MARTINREA INTERNATIONAL INC.

SECOND QUARTER REPORT

JUNE 30, 2016

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June 30, 2016

MESSAGE TO SHAREHOLDERS

The Company experienced a good second quarter, as reflected in the attached materials. Our operations continue to improve. Our financial position remains very strong and our future is bright.

We thank you for your ongoing support as we work hard to build our company and your company.

(Signed) *“Rob Wildeboer”*

Rob Wildeboer
Executive Chairman

MARTINREA INTERNATIONAL INC.

Releases Second Quarter Results and Announces Dividend

August 2, 2016 – For Immediate Release

Toronto, Ontario – Martinrea International Inc. (TSX : MRE), a leader in the development and production of quality metal parts, assemblies and modules, fluid management systems and complex aluminum products focused primarily on the automotive sector, announced today the release of its financial results for the second quarter ended June 30, 2016 and a quarterly dividend.

All amounts in this press release are in Canadian dollars, unless otherwise stated; and all tabular amounts are in thousands of Canadian dollars, except earnings per share and number of shares.

Additional information about the Company, including the Company's Management Discussion and Analysis of Operating Results and Financial Position for the second quarter ended June 30, 2016 ("MD&A"), the Company's unaudited interim condensed consolidated financial statements for the second quarter ended June 30, 2016 (the "unaudited interim consolidated financial statements") and the Company's Annual Information Form for the financial year ended December 31, 2015, can be found at www.sedar.com.

HIGHLIGHTS FOR THE QUARTER

- Record second quarter sales
- Reported net income flat in the quarter due to non-cash impairment charge and restructuring costs
- Record quarterly adjusted net income
- Second quarter adjusted operating income and EBITDA margins improved quarter-over-quarter and year-over-year
- Record quarterly adjusted EBITDA of $94.6 million, trailing twelve months adjusted EBITDA increased to $342.7 million
- Operating margin improvement plan on track
- Net debt to trailing twelve months adjusted EBITDA ratio decreased nicely to 2.00x
- Closure of Detroit Hot Stamping facility announced
- Dividend of $0.03 per share announced

OVERVIEW

Pat D'Eramo, Martinrea's President and Chief Executive Officer, stated: "We continued to make good progress in our operations during our second quarter, and we are pleased to announce record adjusted earnings and improved financial performance. Our operations continue to improve overall, and that is being reflected in our safety numbers, our quality performance and our financial numbers and key ratios. Previously, we announced that we were looking into the future of our Detroit Hot Stamping facility in light of our customer's decision to cancel a specific light vehicle platform. The majority of the work in that facility is related to this platform. After detailed review and consideration, we decided that the correct decision for our company was to close the facility, which we are in the process of doing, rather than continue to absorb unacceptable losses. The result is a non-cash impairment charge as well as some restructuring charges to take care of our people, good employees committed to our Company. It is never an easy decision to close a facility, but we have to make tough choices from time to time. Meanwhile, we remain committed to the hot stamping process, as part of our lightweighting product portfolio, and we will move the remaining hot stamping production to other facilities. I am pleased to report that we have won some new business totalling approximately $100 million in annual sales, all starting in 2018, as follows: $10 million in fluids systems work for FCA on the Dodge Ram and Jeep Wrangler; $30 million in metal forming work for Daimler on a compact sedan in Mexico; $25 million in incremental metal forming and fluid systems content on GM's pick-up and SUV platform; $10 million in metal forming work for BMW on its 3 and 4 series platform; and $25 million of fluids systems work for GM on certain engine and transmission programs."

Fred Di Tosto, Martinrea's Chief Financial Officer, stated: "Sales in our second quarter, excluding tooling sales, were $952 million, slightly below our previously announced sales guidance range, given lower than anticipated sales volume on the Chrysler 200 platform and the Ford Mondeo platform in China. Our adjusted net earnings per share, on a basic and diluted basis, was $0.44, in line with previous guidance, and a record quarter for us. Our adjusted operating income margin improved in the quarter to 5.6%, a healthy improvement quarter-over-quarter and year-over-year, as we move towards our interim target of at least 6% by the end of 2017. We experienced unusual and other items totalling $38.3 million in the quarter given the non-cash impairment charge and restructuring costs associated with the closure of Detroit Hot Stampings, an unfortunate set of circumstances but something that had to be done, and a restructuring charge for the final step of our restructuring activities in Germany, which we believe is now properly right-sized. Our net debt to adjusted EBITDA ratio at quarter end was 2.00x, a nice improvement from last year-end and from the end of the previous quarter, as we continue to progress to our target ratio of 1.50x by the end of 2017. Once again, we had another solid quarter from a financial perspective."

Rob Wildeboer, Martinrea's Executive Chairman, stated: "The last quarter has been an eventful one for our Company and for our industry. While our operational footprint remains in place, we are making adjustments to reflect customer demand. Our closing announcement in Detroit reflects that. At the same time, we are moving our Chinese fluid business into a larger and more modern facility, as we grow our business there. We are in the process of expanding several facilities as we follow our customers, particularly in Mexico, where we are expanding our facilities in Estampados, MJ Mexico and Silao and we are building a new metallic facility in San Luis Potosi. These expansions are in addition to the four plants we added last year in Madrid Spain, Queretaro Mexico, Riverside Missouri and Yuyao China. This will position us well for the future and all these actions will be accretive to our earnings and profitability. At the industry macro level, despite concerns in the markets about the impacts of Brexit, trade policies, geopolitical issues and other matters, the automotive industry remains healthy, especially in North America. We see continued strong volumes going forward, as we have in the first half of the year, although we note that the second half of the year generally has seasonally lower volumes than the first half. Our third quarter sales, excluding tooling sales, will range from $880 million to $920 million, reflecting the usual lower volumes experienced by the industry in the third quarter because of plant shutdowns. We anticipate our adjusted net earnings per share, on a basic and diluted basis, will be in the range of $0.33 to $0.37 per share, which would be a record third quarter for us."

RESULTS OF OPERATIONS

The following tables set out certain highlights of the Company's performance for the three and six months ended June 30, 2016 and 2015. Refer to the Company's interim condensed consolidated financial statements for the three and six months ended June 30, 2016 for a detailed account of the Company's performance for the periods presented in the tables below.

		Three months ended June 30, 2016		Three months ended June 30, 2015	$ Change	% Change
Sales	$	1,023,825	$	984,046	39,779	4.0%
Gross Margin		116,222		106,379	9,843	9.3%
Operating Income		18,729		50,238	(31,509)	(62.7%)
Net Income (loss) for the period		(27)		33,607	(33,634)	(100.1%)
Net Income (loss) Attributable to Equity Holders of the Company	$	(42)	$	33,411	(33,453)	(100.1%)
Net Earnings per Share – Basic and Diluted	$	-	$	0.39	(0.39)	(100.0%)
Non-IFRS Measures*						
Adjusted Operating Income	$	56,992	$	50,238	6,754	13.4%
as a % of Sales		*5.6%*		*5.1%*		
Adjusted EBITDA		94,649		83,793	10,856	13.0%
as a % of Sales		*9.2%*		*8.5%*		
Adjusted Net Income Attributable to Equity Holders of the Company		37,663		33,411	4,252	12.7%
Adjusted Net Earnings per Share - Basic and Diluted	$	0.44	$	0.39	0.05	12.8%

	Six months ended June 30, 2016	Six months ended June 30, 2015	$ Change	% Change
Sales	$ 2,063,275	$ 1,901,577	161,698	8.5%
Gross Margin	228,040	202,018	26,022	12.9%
Operating Income	70,074	93,948	(23,874)	(25.4%)
Net Income for the period	32,504	64,115	(31,611)	(49.3%)
Net Income Attributable to Equity Holders of the Company	$ 32,529	$ 63,830	(31,301)	(49.0%)
Net Earnings per Share – Basic	$ 0.38	$ 0.75	(0.37)	(49.3%)
Net Earnings per Share – Diluted	$ 0.38	$ 0.74	(0.36)	(48.6%)
Non-IFRS Measures*				
Adjusted Operating Income	$ 108,337	$ 93,948	14,389	15.3%
as a % of Sales	*5.3%*	*4.9%*		
Adjusted EBITDA	183,671	158,716	24,955	15.7%
as a % of Sales	*8.9%*	*8.3%*		
Adjusted Net Income Attributable to Equity Holders of the Company	70,234	63,830	6,404	10.0%
Adjusted Net Earnings per Share - Basic	$ 0.81	$ 0.75	0.06	8.0%
Adjusted Net Earnings per Share - Diluted	$ 0.81	$ 0.74	0.07	9.5%

***Non-IFRS Measures**

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 measures include “Adjusted Net Income”, “Adjusted Net Earnings per Share (on a basic and diluted basis)”, “Adjusted Operating Income” and "Adjusted EBITDA”.

The following tables provide a reconciliation of IFRS “Net Income Attributable to Equity Holders of the Company” to Non-IFRS “Adjusted Net Income Attributable to Equity Holders of the Company”, “Adjusted Operating Income” and “Adjusted EBITDA”:

	Three months ended June 30, 2016	Three months ended June 30, 2015
Net Income (loss) Attributable to Equity Holders of the Company	$ (42)	$ 33,411
Unusual and Other Items (after-tax)*	37,705	-
Adjusted Net Income Attributable to Equity Holders of the Company	$ 37,663	$ 33,411

	Six months ended June 30, 2016	Six months ended June 30, 2015
Net Income Attributable to Equity Holders of the Company	$ 32,529	$ 63,830
Unusual and Other Items (after-tax)*	37,705	-
Adjusted Net Income Attributable to Equity Holders of the Company	$ 70,234	$ 63,830

**Unusual and other items for the three and six months ended June 30, 2016 are explained in the "Adjustments to Net Income" section of the MD&A*

	Three months ended June 30, 2016	Three months ended June 30, 2015
Net Income (loss) Attributable to Equity Holders of the Company	$ (42)	$ 33,411
Non-controlling interest	15	196
Income tax expense	11,637	10,732
Other finance expense (income)	1,219	(650)
Finance expense	5,900	6,549
Unusual and Other Items (before-tax)*	38,263	-
Adjusted Operating Income	$ 56,992	$ 50,238
Depreciation of property, plant and equipment	33,601	30,135
Amortization of intangible assets	4,078	3,595
Loss/(gain) on disposal of property, plant and equipment	(22)	(175)
Adjusted EBITDA	$ 94,649	$ 83,793

	Six months ended June 30, 2016	Six months ended June 30, 2015
Net Income Attributable to Equity Holders of the Company	$ 32,529	$ 63,830
Non-controlling interest	(25)	285
Income tax expense	22,136	19,981
Other finance expense (income)	3,340	(3,252)
Finance expense	12,094	13,104
Unusual and Other Items (before-tax)*	38,263	-
Adjusted Operating Income	$ 108,337	$ 93,948
Depreciation of property, plant and equipment	67,223	58,717
Amortization of intangible assets	8,082	6,796
Loss/(gain) on disposal of property, plant and equipment	29	(745)
Adjusted EBITDA	$ 183,671	$ 158,716

**Unusual and other items for the three and six months ended June 30, 2016 are explained in the "Adjustments to Net Income" section of the MD&A*

The year-over-year changes in significant accounts and financial highlights are discussed in detail in the sections below.

SALES

Three months ended June 30, 2016 to three months ended June 30, 2015 comparison

	Three months ended June 30, 2016	Three months ended June 30, 2015	$ Change	% Change
North America	$ 833,950	$ 798,705	35,245	4.4%
Europe	167,564	165,962	1,602	1.0%
Rest of the World	22,311	19,379	2,932	15.1%
Total Sales	$ 1,023,825	$ 984,046	39,779	4.0%

The Company’s consolidated sales for the second quarter of 2016 increased by $39.8 million or 4.0% to $1,023.8 million as compared to $984.0 million for the second quarter of 2015. Sales increased year-over-year across all operating segments.

Sales for the second quarter of 2016 in the Company’s North America operating segment increased by $35.2 million or 4.4% to $833.9 million from $798.7 million for the second quarter of 2015. The increase was due to the impact of foreign exchange on the translation of U.S. denominated production sales, which had a positive impact on overall sales for the second quarter of 2016 of approximately $33.3 million as compared to the second quarter of 2015; a $29.0 million increase in tooling sales, which are typically dependent on the timing of tooling construction and final acceptance by the customer; and the launch of new programs during or subsequent to the second quarter of 2015, including the Chevrolet Malibu, Cadillac CT6, and higher volumes on the Chrysler mini-van platform. These positive factors were offset by lower year-over-year OEM production volumes on certain light-vehicle platforms including the Chrysler 200 and other platforms late in their product life cycle such as the GM Equinox, and programs that ended production during or subsequent to the second quarter of 2015; and some previously unplanned shutdowns from GM of four assembly plants for two weeks because of an earthquake in Japan disrupting the supply chain. The planned shutdown of Chrysler's V6 Pentastar engine block program for re-tooling, which commenced during the fourth quarter of 2015, also negatively impacted production sales in North America during the three months ended June 30, 2016 as compared to the comparative period of 2015. The re-tooling was completed near the end of the first quarter of 2016. Volumes on the program ramped up during the second quarter but did not return to historical levels until the end of the quarter.

Sales for the second quarter of 2016 in the Company's Europe operating segment increased by $1.6 million or 1.0% to $167.6 million from $166.0 million for the second quarter of 2015. The increase can be attributed to increased production sales in the Company's new operating facilities in Spain and Slovakia, which continue to ramp up and launch their backlogs of new business, an $11.7 million positive foreign exchange impact from the translation of Euro denominated production sales as compared to the second quarter of 2015, and a $5.5 million increase in tooling sales; partially offset by lower overall production volumes in the Company's Martinrea Honsel German operations including the impact from the sale of the Company's operating facility in Soest, Germany on August 31, 2015.

Sales for the second quarter of 2016 in the Company's Rest of the World operating segment increased by $2.9 million or 15.1% to $22.3 million from $19.4 million in the second quarter of 2015. The increase was mainly due to a year-over-year increase in production sales in the Company's two new operating facilities in China, which continue to ramp up and execute on their backlogs of new business, and a $0.2 million increase in tooling sales; partially offset by a $0.6 million negative foreign exchange impact from the translation of foreign denominated production sales as compared to the second quarter of 2015 and lower year-over-year production sales in the Company's operating facility in Brazil where OEM light vehicle production volumes continue to trend at low levels. The year-over-year increase in sales in the Company's operations in China was tempered by an unplanned OEM shutdown of one of its key light vehicle platforms during the quarter. The program was down for seven weeks during the second quarter and came back online in July subsequent to the quarter-end.

Overall tooling sales increased by $34.7 million to $72.2 million for the second quarter of 2016 from $37.5 million for the second quarter of 2015.

Six months ended June 30, 2016 to six months ended June 30, 2015 comparison

		Six months ended June 30, 2016		Six months ended June 30, 2015	$ Change	% Change
North America	$	1,673,939	$	1,511,821	162,118	10.7%
Europe		332,233		353,364	(21,131)	(6.0%)
Rest of the World		57,103		36,392	20,711	56.9%
Total Sales	$	2,063,275	$	1,901,577	161,698	8.5%

The Company's consolidated sales for the six months ended June 30, 2016 increased by $161.7 million or 8.5% to $2,063.3 million as compared to $1,901.6 million for the six months ended June 30, 2015. The total increase in sales was driven by increases in the Company's North America and Rest of the World operating segments, partially offset by a year-over-year decrease in sales in Europe.

Sales for the six months ended June 30, 2016 in the Company's North America operating segment increased by $162.1 million or 10.7% to $1,673.9 million from $1,511.8 million for the six months ended June 30, 2015. The increase was due to the impact of foreign exchange on the translation of U.S. denominated production sales, which had a positive impact on overall sales for the six months ended June 30, 2016 of approximately $129.2 million as compared to the comparative period of 2015; the launch of new programs during or subsequent to the six months ended June 30, 2015, including the Chevrolet Malibu, Ford Edge, Cadillac CT6, higher volumes on the Chrysler mini-van platform; and a year-over-year increase in tooling sales of $41.9 million. These positive variances were partially offset by lower year-over-year OEM production volumes on certain light-vehicle platforms including the Chrysler 200 and other platforms late in their product life cycle such as the GM Equinox, and programs that ended production during or subsequent to the six months ended June 30, 2015; and some previously unplanned shutdowns from GM of four assembly plants for two weeks because of an earthquake in Japan disrupting the supply chain. The planned shutdown of Chrysler's V6 Pentastar engine block program for re-tooling, which commenced during the fourth quarter of 2015, also negatively impacted production sales in North America during the six months ended June 30, 2016 as compared to the comparative period of 2015. The re-tooling was completed near the end of the first quarter of 2016. Volumes on the program ramped up during the second quarter but did not return to historical levels until the end of the quarter.

Sales for the six months ended June 30, 2016 in the Company's Europe operating segment decreased by $21.1 million or 6.0% to $332.2 million from $353.4 million for the six months ended June 30, 2015. The decrease can be attributed to an $8.4 million decrease in tooling sales and lower overall production volumes in the Company's Martinrea Honsel German operations including the impact from the sale of the Company's operating facility in Soest, Germany on August 31, 2015; partially offset by increased production sales in the Company's operating facilities in Spain and Slovakia, which continue to ramp up and launch their backlogs of new business, and the impact of foreign exchange on the translation of Euro denominated production sales, which had a positive impact on overall sales for the six months ended June 30, 2016 of approximately $22.9 million as compared to the comparable period of 2015.

