

LINAMAR CORPORATION

Management's Discussion and Analysis

For the Quarter Ended March 31, 2019

This Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") of Linamar Corporation ("Linamar" or the "Company") should be read in conjunction with its consolidated interim financial statements for the quarter ended March 31, 2019. This MD&A has been prepared as at May 2, 2019. The financial information presented herein has been prepared on the basis of International Financial Reporting Standards ("IFRS"). References to the term generally accepted accounting principles ("GAAP") refer to information contained herein being prepared under IFRS as adopted. All amounts in this MD&A are in millions of Canadian dollars, unless otherwise noted.

Additional information regarding Linamar, including copies of its continuous disclosure materials such as its annual information form, is available on its website at www.linamar.com or through the SEDAR website at www.sedar.com.

OVERALL CORPORATE PERFORMANCE

Overview of the Business

Linamar Corporation (TSX:LNR) is an advanced manufacturing company where the intersection of leading edge technology and deep manufacturing expertise is creating solutions that power vehicles, motion, work and lives for the future. The Company is made up of 2 operating segments – the Industrial segment and the Transportation segment, which are further divided into 5 operating groups – Skyjack, Agriculture, Machining & Assembly, Light Metal Casting and Forging, all world leaders in the design, development and production of highly engineered products. The Company's Skyjack and MacDon companies are noted for their innovative, high quality mobile industrial and harvesting equipment, notably class-leading aerial work platforms, telehandlers, draper headers and self-propelled windrowers. The Company's Machining & Assembly, Light Metal Casting and Forging operating groups focus on precision metallic components, modules and systems for powertrain, driveline and body systems designed for global electrified and traditionally powered vehicle and industrial markets. Linamar has more than 29,000 employees in 60 manufacturing locations, 8 R&D centres and 25 sales offices in 17 countries in North and South America, Europe and Asia which generated sales of \$7.6 billion in 2018. For more information about Linamar Corporation and its industry leading products and services, visit www.linamar.com or follow us on Twitter at @LinamarCorp.

Overall Corporate Results

The following table sets out certain highlights of the Company's performance in the first quarter of 2019 ("Q1 2019") and 2018 ("Q1 2018"):

(in millions of dollars, except earnings per share)	2019 \$	2018 \$	Three Months Ended March 31	
			+/- \$	+/- %
Sales	1,974.5	1,893.9	80.6	4.3%
Gross Margin	303.9	316.1	(12.2)	(3.9%)
Operating Earnings (Loss) ¹	187.7	214.9	(27.2)	(12.7%)
Net Earnings (Loss)	132.3	156.6	(24.3)	(15.5%)
Net Earnings (Loss) per Share - Diluted	2.00	2.37	(0.37)	(15.6%)
Earnings before interest, taxes and amortization ("EBITDA") ¹	287.7	306.1	(18.4)	(6.0%)
Operating Earnings (Loss) - Normalized ¹	197.7	209.5	(11.8)	(5.6%)
Net Earnings (Loss) - Normalized ¹	139.4	153.4	(14.0)	(9.1%)
Net Earnings (Loss) per Share - Diluted - Normalized ¹	2.11	2.32	(0.21)	(9.1%)
EBITDA - Normalized ¹	296.8	301.9	(5.1)	(1.7%)

The changes in these financial highlights are discussed in detail in the following sections of this analysis.

¹ Management uses certain non-GAAP financial measures including normalized earnings which exclude foreign exchange impacts and the impact of unusual items when analyzing consolidated and segment underlying operational performance. For more information refer to the "Non-GAAP and Additional GAAP Measures" section of this MD&A.

BUSINESS SEGMENT REVIEW

The Company reports its results of operations in two business segments: Industrial and Transportation. The segments are differentiated by the products that each produces and reflects how the chief operating decision makers of the Company manage the business. The following should be read in conjunction with the Company's consolidated interim financial statements for the quarter ended March 31, 2019.

