



Magna International Inc.

**Management's Discussion and Analysis of Results
of Operations and Financial Position**

**for the three months
ended June 30, 2024**

MAGNA INTERNATIONAL INC.

Management's Discussion and Analysis of Results of Operations and Financial Position

Unless otherwise noted, all amounts in this Management's Discussion and Analysis of Results of Operations and Financial Position ["MD&A"] are in U.S. dollars and all tabular amounts are in millions of U.S. dollars, except per share figures, which are in U.S. dollars. When we use the terms "we", "us", "our" or "Magna", we are referring to Magna International Inc. and its subsidiaries and jointly controlled entities, unless the context otherwise requires.

This MD&A should be read in conjunction with the unaudited interim consolidated financial statements for the three and six months ended June 30, 2024 included in this Quarterly Report, and the audited consolidated financial statements and MD&A for the year ended December 31, 2023 included in our 2023 Annual Report to Shareholders.

This MD&A may contain statements that are forward looking. Refer to the "Forward-Looking Statements" section in this MD&A for a more detailed discussion of our use of forward-looking statements.

This MD&A has been prepared as at August 1, 2024.

HIGHLIGHTS

Comparing the second quarters of 2024 and 2023:

- Global light vehicle production increased 2%, driven by 6% and 1% higher production in China and North America, respectively, offset by a decline of 5% in Europe.
- Total sales were substantially unchanged at \$11.0 billion, reflecting the acquisition of Veoneer Active Safety ["Veoneer AS"] in 2023 and the launch of new programs, offset by lower complete vehicle assembly volumes and the net weakening of foreign currencies against the U.S. dollar.
- Diluted earnings per share were \$1.09, compared to \$1.18 in the second quarter of 2023. Adjusted diluted earnings per share⁽¹⁾ were \$1.35, compared to \$1.54 in the second quarter of 2023. These decreases reflected reduced earnings on reduced complete vehicle sales, higher warranty costs, lower equity income, higher restructuring costs and higher interest expense, partially offset by higher net commercial resolutions and the benefits of our operational excellence activities.
- Cash from operating activities increased \$189 million to \$736 million.

In addition, in the second quarter of 2024 we:

- Paid dividends of \$134 million;
- Raised Cdn\$450 million in the form of Senior Notes;
- Completed the acquisition of HE System Electronic, a supplier of inverter power modules, for \$51 million; and
- Were awarded reconfigurable seating business, utilizing our long-rail technology, with a China-based OEM.

OVERVIEW

OUR BUSINESS⁽²⁾

Magna is more than one of the world's largest suppliers in the automotive space. We are a mobility technology company built to innovate, with a global, entrepreneurial-minded team of over 177,000⁽³⁾ employees across 345 manufacturing operations and 105 product development, engineering and sales centres spanning 28 countries. With 65+ years of expertise, our ecosystem of interconnected products combined with our complete vehicle expertise uniquely positions us to advance mobility in an expanded transportation landscape. For further information about Magna (NYSE:MGA; TSX:MG), please visit www.magna.com or follow us on social.

¹ Adjusted diluted earnings per share is a Non-GAAP financial measure. Refer to the section "Use of Non-GAAP Measures".

² Manufacturing operations, product development, engineering and sales centres include certain operations accounted for under the equity method.

³ Number of employees includes over 165,000 employees at our wholly owned or controlled entities and over 12,000 employees at operations accounted for under the equity method.

INDUSTRY TRENDS & RISKS

Our operating results are primarily dependent on the levels of North American, European, and Chinese car and light truck production by our customers. While we supply systems and components to every major original equipment manufacturer ["OEM"], we do not supply systems and components for every vehicle, nor is the value of our content consistent from one vehicle to the next. As a result, customer and program mix relative to market trends, as well as the value of our content on specific vehicle production programs, are also important drivers of our results.

Ordinarily, OEM production volumes are aligned with vehicle sales levels and thus affected by changes in such levels. Aside from vehicle sales levels, production volumes are typically impacted by a range of factors, including: labour disruptions; free trade arrangements and tariffs; relative currency values; commodities prices; supply chains and infrastructure; availability and relative cost of skilled labour; regulatory frameworks; and other factors.

Overall vehicle sales levels are significantly affected by changes in consumer confidence levels, which may in turn be impacted by consumer perceptions and general trends related to the job, housing, and stock markets, as well as other macroeconomic and political factors. Other factors which typically impact vehicle sales levels and thus production volumes include: vehicle affordability; interest rates and/or availability of credit; fuel and energy prices; relative currency values; uncertainty as to consumer acceptance of EVs; government subsidies to consumers for the purchase of low- and zero-emission vehicles; and other factors.

While the foregoing economic, political, and other factors are part of the general context in which the global automotive industry operates, there are a number of significant industry trends that are shaping the future of the industry and creating opportunities and risks for automotive suppliers. We continue to implement a business strategy which is rooted in our best assessment as to the rate and direction of change in the automotive industry, including with respect to trends related to vehicle electrification, advanced driver assistance systems, connectivity, as well as future mobility business models. Our short and medium-term operational success, as well as our ability to create long-term value through our business strategy, are subject to a number of risks and uncertainties. Significant industry trends, our business strategy, and the major risks we face, are discussed in our Annual Information Form ["AIF"] and Annual Report on Form 40-F ["Form 40-F"] in respect of the year ended December 31, 2023, together with subsequent filings. Those industry trends and risk factors remain substantially unchanged in respect of the second quarter ended June 30, 2024, except as follows:

- **Program Cancellations, Deferrals and Reductions in Production Volumes:** We continue to see OEMs (primarily in North America) cancelling or deferring future EV programs, and/or reducing production volumes for current programs as the expected rate of EV sales growth slows. In China, we are seeing a trend with respect to cancellation and insourcing of advanced driver assistance systems ["ADAS"] programs. The cancellation, deferral or insourcing of current or future programs may adversely affect our ability to execute our strategy.

To the extent current production programs are cancelled or production volumes reduced, our sales for 2024 and future years of such programs may be adversely impacted. Additionally, we may be unable to recover various pre-production, engineering, dedicated program capital and other costs incurred in advance of production, or to recover them within the timeframe initially contemplated in our business plan. We may also experience production inefficiencies, including as a result of unutilized or underutilized production capacity and/or disruptions to our workforce plans at facilities affected by the cancellation of, or reduction of production volumes for, current programs. The failure to secure commercial recoveries from customers to offset such costs and other operating inefficiencies may have a material adverse effect on our profitability.

- **Fisker Bankruptcy:** On May 7, 2024, Fisker GmbH ["Fisker Austria"] filed for bankruptcy protection in Austria, and on June 17, 2024, its parent company, Fisker Inc. ["Fisker"] filed for Chapter 11 bankruptcy protection in the U.S. Although production of the Fisker Ocean SUV in our Graz, Austria, complete vehicle manufacturing facility was suspended early in 2024, our manufacturing agreement with Fisker remains in effect as a result of the automatic stays of actions against Fisker in the U.S. and Austria. There is no certainty regarding the overall timing and outcome of the bankruptcy proceedings, including as to the prospects for successful reorganization of Fisker's debts, its ability to resume business, validity of payments received from Fisker prior to its bankruptcy filings, or otherwise. We have assumed that production of the Fisker Ocean will not resume. Such lost production has had a material adverse effect on our sales for 2024 and future years of the program.
- **Complete Vehicle Assembly Business:** Magna's complete vehicle assembly business in Graz, Austria is experiencing uncertainty due to the bankruptcy of Fisker; the planned end of production of the Jaguar E-Pace, Jaguar I-Pace, BMW Z4, and Toyota Supra; and INEOS' decision to not proceed with the Fusilier program. While this uncertainty is occurring at a time of vehicle production overcapacity in Europe and China, recent European Union tariffs on imported Chinese-made EVs could create opportunities for contract assembly. Although restructuring activities are in place to mitigate the impact of lost production, failure to secure new complete vehicle assembly programs with sufficient volumes and margins to offset discontinued programs could have a material adverse effect on our sales and profitability.

USE OF NON-GAAP FINANCIAL MEASURES

In addition to results presented in accordance with accounting principles generally accepted in the United States of America ["U.S. GAAP"], this report includes the use of Adjusted earnings before interest and taxes ["Adjusted EBIT"], Adjusted EBIT as a percentage of sales, Adjusted diluted earnings per share, and Adjusted Return on Invested Capital [collectively, the "Non-GAAP Measures"]. We believe these Non-GAAP financial measures provide additional information that is useful to investors in understanding our underlying performance and trends through the same financial measures employed by our management. Readers should be aware that Non-GAAP Measures have no standardized meaning under U.S. GAAP and accordingly may not be comparable to the calculation of similar measures by other companies. We believe that Adjusted EBIT, Adjusted EBIT as a percentage of sales, Adjusted diluted earnings per share and Adjusted Return on Invested Capital provide useful information to our investors for measuring our operational performance as they exclude certain items that are not reflective of ongoing operating profit and facilitate a comparison with prior periods. The presentation of any Non-GAAP Measures should not be considered in isolation or as a substitute for our related financial results prepared in accordance with U.S. GAAP. Non-GAAP financial measures are presented together with the most directly comparable U.S. GAAP financial measure, and a reconciliation to the most directly comparable U.S. GAAP financial measure, can be found in the "Non-GAAP Financial Measures Reconciliation" section of this MD&A.