Sales for the six months ended June 30, 2016 in the Company's Rest of the World operating segment increased by $20.7 million or 56.9% to $57.1 million from $36.4 million for the six months ended June 30, 2015. The increase can be attributed to an increase in production sales in the Company's two new operating facilities in China, which continue to ramp up and execute on their backlogs of new business, and a $6.0 million increase in tooling sales; partially offset by the translation of foreign denominated production sales, which had a negative impact on overall sales for the six months ended June 30, 2016 of $0.5 million as compared to the comparative period of 2015, and lower year-over-year production sales in the Company's operating facility in Brazil where OEM light vehicle production volumes continue to trend at low levels. The year-over-year increase in sales in the Company's operations in China was tempered by an unplanned OEM shutdown of one of its key light vehicle platforms during the second quarter. The program was down for seven weeks during the second quarter and came back online in July subsequent to the quarter-end.

Overall tooling sales increased by $39.5 million to $107.5 million for the six months ended June 30, 2016 from $68.0 million for the six months ended June 30, 2015.

GROSS MARGIN

Three months ended June 30, 2016 to three months ended June 30, 2015 comparison

		Three months ended June 30, 2016		Three months ended June 30, 2015	$ Change	% Change
Gross margin	$	116,222	$	106,379	9,843	9.3%
% of sales		11.4%		10.8%		

The gross margin percentage for the second quarter of 2016 of 11.4% increased as a percentage of sales by 0.6% as compared to the gross margin percentage for the second quarter of 2015 of 10.8%. The increase in gross margin as a percentage of sales was generally due to:

- productivity and efficiency improvements at certain operating facilities; and
- recently added new greenfield operating facilities which continue to ramp up and launch their backlogs of business.

These factors were partially offset by the following:

- operational inefficiencies and other costs at certain other facilities; and
- general sales mix including lower production volumes on the Chrysler 200 and certain other programs.

Six months ended June 30, 2016 to six months ended June 30, 2015 comparison

		Six months ended June 30, 2016		Six months ended June 30, 2015	$ Change	% Change
Gross margin	$	228,040	$	202,018	26,022	12.9%
% of sales		11.1%		10.6%		

The gross margin percentage for the six months ended June 30, 2016 of 11.1% increased as a percentage of sales by 0.5% as compared to the gross margin percentage for the six months ended June 30, 2015 of 10.6%. The increase in gross margin as a percentage of sales was generally due to:

- productivity and efficiency improvements at certain operating facilities; and
- recently added new greenfield operating facilities which continue to ramp up and launch their backlogs of business.

These factors were partially offset by the following:

- operational inefficiencies and other costs at certain other facilities;
- lower recoveries from scrap steel; and
- general sales mix including lower production volumes on the Chrysler 200 and certain other programs.

SELLING, GENERAL & ADMINISTRATIVE ("SG&A")

Three months ended June 30, 2016 to three months ended June 30, 2015 comparison

	Three months ended June 30, 2016	Three months ended June 30, 2015	$ Change	% Change
Selling, general & administrative	$ 50,661	$ 48,606	2,055	4.2%
% of sales	4.9%	4.9%		

SG&A expense for the second quarter of 2016 increased by $2.1 million to $50.7 million as compared to $48.6 million for the second quarter of 2015. The increase is predominantly due to foreign exchange translation and costs incurred at new and/or expanded facilities, including incremental employment levels to support the business. SG&A expenses are being monitored and managed on a continuous basis in order to optimize costs. SG&A expense as a percentage of sales remained consistent year-over-year at 4.9% for the second quarter of 2016 and the comparative period of 2015.

Six months ended June 30, 2016 to six months ended June 30, 2015 comparison

	Six months ended June 30, 2016	Six months ended June 30, 2015	$ Change	% Change
Selling, general & administrative	$ 102,115	$ 93,283	8,832	9.5%
% of sales	4.9%	4.9%		

SG&A expense for the six months ended June 30, 2016 increased by $8.8 million to $102.1 million as compared to $93.3 million for the six months ended June 30, 2015. The increase is predominantly due to foreign exchange translation and costs incurred at new and/or expanded facilities, including incremental employment levels to support the business. SG&A expense as a percentage of sales remained consistent year-over-year at 4.9% for the six months ended June 30, 2016 and the comparative period of 2015.

ADJUSTMENTS TO NET INCOME
(ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY)

Adjusted Net Income excludes certain unusual and other items, as set out in the following tables and described in the notes thereto. Management uses Adjusted Net Income as a measurement of operating performance of the Company and believes that, in conjunction with IFRS measures, it provides useful information about the financial performance and condition of the Company.

TABLE A

Three months ended June 30, 2016 to three months ended June 30, 2015 comparison

	For the three months ended June 30, 2016 (a)	For the three months ended June 30, 2015 (b)	(a)-(b) Change
NET INCOME (LOSS) (A)	**($42)**	**$33,411**	**($33,453)**
Add back - Unusual and Other Items:			
Impairment of Assets (1)	34,579	-	34,579
Restructuring Costs (2)	3,684	-	3,684
TOTAL UNUSUAL AND OTHER ITEMS - BEFORE TAX	**$38,263**	-	**$38,263**
Tax impact of above items (3)	(558)	-	(558)
TOTAL UNUSUAL AND OTHER ITEMS - AFTER TAX (B)	**$37,705**	-	**$37,705**
ADJUSTED NET INCOME (A + B)	**$37,663**	**$33,411**	**$4,252**
Number of Shares Outstanding – Basic ('000)	86,385	85,800	
Adjusted Basic Net Earnings Per Share	$0.44	$0.39	
Number of Shares Outstanding – Diluted ('000)	86,578	86,608	
Adjusted Diluted Net Earnings Per Share	$0.44	$0.39	

TABLE B

Six months ended June 30, 2016 to six months ended June 30, 2015 comparison

	For the six months ended June 30, 2016 (a)	For the six months ended June 30, 2015 (b)	(a)-(b) Change
NET INCOME (A)	**$32,529**	**$63,830**	**($31,301)**
Add back - Unusual and Other Items:			
Impairment of Assets (1)	34,579	-	34,579
Restructuring Costs (2)	3,684	-	3,684
TOTAL UNUSUAL AND OTHER ITEMS - BEFORE TAX	**$38,263**	-	**$38,263**
Tax impact of above items (3)	(558)	-	(558)
TOTAL UNUSUAL AND OTHER ITEMS - AFTER TAX (B)	**$37,705**	-	**$37,705**
ADJUSTED NET INCOME (A + B)	**$70,234**	**$63,830**	**$6,404**
Number of Shares Outstanding – Basic ('000)	86,385	85,444	
Adjusted Basic Net Earnings Per Share	$0.81	$0.75	
Number of Shares Outstanding – Diluted ('000)	86,603	86,099	
Adjusted Diluted Net Earnings Per Share	$0.81	$0.74	

(1) Impairment of Assets

During the second quarter of 2016, the Company recorded impairment charges on PP&E, intangible assets and inventories totaling $34,579 (US $26,599) related to an operating facility in Detroit, Michigan included in the North America operating segment. The impairment charges resulted from the cancellation of the main OEM light vehicle platform being serviced by the facility, representing the majority of the business, well before the end of its expected life cycle. This has led to a decision to close the facility. The impairment charges were recorded where the carrying amount of the assets exceeded their estimated recoverable amounts.

(2) Restructuring Costs

As part of the acquisition of Honsel in 2011, a certain level of restructuring was contemplated, in particular, at the Company's German operating facility in Meschede. Additional restructuring costs in Meschede, Germany in the form of employee related severance of $1,810 (€1,238) were incurred during the second quarter of 2016. No further costs related to this restructuring are expected to be incurred.

Other additions to the restructuring accrual during the second quarter of 2016 totaled $1,874 (US$1,441) and represent expected employee related payouts resulting from the closure of the operating facility in Detroit, Michigan as described above.

(3) Tax Impact of Above Items

The tax impact of the adjustments to income of $558 represents solely the corresponding tax effect on the $1,810 in restructuring costs incurred in Meschede, Germany. The $34,579 in impairment charges and $1,874 in restructuring costs related to the closure of the operating facility in Detroit, Michigan, as described above, resulted in tax losses that were not benefitted and, as a result, not recognized as a deferred tax asset. This created a higher unadjusted tax rate for the quarter of 100.2% compared to 24.4% in Q1 2016. In assessing the realization of deferred tax assets, the Company considers whether it is more likely than not that some portion of its deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income and the reversal of taxable temporary differences; however, forming a conclusion on the realization of deferred tax assets requires judgment when there are recent tax losses.

NET INCOME
(ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY)

Three months ended June 30, 2016 to three months ended June 30, 2015 comparison

		Three months ended June 30, 2016		Three months ended June 30, 2015	$ Change	% Change
Net Income (loss)	$	(42)	$	33,411	(33,453)	(100.1%)
Adjusted Net Income	$	37,663	$	33,411	4,252	12.7%
Net Earnings per Share						
Basic	$	-	$	0.39		
Diluted	$	-	$	0.39		
Adjusted Net Earnings per Share						
Basic	$	0.44	$	0.39		
Diluted	$	0.44	$	0.39		

Net Income, before adjustments, for the second quarter of 2016 decreased by $33.5 million to a net loss of ($0.04) million from $33.4 million for the second quarter of 2015 as a result of the impairment charges and restructuring costs incurred during the quarter as explained in Table A under "Adjustments to Net Income". Excluding these impairment charges and restructuring costs, net income for the second quarter of 2016 increased to $37.7 million or $0.44 per share, on a basic and diluted basis, from $33.4 million or $0.39 per share, on a basic and diluted basis, for the second quarter of 2015.

Adjusted Net Income for the second quarter of 2016, as compared to the second quarter of 2015, was positively impacted by the following:

- higher gross profit from an overall increase in year-over-year sales as previously explained;
- productivity and efficiency improvements at certain operating facilities;
- recently added new greenfield operating facilities which continue to ramp up and launch their backlogs of business; and
- a slight year-over-year decrease in finance expense on the Company's bank debt.

These factors were partially offset by the following:

- operational inefficiencies and other costs at certain other facilities;
- general sales mix including lower production volumes on the Chrysler 200 and certain other programs;
- a year-over-year increase in SG&A as previously discussed;
- a net foreign exchange loss of $1.3 million in the second quarter of 2016 compared to a net foreign exchange gain of $0.6 million in the second quarter of 2015;
- a slight year-over-year increase in research and development expenses, due predominantly to increased amortization of development costs; and
- a slightly higher effective tax rate on adjusted income due generally to the mix of earnings (24.5% for the second quarter of 2016 compared to 24.2% for the second quarter of 2015).

Three months ended June 30, 2016 actual to guidance comparison:

On May 3, 2016, the Company provided the following guidance for the second quarter of 2016:

		Guidance		Actual
Production sales (in millions)	$	$960 - 1,000	$	952
Adjusted Net Earnings per Share				
Basic & Diluted	$	0.43 - 0.47	$	0.44

For the second quarter of 2016, while Adjusted Net Earnings per Share of $0.44 was within the range of published guidance, production sales of $952 million came in slightly below the published sales guidance range due to lower than expected production volumes on the Chrysler 200 platform and unplanned customer shutdown weeks on one of the Company's key OEM light vehicle platforms in its China operations not reflected in the production sales guidance range provided for the second quarter.

Six months ended June 30, 2016 to six months ended June 30, 2015 comparison

		Six months ended June 30, 2016		Six months ended June 30, 2015	$ Change	% Change
Net Income	$	32,529	$	63,830	(31,301)	(49.0%)
Adjusted Net Income	$	70,234	$	63,830	6,404	10.0%
Net Earnings per Share						
Basic	$	0.38	$	0.75		
Diluted	$	0.38	$	0.74		
Adjusted Net Earnings per Share						
Basic	$	0.81	$	0.75		
Diluted	$	0.81	$	0.74		

Net Income, before adjustments, for the six months ended June 30, 2016 decreased by $31.3 million to $32.5 million from $63.8 million for the six months ended June 30, 2015 as a result of the impairment charges and restructuring costs incurred during the second quarter as explained in Table B under "Adjustments to Net Income". Excluding these impairment charges and restructuring costs, net income for the six months ended June 30, 2016 increased to $70.2 million or $0.81 per share, on a basic and diluted basis, from $63.8 million or $0.75 per share, on a basic basis, and $0.74 per share, on a diluted basis, for the six months ended June 30, 2015.

Adjusted Net Income for the six months ended June 30, 2016, as compared to the six months ended June 30, 2015, was positively impacted by the following:

- higher gross profit from an overall increase in year-over-year sales as previously explained;
- productivity and efficiency improvements at certain operating facilities;
- recently added new greenfield operating facilities which continue to ramp up and launch their backlogs of business; and
- a slight year-over-year decrease in finance expense on the Company's bank debt.

These factors were partially offset by the following:

- operational inefficiencies and other costs at certain other facilities;
- lower recoveries from scrap steel;
- general sales mix including lower production volumes on the Chrysler 200 and certain other programs;
- a year-over-year increase in SG&A as previously discussed;
- a net foreign exchange loss of $3.4 million for the six months ended June 30, 2016 compared to a net foreign exchange gain of $3.2 million for the comparative period of 2015;
- a slight year-over-year increase in research and development expenses, due predominantly to increased amortization of development costs; and
- a slightly higher effective tax rate on adjusted income due generally to the mix of earnings (24.5% for the six months ended June 30, 2016 compared to 23.8% for the comparative period of 2015).

ADDITIONS TO PROPERTY, PLANT AND EQUIPMENT

Three months ended June 30, 2016 to three months ended June 30, 2015 comparison

	Three months ended June 30, 2016	Three months ended June 30, 2015	$ Change	% Change
Additions to PP&E	$ 50,161	$ 37,398	12,763	34.1%

Additions to PP&E increased by $12.8 million to $50.2 million in the second quarter of 2016 from $37.4 million in the second quarter of 2015 due generally to the timing of expenditures and the impact of foreign exchange on the translation of foreign denominated purchases. Additions as a percentage of sales increased year-over-year to 4.9% for the second quarter of 2016 from 3.8% for the second quarter of 2015. While capital expenditures are made to refurbish or replace assets consumed in the normal course of business and for productivity improvements, a large portion of the investment in the second quarter of 2016 continued to be for manufacturing equipment and multiple expansions/new operating facilities for programs that recently launched or will be launching over the next 24 months.

Six months ended June 30, 2016 to six months ended June 30, 2015 comparison

	Six months ended June 30, 2016	Six months ended June 30, 2015	$ Change	% Change
Additions to PP&E	$ 92,994	$ 84,735	8,259	9.7%

Additions to PP&E increased by $8.3 million year-over-year to $93.0 million for the six months ended June 30, 2016 compared to $84.7 million for the six months ended June 30, 2015 due generally to the timing of expenditures and the impact of foreign exchange on the translation of foreign denominated purchases. Additions as a percentage of sales remained consistent year-over-year at 4.5% for the six months ended June 30, 2016 and the comparative period of 2015. The Company continues to make investments in the business in particular at new greenfield operating facilities as these new plants execute on their backlogs of new business.

DIVIDEND

A cash dividend of $0.03 per share has been declared by the Board of Directors payable to shareholders of record on September 30, 2016 on or about October 17, 2016.

ABOUT MARTINREA

Martinrea currently employs over 14,000 skilled and motivated people in 44 operating divisions in Canada, the United States, Mexico, Brazil, Germany, Slovakia, Spain and China.

Martinrea's vision for the future is to be the best, preferred and most valued automotive parts supplier in the world in the products and services we provide our customers. The Company's mission is to deliver: outstanding quality products and services to our customers; meaningful opportunity, job satisfaction and job security to our people through competitiveness and prudent growth; superior long term investment returns to our stakeholders; and positive contributions to our communities as good corporate citizens.

CONFERENCE CALL DETAILS

A conference call to discuss the financial results will be held on Wednesday, August 3, 2016 at 8:00 a.m. (Toronto time) which can be accessed by dialing 416-340-2216 or toll free 866-223-7781. Please call 10 minutes prior to the start of the conference call.

If you have any teleconferencing questions, please call Andre La Rosa at (416) 749-0314.

There will also be a rebroadcast of the call available by dialing 905-694-9451 or toll free 800-408-3053 (conference id – 9502952#). The rebroadcast will be available until August 17, 2016.

FORWARD-LOOKING INFORMATION

Special Note Regarding Forward-Looking Statements

This press release contains forward-looking statements within the meaning of applicable Canadian securities laws including statements related to the growth or expectations of, improvements in, expansion of and/or guidance or outlook as to future revenue, sales, gross margin, earnings, earnings per share, adjusted net earnings per share, and net debt:EBITDA ratios for the 2016 and 2017 year and beyond, customer volumes, the growth and strengthening of and the competitiveness of the Company, the opening or closing of facilities and pursuit of its strategies, the launching of new programs and the financial impact of launches, the progress, and expectations, of operational and productivity improvements and efficiencies and the lean manufacturing culture, the reduction of costs and expense, including expectations of future restructuring costs, the opportunity to increase sales and ability to capitalize on opportunities in the automotive industry, the strength of the automotive industry, customer working relationships, the payment of dividends and as well as other forward-looking statements. 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. 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, some of which are discussed in detail in the Company's Annual Information Form and other public filings which can found at www.sedar.com:

- North American and global economic and political conditions;
- the highly cyclical nature of the automotive industry and the industry's dependence on consumer spending and general economic conditions;
- the Company's dependence on a limited number of significant customers;
- financial viability of suppliers;
- the Company's reliance on critical suppliers and on suppliers for components and the risk that suppliers will not be able to supply components on a timely basis or in sufficient quantities;
- Competition;
- the increasing pressure on the Company to absorb costs related to product design and development, engineering, program management, prototypes, validation and tooling;
- increased pricing of raw materials;
- outsourcing and insourcing trends;
- the risk of increased costs associated with product warranty and recalls together with the associated liability;

- the Company's ability to enhance operations and manufacturing techniques;
- dependence on key personnel;
- limited financial resources;
- risks associated with the integration of acquisitions;
- costs associated with rationalization of production facilities;
- launch costs;
- the potential volatility of the Company's share price;
- changes in governmental regulations or laws including any changes to the North American Free Trade Agreement;
- labour disputes;
  litigation;
- currency risk;
- fluctuations in operating results;
- internal controls over financial reporting and disclosure controls and procedures;
- environmental regulation;
- a shift away from technologies in which the Company is investing;
- competition with low cost countries;
- the Company's ability to shift its manufacturing footprint to take advantage of opportunities in emerging markets;
- risks of conducting business in foreign countries, including China, Brazil and other growing markets;
- potential tax exposure;
- a change in the Company's mix of earnings between jurisdictions with lower tax rates and those with higher tax rates, as well as under-funding of pensions plans;
- the cost of post-employment benefits;
- impairment charges; and
- cybersecurity threats.

