suppliers could be acquired, including by the Company's key competitors, which could have a negative impact on the Company's business and strategy.

The completion of such transactions poses additional risks to the Company's business. Acquisitions or strategic alliances are subject to a range of inherent risks, including the difficulties in the integration of the acquired businesses or incorporating joint ventures; uncertainties in assessing the value, strengths and potential profitability of, and identifying the extent of all weaknesses of, acquisition candidates; the assumption of unknown liabilities, including assumption of incremental regulatory/compliance, pricing, supply chain, commodities, labour relations, litigation, environmental, pensions, warranty, recall, IT, tax or other risks and undisclosed risks impacting the target; adverse effects on existing customer and supplier relationships; integration of internal controls; entry into markets in which the Company has little or no direct prior experience; the potential loss of key customers, management and employees of an acquired business; potential integration or restructuring costs; the ability to achieve operating and financial synergies; unanticipated changes in business, industry or general economic conditions that affect the assumptions underlying the Company's rationale for pursuing the acquisition or joint venture. Although the Company seeks to conduct appropriate levels of due diligence on acquisition targets, these efforts may not always prove to be sufficient in identifying all risks and liabilities related to the acquisition, including as a result of: limited access to information; time constraints for conducting due diligence; inability to access target company facilities and/or personnel; or other limitations in the due diligence process. Additionally, the Company may identify risks and liabilities that cannot be sufficiently mitigated through appropriate contractual or other protections. The realization of any such risks could have a material adverse effect on the Company's operations or profitability. The Company also may not be able to successfully integrate or achieve anticipated synergies from acquisitions and/or such acquisitions may be dilutive in the short to medium term. Either of these outcomes could have a material adverse effect on the Company's profitability.

The occurrence of any one or more of these factors could cause the Company not to realize the benefits anticipated to result from an acquisition or a joint venture, which could have a material adverse effect on the Company's business, financial condition and results of operations.

Joint Ventures

The Company has in the past and may from time to time conduct certain of its operations through joint ventures under contractual arrangements under which it shares management responsibilities with one or more partners. Certain of the Company's future cash flows and earnings and its results of operations and financial condition may in part depend on the Company retaining its ownership interests in its joint venture investments. Joint venture operations carry a range of risks, including those relating to: failure of a joint venture partner to satisfy contractual obligations; potential conflicts between the Company and the joint venture partner; strategic objectives of joint venture partner(s) that may differ from the Company's; potential delays in decision-making; a more limited ability to control legal and regulatory compliance within the joint venture(s); and other risks inherent to non-wholly-owned operations. The likelihood of such occurrences and potential effect on the Company may vary depending on the joint venture arrangement; however, the occurrence of any such risks could have an adverse effect on the Company's operations, profitability and reputation.

Private or Public Equity Investments in Technology Companies

In addition to the Company's development activities, the Company has invested in other companies. Such investments are an important element of the Company's long-term strategy and the Company may make further private or public equity investments in such companies. Investing in such companies involves a high degree of risk, including the potential loss of some or all of the investment value. In addition, where there is no public market for the shares of the investments in start-ups, the Company may be unable to monetize its equity investments in the future. Investments in companies or funds which are currently or subsequently become publicly traded are marked-to-market quarterly, which may result in the Company recording unrealized gains or losses in any given quarter.

Potential Tax Exposures

The Company may incur losses in some countries, which it may not be able to fully or partially offset against income the Company has earned in those countries. In some cases, the Company may not be able to utilize these losses at all if the Company cannot generate profits in those countries and/or if the Company has ceased conducting business in those countries altogether. The Company's inability to utilize material tax losses could materially adversely affect its profitability. At any given time, the Company may face other tax exposures arising out of changes in tax laws, tax reassessments or otherwise. The Company is subject to numerous tax and accounting requirements, and changes in existing accounting or taxation rules or practices, or varying interpretations of current rules or practices, could have a significant adverse effect on the Company's financial results, the manner in which it conducts its business or the marketability of any of its products. The geographic scope of the Company's business requires the Company to comply with the tax laws and regulations of multiple jurisdictions. Requirements as to taxation vary substantially among jurisdictions. Complying with the tax laws of these jurisdictions can be time consuming and expensive and could potentially subject the Company to penalties and fees in the future if the Company were to inadvertently fail to comply. In the event the Company was to inadvertently fail to comply with applicable tax laws, this could have a material adverse effect on the business, results of operations and financial condition of the Company.

The taxation system and regulatory environment in some of the jurisdictions in which the Company operates are characterized by numerous indirect taxes and frequently changing legislation subject to various interpretations by the various regulatory authorities and jurisdictions that are empowered to impose significant fines, penalties and interest charges. The Company's subsidiary in Brazil is currently being assessed by the State of Sao Paulo tax authorities for certain historical value added tax credits claimed on aluminum purchases from certain local suppliers that occurred prior to the acquisition of the Brazil subsidiary in 2011. Although the Company believes that it has complied in all material respects with the legislation in Brazil and has obtained legal advice to such effect there is no assurance that the Company will be successful with respect to such assessment (see Note 23 to the Company's consolidated financial statements for the year ended December 31, 2025). The Company's subsidiary in Queretaro, Mexico, Martinrea Honsel Mexico, S.A. de C.V., is currently being assessed by the Mexican Federal Tax Authorities for tax deductions taken mainly in respect of certain intra-company transactions. The Company has sought external legal advice and believes that it has complied in all material respects, with the relevant legislation and will continue

to vigorously defend against such assessments. No provision has been recorded by the Company in connection with this contingency as, at this stage, the Company has concluded that it is not probable that a liability will result from the matter (see Note 23 to the Company's consolidated financial statements for the year ended December 31, 2025). The Company's subsidiary in Meschede, Germany, Martinrea Honsel Germany GmbH, is currently being assessed by the German Federal and State Tax Authorities for tax deductions taken mainly in respect of certain intra-company transactions. The Company has sought external legal advice and believes that it has complied, in all material respects, with the relevant legislation and will continue to vigorously defend against such assessments (see Note 23 to the Company's consolidated financial statements for the year ended December 31, 2025). To the extent the Company cannot implement measures to offset this and other tax exposures, it may have a material adverse effect on the Company's profitability (see *"Legal Proceedings"*).

Labour Relations Matters

The Company has a significant number of its employees subject to collective bargaining agreements, as do many of the Company's customers and suppliers. To date, the Company has had no material labour relations disputes. However, production may be affected by work stoppages and labour-related disputes (including labour disputes of the Company's customers and suppliers, such as the UAW strike in 2023), whether in the context of potential restructuring or in connection with negotiations undertaken to ensure a division's competitiveness, or otherwise, which may not be resolved in the Company's favour and which may have a material adverse effect on the Company's operations. The Company cannot predict whether and when any labour disruption may arise or how long such disruption could last. A significant labour disruption could lead to a lengthy shutdown of the Company or its customers' or suppliers' facilities or production lines, which could have a material adverse effect on the Company's operations and profitability.