(in millions of dollars)	Three Months Ended March 31 2019			Three Months Ended March 31 2018		
	Industrial \$	Transportation \$	Linamar \$	Industrial \$	Transportation \$	Linamar \$
Sales	465.1	1,509.4	1,974.5	397.5	1,496.4	1,893.9
Operating Earnings (Loss)	73.1	114.6	187.7	74.7	140.2	214.9
EBITDA	88.5	199.2	287.7	85.6	220.5	306.1
Operating Earnings (Loss) – Normalized	77.9	119.8	197.7	62.7	146.8	209.5
EBITDA – Normalized	93.0	203.8	296.8	73.8	228.1	301.9

Industrial Highlights

(in millions of dollars)	2019		2018		Three Months Ended March 31	
	\$		\$		+/- \$	+/- %
Sales	465.1		397.5		67.6	17.0%
Operating Earnings (Loss)	73.1		74.7		(1.6)	(2.1%)
EBITDA	88.5		85.6		2.9	3.4%
Operating Earnings (Loss) – Normalized	77.9		62.7		15.2	24.2%
EBITDA – Normalized	93.0		73.8		19.2	26.0%

The Industrial segment ("Industrial") product sales increased 17.0%, or \$67.6 million, to \$465.1 million in Q1 2019 from Q1 2018. The sales increase was due to:

- increased sales related to the acquisition of Moray Marketing Ltd., parent company of MacDon and its Group of Companies ("MacDon");
- a favourable impact on sales from the changes in foreign exchange rates from Q1 2018; and
- increased volumes for scissors in Europe and Asia; partially offset by
- lower aerial platform sales in North America due to certain customers deferring purchases to later in the year.

Industrial segment operating earnings in Q1 2019 decreased \$1.6 million, or 2.1% from Q1 2018. The Industrial operating earnings results were predominantly driven by:

- an unfavourable foreign exchange impact from the revaluation of the operating balances on the balance sheet from Q4 2018;
- increased material costs as a result of rising commodity prices; and
- lower aerial platform sales in North America due to certain customers deferring purchases to later in the year; partially offset by
- increased earnings from the inclusion of full quarter results related to the acquisition of MacDon;
- a favourable impact on sales and expenses from the changes in foreign exchange rates from Q1 2018; and
- increased volumes for scissors in Europe and Asia.

Transportation Highlights

(in millions of dollars)	2019		2018		Three Months Ended March 31	
	\$		\$		+/- \$	+/- %
Sales	1,509.4		1,496.4		13.0	0.9%
Operating Earnings (Loss)	114.6		140.2		(25.6)	(18.3%)
EBITDA	199.2		220.5		(21.3)	(9.7%)
Operating Earnings (Loss) – Normalized	119.8		146.8		(27.0)	(18.4%)
EBITDA – Normalized	203.8		228.1		(24.3)	(10.7%)

Sales for the Transportation segment ("Transportation") increased by \$13.0 million, or 0.9% in Q1 2019 compared with Q1 2018. The sales in Q1 2019 were impacted by:

- additional sales from programs that are currently launching;
- a favourable impact on sales from the changes in foreign exchange rates from Q1 2018; partially offset by
- market declines in Europe related to the Worldwide Harmonized Light Vehicles Test Procedure ("WLTP") issues in addition to the impact of consumer sentiment for diesel engines which is impacting volumes with key customers; and
- lower volumes related to market declines in Asia.

Q1 2019 operating earnings for Transportation were lower by \$25.6 million, or 18.3% compared to Q1 2018. The Transportation segment's earnings were impacted by the following:

- lower volumes on programs with mature margins related to market declines in Europe and Asia;
- the margin impact from the transition of mature platforms ramping down and being replaced by launching programs that have not yet reached mature margins;
- additional costs related to heavy launch activity globally; and
- restructuring costs incurred in Q1 2019; partially offset by
- the impact of additional sales from launching programs;
- a favourable foreign exchange impact from the revaluation of the operating balances on the balance sheet from Q4 2018; and
- a favourable impact on sales and expenses from the changes in foreign exchange rates from Q1 2018.

AUTOMOTIVE SALES AND CONTENT PER VEHICLE¹

Automotive sales by region in the following discussion are determined by the final vehicle production location and, as such, there are differences between these figures and those reported under the geographic segment disclosure, which are based primarily on the Company's location of manufacturing and include both automotive and non-automotive sales. These differences are the result of products being sold directly to one continent, and the final vehicle being assembled on another continent. It is necessary to show the sales based on the vehicle build location to provide accurate comparisons to the vehicle production units² for each continent.

In addition to automotive Original Equipment Manufacturers ("OEMs"), the Company sells powertrain parts to a mix of automotive and non-automotive manufacturers that service various industries such as power generation, construction equipment, marine and automotive. The final application of some parts sold to these manufacturers is not always clear; however the Company estimates the automotive portion of the sales for inclusion in its content per vehicle ("CPV") calculations. The allocation of sales to regions is based on vehicle production volume estimates from industry sources, published closest to the quarter end date. As these estimates are updated, the Company's sales classifications can be impacted.