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.

The common shares of Martinrea trade on The Toronto Stock Exchange under the symbol "MRE".

For further information, please contact:

Fred Di Tosto
Chief Financial Officer
Martinrea International Inc.
3210 Langstaff Road
Vaughan, Ontario L4K 5B2

Tel: (416) 749-0314
Fax: (289) 982-3001

MANAGEMENT DISCUSSION AND ANALYSIS

OF OPERATING RESULTS AND FINANCIAL POSITION

For the three and six months ended June 30, 2016

The following management discussion and analysis ("MD&A") was prepared as of August 2, 2016 and should be read in conjunction with the Company's unaudited interim condensed consolidated financial statements for the three and six months ended June 30, 2016 ("interim consolidated financial statements"), as well as the Company's audited consolidated financial statements and MD&A for the year ended December 31, 2015 together with the notes thereto. All amounts in this MD&A are in Canadian dollars, unless otherwise stated; and all tabular amounts are in thousands of Canadian dollars, except earnings per share and number of shares. Additional information about the Company, including the Company's Annual Information Form for the year ended December 31, 2015, can be found at www.sedar.com.

OVERVIEW

Martinrea International Inc. (TSX:MRE) ("Martinrea" or the "Company") is a leader in the development and production of quality metal parts, assemblies and modules, fluid management systems and complex aluminum products focused primarily on the automotive sector. Martinrea currently employs over 14,000 skilled and motivated people in 44 operating divisions in Canada, the United States, Mexico, Brazil, Germany, Slovakia, Spain and China.

Martinrea's vision for the future is to be the best, preferred and most valued automotive parts supplier in the world in the products and services we provide our customers. The Company's mission is to deliver: outstanding quality products and services to our customers; meaningful opportunity, job satisfaction and job security to our people through competitiveness and prudent growth; superior long term investment returns to our stakeholders; and positive contributions to our communities as good corporate citizens.

Results of operations may include certain unusual and other items which have been separately disclosed, where appropriate, in order to provide a clear assessment of the underlying Company results. In addition to IFRS measures, management uses non-IFRS measures in the Company's disclosures that it believes provides the most appropriate basis on which to evaluate the Company's results.

OVERALL RESULTS

The following tables set out certain highlights of the Company's performance for the three and six months ended June 30, 2016 and 2015. Refer to the Company's interim condensed consolidated financial statements for the three and six months ended June 30, 2016 for a detailed account of the Company's performance for the periods presented in the tables below.

		Three months ended June 30, 2016		Three months ended June 30, 2015	$ Change	% Change
Sales	$	1,023,825	$	984,046	39,779	4.0%
Gross Margin		116,222		106,379	9,843	9.3%
Operating Income		18,729		50,238	(31,509)	(62.7%)
Net Income (loss) for the period		(27)		33,607	(33,634)	(100.1%)
Net Income (loss) Attributable to Equity Holders of the Company	$	(42)	$	33,411	(33,453)	(100.1%)
Net Earnings per Share – Basic and Diluted	$	-	$	0.39	(0.39)	(100.0%)
Non-IFRS Measures*						
Adjusted Operating Income	$	56,992	$	50,238	6,754	13.4%
as a % of Sales		*5.6%*		*5.1%*		
Adjusted EBITDA		94,649		83,793	10,856	13.0%
as a % of Sales		*9.2%*		*8.5%*		
Adjusted Net Income Attributable to Equity Holders of the Company		37,663		33,411	4,252	12.7%
Adjusted Net Earnings per Share - Basic and Diluted	$	0.44	$	0.39	0.05	12.8%

		Six months ended June 30, 2016		Six months ended June 30, 2015	$ Change	% Change
Sales	$	2,063,275	$	1,901,577	161,698	8.5%
Gross Margin		228,040		202,018	26,022	12.9%
Operating Income		70,074		93,948	(23,874)	(25.4%)
Net Income for the period		32,504		64,115	(31,611)	(49.3%)
Net Income Attributable to Equity Holders of the Company	$	32,529	$	63,830	(31,301)	(49.0%)
Net Earnings per Share – Basic	$	0.38	$	0.75	(0.37)	(49.3%)
Net Earnings per Share – Diluted	$	0.38	$	0.74	(0.36)	(48.6%)
Non-IFRS Measures*						
Adjusted Operating Income	$	108,337	$	93,948	14,389	15.3%
as a % of Sales		*5.3%*		*4.9%*		
Adjusted EBITDA		183,671		158,716	24,955	15.7%
as a % of Sales		*8.9%*		*8.3%*		
Adjusted Net Income Attributable to Equity Holders of the Company		70,234		63,830	6,404	10.0%
Adjusted Net Earnings per Share - Basic	$	0.81	$	0.75	0.06	8.0%
Adjusted Net Earnings per Share - Diluted	$	0.81	$	0.74	0.07	9.5%

***Non-IFRS Measures**

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 measures include “Adjusted Net Income”, “Adjusted Net Earnings per Share (on a basic and diluted basis)”, “Adjusted Operating Income” and "Adjusted EBITDA”.

The following tables provide a reconciliation of IFRS “Net Income Attributable to Equity Holders of the Company” to Non-IFRS “Adjusted Net Income Attributable to Equity Holders of the Company”, “Adjusted Operating Income” and “Adjusted EBITDA”:

		Three months ended June 30, 2016		Three months ended June 30, 2015
Net Income (loss) Attributable to Equity Holders of the Company	$	(42)	$	33,411
Unusual and Other Items (after-tax)*		37,705		-
Adjusted Net Income Attributable to Equity Holders of the Company	$	37,663	$	33,411

		Six months ended June 30, 2016		Six months ended June 30, 2015
Net Income Attributable to Equity Holders of the Company	$	32,529	$	63,830
Unusual and Other Items (after-tax)*		37,705		-
Adjusted Net Income Attributable to Equity Holders of the Company	$	70,234	$	63,830

**Unusual and other items for the three and six months ended June 30, 2016 are explained in the "Adjustments to Net Income" section of this MD&A*

		Three months ended June 30, 2016		Three months ended June 30, 2015
Net Income (loss) Attributable to Equity Holders of the Company	$	(42)	$	33,411
Non-controlling interest		15		196
Income tax expense		11,637		10,732
Other finance expense (income)		1,219		(650)
Finance expense		5,900		6,549
Unusual and Other Items (before-tax)*		38,263		-
Adjusted Operating Income	$	56,992	$	50,238
Depreciation of property, plant and equipment		33,601		30,135
Amortization of intangible assets		4,078		3,595
Loss/(gain) on disposal of property, plant and equipment		(22)		(175)
Adjusted EBITDA	$	94,649	$	83,793

		Six months ended June 30, 2016		Six months ended June 30, 2015
Net Income Attributable to Equity Holders of the Company	$	32,529	$	63,830
Non-controlling interest		(25)		285
Income tax expense		22,136		19,981
Other finance expense (income)		3,340		(3,252)
Finance expense		12,094		13,104
Unusual and Other Items (before-tax)*		38,263		-
Adjusted Operating Income	$	108,337	$	93,948
Depreciation of property, plant and equipment		67,223		58,717
Amortization of intangible assets		8,082		6,796
Loss/(gain) on disposal of property, plant and equipment		29		(745)
Adjusted EBITDA	$	183,671	$	158,716

**Unusual and other items for the three and six months ended June 30, 2016 are explained in the "Adjustments to Net Income" section of this MD&A*

The year-over-year changes in significant accounts and financial highlights are discussed in detail in the sections below.

SALES

Three months ended June 30, 2016 to three months ended June 30, 2015 comparison

		Three months ended June 30, 2016		Three months ended June 30, 2015	$ Change	% Change
North America	$	833,950	$	798,705	35,245	4.4%
Europe		167,564		165,962	1,602	1.0%
Rest of the World		22,311		19,379	2,932	15.1%
Total Sales	$	1,023,825	$	984,046	39,779	4.0%

The Company's consolidated sales for the second quarter of 2016 increased by $39.8 million or 4.0% to $1,023.8 million as compared to $984.0 million for the second quarter of 2015. Sales increased year-over-year across all operating segments.

Sales for the second quarter of 2016 in the Company's North America operating segment increased by $35.2 million or 4.4% to $833.9 million from $798.7 million for the second quarter of 2015. The increase was due to the impact of foreign exchange on the translation of U.S. denominated production sales, which had a positive impact on overall sales for the second quarter of 2016 of approximately $33.3 million as compared to the second quarter of 2015; a $29.0 million increase in tooling sales, which are typically dependent on the timing of tooling construction and final acceptance by the customer; and the launch of new programs during or subsequent to the second quarter of 2015, including the Chevrolet Malibu, Cadillac CT6, and higher volumes on the Chrysler mini-van platform. These positive factors were offset by lower year-over-year OEM production volumes on certain light-vehicle platforms including the Chrysler 200 and other platforms late in their product life cycle such as the GM Equinox, and programs that ended production during or subsequent to the second quarter of 2015; and some previously unplanned shutdowns from GM of four assembly plants for two weeks because of an earthquake in Japan disrupting the supply chain. The planned shutdown of Chrysler's V6 Pentastar engine block program for re-tooling, which commenced during the fourth quarter of 2015, also negatively impacted production sales in North America during the three months ended June 30, 2016 as compared to the comparative period of 2015. The re-tooling was completed near the end of the first quarter of 2016. Volumes on the program ramped up during the second quarter but did not return to historical levels until the end of the quarter.

Sales for the second quarter of 2016 in the Company's Europe operating segment increased by $1.6 million or 1.0% to $167.6 million from $166.0 million for the second quarter of 2015. The increase can be attributed to increased production sales in the Company's new operating facilities in Spain and Slovakia, which continue to ramp up and launch their backlogs of new business, an $11.7 million positive foreign exchange impact from the translation of Euro denominated production sales as compared to the second quarter of 2015, and a $5.5 million increase in tooling sales; partially offset by lower overall production volumes in the Company's Martinrea Honsel German operations including the impact from the sale of the Company's operating facility in Soest, Germany on August 31, 2015.

Sales for the second quarter of 2016 in the Company's Rest of the World operating segment increased by $2.9 million or 15.1% to $22.3 million from $19.4 million in the second quarter of 2015. The increase was mainly due to a year-over-year increase in production sales in the Company's two new operating facilities in China, which continue to ramp up and execute on their backlogs of new business, and a $0.2 million increase in tooling sales; partially offset by a $0.6 million negative foreign exchange impact from the translation of foreign denominated production sales as compared to the second quarter of 2015 and lower year-over-year production sales in the Company's operating facility in Brazil where OEM light vehicle production volumes continue to trend at low levels. The year-over-year increase in sales in the Company's operations in China was tempered by an unplanned OEM shutdown of one of its key light vehicle platforms during the quarter. The program was down for seven weeks during the second quarter and came back online in July subsequent to the quarter-end.

Overall tooling sales increased by $34.7 million to $72.2 million for the second quarter of 2016 from $37.5 million for the second quarter of 2015.

Six months ended June 30, 2016 to six months ended June 30, 2015 comparison

		Six months ended June 30, 2016		Six months ended June 30, 2015	$ Change	% Change
North America	$	1,673,939	$	1,511,821	162,118	10.7%
Europe		332,233		353,364	(21,131)	(6.0%)
Rest of the World		57,103		36,392	20,711	56.9%
Total Sales	$	2,063,275	$	1,901,577	161,698	8.5%

The Company's consolidated sales for the six months ended June 30, 2016 increased by $161.7 million or 8.5% to $2,063.3 million as compared to $1,901.6 million for the six months ended June 30, 2015. The total increase in sales was driven by increases in the Company's North America and Rest of the World operating segments, partially offset by a year-over-year decrease in sales in Europe.

Sales for the six months ended June 30, 2016 in the Company's North America operating segment increased by $162.1 million or 10.7% to $1,673.9 million from $1,511.8 million for the six months ended June 30, 2015. The increase was due to the impact of foreign exchange on the translation of U.S. denominated production sales, which had a positive impact on overall sales for the six months ended June 30, 2016 of approximately $129.2 million as compared to the comparative period of 2015; the launch of new programs during or subsequent to the six months ended June 30, 2015, including the Chevrolet Malibu, Ford Edge, Cadillac CT6, higher volumes on the Chrysler mini-van platform; and a year-over-year increase in tooling sales of $41.9 million. These positive variances were partially offset by lower year-over-year OEM production volumes on certain light-vehicle platforms including the Chrysler 200 and other platforms late in their product life cycle such as the GM Equinox, and programs that ended production during or subsequent to the six months ended June 30, 2015; and some previously unplanned shutdowns from GM of four assembly plants for two weeks because of an earthquake in Japan disrupting the supply chain. The planned shutdown of Chrysler's V6 Pentastar engine block program for re-tooling, which commenced during the fourth quarter of 2015, also negatively impacted production sales in North America during the six months ended June 30, 2016 as compared to the comparative period of 2015. The re-tooling was completed near the end of the first quarter of 2016. Volumes on the program ramped up during the second quarter but did not return to historical levels until the end of the quarter.

Sales for the six months ended June 30, 2016 in the Company's Europe operating segment decreased by $21.1 million or 6.0% to $332.2 million from $353.4 million for the six months ended June 30, 2015. The decrease can be attributed to an $8.4 million decrease in tooling sales and lower overall production volumes in the Company's Martinrea Honsel German operations including the impact from the sale of the Company's operating facility in Soest, Germany on August 31, 2015; partially offset by increased production sales in the Company's operating facilities in Spain and Slovakia, which continue to ramp up and launch their backlogs of new business, and the impact of foreign exchange on the translation of Euro denominated production sales, which had a positive impact on overall sales for the six months ended June 30, 2016 of approximately $22.9 million as compared to the comparable period of 2015.

Sales for the six months ended June 30, 2016 in the Company's Rest of the World operating segment increased by $20.7 million or 56.9% to $57.1 million from $36.4 million for the six months ended June 30, 2015. The increase can be attributed to an increase in production sales in the Company's two new operating facilities in China, which continue to ramp up and execute on their backlogs of new business, and a $6.0 million increase in tooling sales; partially offset by the translation of foreign denominated production sales, which had a negative impact on overall sales for the six months ended June 30, 2016 of $0.5 million as compared to the comparative period of 2015, and lower year-over-year production sales in the Company's operating facility in Brazil where OEM light vehicle production volumes continue to trend at low levels. The year-over-year increase in sales in the Company's operations in China was tempered by an unplanned OEM shutdown of one of its key light vehicle platforms during the second quarter. The program was down for seven weeks during the second quarter and came back online in July subsequent to the quarter-end.

Overall tooling sales increased by $39.5 million to $107.5 million for the six months ended June 30, 2016 from $68.0 million for the six months ended June 30, 2015.

GROSS MARGIN

Three months ended June 30, 2016 to three months ended June 30, 2015 comparison

	Three months ended June 30, 2016	Three months ended June 30, 2015	$ Change	% Change
Gross margin	$ 116,222	$ 106,379	9,843	9.3%
% of sales	11.4%	10.8%		

The gross margin percentage for the second quarter of 2016 of 11.4% increased as a percentage of sales by 0.6% as compared to the gross margin percentage for the second quarter of 2015 of 10.8%. The increase in gross margin as a percentage of sales was generally due to:

- productivity and efficiency improvements at certain operating facilities; and
- recently added new greenfield operating facilities which continue to ramp up and launch their backlogs of business.

These factors were partially offset by the following:

- operational inefficiencies and other costs at certain other facilities; and
- general sales mix including lower production volumes on the Chrysler 200 and certain other programs.

Six months ended June 30, 2016 to six months ended June 30, 2015 comparison

	Six months ended June 30, 2016	Six months ended June 30, 2015	$ Change	% Change
Gross margin	$ 228,040	$ 202,018	26,022	12.9%
% of sales	11.1%	10.6%		

The gross margin percentage for the six months ended June 30, 2016 of 11.1% increased as a percentage of sales by 0.5% as compared to the gross margin percentage for the six months ended June 30, 2015 of 10.6%. The increase in gross margin as a percentage of sales was generally due to:

- productivity and efficiency improvements at certain operating facilities; and
- recently added new greenfield operating facilities which continue to ramp up and launch their backlogs of business.

These factors were partially offset by the following:

- operational inefficiencies and other costs at certain other facilities;
- lower recoveries from scrap steel; and
- general sales mix including lower production volumes on the Chrysler 200 and certain other programs.

SELLING, GENERAL & ADMINISTRATIVE ("SG&A")

Three months ended June 30, 2016 to three months ended June 30, 2015 comparison

	Three months ended June 30, 2016	Three months ended June 30, 2015	$ Change	% Change
Selling, general & administrative	$ 50,661	$ 48,606	2,055	4.2%
% of sales	4.9%	4.9%		

SG&A expense for the second quarter of 2016 increased by $2.1 million to $50.7 million as compared to $48.6 million for the second quarter of 2015. The increase is predominantly due to foreign exchange translation and costs incurred at new and/or expanded facilities, including incremental employment levels to support the business. SG&A expenses are being monitored and managed on a continuous basis in order to optimize costs. SG&A expense as a percentage of sales remained consistent year-over-year at 4.9% for the second quarter of 2016 and the comparative period of 2015.