RESULTS OF OPERATIONS

AVERAGE FOREIGN EXCHANGE

	For the three months ended June 30,			For the six months ended June 30,		
	2024	2023	Change	2024	2023	Change
1 Canadian dollar equals U.S. dollars	0.731	0.745	- 2%	0.736	0.743	- 1%
1 euro equals U.S. dollars	1.076	1.089	- 1%	1.081	1.081	—
1 Chinese renminbi equals U.S. dollars	0.138	0.143	- 3%	0.139	0.144	- 3%

The preceding table reflects the average foreign exchange rates between the most common currencies in which we conduct business and our U.S. dollar reporting currency.

The results of operations for which the functional currency is not the U.S. dollar are translated into U.S. dollars using the average exchange rates for the relevant period. Throughout this MD&A, reference is made to the impact of translation of foreign operations on reported U.S. dollar amounts where relevant.

Our results can also be affected by the impact of movements in exchange rates on foreign currency transactions (such as raw material purchases or sales denominated in foreign currencies). However, as a result of hedging programs employed by us, foreign currency transactions in the current period have not been fully impacted by movements in exchange rates. We record foreign currency transactions at the hedged rate where applicable.

Finally, foreign exchange gains and losses on revaluation and/or settlement of monetary items denominated in a currency other than an operation's functional currency impact reported results. These gains and losses are recorded in selling, general and administrative expense.

LIGHT VEHICLE PRODUCTION VOLUMES

Our operating results are mostly dependent on light vehicle production in the regions reflected in the table below:

Light Vehicle Production Volumes (thousands of units)

	For the three months ended June 30,			For the six months ended June 30,		
	2024	2023	Change	2024	2023	Change
North America	4,133	4,080	+ 1%	8,113	7,964	+ 2%
Europe	4,421	4,637	- 5%	8,823	9,255	- 5%
China	7,186	6,803	+ 6%	13,583	12,745	+ 7%
Other	6,933	6,709	+ 3%	13,760	13,664	+ 1%
Global	22,673	22,229	+ 2%	44,279	43,628	+ 1%

RESULTS OF OPERATIONS – FOR THE THREE MONTHS ENDED JUNE 30, 2024

SALES



Sales were substantially unchanged at \$10.96 billion for the second quarter of 2024 compared to \$10.98 billion for the second quarter of 2023. Factors decreasing sales include:

- the end of production of certain programs;
- lower complete vehicle assembly volumes, including the end of production of the BMW 5-Series;
- the net weakening of foreign currencies against the U.S. dollar, which decreased reported U.S. dollar sales by \$118 million; and
- net customer price concessions subsequent to the second quarter of 2023.

These factors were partially offset by:

- higher global light vehicle production;
- the launch of new programs during or subsequent to the second quarter of 2023;
- acquisitions, net of divestitures, during or subsequent to the second quarter of 2023, which increased sales by \$251 million; and
- customer price increases to recover certain higher production input costs.

COST OF GOODS SOLD

	For the three months ended June 30,		Change
	2024	2023	
Material	\$ 6,657	\$ 6,802	\$ (145)
Direct labour	819	820	(1)
Overhead	2,018	1,922	96
Cost of goods sold	\$ 9,494	\$ 9,544	\$ (50)

Cost of goods sold decreased \$50 million to \$9.49 billion for the second quarter of 2024 compared to \$9.54 billion for the second quarter of 2023, primarily due to:

- a decrease in material and direct labour costs associated with lower sales in our Complete Vehicles segment, which has a higher material content compared to our consolidated average;
- the net weakening of foreign currencies against the U.S. dollar, which decreased reported U.S. dollar cost of goods sold by \$102 million;
- commercial items in the second quarters of 2024 and 2023, which had a net favourable impact on a year over year basis;
- the impact of operational excellence and cost initiatives; and
- lower net engineering costs, including spending related to our electrification and active safety businesses.

These factors were partially offset by:

- acquisitions, net of divestitures, during or subsequent to the second quarter of 2023;
- higher net production input costs, including for labour and certain commodities;
- higher material, direct labour and overhead associated with higher production sales; and
- an increase in net warranty costs of \$34 million.

DEPRECIATION

Depreciation increased \$20 million to \$373 million for the second quarter of 2024 compared to \$353 million for the second quarter of 2023 primarily due to acquisitions, net of divestitures, during or subsequent to the second quarter of 2023, and increased capital deployed at new and existing facilities including to support the launch of programs subsequent to the second quarter of 2023. These factors were partially offset by the end of production of certain programs and the net weakening of foreign currencies against the U.S. dollar, which decreased depreciation by \$4 million.

AMORTIZATION OF ACQUIRED INTANGIBLE ASSETS

Amortization of acquired intangible assets increased \$15 million to \$28 million for the second quarter of 2024 compared to \$13 million for the second quarter of 2023 primarily due to the acquisition of Veoneer AS during the second quarter of 2023.

SELLING, GENERAL AND ADMINISTRATIVE ["SG&A"]

SG&A expense increased \$18 million to \$523 million for the second quarter of 2024 compared to \$505 million for the second quarter of 2023, primarily as a result of:

- a \$33 million unfavourable impact of foreign exchange losses in the second quarter of 2024 compared to foreign exchange gains in the second quarter of 2023 related to the re-measurement of net deferred tax assets that are maintained in a currency other than their functional currency;
- higher labour and benefit costs;
- acquisitions, net of divestitures, during or subsequent to the second quarter of 2023; and
- higher pre-operating costs incurred at new facilities.

These factors were partially offset by:

- a gain on sale of assets in the second quarter of 2024 compared to a loss on sale of assets during the second quarter of 2023;
- an unfavourable commercial item in the second quarter of 2023; and
- lower incentive compensation and employee profit sharing.

INTEREST EXPENSE, NET

During the second quarter of 2024, we recorded net interest expense of \$54 million compared to \$34 million for the second quarter of 2023. The \$20 million increase is primarily a result of interest expense on higher short-term borrowings, the Term Loan entered into during the second quarter of 2023, the \$400 million of Senior Notes issued during the first quarter of 2024 and the CAD\$450 million of Senior Notes issued during the second quarter of 2024. These factors were partially offset by a \$569 million repayment of Senior Notes during the fourth quarter of 2023 and a \$750 million repayment of Senior Notes during the second quarter of 2024.

EQUITY INCOME

Equity income decreased \$27 million to \$9 million for the second quarter of 2024 compared to \$36 million for the second quarter of 2023, primarily as a result of reduced earnings due to unfavourable product mix at a certain equity-accounted facility. In addition, equity income decreased due to higher launch costs at certain facilities, a divestiture subsequent to the second quarter of 2023, and reduced earnings due to lower sales at certain equity-accounted entities. These factors were partially offset by commercial items in the second quarters of 2024 and 2023, which had a net favourable impact on a year over year basis.

OTHER EXPENSE, NET

	For the three months ended June 30,	
	2024	2023
Restructuring activities ⁽¹⁾	\$ 55	\$ (35)
Impairments and restructuring related to Fisker Inc. ["Fisker"] ⁽²⁾	19	—
Investments ⁽³⁾	3	98
Gain on business combination ⁽⁴⁾	(9)	—
Veoneer AS transaction costs ⁽⁵⁾	—	23
	\$ 68	\$ 86

(1) Restructuring activities

	For the three months ended June 30,	
	2024	2023
Power & Vision ⁽ⁱ⁾	\$ 55	\$ (44)
Body Exteriors & Structures	—	9
Other expense, net	55	(35)
Tax effect	(10)	9
Net loss attributable to Magna	\$ 45	\$ (26)

⁽ⁱ⁾ During the second quarter of 2024, we recorded \$35 million of restructuring charges associated with our acquisition of Veoneer AS, and \$20 million of restructuring charges related to plant closures in our Power & Vision segment. During the second quarter of 2023, our Power & Vision segment reversed \$39 million of charges due to a change in the restructuring plans related to a plant closure, and recorded a \$10 million gain on the sale of two buildings as a result of restructuring activities.

(2) Impairments and restructuring related to Fisker

We recognized impairment charges on our Fisker related assets in the first and second quarters of 2024, as well as restructuring charges in the first quarter of 2024. During the second quarter of 2024, Fisker filed for Chapter 11 bankruptcy protection and consequently received an automatic stay of creditor actions under bankruptcy protection laws in both Austria and the U.S.

Impairment of Fisker related assets

During the first quarter of 2024, we recorded a \$261 million [\$205 million after tax] impairment charge on our Fisker related assets including production receivables, inventory, fixed assets and other capitalized expenditures.

We recorded an additional \$19 million [\$15 million after tax] of charges in the second quarter of 2024 in connection with purchase obligations related to the Fisker program.

The following table summarizes the net asset impairments for the six months ended June 30, 2024 by segment:

	Body Exteriors & Structures	Power & Vision	Seating Systems	Complete Vehicles	Total
Accounts receivable	\$ 3	\$ 4	\$ 2	\$ 14	\$ 23
Inventories	5	47	8	2	62
Other assets, net	—	54	—	90	144
Fixed assets, net	1	49	5	3	58
Other accrued liabilities	(5)	—	6	(10)	(9)
Operating lease right-of-use assets	1	—	1	—	2
	\$ 5	\$ 154	\$ 22	\$ 99	\$ 280

We continue to be exposed to risk related to third-party obligations of approximately \$40 million in connection with manufacturing of the Fisker Ocean SUV.

Impairment of Fisker warrants

Fisker issued approximately 19.5 million penny warrants to us to purchase common stock in connection with our agreements with Fisker for platform sharing, engineering and manufacturing of the Fisker Ocean SUV. These warrants vested during 2021 and 2022 based on specified milestones and were marked to market each quarter.

During the first quarter of 2024, we recorded a \$33 million [\$25 million after tax] impairment charge on these warrants reducing the value of the warrants to nil.