	Three Months Ended March 31			
	2019	2018	+/-	%
<i>North America</i>				
Vehicle Production Units	4.50	4.51	(0.01)	(0.2%)
Automotive Sales	\$ 752.9	\$ 745.9	\$ 7.0	0.9%
Content Per Vehicle	\$ 167.37	\$ 165.43	\$ 1.94	1.2%
<i>Europe</i>				
Vehicle Production Units	5.58	5.89	(0.31)	(5.3%)
Automotive Sales	\$ 472.4	\$ 452.1	\$ 20.3	4.5%
Content Per Vehicle	\$ 84.62	\$ 76.74	\$ 7.88	10.3%
<i>Asia Pacific</i>				
Vehicle Production Units	11.68	12.50	(0.82)	(6.6%)
Automotive Sales	\$ 120.2	\$ 136.2	\$ (16.0)	(11.7%)
Content Per Vehicle	\$ 10.29	\$ 10.90	\$ (0.61)	(5.6%)

North American automotive sales for Q1 2019 increased 0.9% from Q1 2018 in a market that saw a decrease of 0.2% in production volumes for the same period. As a result, content per vehicle in Q1 2019 increased 1.2% from \$165.43 to \$167.37. The increase in North American

¹ Automotive Sales are measured as the amount of the Company's automotive sales dollars per vehicle, not including tooling sales. CPV does not have a standardized meaning and therefore is unlikely to be comparable to similar measures presented by other issuers. CPV is an indicator of the Company's market share for the automotive markets that it operates in.

² Vehicle production units are derived from industry sources and are shown in millions of units. North American vehicle production units used by the Company for the determination of the Company's CPV include medium and heavy truck volumes. European and Asia Pacific vehicle production units exclude medium and heavy trucks. All vehicle production volume information is as regularly reported by industry sources. Industry sources release vehicle production volume estimates based on the latest information from the Automotive Manufacturers and update these estimates as more accurate information is obtained. The Company will, on a quarterly basis, update CPV for the current fiscal year in its MD&A as these volume estimates are revised by the industry sources. The CPV figures in this MD&A reflect the volume estimates that were published closest to the quarter end date by the industry sources. These updates to vehicle production units have no effect on the Company's financial statements for those periods.

content per vehicle was mainly a result of increases on our launching programs and increases in volumes over market production from certain light vehicle customers.

European automotive sales for Q1 2019 increased 4.5% from Q1 2018 in a market that saw a decrease of 5.3% in production volumes for the same period. As a result, content per vehicle in Q1 2019 increased 10.3% from \$76.74 to \$84.62. The increase in European content per vehicle was a result of increases on our launching programs partially offset by impacts related to the WLTP issues in addition to the impact of consumer sentiment for diesel engines which is impacting volumes with key customers.

Asia Pacific automotive sales for Q1 2019 decreased 11.7% from Q1 2018 in a market that saw a decrease of 6.6% in production volumes for the same period. As a result, content per vehicle in Q1 2019 decreased 5.6% from \$10.90 to \$10.29. The decrease in Asian CPV was a result of decreased volumes for certain programs that the company has significant business with, partially offset by increases on our launching programs.

RESULTS OF OPERATIONS

Gross Margin

(in millions of dollars)	Three Months Ended	
	March 31	
	2019	2018
Sales	\$ 1,974.5	\$ 1,893.9
Cost of Sales before amortization	1,575.8	1,489.0
Amortization	94.8	88.8
Cost of Sales	1,670.6	1,577.8
Gross Margin	\$ 303.9	\$ 316.1
Gross Margin percentage	15.4%	16.7%

Gross margin percentage decreased in Q1 2019 to 15.4% compared to 16.7% in Q1 2018. Cost of sales before amortization as a percentage of sales increased in Q1 2019 to 79.8% compared to 78.6% for the same quarter of last year. In dollar terms, gross margin decreased \$12.2 million in Q1 2019 compared with Q1 2018 as a result of the items discussed earlier in this analysis such as:

- decreased earnings as a result of decreased volumes on mature programs in both segments;
- additional costs related to heavy launch activity globally;
- increased material costs in the Industrial segment as a result of rising commodity prices; and
- restructuring costs incurred in Q1 2019; partially offset by
- increased earnings related to the acquisition of MacDon;
- increased earnings as a result of sales from launching programs in both segments; and
- a favourable impact on sales and expenses from the changes in foreign exchange rates from Q1 2018.

Q1 2019 amortization increased to \$94.8 million from \$88.8 million in Q1 2018 due to the additional lease amortization as a result of adopting IFRS 16 and additional expenses from the acquisition of MacDon. Amortization as a percentage of sales remained relatively flat at 4.8% of sales.