Sustainability (ESG) Regulation, Including Environmental Regulation and Climate Change and Human Rights and Supply Chain Issues

The Company is subject to a variety of environmental regulations by the federal, provincial and municipal authorities in Canada, the United States, Mexico, South America, Europe, China and Japan that govern, among other things: activities or operations that may have an adverse environmental effect; soil, surface water and groundwater contamination; the generation, storage, handling, use, disposal and transportation of hazardous materials; the emission and discharge of materials, including greenhouse gases, into the environment; and health and safety. If the Company fails to comply with these laws, regulations or permits, the Company could be fined or otherwise sanctioned by regulators or become subject to litigation or obligations to investigate or remediate existing or potential contamination, third-party property damage claims, personal injury claims, or modification or revocation of operating permits and may lead to temporary or permanent business interruptions. Environmental and pollution control laws, regulations and permits, and the enforcement thereof, change frequently, have tended to become more stringent over time and may necessitate substantial capital expenditures or operating costs or may require changes of production processes. Environmental regulation in any one jurisdiction in which the Company operates may impact the business of the Company to the extent that jurisdiction becomes less competitive. Compliance with the requirements of laws and regulations affect ongoing operations and may increase capital costs and operating expenses, particularly if the applicable laws and regulations become increasingly stringent or more stringently enforced in the future. The Company may be required to use different materials in its production due to changing environmental restrictions or due to customer specifications. Material substitution may cause the Company to incur additional capital and operating costs. In addition to the foregoing, the Company may also incur costs and expenses resulting from environmental compliance, contamination or incidents, such as any changes to facilities to address physical, health and safety or regulatory constraints, repair or rebuilding facilities impacted by adverse weather events, or research and development activities related to more environmentally efficient operations and processes, as well as other potential costs (see also *"Financial Viability of Suppliers"*).

Under certain environmental requirements, the Company could be responsible for costs relating to any contamination at the Company's or a predecessor entity's current or former owned or operated properties or third-party waste-disposal sites, even if the Company was not at fault. In addition to potentially significant investigation and cleanup costs, contamination can give rise to third-party claims for fines or penalties, natural resource damages, personal injury or property damage.

The Company's operations may also be impacted by environmental policies at any of its customers or suppliers to the extent that it affects production or volumes. The Company and its customers or suppliers are also under pressure to meet tighter emissions regulations, reduce fuel consumption and act with more environmental responsibility, which may impact the Company's business and operations. Foreign, federal, state, provincial and local regulatory and legislative bodies have (or have in the past) proposed various legislative and regulatory measures relating to climate change, regulating greenhouse gas emissions and energy policies. The Company endeavours to be environmentally responsible and recognizes that the competitive pressures for economic growth and cost efficiency must be integrated with sound sustainability management, including environmental stewardship. The Company has adopted sourcing and other business practices to address ESG concerns of its customers. Despite these efforts, any customer concerns could negatively affect the Company's reputation and financial performance. Due to the uncertainty in the regulatory and legislative processes, as well as the scope of such requirements and initiatives, the Company cannot currently determine the effect such legislation and regulation may have on its operations or on the production of, or demand for, vehicles, including light trucks.

The Company and its customers or suppliers are also under pressure to reduce carbon emissions from operations. In order to meet these reductions, it will likely take energy efficiency initiatives, as well as the use of renewable energy. Depending on the cost and the availability of renewable energy in certain markets across our global operations, the lack of ability to meet these future renewable energy purchases, through being cost prohibitive or unavailable, may impact the Company's business and operations.

The Company cannot provide assurances that the Company's costs, liabilities and obligations or any resulting impact on its revenues due to regulatory change, customer requirements or changes in supply chain requirements relating to ESG matters (or any issues that may arise as a result of its customers' or suppliers' own ESG compliance, including any environmental compliance or trends that may impact their businesses) will not have a material adverse effect on the Company's business, financial condition, results of operations and cash flow.

The Company requires compliance with its policies both internally and, where relevant, for its suppliers, including related to ESG. Although the Company requires its suppliers to comply with these guidelines, there is no guarantee that these suppliers will not take actions that hurt the Company's reputation, as they are independent third parties that the Company does not control. However, if there is a lack of apparent compliance, it may lead the Company to search for alternative suppliers. This may have an adverse effect on the Company's financial results, by increasing costs, potentially causing shortages in products, delays in delivery or other disruptions in operations. While the Company evaluates its supply base, given the number of suppliers globally, the ability to conduct on-site assessments is not possible for all suppliers. Further, the ability to conduct on-site assessments had been impacted during the COVID-19 Pandemic and may be similarly affected if there are any future pandemics. A violation of the Company's policies could impact the ability of suppliers to work with the Company (see *"Supply Chain Responsibility"*).

The Company's operations may also be impacted by any environmental policies or incidents at any of its customers or suppliers to the extent that it affects production or volumes.

In addition, the physical occurrence of severe weather conditions or one or more natural disasters, whether due to climate change or naturally occurring, such as, floods, wild fires, tornadoes, hurricanes and windstorms, snowstorms and other natural disasters such as earthquakes, tsunamis or hurricanes, including extreme weather caused by climate change, in a country in which the Company operates or in which its suppliers or customers are located, could cause catastrophic destruction to some of the Company's or the Company's suppliers' or customers' facilities, which could have a material impact on the availability of a product, disrupt the Company's production and/or prevent the Company from supplying products to its customers which could have a material adverse effect on its business, financial condition and results of operations. Such events could result in physical damage to and complete or partial closure of one or more of the Company's or its customers' manufacturing facilities; temporary or long-term disruption in the supply of raw materials from the Company's suppliers; disruptions to the Company's production or ability of the Company's employees to work efficiently; and/or disruptions or delays in the transport of the Company's products to its customers or their vehicles to their customers. The Company has policies and procedures in place to mitigate such risk and to obtain alternate supply, where practical, however it may not be possible in all cases or for a critical component. Physical risks related to extreme weather events or natural disasters cannot be predicted and the frequency and severity of any such event can vary including by region. Any interruption to the Company's supply of product or resulting changes in price to the Company could lower the Company's revenues, increase its operating costs and impact its

financial results. A catastrophic destruction of the Company's or the Company's suppliers' facilities could have a material adverse effect on the Company's operations and profitability (see also *"Financial Viability of Suppliers"*).

Sustainability (ESG) initiatives have been increasingly influencing the automotive industry and in recent years, there has been an increasing focus on climate change (including GHG reduction), energy reduction and transition to renewable energy. In addition, there is an increased focus on disclosure and reporting of ESG metrics and policies and various governments in jurisdictions in which the Company operates, are at various stages of adopting legislations and regulations on ESG reporting, which may overlap or impose uncertainty due to unexpected implementation, and/or be onerous on the Company and its customers and/or suppliers, from a reporting and/or cost perspective. (See "Automotive Industry Highlights and Trends")

The Company cannot provide assurances that the Company's costs, liabilities and obligations or any resulting impact on its revenues due to customer requirements or changes in supply chain requirements relating to ESG matters (or any issues that may arise as a result of its customers' or suppliers' own environmental compliance or incidents, including any environmental compliance or incidents or trends that may impact their businesses) or from ESG matters in general, including any arising from climate change, will not have a material adverse effect on the Company's business, financial condition, results of operations and cash flow.