When the warrants were issued and the vesting provisions realized, we recorded offsetting amounts to deferred revenue within other accrued liabilities and other long-term liabilities. Portions of this deferred revenue were recognized in income as performance obligations were satisfied. The unamortized amount of this deferred revenue as of June 30, 2024 was approximately \$195 million, and will be recognized in income as performance obligations are satisfied or upon termination of the agreement for manufacturing of the Fisker Ocean SUV. The automatic stay prevented the termination of the Fisker Ocean manufacturing agreement during the second quarter of 2024 and delays the realization of deferred revenue pending conclusion of Fisker's bankruptcy proceedings.

Restructuring

In the first quarter of 2024, we recorded restructuring of \$22 million [\$17 million after tax] in our Complete Vehicles segment in connection with its Fisker related assembly operations.

(3) Investments

	For the three months ended June 30,	
	2024	2023
Revaluation of public and private equity investments	\$ 2	\$ —
Revaluation of public company warrants	1	13
Non-cash impairment charge ⁽ⁱⁱ⁾	—	85
Other expense, net	3	98
Tax effect	(1)	(3)
Net loss attributable to Magna	\$ 2	\$ 95

⁽ⁱⁱ⁾ The non-cash impairment charge relates to impairment of a private equity investment and related long-term receivables within Other assets.

(4) Gain on business combination

During the second quarter of 2024, we acquired a business in our Body Exteriors & Structures segment for \$5 million, which resulted in a bargain purchase gain of \$9 million [\$9 million after tax].

(5) Veoneer AS transaction costs

During 2023, we incurred \$23 million [\$22 million after tax] of transaction costs relating to our acquisition of Veoneer AS. Refer to Note 5, "Business Combinations" of our unaudited interim consolidated financial statements for the three and six months ended June 30, 2024.

INCOME FROM OPERATIONS BEFORE INCOME TAXES

Income from operations before income taxes was \$427 million for the second quarter of 2024 compared to \$483 million for the second quarter of 2023. This \$56 million decrease is a result of the following changes, each as discussed above:

	For the three months ended June 30,		Change
	2024	2023	
Sales	\$ 10,958	\$ 10,982	\$ (24)
Costs and expenses			
Cost of goods sold	9,494	9,544	(50)
Depreciation	373	353	20
Amortization of acquired intangible assets	28	13	15
Selling, general and administrative	523	505	18
Interest expense, net	54	34	20
Equity income	(9)	(36)	27
Other expense, net	68	86	(18)
Income from operations before income taxes	\$ 427	\$ 483	\$ (56)

INCOME TAXES

	For the three months ended June 30,			
	2024		2023	
Income Taxes as reported	\$ 99	23.2%	\$ 129	26.7%
Tax effect on Other expense, net and Amortization of acquired intangible assets	20	(0.4)	(3)	(5.1)
	\$ 119	22.8%	\$ 126	21.6%

Excluding the tax effect on Other expense, net and Amortization of acquired intangible assets, our effective income tax rate increased to 22.8% for the second quarter of 2024 compared to 21.6% for the second quarter of 2023 primarily due to unfavourable foreign exchange adjustments recognized for U.S. GAAP purposes and lower utilization of losses previously not benefited in Europe. These factors were partially offset by higher favourable changes in our reserves for uncertain tax positions and higher non-taxable items.

INCOME ATTRIBUTABLE TO NON-CONTROLLING INTERESTS

Income attributable to non-controlling interests was \$15 million for the second quarters of 2024 and 2023.

NET INCOME ATTRIBUTABLE TO MAGNA INTERNATIONAL INC.

Net income attributable to Magna International Inc. was \$313 million for the second quarter of 2024 compared to \$339 million for the second quarter of 2023. This \$26 million decrease was as a result of a decrease in income from operations before income taxes of \$56 million partially offset by a decrease in income taxes of \$30 million.

EARNINGS PER SHARE



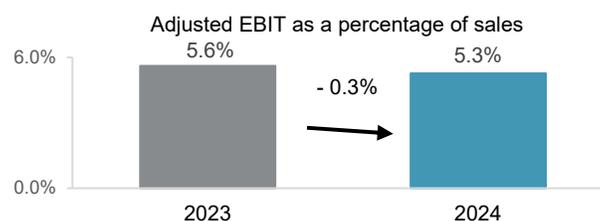
	For the three months ended June 30,		Change
	2024	2023	
Earnings per Common Share			
Basic	\$ 1.09	\$ 1.18	- 8%
Diluted	\$ 1.09	\$ 1.18	- 8%
Weighted average number of Common Shares outstanding (millions)			
Basic	287.3	286.2	—
Diluted	287.3	286.3	—
Adjusted diluted earnings per share	\$ 1.35	\$ 1.54	- 12%

Diluted earnings per share was \$1.09 for the second quarter of 2024 compared to diluted earnings per share of \$1.18 for the second quarter of 2023. The \$0.09 decrease was as a result of lower net income attributable to Magna International Inc., as discussed above.

Other expense, net, and the Amortization of acquired intangible assets, each after tax, negatively impacted diluted earnings per share by \$0.26 in the second quarter of 2024 and \$0.36 in the second quarter of 2023, respectively. Adjusted diluted earnings per share, as reconciled in the "Non-GAAP Financial Measures Reconciliation" section, was \$1.35 for the second quarter of 2024 compared to \$1.54 for the second quarter of 2023, a decrease of \$0.19.

NON-GAAP PERFORMANCE MEASURES – FOR THE THREE MONTHS ENDED JUNE 30, 2024

ADJUSTED EBIT AS A PERCENTAGE OF SALES



The table below shows the change in Magna's Sales and Adjusted EBIT by segment and the impact each segment's changes had on Magna's Adjusted EBIT as a percentage of sales for the second quarter of 2024 compared to the second quarter of 2023:

	Sales	Adjusted EBIT	Adjusted EBIT as a percentage of sales
Second quarter of 2023	\$ 10,982	\$ 616	5.6%
Increase (decrease) related to:			
Body Exteriors & Structures	(75)	(53)	- 0.4%
Power & Vision	464	74	+ 0.4%
Seating Systems	(148)	(14)	—
Complete Vehicles	(284)	(14)	—
Corporate and Other	19	(32)	- 0.3%
Second quarter of 2024	\$ 10,958	\$ 577	5.3%

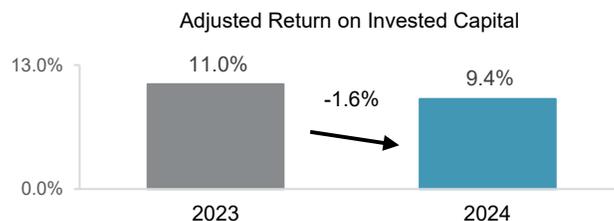
Adjusted EBIT as a percentage of sales decreased to 5.3% for the second quarter of 2024 compared to 5.6% for the second quarter of 2023 primarily due to:

- higher net warranty costs;
- an unfavourable impact of foreign exchange losses in the second quarter of 2024 compared to foreign exchange gains in the second quarter of 2023 related to the re-measurement of net deferred tax assets that are maintained in a currency other than their functional currency;
- acquisitions, net of divestitures, during or subsequent to the second quarter of 2023;
- reduced earnings on lower assembly volumes;
- lower equity income;
- higher restructuring costs;
- additional supply chain costs in the second quarter of 2024; and
- higher production input costs net of customer recoveries, including for labour.

These factors were partially offset by:

- commercial items in the second quarters of 2024 and 2023, which had a net favourable impact on a year over year basis;
- productivity and efficiency improvements, including lower costs at certain underperforming facilities;
- lower net engineering costs, including spending related to our electrification and active safety businesses;
- lower incentive compensation and employee profit sharing; and
- lower launch, engineering and other costs associated with assembly business.

ADJUSTED RETURN ON INVESTED CAPITAL



Adjusted Return on Invested Capital decreased to 9.4% for the second quarter of 2024 compared to 11.0% for the second quarter of 2023 as a result of a decrease in Adjusted After-tax operating profits and higher Average Invested Capital.

Average Invested Capital increased \$1.29 billion to \$18.88 billion for the second quarter of 2024 compared to \$17.59 billion for the second quarter of 2023, primarily due to:

- average investment in fixed assets in excess of average depreciation expense on fixed assets; and
- acquisitions, net of divestitures, during or subsequent to the second quarter of 2023.

These factors were partially offset by:

- impairments and restructuring related to Fisker during the first six months of 2024;
- the net weakening of foreign currencies against the U.S. dollar;
- a decrease in average operating assets and liabilities; and
- lower net investments in public and private equity companies and public company warrants.

SEGMENT ANALYSIS

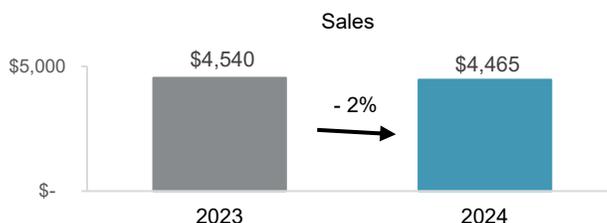
We are a global automotive supplier that has complete vehicle engineering and contract manufacturing expertise, as well as product capabilities which include body, chassis, exterior, seating, powertrain, active driver assistance, electronics, mechatronics, mirrors, lighting and roof systems. We also have electronic and software capabilities across many of these areas.

Our reporting segments are: Body Exteriors & Structures; Power & Vision; Seating Systems; and Complete Vehicles.