Selling, General and Administration

(in millions of dollars)	Three Months Ended	
	March 31	
	2019	2018
Selling, general and administrative	\$ 110.2	\$ 106.6
SG&A percentage	5.6%	5.6%

Selling, general and administrative ("SG&A") costs increased in Q1 2019 to \$110.2 million from \$106.6 million as Q1 2019 has a full quarter of expenses from the acquisition of MacDon but remained flat as a percentage of sales at 5.6% when compared to Q1 2018.

Finance Expense and Income Taxes

(in millions of dollars)	Three Months Ended	
	2019	2018
	\$	\$
Operating Earnings (Loss)	187.7	214.9
Share of Net Earnings (Loss) of Investments Accounted for Using the Equity Method	(2.7)	(2.7)
Finance Income and (Expenses)	(12.2)	(9.3)
Provision for (Recovery of) Income Taxes	40.5	46.3
Net Earnings (Loss)	132.3	156.6

Finance Expenses

Finance expenses increased \$2.9 million in Q1 2019 from \$9.3 million in Q1 2018 to \$12.2 million due to:

- higher interest due to the rate increases by the Bank of Canada since Q1 2018;
- three months of interest in Q1 2019 compared to only two months in Q1 2018 due to the acquisition of MacDon; partially offset by
- reduced interest expense as a result of debt repayments that have occurred since Q1 2018; and
- higher interest earned on the investment of excess cash and long-term receivable balances.

The consolidated effective interest rate for Q1 2019 increased to 2.9% compared to 2.6% in Q1 2018. The increase in the effective interest rate in Q1 2019 versus Q1 2018 is primarily driven by the Bank of Canada interest rates.

Income Taxes

The effective tax rate for Q1 2019 increased to 23.4% from 22.8% in Q1 2018 primarily due to an increase in non-deductible expenses in the quarter.

TOTAL EQUITY

During the quarter no options expired unexercised, no options were forfeited and no options were exercised.

OUTSTANDING SHARE DATA

The Company is authorized to issue an unlimited number of common shares, of which 65,319,495 common shares were outstanding as of May 2, 2019. The Company's common shares constitute its only class of voting securities. As of May 2, 2019, there were 1,691,876 options to acquire common shares outstanding and 4,050,000 options still available to be granted under the Company's share option plan.

In January 2019, the Company announced that the Toronto Stock Exchange ("TSX") had accepted a notice filed by the Company of its intention to make a normal course issuer bid ("NCIB" or "Bid"). Under the NCIB, Linamar has the ability to purchase for cancellation up to a maximum of 4,506,324 common shares, representing approximately 10% of the public float of 45,063,240 that were issued and outstanding as of January 18, 2019. For the period ended March 31, 2019, the Company repurchased and cancelled 35,000 common shares under its bid for a total amount of \$1.6 million.

Under the TSX rules, during the six months ended December 31, 2018, the average daily trading volume of the common shares on the TSX was 374,235 Common Shares and, accordingly, daily purchases on the TSX pursuant to the Bid will be limited to 93,558 common shares, other than purchases made pursuant to the block purchase exception. The actual number of common shares which may be purchased pursuant to the Bid and the timing of any such purchases will be determined by the management of the Company, subject to applicable law and the rules of the TSX.

Purchases are expected to be made through the facilities of the TSX, or such other permitted means (including through alternative trading systems in Canada), at prevailing market prices or as otherwise permitted. The Bid will be funded using existing cash resources, and any common shares repurchased by the Company under the Bid will be cancelled.

Linamar believes that there are times when the market price of Linamar common shares may not reflect their underlying value and that the purchase of shares by Linamar will both provide liquidity to existing shareholders and benefit remaining shareholders. The NCIB is viewed by Linamar management as one component of an overall capital structure strategy and complementary to its organic and acquisition growth plans.

Linamar security holders may obtain a copy of the notice, without charge, upon request from the Secretary of the Company.

SELECTED FINANCIAL INFORMATION

Quarterly Results

The following table sets forth unaudited information for each of the eight quarters ended June 30, 2017 through March 31, 2019. This information has been derived from the Company's unaudited consolidated interim financial statements which, in the opinion of management, have been prepared on a basis consistent with the audited consolidated financial statements and include all adjustments, consisting only of normal recurring adjustments, necessary for fair presentation of the financial position and results of operations for those periods.