Six months ended June 30, 2016 to six months ended June 30, 2015 comparison

	Six months ended June 30, 2016	Six months ended June 30, 2015	$ Change	% Change
Selling, general & administrative	$ 102,115	$ 93,283	8,832	9.5%
% of sales	4.9%	4.9%		

SG&A expense for the six months ended June 30, 2016 increased by $8.8 million to $102.1 million as compared to $93.3 million for the six months ended June 30, 2015. The increase is predominantly due to foreign exchange translation and costs incurred at new and/or expanded facilities, including incremental employment levels to support the business. SG&A expense as a percentage of sales remained consistent year-over-year at 4.9% for the six months ended June 30, 2016 and the comparative period of 2015.

DEPRECIATION OF PROPERTY, PLANT AND EQUIPMENT ("PP&E") AND AMORTIZATION OF INTANGIBLE ASSETS

Three months ended June 30, 2016 to three months ended June 30, 2015 comparison

	Three months ended June 30, 2016	Three months ended June 30, 2015	$ Change	% Change
Depreciation of PP&E (production)	$ 31,501	$ 28,280	3,221	11.4%
Depreciation of PP&E (non-production)	2,100	1,855	245	13.2%
Amortization of customer contracts and relationships	588	577	11	1.9%
Amortization of development costs	3,490	3,018	472	15.6%
Total depreciation and amortization	$ 37,679	$ 33,730	3,949	11.7%

Total depreciation and amortization expense for the second quarter of 2016 increased by $3.9 million to $37.7 million as compared to $33.7 million for the second quarter of 2015. The increase in total depreciation and amortization expense was primarily due to foreign exchange translation, an increase in depreciation expense on a larger PP&E base resulting from the growth in the Company's book of business, and increased amortization of development costs as new and replacement programs, for which development costs were incurred, start production and reach peak volumes. A significant portion of the Company's recent investments relates to various new programs put to use during or subsequent to the second quarter of 2015. The Company continues to make significant investments in the business in light of its backlog of business and growing global footprint.

Depreciation of PP&E (production) expense as a percentage of sales increased slightly year-over-over to 3.1% for the second quarter of 2016 from 2.9% for the second quarter of 2015 as recent investments in equipment are put to use.

Six months ended June 30, 2016 to six months ended June 30, 2015 comparison

	Six months ended June 30, 2016	Six months ended June 30, 2015	$ Change	% Change
Depreciation of PP&E (production)	$ 62,919	$ 55,175	7,744	14.0%
Depreciation of PP&E (non-production)	4,304	3,542	762	21.5%
Amortization of customer contracts and relationships	1,123	1,116	7	0.6%
Amortization of development costs	6,959	5,680	1,279	22.5%
Total depreciation and amortization	$ 75,305	$ 65,513	9,792	14.9%

Total depreciation and amortization expense for the six months ended June 30, 2016 increased by $9.8 million to $75.3 million as compared to $65.5 million for the six months ended June 30, 2015. Similar to the year-over-year quarterly trend noted above, the increase in total depreciation and amortization expense was primarily due to foreign exchange translation, an increase in depreciation expense on a larger PP&E base resulting from growth in the Company's book of business, and increased amortization of development costs as new and replacement programs, for which development costs were incurred, started production and reached peak volumes.

Depreciation of PP&E (production) expense as a percentage of sales increased slightly year-over-year to 3.0% for the six months ended June 30, 2016 compared to 2.9% for the six months ended June 30, 2015 as recent investments in equipment are put to use.

ADJUSTMENTS TO NET INCOME
(ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY)

Adjusted Net Income excludes certain unusual and other items, as set out in the following tables and described in the notes thereto. Management uses Adjusted Net Income as a measurement of operating performance of the Company and believes that, in conjunction with IFRS measures, it provides useful information about the financial performance and condition of the Company.

TABLE A

Three months ended June 30, 2016 to three months ended June 30, 2015 comparison

	For the three months ended June 30, 2016 (a)	For the three months ended June 30, 2015 (b)	(a)-(b) Change
NET INCOME (LOSS) (A)	**($42)**	**$33,411**	**($33,453)**
Add back - Unusual and Other Items:			
Impairment of Assets (1)	34,579	-	34,579
Restructuring Costs (2)	3,684	-	3,684
TOTAL UNUSUAL AND OTHER ITEMS - BEFORE TAX	**$38,263**	-	**$38,263**
Tax impact of above items (3)	(558)	-	(558)
TOTAL UNUSUAL AND OTHER ITEMS - AFTER TAX (B)	**$37,705**	-	**$37,705**
ADJUSTED NET INCOME (A + B)	**$37,663**	**$33,411**	**$4,252**
Number of Shares Outstanding – Basic ('000)	86,385	85,800	
Adjusted Basic Net Earnings Per Share	$0.44	$0.39	
Number of Shares Outstanding – Diluted ('000)	86,578	86,608	
Adjusted Diluted Net Earnings Per Share	$0.44	$0.39	

TABLE B

Six months ended June 30, 2016 to six months ended June 30, 2015 comparison

	For the six months ended June 30, 2016 (a)	For the six months ended June 30, 2015 (b)	(a)-(b) Change
NET INCOME (A)	**$32,529**	**$63,830**	**($31,301)**
Add back - Unusual and Other Items:			
Impairment of Assets (1)	34,579	-	34,579
Restructuring Costs (2)	3,684	-	3,684
TOTAL UNUSUAL AND OTHER ITEMS - BEFORE TAX	**$38,263**	-	**$38,263**
Tax impact of above items (3)	(558)	-	(558)
TOTAL UNUSUAL AND OTHER ITEMS - AFTER TAX (B)	**$37,705**	-	**$37,705**
ADJUSTED NET INCOME (A + B)	**$70,234**	**$63,830**	**$6,404**
Number of Shares Outstanding – Basic (‘000)	86,385	85,444	
Adjusted Basic Net Earnings Per Share	$0.81	$0.75	
Number of Shares Outstanding – Diluted (‘000)	86,603	86,099	
Adjusted Diluted Net Earnings Per Share	$0.81	$0.74	

(1) Impairment of Assets

During the second quarter of 2016, the Company recorded impairment charges on PP&E, intangible assets and inventories totaling $34,579 (US $26,599) related to an operating facility in Detroit, Michigan included in the North America operating segment. The impairment charges resulted from the cancellation of the main OEM light vehicle platform being serviced by the facility, representing the majority of the business, well before the end of its expected life cycle. This has led to a decision to close the facility. The impairment charges were recorded where the carrying amount of the assets exceeded their estimated recoverable amounts.

(2) Restructuring Costs

As part of the acquisition of Honsel in 2011, a certain level of restructuring was contemplated, in particular, at the Company’s German operating facility in Meschede. Additional restructuring costs in Meschede, Germany in the form of employee related severance of $1,810 (€1,238) were incurred during the second quarter of 2016. No further costs related to this restructuring are expected to be incurred.

Other additions to the restructuring accrual during the second quarter of 2016 totaled $1,874 (US$1,441) and represent expected employee related payouts resulting from the closure of the operating facility in Detroit, Michigan as described above.

(3) Tax Impact of Above Items

The tax impact of the adjustments to income of $558 represents solely the corresponding tax effect on the $1,810 in restructuring costs incurred in Meschede, Germany. The $34,579 in impairment charges and $1,874 in restructuring costs related to the closure of the operating facility in Detroit, Michigan, as described above, resulted in tax losses that were not benefitted and, as a result, not recognized as a deferred tax asset. This created a higher unadjusted tax rate for the quarter of 100.2% compared to 24.4% in Q1 2016. In assessing the realization of deferred tax assets, the Company considers whether it is more likely than not that some portion of its deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income and the reversal of taxable temporary differences; however, forming a conclusion on the realization of deferred tax assets requires judgment when there are recent tax losses.

NET INCOME
(ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY)

Three months ended June 30, 2016 to three months ended June 30, 2015 comparison

	Three months ended June 30, 2016	Three months ended June 30, 2015	$ Change	% Change
Net Income (loss)	$ (42)	$ 33,411	(33,453)	(100.1%)
Adjusted Net Income	$ 37,663	$ 33,411	4,252	12.7%
Net Earnings per Share				
Basic	$ -	$ 0.39		
Diluted	$ -	$ 0.39		
Adjusted Net Earnings per Share				
Basic	$ 0.44	$ 0.39		
Diluted	$ 0.44	$ 0.39		

Net Income, before adjustments, for the second quarter of 2016 decreased by $33.5 million to a net loss of ($0.04) million from $33.4 million for the second quarter of 2015 as a result of the impairment charges and restructuring costs incurred during the quarter as explained in Table A under “Adjustments to Net Income”. Excluding these impairment charges and restructuring costs, net income for the second quarter of 2016 increased to $37.7 million or $0.44 per share, on a basic and diluted basis, from $33.4 million or $0.39 per share, on a basic and diluted basis, for the second quarter of 2015.

Adjusted Net Income for the second quarter of 2016, as compared to the second quarter of 2015, was positively impacted by the following:

- higher gross profit from an overall increase in year-over-year sales as previously explained;
- productivity and efficiency improvements at certain operating facilities;
- recently added new greenfield operating facilities which continue to ramp up and launch their backlogs of business; and
- a slight year-over-year decrease in finance expense on the Company’s bank debt.

These factors were partially offset by the following:

- operational inefficiencies and other costs at certain other facilities;
- general sales mix including lower production volumes on the Chrysler 200 and certain other programs;
- a year-over-year increase in SG&A as previously discussed;
- a net foreign exchange loss of $1.3 million in the second quarter of 2016 compared to a net foreign exchange gain of $0.6 million in the second quarter of 2015;
- a slight year-over-year increase in research and development expenses, due predominantly to increased amortization of development costs; and
- a slightly higher effective tax rate on adjusted income due generally to the mix of earnings (24.5% for the second quarter of 2016 compared to 24.2% for the second quarter of 2015).

Three months ended June 30, 2016 actual to guidance comparison:

On May 3, 2016, the Company provided the following guidance for the second quarter of 2016:

	Guidance	Actual
Production sales (in millions)	$ $960 - 1,000	$ 952
Adjusted Net Earnings per Share		
Basic & Diluted	$ 0.43 - 0.47	$ 0.44

For the second quarter of 2016, while Adjusted Net Earnings per Share of $0.44 was within the range of published guidance, production sales of $952 million came in slightly below the published sales guidance range due to lower than expected production volumes on the Chrysler 200 platform and unplanned customer shutdown weeks on one of the Company’s key OEM light vehicle platforms in its China operations not reflected in the production sales guidance range provided for the second quarter.

Six months ended June 30, 2016 to six months ended June 30, 2015 comparison

	Six months ended June 30, 2016	Six months ended June 30, 2015	$ Change	% Change
Net Income	$ 32,529	$ 63,830	(31,301)	(49.0%)
Adjusted Net Income	$ 70,234	$ 63,830	6,404	10.0%
Net Earnings per Share				
Basic	$ 0.38	$ 0.75		
Diluted	$ 0.38	$ 0.74		
Adjusted Net Earnings per Share				
Basic	$ 0.81	$ 0.75		
Diluted	$ 0.81	$ 0.74		

Net Income, before adjustments, for the six months ended June 30, 2016 decreased by $31.3 million to $32.5 million from $63.8 million for the six months ended June 30, 2015 as a result of the impairment charges and restructuring costs incurred during the second quarter as explained in Table B under “Adjustments to Net Income”. Excluding these impairment charges and restructuring costs, net income for the six months ended June 30, 2016 increased to $70.2 million or $0.81 per share, on a basic and diluted basis, from $63.8 million or $0.75 per share, on a basic basis, and $0.74 per share, on a diluted basis, for the six months ended June 30, 2015.

Adjusted Net Income for the six months ended June 30, 2016, as compared to the six months ended June 30, 2015, was positively impacted by the following:

- higher gross profit from an overall increase in year-over-year sales as previously explained;
- productivity and efficiency improvements at certain operating facilities;
- recently added new greenfield operating facilities which continue to ramp up and launch their backlogs of business; and
- a slight year-over-year decrease in finance expense on the Company’s bank debt.

These factors were partially offset by the following:

- operational inefficiencies and other costs at certain other facilities;
- lower recoveries from scrap steel;
- general sales mix including lower production volumes on the Chrysler 200 and certain other programs;
- a year-over-year increase in SG&A as previously discussed;
- a net foreign exchange loss of $3.4 million for the six months ended June 30, 2016 compared to a net foreign exchange gain of $3.2 million for the comparative period of 2015;
- a slight year-over-year increase in research and development expenses, due predominantly to increased amortization of development costs; and
- a slightly higher effective tax rate on adjusted income due generally to the mix of earnings (24.5% for the six months ended June 30, 2016 compared to 23.8% for the comparative period of 2015).

ADDITIONS TO PROPERTY, PLANT AND EQUIPMENT

Three months ended June 30, 2016 to three months ended June 30, 2015 comparison

	Three months ended June 30, 2016	Three months ended June 30, 2015	$ Change	% Change
Additions to PP&E	$ 50,161	$ 37,398	12,763	34.1%

Additions to PP&E increased by $12.8 million to $50.2 million in the second quarter of 2016 from $37.4 million in the second quarter of 2015 due generally to the timing of expenditures and the impact of foreign exchange on the translation of foreign denominated purchases. Additions as a percentage of sales increased year-over-year to 4.9% for the second quarter of 2016 from 3.8% for the second quarter of 2015. While capital expenditures are made to refurbish or replace assets consumed in the normal course of business and for productivity improvements, a large portion of the investment in the second quarter of 2016 continued to be for manufacturing equipment and multiple expansions/new operating facilities for programs that recently launched or will be launching over the next 24 months.

Six months ended June 30, 2016 to six months ended June 30, 2015 comparison

		Six months ended June 30, 2016		Six months ended June 30, 2015	$ Change	% Change
Additions to PP&E	$	92,994	$	84,735	8,259	9.7%

Additions to PP&E increased by $8.3 million year-over-year to $93.0 million for the six months ended June 30, 2016 compared to $84.7 million for the six months ended June 30, 2015 due generally to the timing of expenditures and the impact of foreign exchange on the translation of foreign denominated purchases. Additions as a percentage of sales remained consistent year-over-year at 4.5% for the six months ended June 30, 2016 and the comparative period of 2015. The Company continues to make investments in the business in particular at new greenfield operating facilities as these new plants execute on their backlogs of new business.

SEGMENT ANALYSIS

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 which is the Chief Executive Officer. Given the differences between the regions in which the Company operates, Martinrea's operations are segmented and aggregated on a geographic basis between North America, Europe and Rest of the World. The Company measures segment operating performance based on operating income.

Three months ended June 30, 2016 to three months ended June 30, 2015 comparison

	SALES				OPERATING INCOME (LOSS)*			
		Three months ended June 30, 2016		Three months ended June 30, 2015		Three months ended June 30, 2016		Three months ended June 30, 2015
North America	$	833,950	$	798,705	$	46,816	$	44,757
Europe		167,564		165,962		11,454		7,681
Rest of the World		22,311		19,379		(1,278)		(2,200)
Adjusted Operating Income		-		-	$	56,992	$	50,238
Unusual and Other Items*		-		-		(38,263)		-
Total	$	1,023,825	$	984,046	$	18,729	$	50,238

** Operating income for the operating segments has been adjusted for unusual and other items. Of the $38.3 million of unusual and other items incurred during the second quarter of 2016, $36.5 million was incurred in North America and $1.8 million in Europe. The unusual and other items noted are all fully explained under "Adjustments to Net Income" in this MD&A.*

North America

Adjusted Operating Income in North America increased by $2.1 million to $46.8 million for the second quarter of 2016 from $44.8 million for the second quarter of 2015. Adjusted Operating Income in North America was positively impacted by higher gross profit from an overall increase in year-over-year sales as previously explained and productivity and efficiency improvements at certain operating facilities. These factors were partially offset by operational inefficiencies and other costs at certain other facilities and general sales mix, including lower production volumes on the Chrysler 200 and certain other programs.

Europe

Adjusted Operating Income in Europe increased by $3.8 million to $11.5 million for the second quarter of 2016 from $7.7 million for the second quarter of 2015. The operating results in Europe were positively impacted by recently added new greenfield operating facilities in Spain and Slovakia, which continue to ramp up and launch their backlogs of new business. Operating income in the Company's Martinrea Honsel Germany operations remained consistent year-over-year despite lower production volumes including the impact from the sale of the Company's operating facility in Soest, Germany on August 31, 2015. The Company's operating facilities in Meschede, Germany have benefitted from the restructuring activities undertaken during 2015 and the second quarter of 2016.

Rest of the World

The operating results for the Rest of the World operating segment improved year-over-year. The improved operating results were due to increased production sales in the Company's two new operating facilities in China, which continue to ramp up and execute on their backlogs of business, partially offset by the operating results of the Company's operating facility in Brazil which decreased year-over-year due to a decline in production sales as OEM light vehicle production volumes in Brazil continue to trend at low levels. The year-over-year increase in sales in the Company's operations in China was tempered by an unplanned OEM shutdown of one of its key light vehicle platforms during the quarter. The program was down for seven weeks during the second quarter and came back online subsequent to the quarter-end in July.