The regulatory environment for environmental sustainability and ESG matters continues to evolve. In certain jurisdictions, including the United States, there is a trend toward reduced emphasis on certain ESG-related regulations and reporting requirements. Additionally, many initiatives are being reconsidered or withdrawn across the industry. The Company's culture, founded on the Golden Rule and its 10 Guiding Principles, predates and is independent of these trends and will continue regardless of changes in the regulatory or political environment. However, other jurisdictions, such as Europe, are continuing with reporting requirements.

Litigation and Regulatory Compliance and Investigations

The Company has been and is involved in litigation from time to time and has received, in the past, letters from third parties alleging claims (including of its customers, suppliers, current or former employees) and claims have been made against it including those described under "Legal Proceedings". Although litigation claims may ultimately prove to be without merit, they can be time-consuming and expensive to defend. There can be no assurance that third parties will not assert claims against the Company in the future or that any such assertion will not result in costly litigation, or a requirement that the Company enter into costly settlement arrangements. There can be no assurance that such arrangements will be available on reasonable terms, or at all. Due to the inherent uncertainties of litigation, it is not possible to predict the outcome or determine the amount of any potential losses or the success of any claim or of any lawsuit referenced under "Legal Proceedings" and any other claims to which the Company may be subject. In addition, there is no assurance that the Company will be successful in a litigation matter. Any of these events may have a material adverse effect on the Company's business, financial condition and results of operations. The Company's policy is to comply with all applicable laws. However, the Company or its directors and officers may also be subject to regulatory risk in the markets in which it operates (for example, antitrust and competition regulatory authorities, tax authorities, anti-bribery and corruption authorities, customs authorities, cybersecurity risk and privacy legislation such as GDPR). Regulatory investigations, if any, can continue for several years, and depending on the jurisdiction and type of proceeding can result in administrative or civil or criminal penalties that could have a material adverse effect on the Company's profitability or operations (even where the Company or any of its officers or directors is innocent, investigations can be expensive to defend). Additionally, the Company could be subject to other consequences including reputational damage, which could have a material adverse effect on the Company.

Antitrust and Competition Law Enforcement

The Company is subject to antitrust and competition laws in the jurisdictions in which it operates, including in Canada, the United States, Europe, and other markets. These laws prohibit, among other things, anticompetitive agreements, abuse of dominant market position, and other practices that may restrict competition. Enforcement of antitrust and competition laws by authorities such as the Competition Bureau in Canada, the United States Department of Justice, the Federal Trade Commission, and the European Commission has been active in the automotive supply industry. The Company could be subject to investigations, proceedings, or enforcement actions related to alleged violations of antitrust or competition laws, whether based on the Company's own conduct or the conduct of competitors

or other third parties in which the Company may be implicated. Such proceedings could result in significant fines, penalties, damages (including treble damages in certain jurisdictions), injunctive relief, reputational harm, and substantial legal costs. Even if the Company is not found to have violated antitrust or competition laws, the cost and distraction of defending against such allegations could have a material adverse effect on the Company's business, financial condition, and results of operations.

Risks of Conducting Business in Foreign Countries, Including China, Brazil, Mexico and Other Growing Markets

The Company has or may establish foreign manufacturing, assembly, product development, engineering and research and development operations in foreign countries, including in Mexico, Europe, China and Brazil. International operations, including Mexico, are subject to certain risks inherent in doing business abroad, including:

- political, civil and economic instability;
- corruption risks;
- trade, customs and tax risks;
- currency exchange rates and currency controls;
- limitations on the repatriation of funds;
- insufficient infrastructure;
- restrictions on exports, imports and foreign investment;
- environmental risk;
- increases in working capital requirements related to long supply chains;
- changes in labour laws and regimes and labour strife;
- difficulty in protecting intellectual property rights; and
- different and challenging legal systems.

The Company’s exposure to the risks described above may be greater in the future. The likelihood of such occurrences and their potential effect on the Company vary from country to country and are unpredictable, however any such occurrences could have an adverse effect on the Company’s profitability. Current relations, trade and otherwise, between China, the U.S. and Canada have increased some of the risks of operating in China and dealing with Chinese operations.

China-Specific Risks.

The Company's operations in China are subject to additional risks arising from the evolving geopolitical relationship between China and Western countries, including Canada and the United States. Western governments have increasingly reconsidered their approach to trade with China, including through the imposition of tariffs, export controls, and restrictions on technology transfer. The Chinese government has similarly imposed retaliatory measures and export restrictions that may affect global supply chains.

Recent Chinese export restrictions on Nexperia, a global semiconductor supplier, resulted in a disruption in the supply of electronic components from China. While the Company's supply chain is not directly affected by these restrictions, the Company continues to monitor potential indirect impacts on automotive industry supply chains and its operations. Similar restrictions on other components or materials sourced from China could have a material adverse effect on the Company's operations.

The Company may face increased pressure from customers or governments to diversify its supply chain away from China, which could require significant capital investment and operational changes. Conversely, the Company's operations in China may be adversely affected by restrictions imposed by the Chinese government on foreign-owned businesses or by deteriorating trade relations between China and the Company's key markets. Any escalation of trade tensions between China and Western countries could have a material adverse effect on the Company's business, financial condition, and results of operations.

The evolving trade relationship between China and Western countries, including Canada and the United States, may also interact with North American trade dynamics. For example, trade tensions with China have contributed to broader protectionist policies that may affect the USMCA framework and North American supply chains more

generally. The USMCA is subject to a mandatory joint review by the parties in 2026, which creates additional uncertainty regarding the future of North American trade arrangements. See "*Trade Restrictions or Disputes*" and "*Trade Policies, Tariffs and Resulting Impact*" for further discussion of North American trade risks.

Currency Risk

A substantial portion of the Company's revenues are now, and are expected to continue to be, realized in currencies other than Canadian dollars, primarily the U.S. dollar. Fluctuations in the exchange rate between the Canadian dollar and such other currencies may have a material effect on the Company's results of operations. To date, the Company has engaged in some hedging activities to mitigate the risk of identified exchange rate exposures. To the extent the Company may seek to implement more substantial hedging techniques in the future with respect to its foreign currency transactions, there can be no assurance that the Company will be successful in such hedging activities.

Currency fluctuations may negatively or positively affect the competitiveness of the Company's operations in a particular jurisdiction. As a result, the Company may move some existing work to another country, or may source work to different divisions, in order for the Company to remain or become competitive. Any work shifts may entail significant restructuring and other costs as work is shifted, as plants are consolidated, downsized or closed, or as plants in other jurisdictions are expanded.