	Mar 31	Dec 31	Sep 30	Jun 30	Mar 31	Dec 31	Sep 30	Jun 30
	2019	2018	2018	2018	2018	2017	2017	2017
(in millions of dollars, except per share figures)	\$	\$	\$	\$	\$	\$	\$	\$
Sales	1,974.5	1,732.0	1,837.3	2,157.4	1,893.9	1,574.5	1,549.7	1,766.2
Net Earnings (Loss)	132.3	124.5	113.2	197.1	156.6	135.1	107.3	161.9
Net Earnings (Loss) per Share								
Basic	2.02	1.91	1.73	3.02	2.40	2.07	1.64	2.48
Diluted	2.00	1.88	1.71	2.98	2.37	2.04	1.62	2.45

The quarterly results of the Company are impacted by the seasonality of certain operational units. Historically, earnings in the second quarter for the Industrial segment are positively impacted by the high selling season for both the access equipment and agricultural businesses. For the Transportation segment, vehicle production is typically at its lowest level during the third and fourth quarters due to lower OEM production schedules resulting from shutdowns related to summer and winter maintenance and model changeovers. The Company takes advantage of summer and winter shutdowns for maintenance activities that would otherwise disrupt normal production schedules.

FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES

Cash Flows

	Three Months Ended	
	March 31	March 31
	2019	2018
(in millions of dollars)	\$	\$
Cash generated from (used in):		
Operating Activities	130.3	35.8
Financing Activities	2.8	1,248.1
Investing Activities	(117.4)	(1,294.8)
Effect of translation adjustment on cash	(2.2)	27.1
Increase (decrease) in cash and cash equivalents	13.5	16.2
Cash and cash equivalents – Beginning of Period	472.0	439.1
Cash and cash equivalents – End of Period	485.5	455.3
Comprised of:		
Cash in bank	347.4	320.5
Short-term deposits	144.9	141.1
Unpresented cheques	(6.8)	(6.3)
	485.5	455.3

The Company's cash and cash equivalents (net of unpresented cheques) at March 31, 2019 were \$485.5 million, an increase of \$30.2 million compared to March 31, 2018.

Cash generated from operating activities was \$130.3 million, an increase of \$94.5 million from Q1 2018, due to cash being generated by earnings partially offset by cash used to fund changes in operating assets and liabilities.

During the quarter, financing activities provided \$2.8 million of cash compared to \$1,248.1 million provided in Q1 2018, which was primarily used to fund the acquisition of MacDon.

Investing activities used \$117.4 million in Q1 2019 compared to \$1,294.8 million used in Q1 2018 mainly for the acquisition of MacDon.

Operating Activities

(in millions of dollars)	Three Months Ended	
	March 31	
	2019	2018
	\$	\$
Net Earnings (Loss) for the period	132.3	156.6
Adjustments to earnings	115.6	104.4
	247.9	261.0
Changes in operating assets and liabilities	(117.6)	(225.2)
Cash generated from (used in) operating activities	130.3	35.8

Cash generated by operations before the effect of changes in operating assets and liabilities decreased \$13.1 million in Q1 2019 to \$247.9 million, compared to \$261.0 million in Q1 2018.

Changes in operating assets and liabilities for Q1 2019 increased \$117.6 million primarily due to increases in accounts receivable.

Financing Activities

(in millions of dollars)	Three Months Ended	
	March 31	
	2019	2018
	\$	\$
Proceeds from (repayments of) short-term borrowings	(0.2)	4.5
Proceeds from (repayments of) long-term debt	18.2	1,251.0
Repurchase of shares	(1.6)	-
Finance income received (expenses paid)	(13.6)	(7.4)
Cash generated from (used in) financing activities	2.8	1,248.1

Financing activities for Q1 2019 provided \$2.8 million of cash compared to \$1,248.1 million provided in Q1 2018 primarily due to proceeds from long-term debt used to fund the acquisition of MacDon.

Investing Activities

(in millions of dollars)	Three Months Ended	
	March 31	
	2019	2018
	\$	\$
Payments for purchase of property, plant and equipment	(120.4)	(117.6)
Proceeds on disposal of property, plant and equipment	12.0	2.1
Payments for purchase of intangible assets	(3.2)	(3.9)
Business acquisitions, net of cash acquired	-	(1,175.4)
Other	(5.8)	-
Cash generated from (used in) investing activities	(117.4)	(1,294.8)

Cash used for investing activities for Q1 2019 was \$117.4 million compared to Q1 2018 at \$1,294.8 million primarily due the acquisition of MacDon and the purchase of property, plant and equipment.

Capital Resources

The Company's financial condition remains solid given its strong balance sheet, which can be attributed to the Company's low cost structure, reasonable level of debt, prospects for growth and significant new program launches. Management expects that all future capital expenditures will be financed by cash flow from operations or utilization of existing financing facilities.