	For the three months ended June 30,					
	Sales			Adjusted EBIT		
	2024	2023	Change	2024	2023	Change
Body Exteriors & Structures	\$ 4,465	\$ 4,540	\$ (75)	\$ 341	\$ 394	\$ (53)
Power & Vision	3,926	3,462	464	198	124	74
Seating Systems	1,455	1,603	(148)	53	67	(14)
Complete Vehicles	1,242	1,526	(284)	20	34	(14)
Corporate and Other	(130)	(149)	19	(35)	(3)	(32)
Total reportable segments	\$ 10,958	\$ 10,982	\$ (24)	\$ 577	\$ 616	\$ (39)

BODY EXTERIORS & STRUCTURES

	For the three months ended June 30,		
	2024	2023	Change
Sales	\$ 4,465	\$ 4,540	\$ (75) - 2%
Adjusted EBIT	\$ 341	\$ 394	\$ (53) - 13%
Adjusted EBIT as a percentage of sales	7.6%	8.7%	- 1.1%



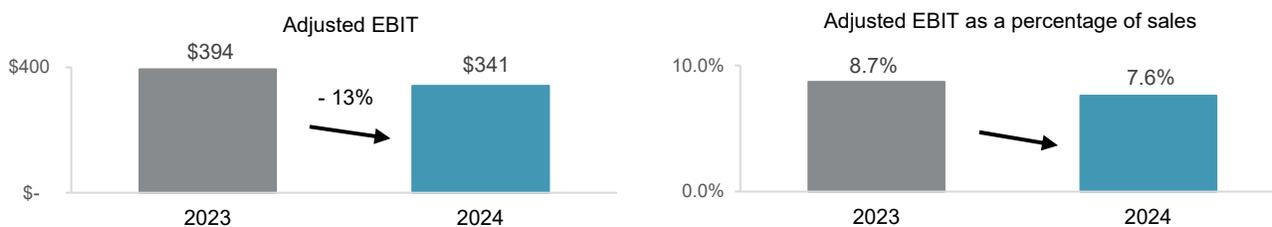
Sales – Body Exteriors & Structures

Sales decreased 2% or \$75 million to \$4.47 billion for the second quarter of 2024 compared to \$4.54 billion for the second quarter of 2023 primarily due to:

- the end of production of certain programs, including the:
 - Dodge Charger;
 - Chevrolet Bolt EV; and
 - Dodge Challenger;
- the net weakening of foreign currencies against the U.S. dollar, which decreased reported U.S. dollar sales by \$36 million;
- divestitures subsequent to the second quarter of 2023, which decreased sales by \$14 million; and
- net customer price concessions subsequent to the second quarter of 2023.

These factors were partially offset by:

- higher production on certain programs; and
- the launch of programs during or subsequent to the second quarter of 2023, including the:
 - Chevrolet Equinox and Blazer EV;
 - BMW 5-Series; and
 - Ford Mustang.



Adjusted EBIT and Adjusted EBIT as a percentage of sales – Body Exteriors & Structures

Adjusted EBIT decreased \$53 million to \$341 million for the second quarter of 2024 compared to \$394 million for the second quarter of 2023 and Adjusted EBIT as a percentage of sales decreased to 7.6% from 8.7%. These decreases were primarily due to:

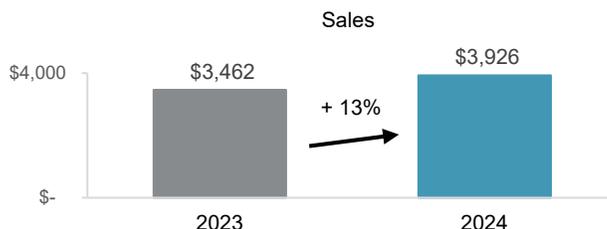
- higher production input costs net of customer recoveries, including for labour and certain commodities;
- reduced earnings on lower sales;
- additional supply chain costs in the second quarter of 2024;
- higher net warranty costs of \$11 million; and
- higher restructuring costs.

These factors were partially offset by:

- productivity and efficiency improvements, including lower costs at certain underperforming facilities; and
- lower pre-operating costs incurred at new facilities.

POWER & VISION

	For the three months ended June 30,		Change	
	2024	2023		
Sales	\$ 3,926	\$ 3,462	\$ 464	+ 13%
Adjusted EBIT	\$ 198	\$ 124	\$ 74	+ 60%
Adjusted EBIT as a percentage of sales	5.0%	3.6%		+ 1.4%



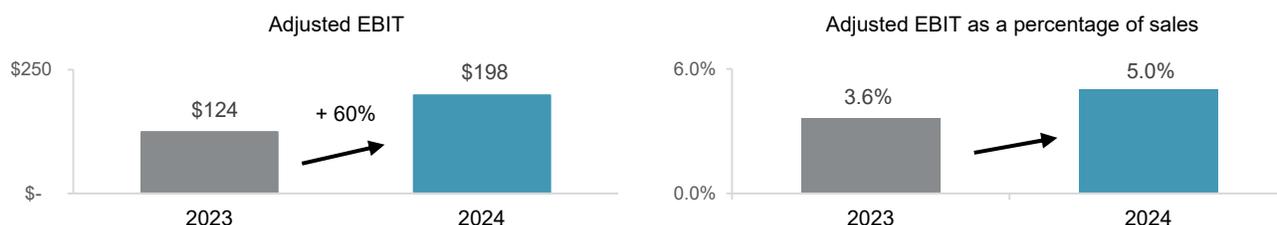
Sales – Power & Vision

Sales increased 13% or \$464 million to \$3.93 billion for the second quarter of 2024 compared to \$3.46 billion for the second quarter of 2023 primarily due to:

- acquisitions during or subsequent to the second quarter of 2023, which increased sales by \$265 million;
- the launch of programs during or subsequent to the second quarter of 2023, including the:
 - Chery Jetour Traveller;
 - BMW X1; and
 - Mercedes-Benz E-Class;
- higher production on certain programs; and
- customer price increases to recover certain higher production input costs.

These factors were partially offset by:

- the end of production of certain programs, including the:
 - Dodge Charger;
 - BMW 1-Series; and
 - Chevrolet Camaro;
- the net weakening of foreign currencies against the U.S. dollar, which decreased reported U.S. dollar sales by \$56 million; and
- net customer price concessions subsequent to the second quarter of 2023.



Adjusted EBIT and Adjusted EBIT as a percentage of sales – Power & Vision

Adjusted EBIT increased \$74 million to \$198 million for the second quarter of 2024 compared to \$124 million for the second quarter of 2023 and Adjusted EBIT as a percentage of sales increased to 5.0% from 3.6%. These increases were primarily due to:

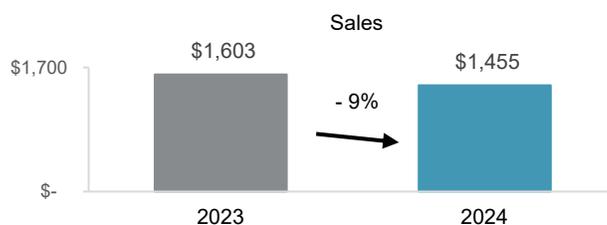
- commercial items in the second quarters of 2024 and 2023, which had a net favourable impact on a year over year basis;
- increase earnings on higher sales, including improved margins due to the impact of operational excellence and cost initiatives;
- lower net engineering costs, including spending related to our electrification and active safety businesses; and
- customer recoveries net of higher production input costs, including for certain commodities, energy and freight, partially offset by higher labour costs.

These factors were partially offset by:

- higher net warranty costs of \$23 million;
- lower equity income;
- higher restructuring costs;
- acquisitions during or subsequent to the second quarter of 2023; and
- higher launch costs.

SEATING SYSTEMS

	For the three months ended June 30,		Change
	2024	2023	
Sales	\$ 1,455	\$ 1,603	\$ (148) - 9%
Adjusted EBIT	\$ 53	\$ 67	\$ (14) - 21%
Adjusted EBIT as a percentage of sales	3.6%	4.2%	- 0.6%



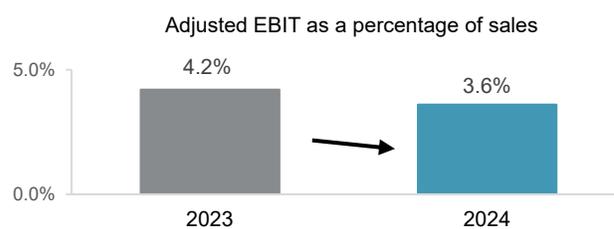
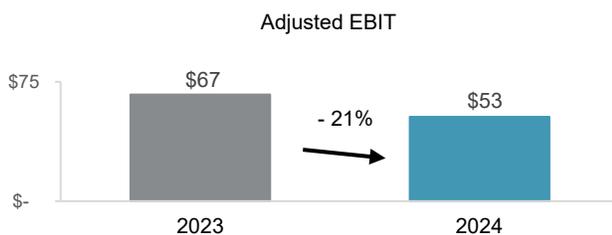
Sales – Seating Systems

Sales decreased 9% or \$148 million to \$1.46 billion for the second quarter of 2024 compared to \$1.60 billion for the second quarter of 2023 primarily due to:

- the end of production of certain programs; including the:
 - Chevrolet Bolt EV;
 - Skoda Superb; and
 - Lincoln Nautilus;
- the net weakening of foreign currencies against the U.S. dollar, which decreased reported U.S. dollar sales by \$13 million; and
- net customer price concessions subsequent to the second quarter of 2023.

These factors were partially offset by:

- higher production on certain programs; and
- the launch of programs during or subsequent to the second quarter of 2023, including the:
 - Mini Countryman;
 - Skoda Kodiaq; and
 - Lynk & Co 08.