Internal Controls Over Financial Reporting and Disclosure Controls and Procedures

Inadequate disclosure controls or ineffective internal controls over financial reporting could result in an increased risk of material misstatements in the financial reporting and public disclosure record of the Company. Inadequate controls could also result in system downtime, give rise to litigation or regulatory investigation, fraud or the inability of the Company to continue its business as presently constituted. The Company has designed and implemented a system of internal controls and a variety of policies and procedures to provide reasonable assurance that material misstatements in the financial reporting and public disclosures are prevented and detected and corrected on a timely basis and other business risks are mitigated. In accordance with the guidelines adopted in Canada, the Company assesses the effectiveness of its internal and disclosure controls using a top-down, risk-based approach in which both qualitative and quantitative measures are considered. An internal control system, no matter how well conceived and operated, can provide only reasonable – not absolute – assurance to management and the Board regarding achievement of intended results. The inherent limitations include the realities that judgments in decision making can be faulty, and that breakdowns can occur because of simple errors or mistakes. Controls can also be circumvented by individual acts of certain persons, by collusion of two or more people or by management override of the controls. Due to the inherent limitations in a cost effective control system, misstatements due to error or fraud may occur and may not be detected in a timely manner or at all. Changes in internal controls due to remote work arrangements, such as those adopted in response to the COVID-19 Pandemic, may result in control deficiencies and impact the Company's financial reporting systems, which may also be material. The Company's current system of internal and disclosure controls also places reliance on key personnel across the Company to perform a variety of control functions including key reviews, analysis, reconciliations and monitoring. The failure of individuals to perform such functions or properly implement the controls as designed could adversely impact results.

Loss of Use of Key Manufacturing Facilities

While the Company manufactures its products in several facilities and maintains insurance covering its facilities, including business interruption insurance, a catastrophic loss of the use of all or a portion of one of the Company's manufacturing facilities due to accident, weather conditions, acts of war, political unrest, terrorist activity, natural disaster, labour issues or otherwise, whether short-term or long-term, could have a material adverse effect on the Company's business, financial condition and results of operations.

Intellectual Property

The Company relies upon trademarks, copyrights, patents and contractual restrictions to protect its know-how, trade secrets and other intellectual property. Failure to protect (including through unintentional loss of protection through the use of generative AI) the Company's intellectual property rights may undermine its competitive position

and protecting its rights or defending against third-party allegations of infringement may be costly, which could have a material adverse effect on the Company's business, financial condition and results of operations. Protection of proprietary processes, designs, moldings, know-how, trade secrets, documentation and other technology is critical to the Company's business. Failure to protect, monitor and control the use of the Company's existing designs, know-how, trade secrets and other intellectual property rights could cause the Company to lose its competitive advantage and incur significant expenses. However, the measures the Company takes to protect its know-how, trade secrets and other intellectual property rights may be insufficient. While the Company enters into confidentiality and proprietary rights agreements and agreements for assignment of invention with its employees and third parties to protect its know-how, trade secrets and intellectual property rights, such agreements and assignments could be breached and may not provide meaningful protection. Also, others may independently develop technologies or products that are similar to the Company's. In such case, the Company's know-how and trade secrets would not prevent competition from third-parties. Third-parties may seek to oppose, cancel or invalidate the Company's intellectual property rights, which could have a material adverse effect on the Company's business, financial condition and results of operations. The costs associated with the protection of the Company's know-how, trade secrets, intellectual property and the Company's proprietary rights and technology are ongoing. Third-parties or employees may infringe or misappropriate the Company's proprietary technologies or other intellectual property rights, which could harm the Company's business and operating results. Policing unauthorized use of intellectual property rights can be difficult and expensive, and adequate remedies may not be available. Failure to protect or enforce the Company's intellectual property rights may undermine its competitive position and protecting its rights or defending against third-party allegations of infringement may be costly, which could have a material adverse effect on the Company's business, financial condition and results of operations. If the Company's technology infringes on the proprietary rights of others, its ability to compete may be impaired. Third-parties may bring legal claims, or threaten to bring legal claims, against the Company that their intellectual property rights are being infringed or violated by the Company's use of intellectual property. Litigation or threatened litigation, regardless of merit, could be costly, time consuming to defend, require the Company to redesign its products or manufacturing processes, if feasible, distract senior management from operating the Company's business and/or require the Company to enter into royalty or licensing agreements in order to obtain the right to use a third party's intellectual property. Any such royalty or licensing agreements, if required, may not be available to the Company on acceptable terms or at all. If the Company were to be found liable for any such infringement, the Company could be required to pay substantial damages and could be subject to injunctions preventing further infringement. In addition, any payments the Company is required to make and any injunctions with which the Company is required to comply as a result of infringement claims could be costly. Any legal claims or litigation could have a material adverse effect on the Company's business, financial condition and results of operations. If a third-party claims to have licensing rights with respect to components the Company purchased from a vendor, the Company may be obligated to cease using these components, incur associated costs if the vendor is unwilling or unable to reimburse the Company and be subject to liability under various civil and criminal causes of action, including damages and injunctions. Additionally, the Company will be required to purchase new components to replace any it has purchased and are unable to use. Any such events could have a material adverse effect on the Company's business, financial condition and results of operations.

Availability of Consumer Credit or Cost of Borrowing

Declines in the availability of consumer credit and increases in consumer borrowing costs have negatively impacted global automotive sales and resulted in lower production volumes in the past. Substantial declines in automotive sales and production by our OEM customers could have a material adverse effect on the Company's business, results of operations and financial condition.

Evolving Business Risk Profile

The risk profile of the Company's business continues to evolve with the increasing importance to us of product areas outside of its traditional business. As the Company's business evolves, the Company may face new or heightened risks, including: forecasting and planning risks related to penetration rates of EVs; reduction in demand for certain products which are unique to ICE vehicles; challenges in quoting for profitable returns on products with leading-edge technologies for which the Company may not have significant quoting experience; rigorous testing and validation requirements from OEM customers for complex new products; increased warranty and recall risks on new products and leading-edge technologies; increased product liability risks; heightened risk of technological obsolescence of some of our products, processes and/or assets; and difficulties in attracting or retaining employees

with critical skills in high-demand areas. Realization of one or more such risks could have a material adverse effect on the Company's operations, profitability or financial condition.

Competition with Low Cost Countries

The competitive environment in the automotive industry has intensified as customers seek to take advantage of low wage costs in China, Korea, Thailand, India and other low-cost countries. As a result, there is potentially increased competition from suppliers that have manufacturing operations in low-cost countries. The loss of any significant production contract to a competitor in low cost countries or significant costs and risks incurred to enter and carry on business in these countries could have an adverse effect on profitability.

The Company's Ability to Shift its Manufacturing Footprint to Take Advantage of Opportunities in Growing Markets

Many of the Company's customers have sought, and will likely continue to seek to take advantage of lower operating costs and/or other advantages in Mexico, China, India, Brazil, Russia, South Korea and other growing markets. While the Company continues to expand its manufacturing footprint with a view to taking advantage of manufacturing opportunities in some of these markets, the Company cannot guarantee that it will be able to fully realize such opportunities. The inability to quickly adjust its manufacturing footprint to take advantage of manufacturing opportunities in these markets could harm its ability to compete with other suppliers operating in or from such markets, which could have an adverse effect on its profitability. The loss of any significant production contract to a competitor in a lower-cost market or the significant costs and risks incurred to follow a customer into and carry on business in these growing markets could have an adverse effect on the Company's profitability.