Six months ended June 30, 2016 to six months ended June 30, 2015 comparison

	SALES		OPERATING INCOME (LOSS)*	
	Six months ended June 30, 2016	**Six months ended June 30, 2015**	**Six months ended June 30, 2016**	**Six months ended June 30, 2015**
North America	$ 1,673,939	$ 1,511,821	$ 90,420	$ 82,334
Europe	332,233	353,364	20,329	15,999
Rest of the World	57,103	36,392	(2,412)	(4,385)
Adjusted Operating Income	-	-	$ 108,337	$ 93,948
Unusual and Other Items*	-	-	(38,263)	-
Total	$ 2,063,275	$ 1,901,577	$ 70,074	$ 93,948

** Operating income for the operating segments has been adjusted for unusual and other items. Of the $38.3 million of unusual and other items incurred during the six months ended June 30, 2016, $36.5 million was incurred in North America and $1.8 million in Europe. The unusual and other items noted are all fully explained under "Adjustments to Net Income" in this MD&A.*

North America

Adjusted Operating Income in North America increased by $8.1 million to $90.4 million for the six months ended June 30, 2016 from $82.3 million for the six months ended June 30, 2015. Adjusted Operating Income in North America was positively impacted by higher gross profit from an overall increase in year-over-year sales as previously explained and productivity and efficiency improvements at certain operating facilities. These factors were partially offset by operational inefficiencies and other costs at certain other facilities, lower recoveries from scrap steel, and general sales mix including lower production volumes on the Chrysler 200 and certain other programs.

Europe

Adjusted Operating Income in Europe increased by $4.3 million to $20.3 million for the six months ended June 30, 2016 from $16.0 million for the six months ended June 30, 2015. The operating results in Europe were positively impacted by recently added new greenfield operating facilities in Spain and Slovakia, which continue to ramp up and launch their backlogs of new business. Operating income in the Company's Martinrea Honsel Germany operations remained consistent year-over-year despite lower production volumes including the impact from the sale of the Company's operating facility in Soest, Germany on August 31, 2015. The Company's operating facilities in Meschede, Germany have benefitted from the restructuring activities undertaken during 2015 and the second quarter of 2016.

Rest of the World

The operating results for the Rest of the World operating segment improved year-over-year. The improved operating results were due to increased production sales in the Company's two new operating facilities in China, which continue to ramp up and execute on their backlogs of business, partially offset by the operating results of the Company's operating facility in Brazil which decreased year-over-year due to a decline in production sales as OEM light vehicle production volumes in Brazil continue to trend at low levels. The year-over-year increase in sales in the Company's operations in China was tempered by an unplanned OEM shutdown of one of its key light vehicle platforms during the quarter. The program was down for seven weeks during the second quarter and came back online subsequent to the quarter-end in July.

SUMMARY OF QUARTERLY RESULTS
(unaudited)

	2016		2015				2014	
	Q2	Q1	Q4	Q3	Q2	Q1	Q4	Q3
Sales	1,023,825	1,039,450	1,035,314	929,880	984,046	917,531	943,781	859,456
Gross Profit	116,222	111,818	103,829	96,385	106,379	95,639	86,474	78,076
Net Income (loss) for the period	(27)	32,531	27,826	15,232	33,607	30,508	11,926	21,205
Net Income (loss) attributable to equity holders of the Company	(42)	32,571	27,731	15,469	33,411	30,419	11,921	19,384
Adjusted Net Income attributable to equity holders of the Company	37,663	32,571	29,059	25,899	33,411	30,419	22,832	19,384
Basic and Diluted Net Earnings per Share	-	0.38	0.32	0.18	0.39	0.36	0.14	0.23
Adjusted Basic and Diluted Net Earnings per Share	0.44	0.38	0.34	0.30	0.39	0.36	0.27	0.23

LIQUIDITY AND CAPITAL RESOURCES

The Company's financial condition remains solid, which can be attributed to the Company's low cost structure, reasonable level of debt and prospects for growth. As at June 30, 2016, the Company had total equity attributable to equity holders of the Company of $747.6 million. As at June 30, 2016, the Company's ratio of current assets to current liabilities was 1.3:1 (December 31, 2015 - 1.2:1). The Company's current working capital level of $253.9 million at June 30, 2016, up from $164.0 million at December 31, 2015, and credit facilities (discussed below) are expected to be sufficient to cover the anticipated working capital needs of the Company. Management expects that all future capital expenditures will be financed by cash flow from operations, utilization of existing bank credit facilities or asset backed financing.

CASH FLOWS

	Three months ended June 30, 2016	Three months ended June 30, 2015	$ Change	% Change
Cash provided by operations before changes in non-cash working capital items	$ 91,899	$ 85,998	5,901	6.9%
Change in non-cash working capital items	15,613	31,425	(15,812)	(50.3%)
	107,512	117,423	(9,911)	(8.4%)
Interest paid	(5,112)	(5,926)	814	(13.7%)
Income taxes paid	(18,222)	(22,129)	3,907	(17.7%)
Cash provided by operating activities	84,178	89,368	(5,190)	(5.8%)
Cash provided by (used in) in financing activities	6,961	(41,830)	48,791	(116.6%)
Cash used in investing activities	(46,895)	(48,216)	1,321	(2.7%)
Effect of foreign exchange rate changes on cash and cash equivalents	(1,790)	1,032	(2,822)	(273.4%)
Increase in cash and cash equivalents	$ 42,454	$ 354	42,100	11,892.7%

Cash provided by operating activities during the second quarter of 2016 was $84.2 million, compared to cash provided by operating activities of $89.4 million in the corresponding period of 2015. The components for the second quarter of 2016 primarily include the following:

- cash provided by operations before changes in non-cash working capital items of $91.9 million;
- working capital items source of cash of $15.6 million comprised of a decrease in inventories of $27.5 million and an increase in trade, other payables and provisions of $4.5 million; partially offset by an increase in trade and other receivables of $15.0 million and an increase in prepaid expenses and deposits of $1.4 million.
- interest paid (excluding capitalized interest) of $5.1 million; and
- income taxes paid of $18.2 million.

Cash provided by financing activities during the second quarter of 2016 was $7.0 million, compared to a use of cash of $41.8 million in the corresponding period in 2015, as a result of a $9.5 million net increase in long term debt (including repayments on the Company's revolving banking facility and asset backed financing arrangements of $9.5 million); partially offset by $2.6 million in dividends paid.

Cash used in investing activities during the second quarter of 2016 was $46.9 million, compared to $48.2 million in the corresponding period in 2015. The components for the second quarter of 2016 primarily include the following:

- cash additions to PP&E of $43.7 million;
- capitalized development costs relating to upcoming new program launches of $3.2 million; partially offset by
- proceeds from the disposal of PP&E of $0.1 million.

Taking into account the opening cash balance of $22.4 million at the beginning of the second quarter of 2016, and the activities described above, the cash and cash equivalents balance at June 30, 2016 was $64.8 million.

	Six months ended June 30, 2016	Six months ended June 30, 2015	$ Change	% Change
Cash provided by operations before changes in non-cash working capital items	$ 178,957	$ 164,351	14,606	8.9%
Change in non-cash working capital items	(49,996)	(15,239)	(34,757)	228.1%
	128,961	149,112	(20,151)	(13.5%)
Interest paid	(10,000)	(11,114)	1,114	(10.0%)
Income taxes paid	(31,268)	(44,557)	13,289	(29.8%)
Cash provided by operating activities	87,693	93,441	(5,748)	(6.2%)
Cash provided by (used in) in financing activities	61,179	(28,719)	89,898	(313.0%)
Cash used in investing activities	(109,027)	(96,894)	(12,133)	12.5%
Effect of foreign exchange rate changes on cash and cash equivalents	(3,907)	799	(4,706)	(589.0%)
Increase (Decrease) in cash and cash equivalents	$ 35,938	$ (31,373)	67,311	(214.6%)

Cash provided by operating activities during the six months ended June 30, 2016 was $87.7 million, compared to cash provided by operating activities of $93.4 million in the corresponding period of 2015. The components for the six months ended June 30, 2016 primarily include the following:

- cash provided by operations before changes in non-cash working capital items of $179.0 million;
- working capital items use of cash of $50.0 million comprised of an increase in trade and other receivables of $66.1 million and an increase in prepaid expenses and deposits of $0.8 million; partially offset by a decrease in inventories of $8.3 million and an increase in trade, other payables and provisions of $8.6 million;
- interest paid (excluding capitalized interest) of $10.0 million; and
- income taxes paid of $31.3 million.

Cash provided in financing activities during the six months ended June 30, 2016 was $61.2 million, compared to cash used of $28.7 million in the corresponding period in 2015, as a result of a $66.3 million net increase in long term debt (including repayments on the Company's revolving credit facility and asset based financing arrangements) and $0.1 million in proceeds from the exercise of employee stock options; partially offset by $5.2 million in dividends paid.

Cash used in investing activities during the six months ended June 30, 2016 was $109.0 million, compared to $96.9 million in the corresponding period in 2015. The components for the six months ended June 30, 2016 primarily include the following:

- cash additions to PP&E of $103.0 million;
- capitalized development costs relating to upcoming new program launches of $6.3 million; partially offset by
- proceeds from the disposal of PP&E of $0.2 million.

Taking into account the opening cash balance of $28.9 million at the beginning of 2016, and the activities described above, the cash and cash equivalents balance at June 30, 2016 was $64.8 million.

Financing

On April 29, 2016, the Company's banking facility was amended to extend its maturity date and increase the total available revolving credit lines under the facility. The primary terms of the amended banking facility, with a syndicate of nine banks, are as follows:

- available revolving credit lines of $350 million and US $400 million;
- available asset based financing capacity of $205 million;
- no mandatory principal repayment provisions;
- an accordion feature which provides the Company with the ability to increase the revolving credit facility by up to $150 million;
- pricing terms at market rates; and
- a maturity date of April 2020.

There were no changes to pricing terms or financial covenants under the facility adverse to the Company.

As at June 30, 2016, the Company had drawn $273.0 million on the Canadian revolving credit line and US$285.0 million on the U.S. revolving credit line.

Net debt (i.e. long term debt less cash on hand) decreased by $38.2 million from $723.0 million at March 31, 2016 to $684.8 million at June 30, 2016 due predominantly to increased cash on hand balances. The Company's net debt to Adjusted EBITDA (on a trailing twelve months basis) leverage ratio improved to 2.00x at the end of the second quarter of 2016 from 2.18x at the end of the first quarter of 2016.

The Company was in compliance with its debt covenants as at June 30, 2016.

Dividends

In the second quarter of 2013, Martinrea's Board of Directors approved, for the first time, a dividend to be paid to all holders of Martinrea common shares. Annual dividends are to be $0.12 per share, to be paid in four quarterly payments of $0.03 per share. The first quarterly dividend payment of $0.03 per share was paid on July 11, 2013; with successive quarterly dividends paid thereafter, the most recent quarterly dividend being paid on July 15, 2016. The declaration and payment of future dividends will be subject to the Company's cash requirements as well as satisfaction of statutory tests. In addition, the Board will assess future dividend payment levels from time to time, in light of the Company's financial performance and then current and anticipated needs at that time.

Guarantees

The Company is a guarantor under certain tooling finance programs negotiated originally in 2004 and amended in 2013 that provide direct financing for the tooling on specific programs. The tooling finance program involves a third party that provides tooling suppliers with financing subject to a Company guarantee for a period of six to eighteen months depending upon the duration of the tooling program and the subsequent customer tooling payment. The amounts loaned to tooling suppliers through this financing arrangement do not appear on the Company's balance sheet. At June 30, 2016 the amount of off-balance sheet program financing was $80.7 million (December 31, 2015 - $85.5 million). As is customary in the automotive industry, tooling costs are ultimately paid for by customers of the Company generally upon acceptance of the final prototypes and commencement of commercial production.

ACQUISITIONS

On July 29, 2011, the Company closed an agreement to purchase a controlling interest in the assets of Honsel, a German-based leading supplier of aluminum components for the automotive and industrial sectors forming the Martinrea Honsel group. The Company partnered with Anchorage Capital Group L.L.C. ("Anchorage") in the transaction, acquiring 55%, with Anchorage owning the remaining 45%.

Martinrea Honsel develops and manufactures complex aluminum products using state-of-the-art production technologies including high pressure die-casting, permanent mold, sand casting and rolling.

The Martinrea Honsel group provides the Company with a significant presence in the aluminum automotive parts market, and broadens the Company's metal forming capabilities and offerings. It also creates a more significant geographic presence outside North America, which the Company intends to grow over time. The Company's customer base was further expanded with the acquisition, with many of the larger European based OEMs being significant customers of Martinrea Honsel.

Initially, the 2011 purchase transaction envisaged the purchase of all of Honsel's operations, which included plants in Germany located in Meschede, Nuremburg, Soest, and Nuttlar, as well as Madrid, Spain, Queretaro, Mexico, and Monte Mor, Brazil. The Nuremburg facility was subsequently sold to ZF Friedrichshafen AG ("ZF"), the primary customer of the facility, immediately after the closing of the purchase transaction. After factoring in the sale of the Nuremburg facility to ZF, the net cash consideration for the acquisition was €62,125 ($85,272), of which Martinrea's 55% portion was €34,169 ($46,900).

As part of the transaction, the Company granted Anchorage a put option which, if exercised, would have required the Company to purchase Anchorage's 45% interest in Martinrea Honsel Holdings B.V. The put option would have become effective on April 1, 2015 with an expiry date of October 1, 2017. The put option provided a formula for determining the purchase price of the shares, designed to estimate the fair value of the non-controlling interest at the time the option is exercised. The put option provided an arbitration mechanism in the event that the two parties were unable to agree on the ultimate price.

On August 7, 2014, prior to the put option becoming exercisable, Martinrea acquired from Anchorage the remaining 45% equity interest in the Martinrea Honsel group for a negotiated purchase price of €160,000 ($235,667 Canadian). Effective August 7, 2014, the Martinrea Honsel group is wholly owned by Martinrea.

During the second quarter ended June 30, 2015, certain assets and liabilities of the Company's operating facility in Soest, Germany, which formed part of the above described Martinrea Honsel group, were transferred to assets held for sale. The Soest facility specializes in aluminum extrusions which the Company determined was not core to the strategy of the overall business going forward. The agreement to sell the Soest facility was closed on August 31, 2015. The net assets of the facility were sold for proceeds of $20,638 (€14,588) resulting in a pre-tax loss on sale of $370 (€257).

The acquisition while bringing many benefits to Martinrea also provides some risks for the Company. Both the initial 2011 purchase of the 55% controlling interest and subsequent purchase of the remaining 45% equity interest in Martinrea Honsel were financed by the Company using available credit lines, which has increased the Company's debt levels. See also "Risks and Uncertainties".

RISKS AND UNCERTAINTIES

The reader is referred to the detailed discussion on Industry Highlights and Trends and Risks and Uncertainties as outlined in the Company's Annual Information Form dated March 3, 2016 and available through SEDAR at www.sedar.com which are incorporated herein by reference. 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.

DISCLOSURE OF OUTSTANDING SHARE DATA

As at August 2, 2016, the Company had 86,384,667 common shares outstanding. The Company's common shares constitute its only class of voting securities. As at August 2, 2016, options to acquire 3,330,617 common shares were outstanding.

CONTRACTUAL OBLIGATIONS AND OFF BALANCE SHEET FINANCING

During the three months ended June 30, 2016, there has been no material change in the table of contractual obligations specified in the Company's MD&A for the fiscal year ended December 31, 2015.

The Company has negotiated tool financing facilities that provide direct financing for specific programs. The tool financing program involves a third party that provides tooling suppliers with financing subject to a Company guarantee. Payments from the third party to the tooling supplier are approved by the Company prior to the funds being advanced. The amounts loaned to tooling suppliers through this financing arrangement do not appear on the Company's balance sheet. At June 30, 2016, the amount of the off balance sheet program financing was $80.7 million representing the maximum amount of undiscounted future payments the Company could be required to make under the guarantee. The Company would be required to perform under the guarantee in cases where a tooling supplier could not meet its obligation to the third party. Since the amount advanced to the tooling supplier is required to be repaid generally when the Company receives reimbursement from the final customer, and at this point the Company will in turn repay the tooling supplier, the Company views the likelihood of a tooling supplier default as remote. Moreover, if such an instance were to occur, the Company would obtain the tool inventory as collateral. The term of the guarantee will vary from program to program, but typically ranges between 6-18 months.

Financial Instruments

The Company periodically utilizes certain financial instruments, principally forward currency exchange contracts to manage the risk associated with fluctuations in currency exchange rates. It is the Company's policy to not utilize financial instruments for trading or speculative purposes. Forward currency exchange contracts are used to reduce the impact of fluctuating exchange rates on the Company's foreign denominated sales and the Company's purchases of materials and equipment. Gains and losses on forward foreign exchange contracts are reflected in the consolidated financial statements in the same period as the hedged item. In the event that a hedged item is sold or cancelled prior to the termination of the related hedging item, any unrealized gain or loss on the hedging item is immediately recognized in income.

At June 30, 2016, the Company had committed to trade U.S. dollars in exchange for the following:

Currency		Amount of U.S. dollars	Weighted average exchange rate of U.S. dollars	Maximum period in months
Buy Euro	$	9,812	0.9020	1
Buy Mexican Peso	$	3,400	17.6469	1

Currency		Amount of U.S. dollars	Weighted average exchange rate of U.S. dollars	Maximum period in months
Sell Canadian Dollars	$	21,000	1.3040	1

The aggregate value of these forward contracts as at June 30, 2016 was a pre-tax loss of $916 and was recorded in trade and other payables (December 31, 2015 - loss of $134 recorded in trade and other payables).

DISCLOSURE CONTROLS AND PROCEDURES AND INTERNAL CONTROLS OVER FINANCIAL REPORTING

There have been no changes in the Company's internal controls over financial reporting during the most recent interim period that have materially affected, or are reasonably likely to materially affect, the Company's internal controls over financial reporting.