Adjusted EBIT and Adjusted EBIT as a percentage of sales – Seating Systems

Adjusted EBIT decreased \$14 million to \$53 million for the second quarter of 2024 compared to \$67 million for the second quarter of 2023 and Adjusted EBIT as a percentage of sales decreased to 3.6% from 4.2%. These decreases were primarily due to:

- reduced earnings on lower sales; and
- commercial items in the second quarters of 2024 and 2023, which had a net unfavourable impact on a year over year basis.

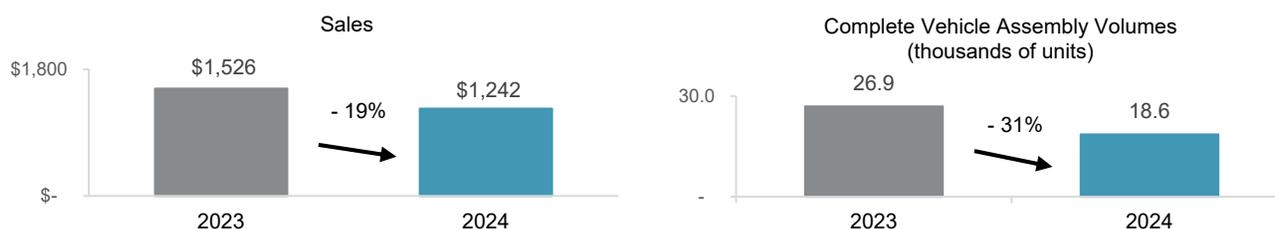
These factors were partially offset by:

- lower launch costs; and
- customer recoveries, net of higher production input costs primarily related to business in Argentina.

COMPLETE VEHICLES

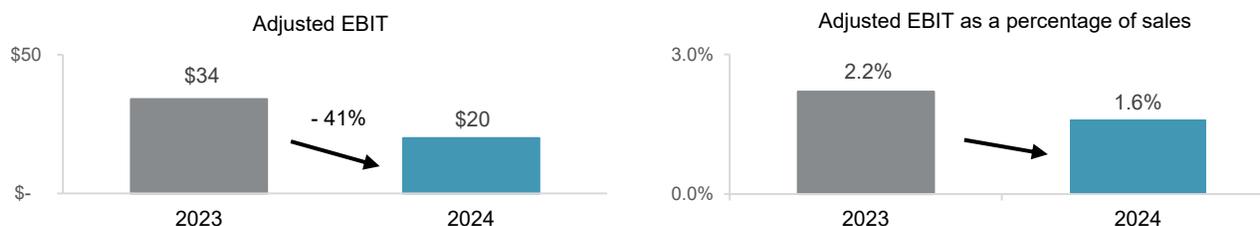
	For the three months ended June 30,		Change	
	2024	2023		
Complete Vehicle Assembly Volumes (thousands of units)⁽ⁱ⁾	18.6	26.9	(8.3)	- 31%
Sales	\$ 1,242	\$ 1,526	\$ (284)	- 19%
Adjusted EBIT	\$ 20	\$ 34	\$ (14)	- 41%
Adjusted EBIT as a percentage of sales	1.6%	2.2%		- 0.6%

(i) Vehicles produced at our Complete Vehicle operations are included in Europe Light Vehicle Production volumes.



Sales – Complete Vehicles

Sales decreased 19% or \$284 million to \$1.24 billion for the second quarter of 2024 compared to \$1.53 billion for the second quarter of 2023 and assembly volumes decreased 31%. The decrease in sales is substantially a result of lower assembly volumes, including the end of production of the BMW 5-Series, and a \$14 million decrease in reported U.S. dollar sales due to the weakening of the euro against the U.S. dollar.



Adjusted EBIT and Adjusted EBIT as a percentage of sales – Complete Vehicles

Adjusted EBIT decreased \$14 million to \$20 million for the second quarter of 2024 compared to \$34 million for the second quarter of 2023 and Adjusted EBIT as a percentage of sales decreased to 1.6% from 2.2%. These decreases were primarily due to reduced earnings on lower assembly volumes.

The negative impact of lower volumes was partially offset by commercial items in the second quarters of 2024 and 2023, which had a net favourable impact on a year over year basis and lower launch, engineering and other costs.

CORPORATE AND OTHER

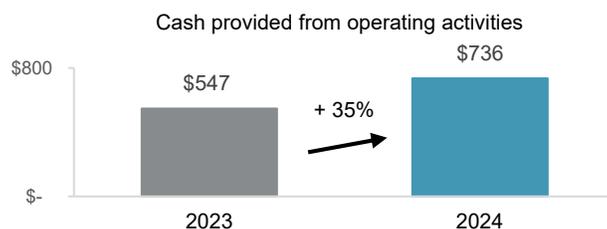
Adjusted EBIT was a loss of \$35 million for the second quarter of 2024 compared to a loss of \$3 million for the second quarter of 2023. The \$32 million decrease was primarily the result of:

- a \$33 million unfavourable impact of foreign exchange losses in the second quarter of 2024 compared to foreign exchange gains in the second quarter of 2023 related to the re-measurement of net deferred tax assets that are maintained in a currency other than their functional currency;
- increased investments in research, development and new mobility; and
- higher costs to accelerate our operational excellence initiatives.

These factors were partially offset by lower incentive and stock-based compensation.

FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES

OPERATING ACTIVITIES



	For the three months ended June 30,		Change
	2024	2023	
Net income	\$ 328	\$ 354	
Items not involving current cash flows	353	525	
	681	879	\$ (198)
Changes in operating assets and liabilities	55	(332)	387
Cash provided from operating activities	\$ 736	\$ 547	\$ 189

Cash provided from operating activities

Comparing the second quarter of 2024 to 2023, cash provided from operating activities increased \$189 million primarily as a result of:

- a \$458 million increase in cash received from customers; and
- a \$59 million decrease in cash taxes.

These factors were partially offset by:

- a \$136 million increase in cash paid for labour;
- a \$124 million increase in cash paid for materials and overhead;
- lower dividends received from equity investments of \$48 million; and
- a \$18 million increase in cash interest paid.

Changes in operating assets and liabilities

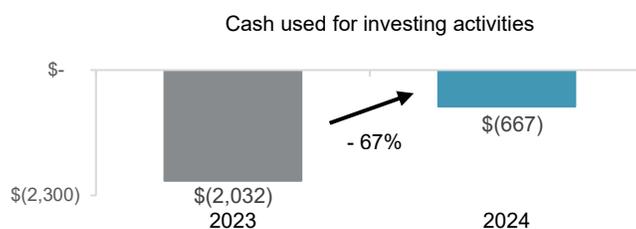
During the second quarter of 2024, we generated \$55 million from operating assets and liabilities primarily consisting of:

- a \$130 million decrease in production and other receivables;
- a \$59 million increase in other accrued liabilities;
- a \$58 million decrease in prepaids and other; and
- a \$21 million decrease in tooling investment for current and upcoming program launches.

These factors were partially offset by:

- a \$138 million decrease in accounts payable;
- a \$29 million decrease in taxes payable;
- a \$27 million increase in production inventory; and
- a \$15 million decrease in accrued wages and salaries.

INVESTING ACTIVITIES



	For the three months ended June 30,		Change
	2024	2023	
Fixed asset additions	\$ (500)	\$ (502)	
Increase in investments, other assets and intangible assets	(170)	(96)	
Decrease (increase) in public and private equity investments	2	(3)	
Proceeds from dispositions	57	44	
Acquisitions	(56)	(1,475)	
Cash used for investing activities	\$ (667)	\$ (2,032)	\$ 1,365

Cash used for investing activities in the second quarter of 2024 was \$1.37 billion lower compared to the second quarter of 2023. The change between the second quarter of 2024 and the second quarter of 2023 was primarily due to the acquisition of Veoneer AS during the second quarter of 2023. This factor was partially offset by a \$74 million increase of cash used for investments, other assets and intangible assets and the acquisition of HE System Electronic during the second quarter of 2024.

FINANCING ACTIVITIES

	For the three months ended June 30,		Change
	2024	2023	
Issues of debt	\$ 333	\$ 402	
Increase in short-term borrowings	19	143	
Tax withholdings on vesting of equity awards	(1)	(1)	
Repurchase of Commons Shares	(2)	(2)	
Dividends paid to non-controlling interests	(26)	(24)	
Dividends paid	(134)	(129)	
Repayments of debt	(768)	(1)	
Cash (used for) provided from financing activities	\$ (579)	\$ 388	\$ (967)

On May 30, 2024 we issued Cdn\$450 million of Senior Notes with an interest rate of 4.8% [the "Senior Notes"], which mature on May 30, 2029. The net cash proceeds received from the Senior Note issuance was \$448 million. The Senior Notes were issued for general corporate purposes, including the repayment of \$750 million in Senior Notes on June 17, 2024.

The Senior Notes are unsecured obligations and do not include any financial covenants. We may redeem the Senior Notes in whole or in part at any time, and from time to time, at specified redemption prices determined in accordance with the terms of the indenture governing the Senior Notes. Refer to Note 10, "Debt" of our unaudited interim consolidated financial statements for the three and six months ended June 30, 2024.

During the second quarter of 2024 we repurchased 0.04 million Common Shares to settle certain equity compensation plans under our normal course issuer bid for aggregate cash consideration of \$2 million.

Cash dividends paid per Common Share were \$0.475 for the second quarter of 2024 compared to \$0.46 for the second quarter of 2023.