At March 31, 2019, cash and cash equivalents, including short-term deposits (net of unrepresented cheques) was \$485.5 million and the Company's credit facilities had available credit of \$691.6 million.

Commitments and Contingencies

Please see the Company's December 31, 2018 annual MD&A for a table summarizing the contractual obligations by category. Also certain guarantees and legal claims are described in the notes to the Company's consolidated financial statements for the year ended December 31, 2018.

Financial Instruments

The Company's strategy, risks and presentation of its financial instruments remain substantially unchanged during the quarter ended March 31, 2019. For more information, please see the Company's December 31, 2018 annual MD&A and the Company consolidated financial statements for the year ended December 31, 2018.

A portion of the Company's financial instruments are held as long-term receivables totalling \$512.7 million at March 31, 2019 compared to \$516.8 million at December 31, 2018. Of this amount, \$378.0 million compared to December 31, 2018 at \$404.3 million relates to financing loans for the sale of industrial access equipment, \$69.0 million compared to December 31, 2018 at \$60.2 million relates to financing loans for investments accounted for using the equity method, \$53.7 million compared to December 31, 2018 at \$38.9 million relates to receivables for government assistance, and \$12.0 million compared to December 31, 2018 at \$13.4 million relates to other receivables.

Off Balance Sheet Arrangements

On January 1, 2019, the Company adopted IFRS 16 Leases. Significant changes to lessee accounting were introduced, with the distinction between operating and finance leases removed and assets and liabilities recognized in respect of all leases (subject to limited exceptions for short-term leases and leases of low value assets). The resulting change was an increase to right-of-use assets within property, plant and equipment and lease liabilities within long-term debt. The right-of-use assets and lease liabilities were measured at the present value of the remaining lease payments, discounted using the interest rate implicit in the lease or the lessee's incremental borrowing rate if the implicit rate could not be readily determined. In accordance with the transition provisions, the standard has been adopted without restating comparative figures.

For more information, please see the notes to the Company's interim consolidated financial statements for the quarter ended March 31, 2019.

CURRENT AND PROPOSED TRANSACTIONS

There are no current and proposed transactions for the quarter ended March 31, 2019.

RISK MANAGEMENT

The Company is exposed to a number of risks in the normal course of business that have the potential to affect its operating results. These include, but are not limited to Competition, Outsourcing and Insourcing; Sources and Availability of Raw Materials; Labour Markets and Dependence on Key Personnel; Dependence on Certain Customers; Technological Change and Product Launches; Foreign Currency Risk; Long-term Contracts; Acquisition and Expansion Risk; Foreign Business Risk; Cyclicity and Seasonality; Weather; Capital and Liquidity Risk; Legal Proceedings and Insurance Coverage; Credit Risk; Emission Standards; Tax Laws; Securities Laws Compliance and Corporate Governance Standards; and Environmental Matters. These risk factors remain substantially unchanged during the quarter ended March 31, 2019. These risk factors, as well as the other information contained in this MD&A, the Company's December 31, 2018 annual MD&A, and the Company's December 31, 2018 Annual Information Form, should be considered carefully. These risk factors could materially and adversely affect the Company's future operating results and could cause actual events to differ materially from those described in forward-looking statements related to the Company.

DISCLOSURE CONTROLS AND PROCEDURES AND INTERNAL CONTROLS OVER FINANCIAL REPORTING

There were no changes in the Company's internal control over financial reporting during the quarter ended March 31, 2019, which have materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of financial statements in conformity with IFRS requires management to make estimates and judgements about the future. Estimates and judgements are continually evaluated and are based on the historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results could differ from those estimates under different assumptions or conditions. Please refer to the "Critical Accounting Estimates and Judgements" section of the Company's December 31, 2018 consolidated annual financial statements and March 31, 2019 consolidated interim financial statements for additional information.

RECENT ACCOUNTING CHANGES AND EFFECTIVE DATES

Please see the notes to the Company's consolidated financial statements for the year ended December 31, 2018, and the consolidated interim financial statements for the quarter ended March 31, 2019 for information regarding accounting changes effective January 1, 2019.

NON-GAAP AND ADDITIONAL GAAP MEASURES

Non-GAAP Measures

The Company uses certain non-GAAP financial measures including Operating Earnings (Loss) – Normalized, Net Earnings (Loss) – Normalized, Net Earnings (Loss) per Share – Diluted – Normalized and EBITDA - Normalized. The Company believes these non-GAAP financial measures provide useful information to both management and investors in assessing the financial performance and financial condition of the Company.