CRITICAL ACCOUNTING ESTIMATES

Included in the Company's 2015 annual consolidated financial statements, as well as in the Company's 2015 annual MD&A, are the accounting policies under IFRS and estimates that are critical to the understanding of the business and to the results of operations. For the three and six months ended June 30, 2016 there were no changes to the critical accounting policies and estimates of the Company from those found in the 2015 annual MD&A, except for the following new accounting standards recently adopted.

Recently adopted accounting policies and standards

Deferred Share Unit Plan

On May 3, 2016, a Deferred Share Unit Plan (the "DSU Plan") was established as a means of compensating non-executive directors and designated employees of the Company and of promoting share ownership and alignment with the shareholders' interests. Non-executive directors of Martinrea are automatically required to participate in the DSU Plan while employees may be designated from time to time, at the sole discretion of the Board of Directors.

Vesting conditions may be attached to the DSUs at the Board of Directors' discretion. To date, DSUs granted to directors vest immediately. DSU plan participants receive additional DSUs equivalent to cash dividends paid on common shares. DSUs are paid out in cash upon termination of service, based on their fair market value, which is defined as the average closing share price of the Company's common shares for the 20 days preceding the termination date.

DSUs are considered cash-settled awards. The fair value of DSUs, at the date of grant to the DSU Plan participants, is recognized as compensation expense over the vesting period, with a liability recorded in trade and other payables. In addition, the DSUs are fair valued at the end of every reporting period and at the settlement date. Any change in the fair value of the liability is recognized as compensation expense in earnings.

IFRS 11, Joint Arrangements

Effective January 1, 2016, the Company adopted the amendment made to IFRS 11, Joint Arrangements. The amendment to this standard requires business combination accounting to be applied to acquisitions of interests in a joint operation that constitute a business.

The adoption of this amended standard did not have a significant impact on the interim condensed consolidated financial statements in the current or comparative periods.

Recently issued accounting standards

The IASB issued the following amendments to existing standards

Amendments to IFRS 2, Share-Based Payments

In June 2016, the IASB issued amendments to IFRS 2 Share-Based Payment. The amendments provide clarification on how to account for certain types of share-based payment transactions. The Company intends to adopt the amendments to IFRS 2 in its consolidated financial statements for the annual period beginning January 1, 2018. The extent of the impact of the adoption of the amendments has not yet been determined.

OUTLOOK

The automotive industry is traditionally an extremely challenging business, characterized at the OEM level by intense competition for market share, rebates to consumers and drives for quality and profits and characterized at the supplier level by price reductions, increasing quality standards, higher input prices and a declining number of qualified suppliers in the normal course or as a result of insolvencies and consolidation. The challenges of the industry were exacerbated by the 2008-2009 economic recession and the financial distress in the industry involving both OEMs and suppliers particularly evidenced by the bankruptcy filings of Chrysler and General Motors in the United States in 2009. The Company believes that the long term outlook of the automotive industry overall, while always challenging, is much improved from 2008 - 2010. In 2010, the North American automotive industry experienced a recovery in volume and revenues, as sales and production volumes increased from 2009 levels, although not to pre-recession levels. Production in 2011 through 2015 and 2016 year-to-date improved substantially. This has resulted in increasing revenues for most automotive OEMs and for suppliers who survived the automotive crisis of 2008 and 2009, including Martinrea.

There are many challenges, but opportunities will exist for innovative and cost effective suppliers who build great products in the short, medium and longer term. It is expected that growth in business for individual suppliers will occur as OEMs reduce the number of Tier 1 suppliers, continue to outsource product, and provide opportunities for new work and takeover business. The Company believes that its capabilities provide it with the ability to capitalize on a broad range of opportunities. The Company has built its footprint and continues to pursue its strategies and will continue to do so in the future with a view to increasing revenue and profits over the longer term.

FORWARD-LOOKING INFORMATION

Special Note Regarding Forward-Looking Statements

This MD&A and the documents incorporated by reference therein contains forward-looking statements within the meaning of applicable Canadian securities laws including those related to the Company's expectations as to the growth of the Company and pursuit of its strategies, production volumes and production volume trends, the ramping up and/or launching of programs, and any associated costs, investments in its business, management and monitoring of SG&A expenses, the expectation of no further restructuring costs associated with the Honsel acquisition, continued consolidation of automotive suppliers and opportunity for growth of individual suppliers, the opportunity to increase sales. The financing of future capital expenditures, and ability to fund anticipated working capital needs, the likelihood of tooling and component part supplier default, the Company's ability to capitalize on opportunities in the automotive industry, the Company's views on its liquidity and ability to deal with present economic conditions, and the payment of dividends as well as other forward-looking statements. 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. 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, some of which are discussed in detail in the Company's Annual Information Form for the year ended December 31, 2015 and other public filings which can be found at www.sedar.com:

- North American and global economic and political conditions;
- the highly cyclical nature of the automotive industry and the industry's dependence on consumer spending and general economic conditions;
- the Company's dependence on a limited number of significant customers;
- financial viability of suppliers;
- the Company's reliance on critical suppliers and on suppliers for components and the risk that suppliers will not be able to supply components on a timely basis or in sufficient quantities;
- competition;
- the increasing pressure on the Company to absorb costs related to product design and development, engineering, program management, prototypes, validation and tooling;
- increased pricing of raw materials;
- outsourcing and in-sourcing trends;
- the risk of increased costs associated with product warranty and recalls together with the associated liability;
- the Company's ability to enhance operations and manufacturing techniques;
- dependence on key personnel;
- limited financial resources;
- risks associated with the integration of acquisitions;
- costs associated with rationalization of production facilities;
- launch costs;
- the potential volatility of the Company's share price;
- changes in governmental regulations or laws including any changes to the North American Free Trade Agreement;
- labour disputes;
- litigation;
- currency risk;
- fluctuations in operating results;
- internal controls over financial reporting and disclosure controls and procedures;
- environmental regulation;
- a shift away from technologies in which the Company is investing;
- competition with low cost countries;
- the Company's ability to shift its manufacturing footprint to take advantage of opportunities in emerging markets;
- risks of conducting business in foreign countries, including China, Brazil and other growing markets;
- potential tax exposures;
- a change in the Company's mix of earnings between jurisdictions with lower tax rates and those with higher tax rates, as well as the Company's ability to fully benefit from tax losses;
- under-funding of pension plans;
- the cost of post-employment benefits

- impairment charges; and
- cyber security threats.

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.
INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2016

Martinrea International Inc.
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Martinrea International Inc.

Interim Condensed Consolidated Balance Sheets

(in thousands of Canadian dollars) (unaudited)

	Note		June 30, 2016		December 31, 2015
ASSETS					
Cash and cash equivalents		$	64,837	$	28,899
Trade and other receivables	2		619,149		586,024
Inventories	3		321,094		356,969
Prepaid expenses and deposits			14,191		13,651
Income taxes recoverable			11,351		10,401
TOTAL CURRENT ASSETS			1,030,622		995,944
Property, plant and equipment	4		1,143,557		1,202,162
Deferred income tax assets			165,633		182,232
Intangible assets	5		72,939		83,590
TOTAL NON-CURRENT ASSETS			1,382,129		1,467,984
TOTAL ASSETS		$	2,412,751	$	2,463,928
LIABILITIES					
Trade and other payables	7	$	708,247	$	743,096
Provisions	8		13,595		15,598
Income taxes payable			20,089		29,873
Current portion of long term debt	9		34,826		43,399
TOTAL CURRENT LIABILITIES			776,757		831,966
Long term debt	9		714,801		673,613
Pension and other post-retirement benefits			72,481		67,552
Deferred income tax liabilities			101,271		114,571
TOTAL NON-CURRENT LIABILITIES			888,553		855,736
TOTAL LIABILITIES			1,665,310		1,687,702
EQUITY					
Capital Stock	11		709,497		709,396
Contributed surplus			42,785		42,648
Accumulated other comprehensive income			96,518		147,442
Accumulated deficit			(101,231)		(123,157)
TOTAL EQUITY ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY			747,569		776,329
Non-controlling interest			(128)		(103)
TOTAL EQUITY			747,441		776,226
TOTAL LIABILITIES AND EQUITY		$	2,412,751	$	2,463,928

Contingencies (note 16)

See accompanying notes to the interim condensed consolidated financial statements.

On behalf of the Board:

"Robert Wildeboer" Director

"Scott Balfour" Director

Martinrea International Inc.
Interim Condensed Consolidated Statements of Operations
(in thousands of Canadian dollars, except per share amounts) (unaudited)

	Note	Three months ended June 30, 2016	Three months ended June 30, 2015	Six months ended June 30, 2016	Six months ended June 30, 2015
SALES		$ 1,023,825	$ 984,046	$ 2,063,275	$ 1,901,577
Cost of sales (excluding depreciation of property, plant and equipment)		(876,102)	(849,387)	(1,772,316)	(1,644,384)
Depreciation of property, plant and equipment (production)		(31,501)	(28,280)	(62,919)	(55,175)
Total cost of sales		(907,603)	(877,667)	(1,835,235)	(1,699,559)
GROSS MARGIN		116,222	106,379	228,040	202,018
Research and development costs		(5,903)	(5,278)	(12,132)	(10,874)
Selling, general and administrative		(50,661)	(48,606)	(102,115)	(93,283)
Depreciation of property, plant and equipment (non-production)		(2,100)	(1,855)	(4,304)	(3,542)
Amortization of customer contracts and relationships		(588)	(577)	(1,123)	(1,116)
Impairment of assets	6	(34,579)	-	(34,579)	-
Restructuring costs	8	(3,684)	-	(3,684)	-
Gain/(loss) on disposal of property, plant and equipment		22	175	(29)	745
OPERATING INCOME		18,729	50,238	70,074	93,948
Finance expense		(5,900)	(6,549)	(12,094)	(13,104)
Other finance income (expense)	13	(1,219)	650	(3,340)	3,252
INCOME BEFORE INCOME TAXES		11,610	44,339	54,640	84,096
Income tax expense	10	(11,637)	(10,732)	(22,136)	(19,981)
NET INCOME (LOSS) FOR THE PERIOD		$ (27)	$ 33,607	$ 32,504	$ 64,115
Non-controlling interest		(15)	(196)	25	(285)
NET INCOME (LOSS) ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY		$ (42)	$ 33,411	$ 32,529	$ 63,830
Basic earnings per share	12	$ -	$ 0.39	$ 0.38	$ 0.75
Diluted earnings per share	12	$ -	$ 0.39	$ 0.38	$ 0.74

See accompanying notes to the interim condensed consolidated financial statements.

Martinrea International Inc.

Interim Condensed Consolidated Statements of Comprehensive Income

(in thousands of Canadian dollars) (unaudited)

		Three months ended June 30, 2016	Three months ended June 30, 2015	Six months ended June 30, 2016	Six months ended June 30, 2015
NET INCOME (LOSS) FOR THE PERIOD	$	(27) $	33,607 $	32,504 $	64,115
Other comprehensive income (loss), net of tax:					
Items that may be reclassified to net income					
Foreign currency translation differences for foreign operations		(9,493)	(324)	(50,924)	26,740
Items that will not be reclassified to net income					
Actuarial gains (losses) from the remeasurement of defined benefit plans		(935)	4,430	(5,420)	1,240
Other comprehensive income (loss), net of tax		(10,428)	4,106	(56,344)	27,980
TOTAL COMPREHENSIVE INCOME (LOSS) FOR THE PERIOD	$	(10,455) $	37,713 $	(23,840) $	92,095
Attributable to:					
Equity holders of the Company		(10,470)	37,517	(23,815)	91,810
Non-controlling interest		15	196	(25)	285
TOTAL COMPREHENSIVE INCOME (LOSS) FOR THE PERIOD	$	(10,455) $	37,713 $	(23,840) $	92,095

See accompanying notes to the interim condensed consolidated financial statements.

Martinrea International Inc.

Interim Condensed Consolidated Statements of Changes in Equity

(in thousands of Canadian dollars) (unaudited)

	Equity attributable to equity holders of the Company						
	Capital stock	Contributed surplus	Cumulative translation account	Accumulated deficit	Total	Non-controlling interest	Total equity
Balance at December 31, 2014	$ 694,198	$ 45,347	$ 55,927	$ (219,480)	$ 575,992	$ (246)	$ 575,746
Net income for the period	-	-	-	63,830	63,830	285	64,115
Compensation expense related to stock options	-	978	-	-	978	-	978
Dividends ($0.06 per share)	-	-	-	(5,155)	(5,155)	-	(5,155)
Exercise of employee stock options	11,932	(3,143)	-	-	8,789	-	8,789
Other comprehensive income, net of tax							
Actuarial gains from the remeasurement of defined benefit plans	-	-	-	1,240	1,240	-	1,240
Foreign currency translation differences	-	-	26,740	-	26,740	-	26,740
Balance at June 30, 2015	706,130	43,182	82,667	(159,565)	672,414	39	672,453
Net income for the period	-	-	-	43,200	43,200	(142)	43,058
Compensation expense related to stock options	-	406	-	-	406	-	406
Dividends ($0.06 per share)	-	-	-	(5,181)	(5,181)	-	(5,181)
Exercise of employee stock options	3,266	(940)	-	-	2,326	-	2,326
Other comprehensive income, net of tax							
Actuarial losses from the remeasurement of defined benefit plans	-	-	-	(1,611)	(1,611)	-	(1,611)
Foreign currency translation differences	-	-	64,775	-	64,775	-	64,775
Balance at December 31, 2015	709,396	42,648	147,442	(123,157)	776,329	(103)	776,226
Net income for the period	-	-	-	32,529	32,529	(25)	32,504
Compensation expense related to stock options	-	166	-	-	166	-	166
Dividends ($0.06 per share)	-	-	-	(5,183)	(5,183)	-	(5,183)
Exercise of employee stock options	101	(29)	-	-	72	-	72
Other comprehensive loss, net of tax							
Actuarial losses from the remeasurement of defined benefit plans	-	-	-	(5,420)	(5,420)	-	(5,420)
Foreign currency translation differences	-	-	(50,924)	-	(50,924)	-	(50,924)
Balance at June 30, 2016	$ 709,497	$ 42,785	$ 96,518	$ (101,231)	$ 747,569	$ (128)	$ 747,441

See accompanying notes to the interim condensed consolidated financial statements.

Martinrea International Inc.

Interim Condensed Consolidated Statements of Cash Flows

(in thousands of Canadian dollars) (unaudited)

	Three months ended June 30, 2016	Three months ended June 30, 2015	Six months ended June 30, 2016	Six months ended June 30, 2015
CASH PROVIDED BY (USED IN):				
OPERATING ACTIVITIES:				
Net Income (loss) for the period	$ (27)	$ 33,607	$ 32,504	$ 64,115
Adjustments for:				
Depreciation of property, plant and equipment	33,601	30,135	67,223	58,717
Amortization of customer contracts and relationships	588	577	1,123	1,116
Amortization of development costs	3,490	3,018	6,959	5,680
Impairment of assets (note 6)	34,579	-	34,579	-
Unrealized (gains) losses on foreign exchange forward contracts	1,619	(183)	916	817
Finance costs	5,900	6,549	12,094	13,104
Income tax expense	11,637	10,732	22,136	19,981
(Gain)/loss on disposal of property, plant and equipment	(22)	(175)	29	(745)
Stock based compensation	83	779	166	978
Pension and other post-retirement benefits expense	1,158	1,119	2,267	2,216
Contributions made to pension and other post-retirement benefits	(707)	(160)	(1,039)	(1,628)
	91,899	85,998	178,957	164,351
Changes in non-cash working capital items:				
Trade and other receivables	(15,032)	34,523	(66,146)	(40,897)
Inventories	27,528	3,955	8,328	4,380
Prepaid expenses and deposits	(1,355)	(2,437)	(820)	(5,382)
Trade, other payables and provisions	4,472	(4,616)	8,642	26,660
	107,512	117,423	128,961	149,112
Interest paid (excluding capitalized interest)	(5,112)	(5,926)	(10,000)	(11,114)
Income taxes paid	(18,222)	(22,129)	(31,268)	(44,557)
NET CASH PROVIDED BY OPERATING ACTIVITIES	$ 84,178	$ 89,368	$ 87,693	$ 93,441
FINANCING ACTIVITIES:				
Increase in long term debt	19,086	-	88,810	19,029
Repayment of long term debt	(9,533)	(41,819)	(22,520)	(51,416)
Dividends paid	(2,592)	(2,573)	(5,183)	(5,121)
Exercise of employee stock options	-	2,562	72	8,789
NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES	$ 6,961	$ (41,830)	$ 61,179	$ (28,719)
INVESTING ACTIVITIES:				
Purchase of property, plant and equipment*	(43,706)	(45,204)	(102,961)	(91,705)
Capitalized development costs	(3,245)	(3,549)	(6,311)	(7,571)
Proceeds on disposal of property, plant and equipment	56	537	245	2,382
NET CASH USED IN INVESTING ACTIVITIES	$ (46,895)	$ (48,216)	$ (109,027)	$ (96,894)
Effect of foreign exchange rate changes on cash and cash equivalents	(1,790)	1,032	(3,907)	799
INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	42,454	354	35,938	(31,373)
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	22,383	20,674	28,899	52,401
CASH AND CASH EQUIVALENTS, END OF PERIOD	$ 64,837	$ 21,028	$ 64,837	$ 21,028

*As at June 30, 2016, $39,046 (December 31, 2015 - $49,013) of purchases of property, plant and equipment remain unpaid.

See accompanying notes to the interim condensed consolidated financial statements.

Martinrea International Inc. (the "Company") was formed by the amalgamation under the Ontario Business Corporations Act of several predecessor Corporations by articles of amalgamation dated May 1, 1998. The Company is a leader in the development and production of quality metal parts and assemblies and modules, fluid management systems and complex aluminum products focused primarily on the automotive sector.