Change in the Company's Mix of Earnings Between Jurisdictions with Lower Tax Rates and Those with Higher Tax Rates

The Company's effective tax rate varies in each country in which it conducts business. Changes in its mix of earnings between jurisdictions with lower tax rates and those with higher tax rates could have a material adverse effect on the Company's profitability.

Pension Plans and Other Post-Employment Benefits

The Company's pension plans acquired as a result of the acquisition of the North American body and chassis business of ThyssenKrupp Budd in 2006 (the "TKB Acquisition") traditionally has had an aggregate funding deficiency. However, as at the latest measurement date of December 31, 2025, based on an actuarial estimate for financial reporting, there is a surplus on a solvency basis. Based on interest rates, benefits and projected investment returns, the Company is often obligated to fund some amounts in any particular year. A significant portion of the estimated funding is expected to be a payment towards the reduction of the unfunded liabilities. An unfunded liability could increase due to a decline in interest rates, investment returns at less than the actuarial assumptions, or changes to the governmental regulations governing funding and other factors. The Company could be adversely affected by the resulting increases in annual funding obligations. See also Note 14 ("Pension and Other Post-Retirement Benefits") to the Company's consolidated financial statements for the year ended December 31, 2025, which reflects the financial position of the Company's defined benefit pension plan and other post-employment benefit plans at December 31, 2025.

The Company provides certain post-employment benefits to certain of its retirees acquired as a result of the TKB Acquisition. These benefits include drug and hospitalization coverage. The Company does not pre-fund these obligations. At December 31, 2025, the unfunded actuarial liability for these obligations was significant. Expected benefit payments for 2026 and beyond are significant. The Company's obligation for these benefits could increase in the future due to a number of factors including changes in interest rates, changes to the collective bargaining agreements, increasing costs for these benefits, particularly drugs, and any transfer of costs currently borne by government to the Company. The Company has in the past negotiated changes to its post-employment benefits package in several of its facilities with its employees, in conjunction with the applicable union for the facility, setting maximum limits on future post-employment benefits payments. The Company may negotiate similar arrangements in future in respect of such benefits at other facilities, as applicable. See also Note 14 ("Pension and Other-Post Retirement Benefits") to the Company's consolidated financial statements for the year ended December 31, 2025,

which reflect the financial position of the Company's post-employment benefits other than pension plans at December 31, 2025.

Dividends

The declaration and payment of dividends, including the dividend rate, is subject to the Board's discretion taking into account the Company's cash flow, capital requirements, financial condition and other factors the Board considers relevant. These factors are, in turn, subject to various risks, including the risk factors set out above. While the Company aims to pay a consistent dividend and may increase the dividend over time, the Company's Board may in certain circumstances determine that it is in the best interests of the Company to reduce or suspend the dividend. In such event, the trading price of the Common Shares of the Company may be materially affected.

Lease Obligations

The Company leases much of its manufacturing facilities and some of its capital equipment. A failure to pay the Company's lease obligations may constitute a default allowing the applicable landlord or lessor to pursue remedies available to it under the Company's leases and applicable law, which could include taking possession of property that the Company utilizes in its business resulting in the Company's failure to supply customers and, in the case of facility leases, evicting the Company, which could have a material adverse effect on the Company's business, financial condition and results of operations. The terms and restrictions of certain of the Company's facilities leases, may present significant challenges and costs to the Company if it were to attempt to restructure or downsize its business, including the inability to sublease any of the leased premises or relocate certain of its manufacturing facilities.

11. PROMOTERS

No individual or business meets the definition of promoter over the prior two-year period.

12. LEGAL PROCEEDINGS

The Company is from time to time subject to various litigation proceedings none of which, in management's opinion, are material to the Company.

As described under *"Potential Tax Exposures"*, the Company's subsidiary in Brazil is currently being assessed by the State of Sao Paulo tax authorities for certain value added tax credits claimed, which are in the administrative process in Brazil, which may be proceeding to, or are in the litigation process. The Company's subsidiary in Queretaro, Mexico is currently being assessed by the Mexican Federal Tax Authority for inter-company transaction which are in the administrative process in Mexico, which may proceed to litigation. The Company's subsidiary in Meschede, Germany is currently being assessed by the German Federal State and Tax Authorities which is in the administrative process in Germany. Although the Company believes that it has complied in all material respects with the legislation in Brazil and in Mexico and in Germany, and has obtained legal advice to such effect there is no assurance that the Company will be successful with respect to such assessments and/or litigation.

See Note 23 ("Commitments and Contingencies") to the Company's consolidated financial statements for the year ended December 31, 2025.

13. TRANSFER AGENT AND REGISTRAR

The Company's transfer agent and registrar is Computershare Investor Services Inc., Toronto, Ontario.

14. MATERIAL CONTRACTS

The Company has not entered into any material contracts, other than contracts entered into in the ordinary course of business, on or after December 31, 2024 or that before December 31, 2025 remains in effect, which have not been disclosed on the Company's public record at www.sedarplus.ca.

15. INTERESTS OF EXPERTS

KPMG LLP has provided an auditor's report in respect of the consolidated financial statements of the Company for the year ended December 31, 2025. KPMG LLP has confirmed that they are independent of the Company within the meaning of the relevant rules and related interpretations prescribed by the relevant professional bodies in Canada and any applicable legislation or regulation.

16. ADDITIONAL INFORMATION

Additional information regarding the Company can be found on SEDAR+ at www.sedarplus.ca.

Management's Discussion and Analysis of Operating Results and Financial Position and the Company's audited consolidated financial statements for the year ended December 31, 2025 can be found on SEDAR+ and are set out in the Company's Report to Shareholders for the year ended December 31, 2025. Additional information is provided about the Company in these documents.

Additional information, including directors' and officers' remuneration and indebtedness, principal holders of the Company's securities, and options to purchase the Company's securities authorized for issuance under equity compensation plans is contained in the Company's Management Information Circular dated May 12, 2025, furnished in connection with the Company's annual meeting of shareholders held on June 11, 2025, or in its most recent Management Information Circular filed on www.sedarplus.ca.

Additional Information Prescribed By Form 52-110F1

1. ***Audit Committee Charter –*** See Appendix "C" attached hereto.