Certain expenses and income that must be recognized under GAAP are not necessarily reflective of the Company's underlying operational performance. For this reason, management uses certain non-GAAP financial measures to exclude foreign exchange impacts, and the impact of unusual items when analyzing consolidated and segment underlying operational performance, on a consistent basis. The exclusion of certain items does not imply that they are non-recurring.

These Non-GAAP financial measures do not have a standardized meaning prescribed by GAAP and therefore they are unlikely to be comparable to similarly titled measures presented by other publicly traded companies, and they should not be construed as an alternative to other financial measures determined in accordance with GAAP.

Normalizing Items

During Q1 2019, an unusual item related to restructuring adjusted the Transportation segment's earnings.

All normalizing items are reflected in the tables below:

(in millions of dollars)	2019	2018	Three Months Ended	
			March 31	
	\$	\$	+/-	+/-
			\$	%
Operating Earnings (Loss)	187.7	214.9	(27.2)	(12.7%)
Foreign exchange (gain) loss	6.0	(5.4)	11.4	
Unusual Item	4.0	-	4.0	
Operating Earnings (Loss) – Normalized	197.7	209.5	(11.8)	(5.6%)
Net Earnings (Loss)	132.3	156.6	(24.3)	(15.5%)
Foreign exchange (gain) loss	6.0	(5.4)	11.4	
Foreign exchange (gain) loss on debt and derivatives	(0.9)	1.2	(2.1)	
Unusual Item	4.0	-	4.0	
Tax impact	(2.0)	1.0	(3.0)	
Net Earnings (Loss) – Normalized	139.4	153.4	(14.0)	(9.1%)
Net Earnings (Loss) per share – Diluted	2.00	2.37	(0.37)	(15.6%)
Foreign exchange (gain) loss	0.09	(0.08)	0.17	
Foreign exchange (gain) loss on debt and derivatives	(0.01)	0.02	(0.03)	
Unusual Item	0.06	-	0.06	
Tax impact	(0.03)	0.01	(0.04)	
Net Earnings (Loss) per share – Diluted – Normalized	2.11	2.32	(0.21)	(9.1%)
EBITDA	287.7	306.1	(18.4)	(6.0%)
Foreign exchange (gain) loss	6.0	(5.4)	11.4	
Foreign exchange (gain) loss on debt and derivatives	(0.9)	1.2	(2.1)	
Unusual Item	4.0	-	4.0	
EBITDA – Normalized	296.8	301.9	(5.1)	(1.7%)

	Three Months Ended March 31 2019		
	Industrial	Transportation	Linamar
(in millions of dollars)	\$	\$	\$
Operating Earnings (Loss)	73.1	114.6	187.7
EBITDA	88.5	199.2	287.7
Foreign exchange (gain) loss	4.8	1.2	6.0
Unusual Item	-	4.0	4.0
Operating Earnings (Loss) – Normalized	77.9	119.8	197.7
Foreign exchange (gain) loss on debt and derivatives	(0.3)	(0.6)	(0.9)
EBITDA – Normalized	93.0	203.8	296.8

	Three Months Ended March 31 2018		
	Industrial	Transportation	Linamar
(in millions of dollars)	\$	\$	\$
Operating Earnings (Loss)	74.7	140.2	214.9
EBITDA	85.6	220.5	306.1
Foreign exchange (gain) loss	(12.0)	6.6	(5.4)
Unusual Item	-	-	-
Operating Earnings (Loss) – Normalized	62.7	146.8	209.5
Foreign exchange (gain) loss on debt and derivatives	0.2	1.0	1.2
EBITDA – Normalized	73.8	228.1	301.9

Operating Earnings (Loss) – Normalized

The Company believes Operating Earnings (Loss) – Normalized is useful in assessing the Company's underlying operational performance and in making decisions regarding the ongoing operations of the business. Operating Earnings (Loss) – Normalized is calculated as Operating Earnings (Loss) as presented in the Company's consolidated financial statements less foreign exchange gain (loss) and any unusual items, if applicable, that are considered not to be indicative of underlying operational performance. See the "Normalizing Items" section above for a description of the unusual items impacting the operational performance discussed in this MD&A and a reconciliation of GAAP Operating Earnings (Loss) to Operating Earnings (Loss) – Normalized.