1. BASIS OF PREPARATION

(a) Statement of compliance

These interim condensed consolidated financial statements have been prepared in accordance with International Accounting Standard 34, 'Interim Financial Reporting' ("IAS" 34) as issued by the International Accounting Standards Board ("IASB"), and on a basis consistent with the accounting policies disclosed in the Company's annual audited consolidated financial statements for the year ended December 31, 2015, except as outlined in note 1(d).

(b) Basis of presentation

These interim condensed consolidated financial statements include the accounts of Martinrea International Inc. and its subsidiaries. The notes presented in these interim condensed consolidated financial statements include in general only significant changes and transactions occurring since the Company's last year end, and are not fully inclusive of all disclosures required by IFRS for annual financial statements. These interim condensed consolidated financial statements should be read in conjunction with the Company's annual audited consolidated financial statements, including the notes thereto, for the year ended December 31, 2015.

(c) Functional and presentation currency

These interim condensed consolidated financial statements are presented in Canadian dollars, which is the Company's presentation currency. All financial information presented in Canadian dollars has been rounded to the nearest thousand, except per share amounts and where otherwise indicated.

(d) Recently adopted accounting policies and standards

Deferred Share Unit Plan

On May 3, 2016, a Deferred Share Unit Plan (the "DSU Plan") was established as a means of compensating non-executive directors and designated employees of the Company and of promoting share ownership and alignment with the shareholders' interests. Non-executive directors of Martinrea are automatically required to participate in the DSU Plan while employees may be designated from time to time, at the sole discretion of the Board of Directors.

Vesting conditions may be attached to the DSUs at the Board of Directors' discretion. To date, DSUs granted to directors vest immediately., DSU Plan participants receive additional DSUs equivalent to cash dividends paid on common shares. DSUs are paid out in cash upon termination of service, based on their fair market value, which is defined as the average closing share price of the Company's common shares for the 20 days preceding the termination date. .

DSUs are considered cash-settled awards. The fair value of DSUs, at the date of grant to the DSU Plan participants, is recognized as compensation expense over the vesting period, with a liability recorded in trade and other payables. In addition, the DSUs are fair valued at the end of every reporting period and at the settlement date. Any change in the fair value of the liability is recognized as compensation expense in earnings.

(in thousands of Canadian dollars, except per share amounts) (unaudited)

IFRS 11, Joint Arrangements

Effective January 1, 2016, the Company adopted the amendment made to IFRS 11, Joint Arrangements. The amendment to this standard requires business combination accounting to be applied to acquisitions of interests in a joint operation that constitute a business.

The adoption of this amended standard did not have a significant impact on the interim condensed consolidated financial statements in the current or comparative periods.

(e) Recently issued accounting standards

The IASB issued the following amendments to existing standards

Amendments to IFRS 2, Share-Based Payments

In June 2016, the IASB issued amendments to IFRS 2 Share-Based Payment. The amendments provide clarification on how to account for certain types of share-based payment transactions. The Company intends to adopt the amendments to IFRS 2 in its consolidated financial statements for the annual period beginning January 1, 2018. The extent of the impact of the adoption of the amendments has not yet been determined.

2. TRADE AND OTHER RECEIVABLES

	June 30, 2016	December 31, 2015
Trade receivables	$ 602,121	$ 567,704
VAT and other receivables	17,028	18,320
	$ 619,149	$ 586,024

The Company's exposures to credit and currency risks, and impairment losses related to trade and other receivables, are disclosed in note 15.

3. INVENTORIES

	June 30, 2016	December 31, 2015
Raw materials	$ 146,663	$ 168,246
Work in progress	44,637	44,346
Finished goods	41,064	45,898
Tooling work in progress and other inventory	88,730	98,479
	$ 321,094	$ 356,969

4. PROPERTY, PLANT AND EQUIPMENT

	June 30, 2016			December 31, 2015		
	Cost	Accumulated amortization and impairment losses	Net book value	Cost	Accumulated amortization and impairment losses	Net book value
Land and buildings	$ 155,483	$ (38,345)	$ 117,138	$ 151,354	$ (38,031)	$ 113,323
Leasehold improvements	53,427	(32,167)	21,260	54,861	(30,257)	24,604
Manufacturing equipment	1,582,299	(809,241)	773,058	1,552,322	(771,572)	780,750
Tooling and fixtures	37,306	(32,487)	4,819	39,286	(33,543)	5,743
Other assets	37,919	(20,546)	17,373	37,262	(19,326)	17,936
Construction in progress and spare parts	209,909	-	209,909	259,806	-	259,806
	$ 2,076,343	$ (932,786)	$ 1,143,557	$ 2,094,891	$ (892,729)	$ 1,202,162

(in thousands of Canadian dollars, except per share amounts) (unaudited)

Movement in property, plant and equipment is summarized as follows:

	Land and buildings	Leasehold improvements	Manufacturing equipment	Tooling and fixtures	Other assets	Construction in progress and spare parts	Total
Net as of December 31, 2014	$ 105,417	$ 20,558	$ 663,467	$ 6,313	$ 13,824	$ 175,102	$ 984,681
Additions	-	563	5,837	-	1,019	207,800	215,219
Sale of assets held for sale	(1,165)	-	(3,552)	(955)	(183)	-	(5,855)
Disposals	-	-	(1,604)	(157)	(29)	(657)	(2,447)
Depreciation	(3,782)	(3,894)	(111,482)	(2,120)	(3,594)	-	(124,872)
Transfers from construction in progress and spare parts	307	5,060	137,712	1,866	5,242	(150,187)	-
Foreign currency translation adjustment	12,546	2,317	90,372	796	1,657	27,748	135,436
Net as of December 31, 2015	$ 113,323	$ 24,604	$ 780,750	$ 5,743	$ 17,936	$ 259,806	$ 1,202,162
Additions	-	206	3,049	18	159	89,562	92,994
Disposals	(4)	-	(71)	-	(5)	(194)	(274)
Depreciation	(1,997)	(2,291)	(60,111)	(812)	(2,012)	-	(67,223)
Impairment (note 6)	-	(723)	(21,021)	-	(26)	-	(21,770)
Transfers from construction in progress and spare parts	11,108	484	114,039	148	2,219	(127,998)	-
Foreign currency translation adjustment	(5,292)	(1,020)	(43,577)	(278)	(898)	(11,267)	(62,332)
Net as of June 30, 2016	$ 117,138	$ 21,260	$ 773,058	$ 4,819	$ 17,373	$ 209,909	$ 1,143,557

The Company has entered into certain asset-backed financing arrangements that were structured as sales-and-leaseback transactions. At June 30, 2016, the carrying value of property, plant and equipment under such arrangements was $28,020 (December 31, 2015 – $32,834). The corresponding amounts owing are reflected within long term debt (note 9).

5. INTANGIBLE ASSETS

	June 30, 2016			December 31, 2015		
	Cost	Accumulated amortization and impairment losses	Net book value	Cost	Accumulated amortization and impairment losses	Net book value
Customer contracts and relationships	$ 61,605	$ (52,393)	$ 9,212	$ 62,556	$ (51,783)	$ 10,773
Development costs	128,086	(64,359)	63,727	129,906	(57,089)	72,817
	$ 189,691	$ (116,752)	$ 72,939	$ 192,462	$ (108,872)	$ 83,590

Movement in intangible assets is summarized as follows:

	Customer contracts and relationships	Development costs	Total
Net as of December 31, 2014	$ 11,796	$ 60,010	$ 71,806
Additions	-	15,193	15,193
Amortization	(2,134)	(12,104)	(14,238)
Foreign currency translation adjustment	1,111	9,718	10,829
Net as of December 31, 2015	$ 10,773	$ 72,817	$ 83,590
Additions	-	6,311	6,311
Amortization	(1,123)	(6,959)	(8,082)
Impairment (note 6)	-	(4,179)	(4,179)
Foreign currency translation adjustment	(438)	(4,263)	(4,701)
Net as of June 30, 2016	$ 9,212	$ 63,727	$ 72,939

(in thousands of Canadian dollars, except per share amounts) (unaudited)

6. IMPAIRMENT OF ASSETS

During the second quarter of 2016, the Company recorded impairment charges on property, plant, equipment, intangible assets and inventories totalling $ 34,579 (US $26,599) related to an operating facility in Detroit, Michigan included in the North American operating segment. The impairment charges resulted from the cancellation of the main OEM light vehicle platform being serviced by the facility, representing the majority of the business, well before the end of its expected life cycle. This has led to a decision to close the facility. The impairment charges were recorded where the carrying amount of the assets exceeded their estimated recoverable amounts.

	Three months ended June 30, 2016	Three months ended June 30, 2015	Six months ended June 30, 2016	Six months ended June 30, 2015
Property, plant and equipment	$ 21,770	$ -	$ 21,770	$ -
Intangible Assets – Development costs	4,179	-	4,179	-
Inventories	8,630	-	8,630	-
Total Impairment	$ 34,579	$ -	$ 34,579	$ -

7. TRADE AND OTHER PAYABLES

	June 30, 2016	December 31, 2015
Trade accounts payable and accrued liabilities	$ 707,331	$ 742,962
Foreign exchange forward contracts (note 15(d))	916	134
	$ 708,247	$ 743,096

The Company's exposure to currency and liquidity risk related to trade and other payables is disclosed in note 15.

8. PROVISIONS

	Restructuring (a)	Claims and Litigations (b)	Total
Net as of December 31, 2014	$ 3,752	$ 1,752	$ 5,504
Net additions	15,337	1,412	16,749
Amounts used during the period	(5,633)	(1,339)	(6,972)
Foreign currency translation adjustment	570	(253)	317
Net as of December 31, 2015	$ 14,026	$ 1,572	$ 15,598
Net additions	3,684	245	3,929
Amounts used during the period	(5,323)	(337)	(5,660)
Foreign currency translation adjustment	(440)	168	(272)
Net as of June 30, 2016	$ 11,947	$ 1,648	$ 13,595

Based on estimated cash outflows, all provisions as at June 30, 2016 and December 31, 2015 are presented on the condensed consolidated balance sheet as current.

(a) Restructuring

As part of the acquisition of Honsel in 2011, a certain level of restructuring was contemplated, in particular, at the Company's German facility in Meschede. Additional restructuring costs in Meschede, Germany in the form of employee related severance of $1,810 (€1,238) were incurred during the second quarter of 2016. No further costs related to this restructuring are expected to be incurred.

Other additions to the restructuring accrual during the second quarter of 2016 totalled $1,874 (US$1,441) and represent expected employee related payouts resulting from the closure of the operating facility in Detroit, Michigan as described in note 6.

(b) Claims and litigation

In the normal course of business, the Company may be involved in disputes with its suppliers, former employees or other third parties. Where the Company has determined that there is a probable loss that is expected from claims or litigation related to past events, a provision is recorded to cover the related risks associated with these disputes. To the best of the Company's knowledge, there are no claims or litigation in progress or pending that are likely to have a material impact on the Company's consolidated financial position.

(in thousands of Canadian dollars, except per share amounts) (unaudited)

9. LONG TERM DEBT

The Company's interest-bearing loans and borrowings are measured at amortized cost. For more information about the Company's exposure to interest rate, foreign currency and liquidity risk, see note 15.

	June 30, 2016	December 31, 2015
Banking facility	$ 637,062	$ 574,818
Equipment loans	112,565	142,194
	749,627	717,012
Current portion	(34,826)	(43,399)
	$ 714,801	$ 673,613

Terms and conditions of outstanding loans as at June 30, 2016, in Canadian dollar equivalents, are as follows:

	Currency	Nominal interest rate	Year of maturity	June 30, 2016 Carrying amount	December 31, 2015 Carrying amount
Banking facility	USD	LIBOR+2.0%	2020	$ 368,135	$ 304,480
	CAD	BA+2.0%	2020	268,927	270,338
Equipment loans	USD	4.25%	2018	33,663	42,926
	EUR	3.06%	2024	15,512	16,267
	EUR	2.54%	2025	14,815	15,537
	EUR	4.93%	2023	14,661	15,509
	USD	4.25%	2017	9,122	14,100
	USD	7.36%	2017	8,779	12,319
	EUR	3.35%	2019	4,479	5,419
	EUR	3.37%	2017	4,294	7,988
	EUR	4.34%	2025	3,075	3,225
	USD	3.99%	2017	1,341	2,642
	EUR	1.36%	2021	860	902
	USD	3.89%	2016	762	3,136
	EUR	0.26%	2025	357	352
	USD	3.65%	2016	324	1,032
	USD	4.69%	2017	292	619
	BRL	5.00%	2020	229	221
				$ 749,627	$ 717,012

On April 29, 2016, the Company's banking facility was amended to extend its maturity date and increase the total available revolving credit lines under the facility. The primary terms of the amended banking facility, with a syndicate of nine banks, are as follows:

- available revolving credit lines of $350 million and US $400 million;
- available asset based financing capacity of $205 million;
- no mandatory principal repayment provisions;
- an accordion feature which provides the Company with the ability to increase the revolving credit facility by up to US $150 million;
- pricing terms at market rates; and
- a maturity date of April 2020.

There were no changes to pricing terms or financial covenants under the facility adverse to the Company.

As at June 30, 2016, the Company has drawn US$285,000 (December 31, 2015 - US$220,000) on the U.S. revolving credit line and drawn $273,000 (December 31, 2015 - $273,000) on the Canadian revolving credit line. At June 30, 2016, the weighted average effective rate of the banking facility credit lines was 2.7% (December 31, 2015 - 2.9%). The facility requires the maintenance of certain financial ratios with which the Company was in compliance as at June 30, 2016.

Deferred financing fees of $4,409 (December 31, 2015 - $2,994) have been netted against the carrying amount of the long term debt.

(in thousands of Canadian dollars, except per share amounts) (unaudited)

Future annual minimum principal repayments are as follows:

Within one year	$	34,826
One to two years		20,646
Two to three years		10,131
Three to four years		643,806
Thereafter		40,218
	$	749,627

10. INCOME TAXES

The components of income tax expense are as follows:

		Three months ended June 30, 2016		Three months ended June 30, 2015		Six months ended June 30, 2016		Six months ended June 30, 2015
Current income tax expense	$	(10,462)	$	(16,745)	$	(24,725)	$	(31,370)
Deferred income tax recovery (expense)		(1,175)		6,013		2,589		11,389
Total income tax expense	$	(11,637)	$	(10,732)	$	(22,136)	$	(19,981)

11. CAPITAL STOCK

Common shares outstanding:	**Number**		**Amount**
Balance, December 31, 2014	84,925,083	$	694,198
Exercise of stock options	1,155,250		11,932
Balance, June 30, 2015	86,080,333	$	706,130
Exercise of stock options	294,334		3,266
Balance, December 31, 2015	86,374,667	$	709,396
Exercise of stock options	10,000		101
Balance, June 30, 2016	86,384,667	$	709,497

The Company is authorized to issue an unlimited number of common shares. The Company's shares have no par value.

Stock options:

The Company has one stock option plan for key employees. Under the plan the Company may grant options to its key employees for up to 9,000,000 shares of common stock with option room available calculated in accordance with the terms of the stock option plan. Under the plan, the exercise price of each option equals the market price of the Company's stock on the date of grant or such other date as determined in accordance with stock option plan and the policies of the Company, and the options have a maximum term of 10 years. Options are granted throughout the year and vest between zero and four years.

The following is a summary of the activity of the outstanding share purchase options:

	Six months ended June 30, 2016			Six months ended June 30, 2015		
	Number of options		Weighted average exercise price	Number of options		Weighted average exercise price
Balance, beginning of period	4,340,617	$	12.38	5,645,202	$	11.13
Granted during the period	-		-	150,000		13.87
Exercised during the period	(10,000)		7.20	(1,155,250)		7.61
Cancelled during the period	(1,000,000)		16.15	-		-
Balance, end of period	3,330,617	$	11.26	4,639,952	$	12.09
Options exercisable, end of period	3,080,617	$	11.21	4,239,952	$	12.13

(in thousands of Canadian dollars, except per share amounts) (unaudited)

The following is a summary of the issued and outstanding common share purchase options as at June 30, 2016:

Range of exercise price per share	Number outstanding	Date of grant	Expiry
$6.00 - 8.99	1,139,868	2008 - 2012	2018 - 2022
$9.00 - 9.99	100,000	2008	2018
$10.00 - 15.99	1,300,749	2006 - 2015	2016 - 2025
$16.00 - 17.75	790,000	2007	2017
Total share purchase options	3,330,617		

For the three and six months ended June 30, 2016, the Company expensed $83 (three months ended June 30, 2015 - $779) and $166 (six months ended June 30, 2015 - $978), respectively, to reflect stock-based compensation expense, as derived using the Black-Scholes option valuation model.

Deferred Share Unit Plan

The details of the Company's DSUs described in Note 1 (d) are as follows:

	Six months ended June 30, 2016	Six months ended June 30, 2015
Units outstanding, beginning of period	-	-
Units granted during the period	30,000	-
Units settled during the period	-	-
Units for dividends paid during the period	-	-
Units outstanding, end of period	30,000	-
Weighted average fair value per unit on date of grant	$ 9.71	$ -

The 30,000 DSUs granted during the period were granted to non-executive directors and are not subject to vesting conditions. At June 30, 2016, the intrinsic value of the DSUs amounted to $253. DSU compensation expense of $253 was recognized for the three and six months ended June 30, 2016.