2. ***Composition of Audit Committee*** – For 2025, the Audit Committee was composed of Terry Lyons (Chair), Fred Olson, Dave Schoch and Sandra Pupatello, each of whom is independent and, based on such individual's education and experience, is financially literate. (i) Mr. Lyons is a Civil Engineer (UBC) with an MBA from Western University and has over 40 years of experience in the development, financing and management of natural resource, manufacturing, real estate and merchant banking companies. He successfully completed the Directors Education Program from the Institute of Corporate Directors which is provided by the Rotman School of Management at the University of Toronto. (ii) Mr. Olson is an experienced automotive executive at the most senior levels, with in-depth understanding of the automotive industry and the economics related to it at the company and plant level. As a past president of a Tier One automotive parts supplier, he was responsible for the financial performance of his company and worked continuously with financial results and reporting. He successfully completed the Directors Education Program from the Institute of Corporate Directors which is provided by the Rotman School of Management at the University of Toronto in 2011. (iii) Mr. Schoch is a recognized leader in the automotive industry. Over his 40-year career, Mr. Schoch served in global business and finance leadership positions at Ford Motor Company in Asia Pacific, Europe, Africa, Central/South America and North America. Recently, he served as group Vice President and President, Asia pacific, and Chairman and Chief Executive Officer, Ford China. He retired in late 2017. He has extensive board experience serving with many Ford subsidiaries and joint ventures. Mr. Schoch was the Chief Financial Officer of Ford in the Americas from 2009-2011. He served as executive Director for Ford's operations in Canada, Mexico and South America, and was Chief Financial Officer and VP Finance and Strategic Planning for Ford Europe. (iv) Ms. Pupatello holds a B.A. (Hons) from the University of Windsor, has an Honorary Doctorate of Laws from the University of Windsor and has won multiple awards for her public service and leadership. She has also successfully completed the Directors Education Program from the Institute of Corporate Directors which is provided by the Rotman School of Management at the University of Toronto in 2011. She is currently a Senator of Canada. Ms. Pupatello was previously on the Board of the Toronto Port Authority and a Strategic Advisor (Industry, Global Markets and Public Sector) for PricewaterhouseCoopers Canada. She sat on the Board of Hydro One of which she was Chair from April 2014 to April 2015. She was Chief Executive Officer of the Economic Development Corporation of Windsor and Essex County from May 2013 to July 2015. She previously served as a member of the provincial parliament of the Province of Ontario for 16 years, including leadership roles as a Member of the Premier's Executive of Cabinet. She was the Ontario Minister of Economic Development & Trade from 2006 to 2011 and Ontario's Chief Investment Officer. She also served 4 years as Vice-Chair of the Treasury Board for the Government of Ontario. Ms. Pupatello was a member of the Audit Committee from 2014, when she joined

the Board, until 2018 when the Company reduced the number of directors on each committee. Ms. Pupatello rejoined the Audit Committee in 2022.

3. ***Reliance on Certain Exemptions*** – None.

4. ***Pre-approval Policy –*** The Company has implemented a policy whereby services provided by the external auditor will require specific pre-approval by the Audit Committee or its delegate.

5. ***External Auditor Service Fees*** – KPMG LLP provides professional services for audits relating to statutory and regulatory requirements. The Company retains a broad range of professional advisors from time to time for professional services, and has used and may use KPMG LLP for limited tax services such as tax compliance, planning and tax advice.

The following table sets forth the various services provided by KPMG LLP and its affiliates to the Company during each of the Company's last two fiscal years, together with the fees billed for such services:

Fees	Fees Billed During the Year Ended December 31, 2025	Fees Billed During the Year Ended December 31, 2024	Description of Services (see below)
Audit Fees	$4,207,000	$4,021,000	The audit services relate to professional services rendered for audits of the Company's annual consolidated financial statements and certain subsidiaries (including statutory audits and interim reviews).
Audit-related Fees	$17,000	$31,000	The audit-related services relate to filings for pension plans and other assurance agreements.
Tax Fees	$263,000	$613,000	The tax services relate to services for tax compliance, tax planning, VAT and tax advice.
Other Fees	-	$10,000	The other fees relate to statutory financial statement translation and word processing services.
Total	**$4,487,000**	**$4,675,000**	

APPENDIX "A"
LIST OF SUBSIDIARIES AS AT DECEMBER 31, 2025

A list of our principal subsidiaries and each of their jurisdictions of incorporation as of December 31, 2025 is set out below. The Company's legal structure (including that of our subsidiaries) is not necessarily indicative of our operational structure.

Subsidiary	Location of Incorporation	Ownership Interest
14156048 Canada Inc.	Canada	100%
2244760 Ontario Inc.	Ontario, Canada	100%
Martinrea Honsel Brasil Fundição e Comércio de Peças em Alumínio Ltda	Brazil	100%
MiNDCAN Inc.	Ontario, Canada	100%
Martinrea Metallic Canada Inc.	Ontario, Canada	100%
Martinrea Automotive Systems Canada Ltd.	Ontario, Canada	100%
Martinrea Automotive Inc.	Ontario, Canada	100%
2008788 Ontario Ltd.	Ontario, Canada	100%
Royal Automotive Group Ltd.	Ontario, Canada	100%
Martinrea Innovation Developments Inc.	Ontario, Canada	100%
Martinrea Metal Holdings (USA), Inc.	Delaware, USA	100%
Martinrea Holdings (USA), Inc.	Delaware, USA	100%
Martinrea Innovation Developments (US) Inc.	Delaware, USA	100%
Martinrea of America, Inc.	Delaware, USA	100%
Martinrea Industries, Inc.	Delaware, USA	100%
ICON Metal Forming, LLC	Michigan, USA	100%
Martinrea Riverside LLC	Delaware, USA	100%
Martinrea Metals of America, Inc.	Delaware, USA	100%
Martinrea Metal Industries, Inc.	Delaware, USA	100%
Martinrea Heavy Stampings Inc.	Delaware, USA	100%
Martinrea Automotive Structures (USA), Inc.	Michigan, USA	100%
Martinrea Automotive Systems (USA) LLC	Michigan, USA	100%
Martinrea Hopkinsville LLC	Michigan, USA	100%
Martinrea Jonesville LLC	Michigan, USA	100%
Martinrea Tuscaloosa, Inc.	Alabama, USA	100%
Martinrea Tulsa Inc.	Oklahoma, USA	100%
Martinrea Pilot Acquisition, Inc.	Ontario, Canada	100%
2146826 Ontario Limited	Ontario, Canada	100%
Martinrea Developments de Mexico, S.A. de C.V.	Mexico	100%
Industrias Martinrea de Mexico, S.A. de C.V.	Mexico	100%
Martinrea Automotive Structures S. de R.L. de C.V	Mexico	100%
Martinrea International US Holdco Inc.	Delaware, USA	100%
Martinrea International US Inc.	Delaware, USA	100%

Subsidiary	Location of Incorporation	Ownership Interest
Martinrea Internacional de Mexico, S.A. de C.V.	Mexico	100%
Martinrea Slovakia Fluid Systems S.R.O.	Slovakia	100%
Martinrea Honsel Holdings B.V.	Netherlands	100%
Martinrea Honsel Germany GmbH	Germany	100%
Martinrea Honsel Germany Developments GmbH	Germany	100%
Martinrea Holdings Germany GmbH	Germany	100%
Martinrea Bergneustadt GmbH	Germany	100%
Martinrea Southern African Division (Pty) Ltd.	South Africa	100%
Martinrea Stamping Plant Properties (Pty) Ltd.	South Africa	100%
Martinrea Honsel Spain S.L.U.	Spain	100%
Martinrea Honsel Mexico S.A. de C.V.	Mexico	100%
Martinrea Honsel Aluminum Parts (Holdings) Co. Ltd.	China	100%
Martinrea Honsel Aluminum Parts (Yuyao) Co. Ltd.	China	100%
Martinrea China Holdings Inc.	Ontario, Canada	100%
Martinrea Automotive Parts (Shanghai) Co. Ltd.	Shanghai	100%
Martinrea Automotive Japan Inc.	Japan	100%

Notes:

(1) The table shows the percentages of the votes attached to all voting securities and of each class of non-voting securities, owned by the Company or over which control or direction is exercised by the Company.