FINANCING RESOURCES

	As at June 30, 2024	As at December 31, 2023	Change
Liabilities			
Short-term borrowings	\$ 848	\$ 511	
Long-term debt due within one year	65	819	
Current portion of operating lease liabilities	306	399	
Long-term debt	4,863	4,175	
Operating lease liabilities	1,378	1,319	
	\$ 7,460	\$ 7,223	\$ 237

Financial liabilities increased \$237 million to \$7.46 billion as at June 30, 2024 primarily as a result of the issuance of \$400 million of Senior Notes during the first quarter of 2024, the issuance of Cdn\$450 million of Senior Notes during the second quarter of 2024, and an increase in notes outstanding under the U.S and euro commercial paper programs. These increases were partially offset by the repayment of \$750 million in Senior Notes during the second quarter of 2024.

CASH RESOURCES

In the second quarter of 2024, our cash resources decreased by \$0.5 billion to \$1.0 billion, primarily as a result of cash used for investing and financing activities partially offset by cash provided from operating activities, as discussed above. In addition to our cash resources at June 30, 2024, we had term and operating lines of credit totaling \$4.1 billion, of which \$2.7 billion was unused and available.

On May 10, 2024, we amended our \$800 million 364-day syndicated revolving credit facility, including to extend the maturity date from June 24, 2024 to June 24, 2025.

MAXIMUM NUMBER OF SHARES ISSUABLE

The following table presents the maximum number of shares that would be outstanding if all of the outstanding options at August 1, 2024 were exercised:

Common Shares	287,327,745
Stock options ⁽ⁱ⁾	6,072,366
	293,400,111

(i) Options to purchase Common Shares are exercisable by the holder in accordance with the vesting provisions and upon payment of the exercise price as may be determined from time to time pursuant to our stock option plans.

CONTRACTUAL OBLIGATIONS

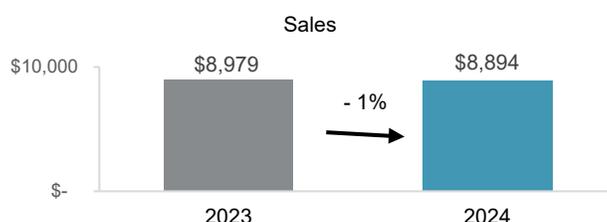
There have been no material changes with respect to the contractual obligations requiring annual payments during the second quarter of 2024 that are outside the ordinary course of our business. Refer to our MD&A included in our 2023 Annual Report.

RESULTS OF OPERATIONS – FOR THE SIX MONTHS ENDED JUNE 30, 2024

	For the six months ended June 30,					
	Sales			Adjusted EBIT		
	2024	2023	Change	2024	2023	Change
Body Exteriors & Structures	\$ 8,894	\$ 8,979	\$ (85)	\$ 639	\$ 666	\$ (27)
Power & Vision	7,768	6,785	983	296	216	80
Seating Systems	2,910	3,089	(179)	105	104	1
Complete Vehicles	2,625	3,152	(527)	47	86	(39)
Corporate and Other	(269)	(350)	81	(41)	(7)	(34)
Total reportable segments	\$ 21,928	\$ 21,655	\$ 273	\$ 1,046	\$ 1,065	\$ (19)

BODY EXTERIORS & STRUCTURES

	For the six months ended June 30,		
	2024	2023	Change
Sales	\$ 8,894	\$ 8,979	\$ (85) - 1%
Adjusted EBIT	\$ 639	\$ 666	\$ (27) - 4%
Adjusted EBIT as a percentage of sales	7.2%	7.4%	- 0.2%



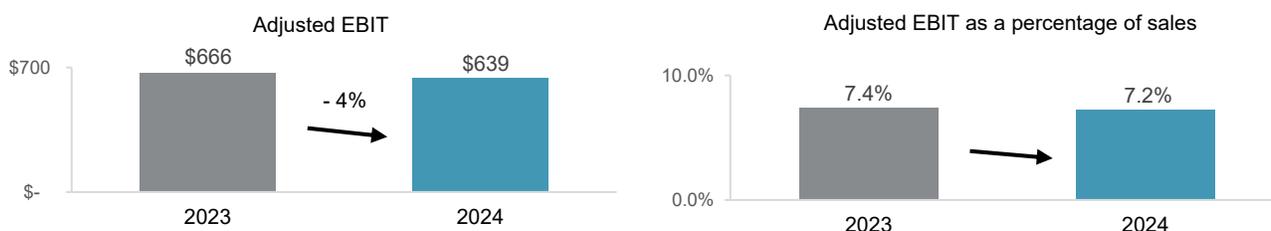
Sales – Body Exteriors & Structures

Sales decreased 1% or \$85 million to \$8.89 billion for the six months ended June 30, 2024 compared to \$8.98 billion for the six months ended June 30, 2023, primarily due to:

- the end of production of certain programs, including the:
 - Dodge Charger;
 - Chevrolet Bolt EV; and
 - Dodge Challenger;
- the net weakening of foreign currencies against the U.S. dollar, which decreased reported U.S. dollar sales by \$36 million;
- divestitures subsequent to June 30, 2023, which decreased sales by \$19 million;
- lower customer recoveries related to certain higher production input costs; and
- net customer price concessions subsequent to the first six months of 2023.

These factors were partially offset by:

- the launch of programs during or subsequent to the first six months of 2023, including the:
 - Ford F-Series Super Duty;
 - Chevrolet Silverado EV; and
 - Chevrolet Equinox and Blazer EV; and
- higher production on certain programs.



Adjusted EBIT and Adjusted EBIT as a percentage of sales – Body Exteriors & Structures

Adjusted EBIT decreased \$27 million to \$639 million for the six months ended June 30, 2024 compared to \$666 million for the six months ended June 30, 2023 and Adjusted EBIT as a percentage of sales decreased to 7.2% from 7.4%. These decreases were primarily as a result of:

- higher production input costs net of customer recoveries, including for labour and certain commodities;
- higher employee profit sharing and incentive compensation;
- reduced earnings on lower sales;
- higher restructuring costs;
- additional supply chain costs in the first six months of 2024; and
- higher net warranty costs of \$10 million.

These factors were partially offset by:

- productivity and efficiency improvements, including lower costs at certain underperforming facilities; and
- lower pre-operating costs incurred at new facilities.

POWER & VISION

	For the six months ended June 30,		Change	
	2024	2023		
Sales	\$ 7,768	\$ 6,785	\$ 983	+ 14%
Adjusted EBIT	\$ 296	\$ 216	\$ 80	+ 37%
Adjusted EBIT as a percentage of sales	3.8%	3.2%		+ 0.6%



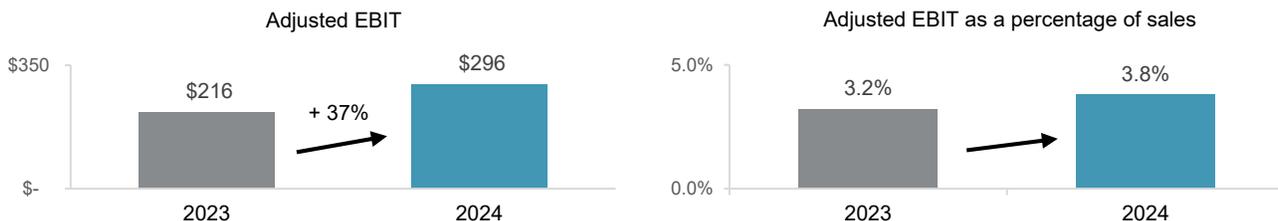
Sales – Power & Vision

Sales increased 14% or \$983 million to \$7.77 billion for the six months ended June 30, 2024 compared to \$6.79 billion for the six months ended June 30, 2023, primarily due to:

- acquisitions, net of divestitures, during or subsequent to the first six months of 2023, which increased sales by \$603 million;
- the launch of programs during or subsequent to the first six months of 2023, including the:
 - Chery Jetour Traveller;
 - BMW X1; and
 - Chevrolet Silverado EV;
- higher production on certain programs; and
- customer price increases to recover certain higher production input costs.

These factors were partially offset by:

- the end of production of certain programs, including the:
 - Dodge Charger;
 - Ford Fiesta; and
 - Chevrolet Camaro;
- the net weakening of foreign currencies against the U.S. dollar, which decreased reported U.S. dollar sales by \$85 million; and
- net customer price concessions subsequent to the second quarter of 2023.



Adjusted EBIT and Adjusted EBIT as a percentage of sales – Power & Vision

Adjusted EBIT increased \$80 million to \$296 million for the six months ended June 30, 2024 compared to \$216 million for the six months ended June 30, 2023 and Adjusted EBIT as a percentage of sales increased to 3.8% from 3.2%. These increases were primarily as a result of:

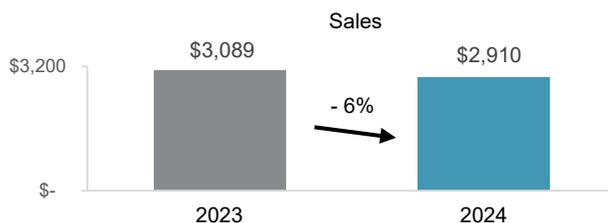
- increased earnings on improved sales, including higher margins due to the impact of operational excellence and cost initiatives;
- commercial items in the first six months of 2024 and 2023, which had a net favourable impact on a year over year basis;
- lower net engineering costs, including spending related to our electrification and active safety businesses;
- customer recoveries net of higher production input costs, including for energy and freight, partially offset by higher labour costs; and
- costs incurred during the first six months of 2023 relating to the acquisition of Veoneer AS.

These factors were partially offset by:

- lower equity income;
- acquisitions, net of divestitures, during or subsequent to the second quarter of 2023; and
- higher launch costs;
- higher restructuring costs;
- higher net warranty costs of \$9 million; and
- the net weakening of foreign currencies against the U.S. dollar, which had a \$9 million unfavourable impact on reported U.S. dollar Adjusted EBIT.