12. EARNINGS PER SHARE

Details of the calculations of earnings per share are set out below:

	Three months ended June 30, 2016		Three months ended June 30, 2015	
	Weighted average number of shares	Per common share amount	Weighted average number of shares	Per common share amount
Basic	86,384,667	$ -	85,800,196	$ 0.39
Effect of dilutive securities:				
Stock options	192,929	-	807,880	-
Diluted	86,577,596	$ -	86,608,076	$ 0.39

	Six months ended June 30, 2016		Six months ended June 30, 2015	
	Weighted average number of shares	Per common share amount	Weighted average number of shares	Per common share amount
Basic	86,384,501	$ 0.38	85,443,877	$ 0.75
Effect of dilutive securities:				
Stock options	218,470	-	655,463	(0.01)
Diluted	86,602,971	$ 0.38	86,099,340	$ 0.74

The average market value of the Company's shares for purposes of calculating the dilutive effect of share options was based on quoted market prices for the period during which the options were outstanding.

(in thousands of Canadian dollars, except per share amounts) (unaudited)

For the three months ended June 30, 2016, 2,090,749 options (three months ended June 30, 2015, – 1,940,000) and for the six months ended June 30, 2016, 2,090,749 options (six months ended June 30, 2015, – 2,057,000) were excluded from the diluted weighted average per share calculation as they were anti-dilutive.

13. OTHER FINANCE INCOME (EXPENSE)

	Three months ended June 30, 2016	Three months ended June 30, 2015	Six months ended June 30, 2016	Six months ended June 30, 2015
Net foreign exchange gain (loss)	$ (1,276)	$ 632	$ (3,398)	$ 3,223
Other income, net	57	18	58	29
Other finance income (expense)	$ (1,219)	$ 650	$ (3,340)	$ 3,252

14. OPERATING SEGMENTS

The Company designs, engineers, manufactures, and sells quality metal parts, assemblies, and fluid management systems primarily serving the global automotive industry. It conducts its operations through divisions, which function as autonomous business units, following a corporate policy of functional and operational decentralization. The Company's products include a wide array of products, assemblies and systems for small and large cars, crossovers, pickups and sport utility vehicles.

The Company defines its operating segments as components of its business where separate financial information is available and routinely evaluated by management. The Company's chief operating decision maker ("CODM") is the Chief Executive Officer. Given the differences between the regions in which the Company operates, Martinrea's operations are segmented on a geographic basis between North America, Europe and Rest of World.

The accounting policies of the segments are the same as those described in the Company's annual audited consolidated financial statements for the year ended December 31, 2015. The Company uses segment operating income as the basis for the CODM to evaluate the performance of each of the Company's reportable segments.

The following is a summary of selected data for each of the Company's segments:

	Three months ended June 30, 2016		Three months ended June 30, 2015	
	Sales	Operating Income	Sales	Operating Income
North America				
Canada	$ 206,709		$ 211,649	$
USA	412,211		382,859	
Mexico	215,030		204,197	
	$ 833,950	$ 10,363	$ 798,705	$ 44,757
Europe				
Germany	106,878		123,811	
Spain	46,384		30,249	
Slovakia	14,302		11,902	
	167,564	$ 9,644	165,962	7,681
Rest of World	22,311	$ (1,278)	19,379	(2,200)
	$ 1,023,825	$ 18,729	$ 984,046	$ 50,238

(in thousands of Canadian dollars, except per share amounts) (unaudited)

	Six months ended June 30, 2016		Six months ended June 30, 2015	
	Sales	**Operating Income**	**Sales**	**Operating Income**
North America				
Canada	$ 423,208		$ 411,491	$
USA	832,220		718,707	
Mexico	418,511		381,623	
	$ 1,673,939	$ 53,967	$ 1,511,821	$ 82,334
Europe				
Germany	216,006		266,617	
Spain	87,070		63,467	
Slovakia	29,157		23,280	
	332,233	18,519	353,364	15,999
Rest of World	57,103	(2,412)	36,392	(4,385)
	$ 2,063,275	$ 70,074	$ 1,901,577	$ 93,948

Inter-segment sales are not significant for any period presented.

15. FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash and cash equivalents, trade and other receivables, trade and other payables, long term debt, and foreign exchange forward contracts.

Fair Value

IFRS 13 "*Fair Value Measurement*" provides guidance about fair value measurements. Fair value is defined as the exchange price that would be received to sell an asset or paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value are required to maximize the use of observable inputs and minimize the use of unobservable inputs. The fair value hierarchy is based on three levels of inputs. The first two levels are considered observable and the last unobservable. These levels are used to measure fair values as follows:

- Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities, either directly or indirectly.
- Level 2 – Inputs, other than Level 1 inputs that are observable for assets and liabilities, either directly or indirectly. Level 2 inputs include quoted market prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.
- Level 3 – Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The following table summarizes the fair value hierarchy under which the Company's applicable financial instruments are valued:

	June 30, 2016			
	Total	**Level 1**	**Level 2**	**Level 3**
Cash and cash equivalents	$ 64,837	$ 64,837	$ -	$ -
Foreign exchange forward contracts (note 7)	$ (916)	$ -	$ (916)	$ -

	December 31, 2015			
	Total	**Level 1**	**Level 2**	**Level 3**
Cash and cash equivalents	$ 28,899	$ 28,899	$ -	$ -
Foreign exchange forward contracts (note 7)	$ (134)	$ -	$ (134)	$ -

(in thousands of Canadian dollars, except per share amounts) (unaudited)

Fair values versus carrying amounts

The fair values of financial assets and liabilities, together with the carrying amounts shown in the balance sheet, are as follows:

June 30, 2016	Fair value through profit or loss	Loans and receivables	Amortized cost	Carrying amount	Fair value
FINANCIAL ASSETS:					
Trade and other receivables	$ -	$ 619,149	$ -	$ 619,149	$ 619,149
	-	619,149	-	619,149	619,149
FINANCIAL LIABILITIES:					
Trade and other payables	-	-	(707,331)	(707,331)	(707,331)
Long term debt	-	-	(749,627)	(749,627)	(749,627)
Foreign exchange forward contracts	(916)	-	-	(916)	(916)
	(916)	-	(1,456,958)	(1,457,874)	(1,457,874)
Net financial assets (liabilities)	$ (916)	$ 619,149	$ (1,456,958)	$ (838,725)	$ (838,725)

December 31, 2015	Fair value through profit or loss	Loans and receivables	Amortized cost	Carrying amount	Fair value
FINANCIAL ASSETS:					
Trade and other receivables	$ -	$ 586,024	$ -	$ 586,024	$ 586,024
	-	586,024	-	586,024	586,024
FINANCIAL LIABILITIES:					
Trade and other payables	-	-	(742,962)	(742,962)	(742,962)
Long term debt	-	-	(717,012)	(717,012)	(717,012)
Foreign exchange forward contracts	(134)	-	-	(134)	(134)
	(134)	-	(1,459,974)	(1,460,108)	(1,460,108)
Net financial assets (liabilities)	$ (134)	$ 586,024	$ (1,459,974)	$ (874,084)	$ (874,084)

The fair value of trade and other receivables and trade and other payables approximates their carrying amounts due to the short-term maturities of these instruments. The estimated fair value of long term debt approximates its carrying value since debt is subject to terms and conditions similar to those available to the Company for instruments with comparable terms, and the interest rates are market-based.

Risk Management

The main risks arising from the Company's financial instruments are credit risk, liquidity risk, interest rate risk and currency risk. These risks arise from exposures that occur in the normal course of business and are managed on a consolidated Company basis.

(a) Credit risk

Credit risk refers to the risk of losses due to failure of the Company's customers or other counterparties to meet their payment obligations. Financial instruments that subject the Company to credit risk consist primarily of cash and cash equivalents, trade and other receivables, and foreign exchange forward contracts.

Credit risk associated with cash and short-term deposits is minimized by ensuring these financial assets are placed with financial institutions with high credit ratings.

The credit risk associated with foreign exchange forward contracts arises from the possibility that the counterparty to one of these contracts fails to perform according to the terms of the contract. Credit risk associated with foreign exchange forward contracts is minimized by entering into such transactions with major Canadian and U.S. financial institutions.

In the normal course of business, the Company is exposed to credit risk from its customers. Approximately 88% (December 31, 2015 - 85%) of the Company's production sales are derived from seven customers. A substantial portion of the Company's accounts receivables are with large customers in the automotive, truck and industrial sectors and are subject to normal industry credit risks. The level of accounts receivable that was past due as at June 30, 2016 are part of the normal payment pattern within the industry and the allowance for doubtful accounts is less than 0.50% of total trade receivables for all periods and movements in the current year are minimal.

(in thousands of Canadian dollars, except per share amounts) (unaudited)

The aging of trade receivables at the reporting date was as follows:

	June 30, 2016	December 31, 2015
0-60 days	$ 570,041	$ 515,741
61-90 days	12,136	22,729
Greater than 90 days	19,944	29,234
	$ 602,121	$ 567,704

(b) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations when they become due. The Company manages liquidity risk by monitoring sales volumes and collection efforts to ensure sufficient cash flows are generated from operations to meet its liabilities when they become due. Management monitors consolidated cash flows on a weekly basis covering a rolling 12 week period, quarterly through forecasting and annually through the Company's budget process. At June 30, 2016, the Company had cash of $64,837 and banking facilities available as discussed in note 9. All the Company's financial liabilities other than long term debt have maturities of approximately 60 days.
A summary of contractual maturities of long term debt is provided in note 9.

(c) Interest rate risk

Interest rate risk refers to the risk that the value of a financial instrument or cash flows associated with the instrument will fluctuate due to changes in the market interest rates. The Company is exposed to interest rate risk as a significant portion of the Company's long term debt bears interest at rates linked to the US prime, Canadian prime, one month LIBOR or the Banker's Acceptance rates. The interest on the bank facility fluctuates depending on the achievement of certain financial debt ratios, and may cause the interest rate to increase by a maximum of 1.0%.

The interest rate profile of the Company's long term debt was as follows:

	Carrying amount	
	June 30, 2016	December 31, 2015
Variable rate instruments	$ 637,062	$ 574,818
Fixed rate instruments	112,565	142,194
	$ 749,627	$ 717,012

Sensitivity analysis

An increase or decrease of 1.0% in all variable interest rate debt would, all else being equal, have an effect of $1,581 (three months ended June 30, 2015 - $1,443) on the Company's interim consolidated financial results for the three months ended June 30, 2016 and $3,082 for the six months ended June 30, 2016 (six months ended June 30, 2015 - $2,874).

(d) Currency risk

Currency risk refers to the risk that the value of the financial instruments or cash flows associated with the instruments will fluctuate due to changes in the foreign exchange rates. The Company undertakes revenue and purchase transactions in foreign currencies, and therefore is subject to gains and losses due to fluctuations in foreign currency exchange rates. The Company's foreign exchange risk management includes the use of foreign currency forward contracts to fix the exchange rates on certain foreign currency exposures.

At June 30, 2016, the Company had committed to the following foreign exchange contracts:

Currency	Amount of U.S. dollars	Weighted average exchange rate of U.S. dollars	Maximum period in months
Buy Euro	$ 9,812	0.9020	1
Buy Mexican Peso	$ 3,400	17.6469	1

Currency	Amount of U.S. dollars	Weighted average exchange rate of U.S. dollars	Maximum period in months
Sell Canadian Dollars	$ 21,000	1.3040	1

(in thousands of Canadian dollars, except per share amounts) (unaudited)

The aggregate value of these forward contracts as at June 30, 2016 was a pre-tax loss of $916 and was recorded in trade and other payables (December 31, 2015 - loss of $134 and was recorded in trade and other payables).

The Company's exposure to foreign currency risk reported in the foreign currency was as follows:

June 30, 2016		USD		EURO		PESO		BRL		CNY
Trade and other receivables	$	327,286	€	70,487	$	46,531	R$	15,531	¥	92,120
Trade and other payables		(352,960)		(81,554)		(114,387)		(20,746)		(72,945)
Long term debt		(327,285)		(40,509)		-		(563)		-
	$	(352,959)	€	(51,576)	$	(67,856)	R$	(5,778)	¥	19,175

December 31, 2015		USD		EURO		PESO		BRL		CNY
Trade and other receivables	$	298,727	€	60,643	$	29,467	R$	10,964	¥	133,003
Trade and other payables		(341,419)		(83,303)		(168,509)		(17,890)		(90,216)
Long term debt		(275,714)		(43,381)		-		(633)		-
	$	(318,406)	€	(66,041)	$	(139,042)	R$	(7,559)	¥	42,787

The following summary illustrates the fluctuations in the exchange rates applied during the three and six months ended June 30, 2016 and 2015:

	Average rate		Average rate		Closing rate	
	Three months ended June 30, 2016	Three months ended June 30, 2015	Six months ended June 30, 2016	Six months ended June 30, 2015	June 30, 2016	December 31, 2015
USD	1.3009	1.2374	1.3453	1.2213	1.2917	1.3840
EURO	1.4634	1.3520	1.4920	1.3839	1.4331	1.5029
PESO	0.0730	0.0812	0.0755	0.0815	0.0706	0.0805
BRL	0.3610	0.4023	0.3559	0.4245	0.4065	0.3494
CNY	0.1999	0.1991	0.2065	0.1964	0.1957	0.2131

Sensitivity analysis

The Company does not have significant foreign currency exposure based on each subsidiary's functional currency. However a 10% strengthening of the Canadian dollar against the following currencies at June 30, would give rise to a translation risk on net income and would have increased (decreased) equity, profit or loss and comprehensive income for the three and six months ended June 30, 2016 by the amounts shown below, assuming all other variables remain constant:

		Three months ended June 30, 2016		Three months ended June 30, 2015		Six months ended June 30, 2016		Six months ended June 30, 2015
USD	$	1,155	$	(1,931)	$	(1,323)	$	(3,706)
EURO		(813)		(872)		(1,581)		(1,569)
BRL		183		88		372		193
CNY		-		205		51		335
	$	525	$	(2,510)	$	(2,481)	$	(4,747)

A weakening of the Canadian dollar against the above currencies at June 30 would have had the equal but opposite effect on the above currencies to the amounts shown above, on the basis that all other variables remain constant.

(e) Capital risk management

The Company's objectives in managing capital are to ensure sufficient liquidity to pursue its strategy of organic growth combined with complementary acquisitions and to provide returns to its shareholders. The Company defines capital that it manages as the aggregate of its equity, which is comprised of issued capital, contributed surplus, accumulated other comprehensive income and accumulated deficit, and debt.

The Company manages its capital structure and makes adjustments in light of general economic conditions, the risk characteristics of the underlying assets and the Company's working capital requirements. In order to maintain or adjust its capital structure, the Company, upon approval from its Board of Directors, may issue or repay long term debt, issue shares, repurchase shares, or undertake other activities as deemed appropriate under the specific circumstances. The Board of Directors reviews and approves any material transactions out of the ordinary course of business, including proposals on acquisitions or other major investments or divestitures, as well as annual capital and operating budgets.

In addition to debt and equity the Company may use operating leases as additional sources of financing. The Company monitors debt leverage ratios as part of the management of liquidity and shareholders' return and to sustain future development of the business. The Company is not subject to externally imposed capital requirements and its overall strategy with respect to capital risk management remains unchanged from the prior year.

16. CONTINGENCIES

Contingencies

The Company has contingent liabilities relating to legal and tax proceedings arising in the normal course of its business. Known claims and litigation involving the Company or its subsidiaries were reviewed at the end of the reporting period. Based on the advice of legal counsel, all necessary provisions have been made to cover the related risks. Although the outcome of the proceedings in progress cannot be predicted, the Company does not believe they will have a material impact on the Company's consolidated financial position. However, new proceedings may be initiated against the Company as a result of facts or circumstances unknown at the date of this report or for which the risk cannot yet be determined or quantified. Such proceedings could have a significant adverse impact on the Company's financial results.

Tax contingency

The Company's subsidiary in Brazil, Martinrea Honsel Brazil Fundicao e comercio de Pecas em Alumino Ltda., is currently being assessed by the State of Sao Paulo's tax authorities for certain historical value added tax ("VAT") credits claimed on aluminum purchases from certain local suppliers that occurred prior to the acquisition of the Brazil subsidiary in 2011. The taxation system and regulatory environment in Brazil is characterized by numerous indirect taxes and frequently changing legislation subject to various interpretations by the various Brazilian regulatory authorities who are empowered to impose significant fines, penalties and interest charges. The basis for the assessments stems from the classification of aluminum purchases, the registration status of the aluminum suppliers in question and the differing treatments between manufactured and unmanufactured aluminum for VAT purposes. The potential exposure under these assessments, based on the notices issued by the tax authorities, is approximately $76,698 (BRL $188,678) including interest and penalties to June 30, 2016 (December 31, 2015 - $62,157 or BRL $177,898). The Company has sought external legal advice and believes that it has complied, in all material respects, with the relevant legislation and will vigorously defend against the assessments. The Company may be required to present guarantees totaling $54,534 at some point through a pledge of assets, bank letter of credits or cash deposit. 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.

17. GUARANTEES

The Company is a guarantor under a tooling financing program. The tooling financing program involves a third party that provides tooling suppliers with financing subject to a Company guarantee. Payments from the third party to the tooling supplier are approved by the Company prior to the funds being advanced. The amounts loaned to the tooling suppliers through this financing arrangement do not appear on the Company's consolidated balance sheet. At June 30, 2016, the amount of the program financing was $80,675 (December 31, 2015 - $85,514) representing the maximum amount of undiscounted future payments the Company could be required to make under the guarantee.

The Company would be required to perform under the guarantee in cases where a tooling supplier could not meet its obligations to the third party. Since the amount advanced to the tooling supplier is required to be repaid generally when the Company receives reimbursement from the final customer, and at this point the Company will in turn repay the tooling supplier, the Company views the likelihood of the tooling supplier default as remote. No such defaults occurred during 2016 year-to-date or 2015. Moreover, if such an instance were to occur, the Company would obtain the tooling inventory as collateral. The term of the guarantee will vary from program to program, but typically ranges from six to eighteen months.

MARTINREA INTERNATIONAL INC.

Website: www.martinrea.com
Investor Information: investor@martinrea.com