(2) Parent/subsidiary relationships are identified by indentations. Percentages represent the total equity interest in a subsidiary (direct, or indirect), which is not necessarily indicative of percentage voting control.

(3) Subsidiaries not shown each represent less than 10% of the Company's total consolidated revenues and total consolidated assets (although not all subsidiaries shown necessarily each represent more than 10% of the Company's total consolidated assets and total consolidated sales) and, if considered in aggregate as a single subsidiary, represent less than 20% of the Company's total consolidated revenues and total consolidated assets.

APPENDIX "B"

FACILITIES

The Company maintains approximately 13,000,000 square feet of manufacturing space with expansion potential. The following is a summary of the Company's and its subsidiaries' owned and leased manufacturing facilities as at December 31, 2025. Some additional warehouse space is utilized from time to time but not listed. Each manufacturing facility strives to be a centre of excellence for the products produced there; accordingly, each facility's principal business activity is described below.

Owned Facilities

The Company or its affiliates own the real estate listed in the table immediately below as at December 31, 2025.

Facility	Square Footage (approximate)	Principal Uses
Icon Metal Forming Corydon, Indiana	218,000	Specializing in medium and large stampings and assemblies.
Bishop Circle Assembly Manchester, Michigan	225,000	Specializing in automotive fuel, brake and vapor bundle assemblies, nylon and rubber extrusion, and capless unit assembly.
Martinrea Automotive Structures Hermosillo, Mexico	140,000	Assembly lines for engine cradles including stampings and welded chassis assemblies and e-coating.
Martinrea Ridgetown Ridgetown, Ontario	144,000	Specializing in stampings and welded assemblies.
Martinrea Heavy Stampings Shelbyville, Kentucky	835,000	Stamping, Class A facility. Produces body parts (e.g. side frames, fenders, door frames, doors, hatches, loading areas, floor panels, roofs, lift gates). Specializing in blanking, stampings and large welded assemblies.
Martinrea Hopkinsville Hopkinsville, Kentucky	510,000	Specializing in stampings and welded assemblies and e-coating.
Mexico Fluid Facility (Martinrea Developments de Mexico) Saltillo, Coahuila	219,000	Specializing in fuel filler assemblies, fuel, brake and vapor bundle assemblies. This facility is leased to Industrias Martinrea de Mexico, S.A. de C.V.
Martinrea Jonesville Jonesville, Michigan North Adams, MI	708,000	Specializing in medium and large stampings and assemblies.
Martinrea Automotive Structures Springfield Springfield, Tennessee	256,000	Specializing in medium to large stampings and assemblies, including hot stamping capabilities.

Facility	Square Footage (approximate)	Principal Uses
Martinrea Honsel Germany Nuttlar, Germany	20,000	Tool and die making facility.
Martinrea Honsel Germany Meschede, Germany	1,530,000	High pressure die-casting, permanent mold and sand casting facility, and rolling facility. Products include engine components, transmission housings and structural parts.
Martinrea Honsel Mexico Queretaro, Mexico	514,000	High pressure die-casting facility and machining of engine and transmission components.
Martinrea Honsel Brasil Monte Mor, Brazil	355,000	High pressure die-casting facility and machining of engine, transmission and axle components.
Martinrea Tuscaloosa Tuscaloosa, Alabama	230,000	Specializing in stampings and assemblies of safety features, suspension modules, and structural components.
Martinrea Bergneustadt GmbH Bergneustadt, Germany	1,033,000	Specializing in small, medium, and large stampings (including hot stamping), complex welded assemblies, and e-coating.
Martinrea Automotive Structures San Luis, Potosi	440,000	Specializing in small, medium and large stampings (including hot stampings), complex welded assemblies and e-coating.

Leased Facilities

The following table sets out the operating facilities leased by the Company or its affiliates as at December 31, 2025.

Facility	Square Footage (approximate)	Principal Uses
Corporate Headquarters Vaughan, Ontario	31,000	Corporate headquarters.
Alfield Industries Vaughan, Ontario	241,000	Specializing in small, medium and large stampings and complex welded assemblies.
Atlas Fluid Systems Brampton, Ontario	88,000	Specializing in fuel, brake and vapor bundle assemblies, turbo tubes and powertrain assemblies.
Caledon Tubing St. Mary's, Ontario	44,000	Specializing in fuel and brake tube manufacturing.

Facility	Square Footage (approximate)	Principal Uses
Hydroform Solutions Brampton, Ontario Etobicoke, Ontario	271,000	Specializing in hydroforming, medium and large stampings and welded assemblies. Two buildings.
Martinrea Industrial Canada Vaughan, Ontario	84,000	Industrial products, specializing in military, heavy truck and other industrial stamping and assemblies. This facility was moved to this location in 2018.
Martinrea Developments de Mexico Silao, GTO, Mexico	460,000	Specializing in light to heavy stampings and complex welded assemblies.
Martinrea Automotive Structures Tupelo Tupelo, Mississippi	197,000	Metal parts and assemblies, such as trailer hitches, cross members and assemblies.
Martinrea Estampados Ramos Arizpe, Mexico	528,000	Specializing in medium and large stampings and assemblies.
Martinrea Ramos Ramos Arizpe, Mexico	364,000	Metal stampings and industrial products including agricultural, recreational components and assemblies. Also specializes in the assembly of suspension modules for automotive applications.
Ramos Propulsion Systems Ramos Arizpe, Mexico	222,000	Specializing in fuel, brake and vapour bundle assemblies, turbo tubes and transmission oil cooling lines.
Tillsonburg Tillsonburg, Ontario	241,000	Specializing in welded assemblies.
Martinrea Slovakia Fluid Systems Svaty Jur, Slovakia	112,000	Specializing in fuel filler assemblies, fuel, brake and vapor bundle assemblies.
North Vernon Division North Vernon, Indiana	141,000	Specializing in fuel filler assemblies, fuel and vapour bundle assemblies, stainless steel and cold-rolled steel tubing.
Rollstar Metal Forming Brampton, Ontario	201,000	Specializing in roll forming, stretch bending, stampings, extrusions, co-extrusions, injection moldings and modular assemblies.
Martinrea Technical Center Auburn Hills, Michigan	108,000	Engineering, research and development, sales, IT, accounting, and purchasing. New facility constructed in Auburn Hills in 2017.
Martinrea Honsel Spain Madrid, Spain	533,700	High Pressure and low pressure aluminum die-casting including machining and assembly of engine, transmission, suspension and structural components. Products include engine components, transmission housings, suspension carriers, swivel bearing control arms and non-automotive products.