Net Earnings (Loss) – Normalized

The Company believes Net Earnings (Loss) – Normalized is useful in assessing the Company's underlying operational performance and in making decisions regarding the ongoing operations of the business. Net Earnings (Loss) – Normalized is calculated as Net Earnings (Loss) as presented in the Company's consolidated financial statements less foreign exchange gain (loss), foreign exchange gain (loss) on debt and derivatives, and any unusual items, if applicable, that are considered not to be indicative of underlying operational performance. See the "Normalizing Items" section above for a description of the unusual items impacting the operational performance discussed in this MD&A and a reconciliation of GAAP Net Earnings (Loss) to Net Earnings (Loss) – Normalized.

Net Earnings (Loss) per Share – Diluted – Normalized

The Company believes Net Earnings (Loss) per Share – Diluted – Normalized is useful in assessing the Company's underlying operational performance and in making decisions regarding the ongoing operations of the business. Net Earnings (Loss) per Share – Diluted – Normalized is calculated as Net Earnings (Loss) – Normalized (as defined above) divided by the fully diluted number of shares outstanding as at the period end date. See the "Normalizing Items" section above for a description of the unusual items, if applicable, impacting the operational performance discussed in this MD&A and a reconciliation of GAAP Net Earnings (Loss) per Share – Diluted to Net Earnings (Loss) per Share – Diluted – Normalized.

EBITDA – Normalized

The Company believes EBITDA – Normalized is useful in assessing the Company's underlying operational performance and in making decisions regarding the ongoing operations of the business. EBITDA – Normalized is calculated as EBITDA, as defined in "Additional GAAP Measures" below, and as presented in the Company's consolidated financial statements, less foreign exchange gain (loss), foreign exchange gain (loss) on debt and derivatives, and any unusual items, if applicable, that are considered not to be indicative of underlying operational performance. See the "Normalizing Items" section above for a description of the unusual items impacting the operational performance discussed in this MD&A and a reconciliation of GAAP EBITDA to EBITDA – Normalized.

Additional GAAP Measures

IFRS mandates certain minimum line items for financial statements and requires presentation of additional line items, headings and subtotals when such presentation is relevant to an understanding of an entity's financial position and performance. The Company presents the following additional GAAP measures in the Company's consolidated financial statements.

Operating Earnings

Operating Earnings (Loss) is calculated as Net Earnings (Loss) before income taxes, finance expenses and share of net earnings (loss) of investments accounted for using the equity method, as presented on the Company's consolidated statements of earnings. This measure, along with other GAAP and non-GAAP measures are used by the chief operating decision makers and management to assess operating performance and the effective use and allocation of resources and to provide more meaningful comparisons of operating results.

EBITDA

EBITDA is calculated as Net Earnings (Loss) before interest, income taxes, and amortization. Please see the notes to the consolidated interim financial statements for the quarter ended March 31, 2019 for the calculation. This measure, along with other GAAP and non-GAAP measures are used by the chief operating decision makers and management to assess operating performance, the effective use and allocation of resources, and to provide more meaningful comparisons of operating results.

FORWARD LOOKING INFORMATION

Certain information provided by Linamar in this MD&A, the Annual Report and other documents published throughout the year which are not recitation of historical facts may constitute forward-looking statements. The words "may", "would", "could", "will", "likely", "estimate", "believe", "expect", "plan", "forecast" and similar expressions are intended to identify forward-looking statements. Readers are cautioned that such statements are only predictions and the actual events or results may differ materially. In evaluating such forward-looking statements, readers should specifically consider the various factors that could cause actual events or results to differ materially from those indicated by such forward-looking statements.

Such forward-looking information may involve important risks and uncertainties that could materially alter results in the future from those expressed or implied in any forward-looking statements made by, or on behalf of, Linamar. Some of the factors and risks and uncertainties that cause results to differ from current expectations include, but are not limited to, changes in the competitive environment in which Linamar operates, OEM outsourcing and insourcing; sources and availability of raw materials; labour markets and dependence on key personnel; dependence on certain customers and product programs; technological change in the sectors in which the Company operates and by Linamar's competitors; delays in or operational issues with product launches; foreign currency risk; long-term contracts that are not guaranteed; acquisition and expansion risk; foreign business risk; cyclical and seasonality; weather; capital and liquidity risk; legal proceedings and insurance coverage; credit risk; emission standards; tax laws; securities laws compliance and corporate governance standards; fluctuations in interest rates; environmental emissions and safety regulations; trade and labour disruptions; world political events; pricing concessions to customers; and governmental, environmental and regulatory policies.

The foregoing is not an exhaustive list of the factors that may affect Linamar's forward-looking statements. These and other factors should be considered carefully and readers should not place undue reliance on Linamar's forward-looking statements. Linamar assumes no obligation to update the forward-looking statements, or to update the reasons why actual results could differ from those reflected in the forward-looking statements.