SEATING SYSTEMS

	For the six months ended June 30,		Change	
	2024	2023		
Sales	\$ 2,910	\$ 3,089	\$ (179)	- 6%
Adjusted EBIT	\$ 105	\$ 104	\$ 1	+ 1%
Adjusted EBIT as a percentage of sales	3.6%	3.4%		+ 0.2%



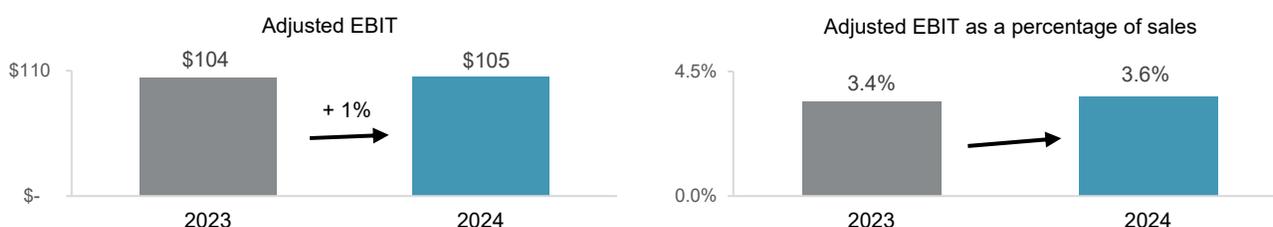
Sales – Seating Systems

Sales decreased 6% or \$179 million to \$2.91 billion for the six months ended June 30, 2024 compared to \$3.09 billion for the six months ended June 30, 2023, primarily due to:

- the end of production of certain programs, including the:
 - Chevrolet Bolt EV;
 - Skoda Superb; and
 - Lincoln Nautilus;
- the net weakening of foreign currencies against the U.S. dollar, which decreased reported U.S. dollar sales by \$21 million; and
- net customer price concessions subsequent to the first six months of 2023.

These factors were partially offset by:

- higher production on certain programs;
- customer price increases to recover certain higher production input costs; and
- the launch of programs during or subsequent to the first six months of 2023, including the:
 - Mini Countryman;
 - Deepal S7; and
 - Lynk & Co 08.



Adjusted EBIT and Adjusted EBIT as a percentage of sales – Seating Systems

Adjusted EBIT increased \$1 million to \$105 million for the six months ended June 30, 2024 compared to \$104 million for the six months ended June 30, 2023 and Adjusted EBIT as a percentage of sales increased to 3.6% from 3.4%. These increases were primarily due to:

- lower launch costs; and
- customer recoveries, net of higher production input costs primarily related to business in Argentina.

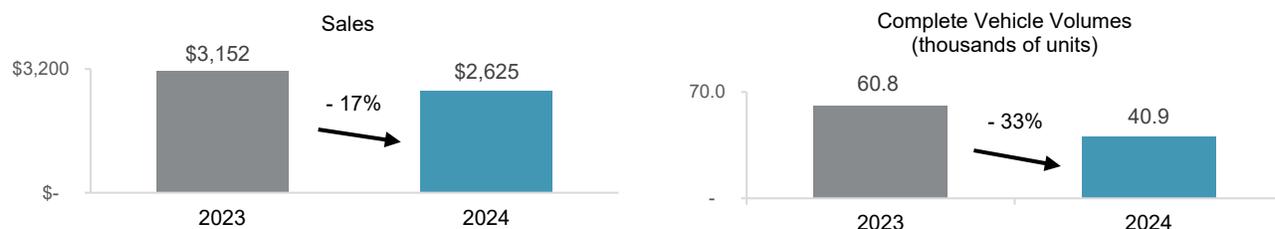
These factors were partially offset by:

- reduced earnings on lower sales;
- inefficiencies at certain underperforming facilities; and
- commercial items in the second quarters of 2024 and 2023, which had a net unfavourable impact on a year over year basis.

COMPLETE VEHICLES

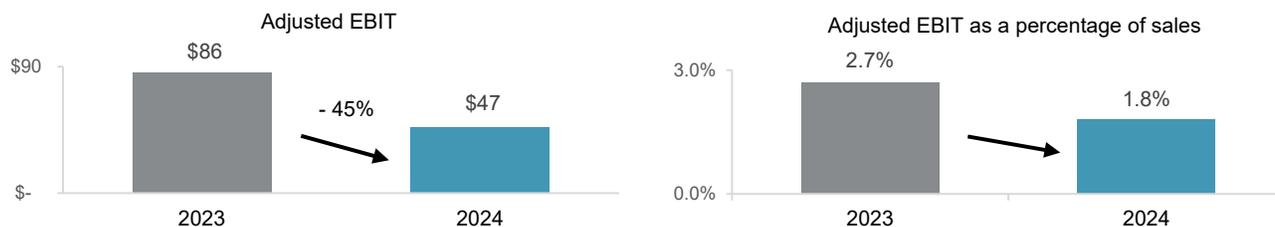
	For the six months ended June 30,		Change	
	2024	2023		
Complete Vehicle Assembly Volumes (thousands of units)⁽ⁱ⁾	40.9	60.8	- 19.9	- 33%
Sales	\$ 2,625	\$ 3,152	\$ (527)	- 17%
Adjusted EBIT	\$ 47	\$ 86	\$ (39)	- 45%
Adjusted EBIT as a percentage of sales	1.8%	2.7%	- 0.9%	

(i) Vehicles produced at our Complete Vehicle operations are included in Europe Light Vehicle Production volumes.



Sales – Complete Vehicles

Sales decreased 17% or \$527 million to \$2.63 billion for the six months ended June 30, 2024 compared to \$3.15 billion for the six months ended June 30, 2023 and assembly volumes decreased 33%. The decrease in sales is substantially a result of lower assembly volumes, including the end of production of the BMW 5-Series.



Adjusted EBIT and Adjusted EBIT as a percentage of sales – Complete Vehicles

Adjusted EBIT decreased \$39 million to \$47 million for the six months ended June 30, 2024 compared to \$86 million for the six months ended June 30, 2023 and Adjusted EBIT as a percentage of sales decreased to 1.8% from 2.7%. These decreases were primarily due to reduced earnings on lower assembly volumes.

The negative impact of lower volumes was partially offset by:

- commercial items in the first six months of 2024 and 2023, which had a net favourable impact on a year over year basis; and
- lower launch, engineering and other costs.

CORPORATE AND OTHER

Adjusted EBIT was a loss of \$41 million for the six months ended June 30, 2024 compared to a loss of \$7 million for the six months ended June 30, 2023. The \$34 million decrease was primarily the result of:

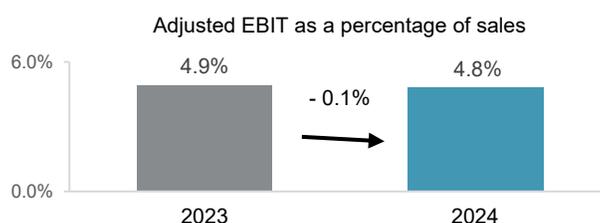
- a \$41 million unfavourable impact of foreign exchange losses in the first six months of 2024 compared to foreign exchange gains in the first six months of 2023 related to the re-measurement of net deferred tax assets that are maintained in a currency other than their functional currency;
- increased investments in research, development and new mobility;
- lower amortization of the initial value of public company securities; and
- higher costs to accelerate our operational excellence initiatives.

These factors were partially offset by:

- lower incentive compensation; and
- gain on sale of an equity-method investment during the first six months of 2024.

NON-GAAP PERFORMANCE MEASURES - FOR THE SIX MONTHS ENDED JUNE 30, 2024

ADJUSTED EBIT AS A PERCENTAGE OF SALES



The table below shows the change in Magna's Sales and Adjusted EBIT by segment and the impact each segment's changes have on Magna's Adjusted EBIT as a percentage of sales for the six months ended June 30, 2024 compared to the six months ended June 30, 2023:

	Sales	Adjusted EBIT	Adjusted EBIT as a percentage of sales
Six months ended June 30, 2023	\$ 21,655	\$ 1,065	4.9%
Increase (decrease) related to:			
Body Exteriors & Structures	(85)	(27)	- 0.1%
Power & Vision	983	80	+ 0.2%
Seating Systems	(179)	1	+ 0.1%
Complete Vehicles	(527)	(39)	- 0.1%
Corporate and Other	81	(34)	- 0.2%
Six months ended June 30, 2024	\$ 21,928	\$ 1,046	4.8%

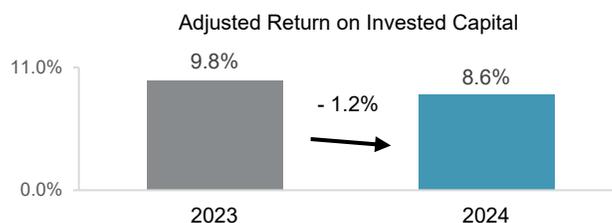
Adjusted EBIT as a percentage of sales decreased to 4.8% for the six months ended June 30, 2024 compared to 4.9% for the six months ended June 30, 2023 primarily due to:

- acquisitions, net of divestitures, during and subsequent to the second quarter of 2023;
- reduced earnings on lower assembly volumes;
- higher production input costs net of customer recoveries, including for labour, partially offset by lower prices for energy;
- an unfavourable impact of foreign exchange losses in the first six months of 2024 compared to foreign exchange gains in the first six months of 2023 related to the re-measurement of net deferred tax assets that are maintained in a currency other than their functional currency;
- lower equity income;
- higher restructuring costs;
- higher net warranty costs;
- increased investments in research, development and new mobility;
- higher employee profit sharing and incentive compensation; and
- additional supply chain costs in the first six months of 2024.