Facility	Square Footage (approximate)	Principal Uses
Martinrea Automotive Parts (Shanghai) Co. Ltd. Anting Town, Shanghai, China	183,000	Specializing in fuel filler assemblies, fuel, brake and vapor bundle assemblies and transmission oil cooling lines.
Mexico Fluids Facility Arteaga, Mexico	204,000	Specializing in fuel, brake and vapor bundle assemblies, turbo tubes and transmission oil cooling lines.
Martinrea Riverside Riverside, Missouri	276,000	Specializing in the welding of front and rear sub frames, e-coating, and assembly of suspension modules (hub and spoke).
Martinrea Honsel Aluminum Parts Yuyao, China	407,000	Low pressure die-casting and machining of structural components.
Martinrea Honsel Mexico Queretaro, Mexico	156,000	Low pressure die-casting and machining of structural components.
Martinrea Automotive Structures San Luis, Potosi	190,000	Specializing in small, medium and large stampings (including hot stamping), complex welded assemblies, and e-coating.
Martinrea Automotive Japan Inc. Tokyo, Japan	2,000	Commercial and engineering office.
Martinrea Automotive Structures Canton Canton, Mississippi	22,500	Specializing in welded assemblies.
Martinrea Automotive Structures Hermosillo, Mexico	154,000	Specializing in the assembly of suspension modules.
Martinrea Southern African Division (Pty) Ltd. Brits, South Africa	144,000	Specializing in simple and complex welded assemblies.
Martinrea Tulsa Catoosa, Oklahoma	220,822	Specializing in stampings and welded assemblies.

APPENDIX "C"

MARTINREA INTERNATIONAL INC.

AUDIT COMMITTEE MANDATE

1. PURPOSE OF THE AUDIT COMMITTEE

1.1 The Audit Committee will assist the Board of Directors in fulfilling its responsibilities to the Company's Shareholders, potential Shareholders and the investment community. The Audit Committee's primary responsibilities and duties are to:

(a) identify and monitor the management of the principal risks that could impact the financial reporting of the Company;

(b) monitor the integrity of the Company's financial reporting process and system of internal controls regarding financial reporting and accounting compliance;

(c) monitor the independence and performance of the Company's external auditors and internal auditing department;

(d) provide an avenue of communication among the external auditors, management, the internal auditing department and the Board of Directors;

(e) require management to develop policies, procedures and practices to manage principal risks;

(f) monitor compliance with legal and regulatory requirements and ensuring that management creates a culture of honesty and ethical behaviour, including setting the proper tone and placing a strong emphasis on fraud prevention; and

(g) report to the Board of Directors.

The Audit Committee has the authority to conduct any investigation appropriate to fulfilling its responsibilities, subject to approval of the Board of Directors. The external auditors shall report to the Audit Committee and the Audit Committee shall have direct access to anyone in the organization.

2. COMPOSITION AND MEETINGS

2.1 The Audit Committee shall meet all requirements of the *Business Corporations Act* (Ontario), *Securities Act* (Ontario) and The Toronto Stock Exchange. The Audit Committee shall be comprised of at least three Directors, each of whom shall be an outside director who is unrelated and free of any relationship that, in the opinion of the Board of Directors, would interfere with his or her exercise of independent judgment as a committee member.

2.2 An outside Director is a Director who is not a member of management. An unrelated Director is a Director who is independent of management and is free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the Director's ability to act with a view to the best interests of the Company, other than interests and relationships arising from shareholding.

2.3 All members of the Audit Committee shall be financially literate and able to read and understand basic financial statements. In addition, at least one member of the Audit Committee shall have accounting or related financial management experience.

2.4 The Audit Committee will have a Chairperson nominated or approved by the Board of Directors from time to time as the Board of Directors sees fit.

2.5 A quorum for any meeting of the Audit Committee shall be a majority of its members.

2.6 The Audit Committee shall meet quarterly or more frequently as circumstances may dictate. The Chairperson shall prepare and/or approve an agenda in advance of each meeting. The Audit Committee should meet privately in the executive session at least annually with management, the Chief Internal Auditor, the external auditors and, as a committee, to discuss any matters that the Audit Committee or each of the foregoing groups believe should be discussed.

2.7 In addition, the Audit Committee should communicate with management and the external auditors on at least a semi-annual basis to review the Company's interim financial statements and significant findings based upon the auditors' review procedures.

3. RESPONSIBILITIES AND DUTIES

3.1 In carrying out its responsibilities, the Audit Committee's policies and procedures should remain flexible, in order to best react to changing conditions and to ensure to the directors and shareholders that the corporate accounting and reporting practices of the Company are in accordance with all requirements and are of the highest quality.

3.2 In particular, the Audit Committee shall:

(a) review and reassess the adequacy of this Mandate at least annually and submit any changes to the Board of Directors for review;

(b) review generally the Company's financial statements and related documents prior to filing or distribution, which review should include discussion with management of significant issues regarding accounting principles, practices and significant management estimates and judgments;

(c) annually, in consultation with management, external auditors and internal auditors, consider the integrity of the Company's financial reporting processes and controls; discuss significant financial risk exposures and the steps that management has taken to monitor, control and report such exposures; and review significant findings prepared by the external auditors and the internal auditing department together with management's responses;

(d) review with the external auditors, the internal auditors and financial accounting personnel the adequacy and effectiveness of the accounting and financial controls of the Company, and elicit any recommendations for the improvement of such internal control procedures or particular areas where new or more detailed controls or procedures are desirable;

(e) meet with the external auditors and financial management of the Company to review the scope of the proposed audit for the current year and the audit procedures to be utilized, and at the conclusion thereof, review such audit; and review and discuss, on an annual basis, with the external auditors all significant relationships they have with the Company that could impair the external auditors' independence;

(f) review the effectiveness of the overall process for identifying the principal risks affecting financial reporting and provide the Audit Committee's views to the Board of Directors;

(g) review the independence and performance of, and recommend to the Directors, the external auditors to be selected to audit the financial statements of the Company and its divisions and subsidiaries, including ensuring that the Company has not hired and will not hire individuals for positions that would impair auditor independence;

(h) approve the fees and other significant compensation to be paid to the external auditors;

(i) pre-approve all non-audit services to be provided to the Company or its subsidiaries by its external auditors;

(j) review the mandate, budget, staffing, plan, changes in plan, activities, organizational structure and qualifications of the internal audit function, as needed;

(k) review, on an annual basis, with the Company's legal counsel any legal matters that could have a significant impact on the Company's financial statements, compliance with applicable laws and regulations and inquiries received from regulators or governmental agencies;

(l) review accounting and financial human resources and succession planning related thereto with the Company, to the extent such matters are not dealt with by another committee;

(m) prepare and disclose a summary of this Mandate to shareholders;

(n) establish and oversee a corporate whistleblower policy, establishing procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters; and

(o) submit minutes of all meetings of the Audit Committee to, or discuss matters discussed at each committee meeting with, the Board of Directors on an appropriate basis.


MARTINREA