These factors were partially offset by:

- productivity and efficiency improvements, including lower costs at certain underperforming facilities;
- commercial items in the first six months of 2024 and 2023, which had a net favourable impact on a year over year basis;
- lower net engineering costs, including spending related to our electrification and active safety businesses; and
- lower launch, engineering and other costs associated with assembly business.

ADJUSTED RETURN ON INVESTED CAPITAL



Adjusted Return on Invested Capital decreased to 8.6% for the six months ended June 30, 2024 compared to 9.8% for the six months ended June 30, 2023 as a result of higher Average Invested Capital and a decrease in Adjusted After-tax operating profits.

Average Invested Capital increased \$1.84 billion to \$18.90 billion for the six months ended June 30, 2024 compared to \$17.06 billion for the six months ended June 30, 2023, primarily due to:

- average investment in fixed assets in excess of average depreciation expense on fixed assets; and
- acquisitions, net of divestitures, during and subsequent to the first six months of 2023.

These factors were partially offset by:

- impairments and restructuring related to Fisker during the first six months of 2024;
- lower net investments in public and private equity companies and public company warrants; and
- a decrease in average operating assets and liabilities.

NON-GAAP FINANCIAL MEASURES RECONCILIATION

The reconciliation of Non-GAAP financial measures is as follows:

ADJUSTED EBIT

	For the three months ended June 30,		For the six months ended June 30,	
	2024	2023	2024	2023
Net income	\$ 328	\$ 354	\$ 354	\$ 571
Add:				
Amortization of acquired intangible assets	28	13	56	25
Interest expense, net	54	34	105	54
Other expense, net	68	86	424	228
Income taxes	99	129	107	187
Adjusted EBIT	\$ 577	\$ 616	\$ 1,046	\$ 1,065

ADJUSTED EBIT AS A PERCENTAGE OF SALES

	For the three months ended June 30,		For the six months ended June 30,	
	2024	2023	2024	2023
Sales	\$ 10,958	\$ 10,982	\$ 21,928	\$ 21,655
Adjusted EBIT	\$ 577	\$ 616	\$ 1,046	\$ 1,065
Adjusted EBIT as a percentage of sales	5.3%	5.6%	4.8%	4.9%

ADJUSTED DILUTED EARNINGS PER SHARE

	For the three months ended June 30,		For the six months ended June 30,	
	2024	2023	2024	2023
Net income attributable to Magna International Inc.	\$ 313	\$ 339	\$ 322	\$ 548
Add (deduct):				
Amortization of acquired intangible assets	28	13	56	25
Other expense, net	68	86	424	228
Tax effect on Amortization of acquired intangible assets and Other expense, net	(20)	3	(102)	(31)
Adjusted net income attributable to Magna International Inc.	389	441	700	770
Diluted weighted average number of Common Shares outstanding during the period (millions)	287.3	286.3	287.2	286.4
Adjusted diluted earnings per share	\$ 1.35	\$ 1.54	\$ 2.44	\$ 2.69

ADJUSTED RETURN ON INVESTED CAPITAL

Adjusted Return on Invested Capital is calculated as Adjusted After-tax operating profits divided by Average Invested Capital for the period. Average Invested Capital for the three month period is averaged on a two-fiscal quarter basis and for the six month period is averaged on a three-fiscal quarter basis.

	For the three months ended June 30,		For the six months ended June 30,	
	2024	2023	2024	2023
Net income	\$ 328	\$ 354	\$ 354	\$ 571
Add (deduct):				
Amortization of acquired intangible assets	28	13	56	25
Interest expense, net	54	34	105	54
Other expense, net	68	86	424	228
Tax effect on Interest expense, net, Amortization of acquired intangible assets and Other expense, net	(32)	(4)	(125)	(42)
Adjusted After-tax operating profits	\$ 446	\$ 483	\$ 814	\$ 836

	As at June 30,	
	2024	2023
Total Assets	\$ 31,986	\$ 31,837
Excluding:		
Cash and cash equivalents	(999)	(1,281)
Deferred tax assets	(807)	(535)
Less Current Liabilities	(12,449)	(13,358)
Excluding:		
Short-term borrowing	848	150
Long-term debt due within one year	65	1,426
Current portion of operating lease liabilities	306	303
Invested Capital	\$ 18,950	\$ 18,542

	For the three months ended June 30,		For the six months ended June 30,	
	2024	2023	2024	2023
Adjusted After-tax operating profits	\$ 446	\$ 483	\$ 814	\$ 836
Average Invested Capital	\$ 18,880	\$ 17,587	\$ 18,897	\$ 17,059
Adjusted Return on Invested Capital	9.4%	11.0%	8.6%	9.8%

COMMITMENTS AND CONTINGENCIES

From time to time, we may be contingently liable for litigation, legal and/or regulatory actions and proceedings and other claims. Refer to Note 14, "Contingencies" of our unaudited interim consolidated financial statements for the three and six months ended June 30, 2024, which describes these claims.

For a discussion of risk factors relating to legal and other claims/actions against us, refer to "Item 5. Risk Factors" in our AIF and Form 40-F, each in respect of the year ended December 31, 2023.

CONTROLS AND PROCEDURES

There have been no changes in our internal controls over financial reporting that occurred during the three months ended June 30, 2024 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

FORWARD-LOOKING STATEMENTS

Certain statements in this MD&A may constitute "forward-looking information" or "forward-looking statements" (collectively, "forward-looking statements"). Any such forward-looking statements are intended to provide information about management's current expectations and plans and may not be appropriate for other purposes. Forward-looking statements may include financial and other projections, as well as statements regarding our future plans, strategic objectives or economic performance, or the assumptions underlying any of the foregoing, and other statements that are not recitations of historical fact. We use words such as "may", "would", "could", "should", "will", "likely", "expect", "anticipate", "assume", "believe", "intend", "plan", "aim", "forecast", "outlook", "project", "potential", "cyclicality", "estimate", "target" and similar expressions suggesting future outcomes or events to identify forward-looking statements.

Forward-looking statements are based on information currently available to us and are based on assumptions and analyses made by us in light of our experience and our perception of historical trends, current conditions and expected future developments, as well as other factors we believe are appropriate in the circumstances. While we believe we have a reasonable basis for making any such forward-looking statements, they are not a guarantee of future performance or outcomes. Whether actual results and developments conform to our expectations and predictions is subject to a number of risks, assumptions, and uncertainties, many of which are beyond our control, and the effects of which can be difficult to predict, including, without limitation:

Macroeconomic, Geopolitical and Other Risks

- inflationary pressures;
- interest rates;
- geopolitical risks;

Risks Related to the Automotive Industry

- economic cyclicality;
- regional production volume declines;
- deteriorating vehicle affordability;
- misalignment between EV production and sales;
- intense competition;

Strategic Risks

- alignment with "Car of the Future";
- evolving business risk profile;
- technology and innovation;
- investments in mobility and technology companies;

Customer-Related Risks

- customer concentration;
- growth with Asian OEMs;
- growth of EV-focused OEMs;
- risks of conducting business with newer EV-focused OEMs;
- Fisker's ability to continue as a going concern;
- dependence on outsourcing;
- customer cooperation and consolidation;
- EV program deferrals;
- market shifts;
- consumer take rate shifts;
- quarterly sales fluctuations;
- customer purchase orders;
- potential OEM production-related disruptions;

Supply Chain Risks

- semiconductor chip supply disruptions and price increases;
- supply chain disruptions;
- regional energy supply and pricing;
- supply base condition;

Manufacturing/Operational Risks

- product launch;
- operational underperformance;
- restructuring costs;
- impairments;
- labour disruptions;
- skilled labour attraction/retention;
- leadership expertise and succession;

Pricing Risks

- quote/pricing assumptions;
- customer pricing pressure/contractual arrangements;
- commodity cost volatility;
- scrap steel/aluminum price volatility;

Warranty/Recall Risks

- repair/replace costs;
- warranty provisions;
- product liability;

Climate Change Risks

- transition risks and physical risks;
- strategic and other risks;

IT Security/Cybersecurity Risks

- IT/cybersecurity breach;
- product cybersecurity;

Acquisition Risks

- acquisition of strategic targets;
- inherent merger and acquisition risks;
- acquisition integration and synergies;

Other Business Risks

- joint ventures;
- intellectual property;
- risks of doing business in foreign markets;
- relative foreign exchange rates;
- currency devaluation in Argentina;
- pension risks;
- tax risks;
- returns on capital investments;
- financial flexibility;
- credit ratings changes;
- stock price fluctuation;
- dividends;

Legal, Regulatory and Other Risks

- antitrust proceedings;
- legal and regulatory proceedings;
- changes in laws;
- trade agreements;
- trade disputes/tariffs; and
- environmental compliance.

In evaluating forward-looking statements, we caution readers not to place undue reliance on any forward-looking statement. Additionally, readers should specifically consider the various factors which could cause actual events or results to differ materially from those indicated by such forward-looking statements, including the risks, assumptions and uncertainties above which are:

- discussed under the "Industry Trends and Risks" heading of our Management's Discussion and Analysis; and
- set out in our Annual Information Form filed with securities commissions in Canada, our annual report on Form 40-F filed with the United States Securities and Exchange Commission, and subsequent filings.

Readers should also consider discussion of our risk mitigation activities with respect to certain risk factors, which can also be found in our Annual Information Form. Additional information about Magna, including our Annual Information Form, is available through the System for Electronic Data Analysis and Retrieval+ (SEDAR+) at www.sedarplus.com.