

Ontario
CERTIFICATE


This is to certify that these articles
 are effective on

CERTIFICAT

Ceci certifie que les présents statuts
 ontrent en vigueur le

1887813

JANUARY 01 JANVIER, 2013



Director / Directrice

Business Corporations Act / Loi sur les sociétés par actions

Form 4
 Business
 Corporations
 Act

Formule 4
 Loi sur les
 sociétés par
 actions

**ARTICLES OF AMALGAMATION
 STATUTS DE FUSION**

1. The name of the amalgamated corporation is: (Set out in BLOCK CAPITAL LETTERS)
 Dénomination sociale de la société issue de la fusion: (Écrire en LETTRES MAJUSCULES SEULEMENT):

L	I	N	A	M	A	R	C	O	R	P	O	R	A	T	I	O	N

2. The address of the registered office is:
 Adresse du siège social:

287 Speedvale Avenue West

Street & Number or R.R. Number & if Multi-Office Building give Room No. /
 Rue et numéro ou numéro de la R.R. et, s'il s'agit d'un édifice à bureaux, numéro du bureau

Guelph

ONTARIO

N I H I C 5

Name of Municipality or Post Office /
 Nom de la municipalité ou du bureau de poste

Postal Code/Code postal

3. Number of directors is:
 Nombre d'administrateurs:

Fixed number

OR minimum and maximum
 OU minimum et maximum

3

10

4. The director(s) is/are: / Administrateur(s):

First name, middle names and surname Prénom, autres prénoms et nom de famille	Address for service, giving Street & No. or R.R. No., Municipality, Province, Country and Postal Code Domicile éhi, y compris la rue et le numéro ou le numéro de la R.R., le nom de la municipalité, la province, le pays et le code postal	Resident Canadian State 'Yes' or 'No' Résident canadien Oui/Non
David Buehlow	R.R. #4, Bright, ON N0J 1B0	Yes
Frank J. Hasenfratz	287 Speedvale Avenue West Guelph, ON N1H 1C5	Yes
Linda Hasenfratz	287 Speedvale Avenue West Guelph, ON N1H 1C5	Yes

4. The director(s) is/are:
Administrateur(s) :

First name, middle names and surname <i>Prénom, autres prénoms et nom de famille</i>	Address for services, giving street & No. or R.R. No., Municipality, Province, Country and Postal code. <i>Domicile élu, y compris la rue et le numéro ou le numéro de la R.R., le nom de la municipalité, la province, le pays et le code postal</i>	Resident Canadian State 'Yes' or 'No' <i>Résident canadien Oui/Non</i>
William J. Harrison	287 Speedvale Avenue West Guelph, ON N1H 1C5	Yes
Terry Reidel	287 Speedvale Avenue West Guelph, ON N1H 1C5	Yes
Mark Stoddart	287 Speedvale Avenue West Guelph, ON N1H 1C5	Yes

5. Method of amalgamation, check A or B
 Méthode choisie pour la fusion – Cocher A ou B :

A- Amalgamation Agreement / Convention de fusion :

The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176 (4) of the *Business Corporations Act* on the date set out below.
 Les actionnaires de chaque société qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176(4) de la *Loi sur les sociétés par actions* à la date mentionnée ci-dessous.

or
ou

B- Amalgamation of a holding corporation and one or more of its subsidiaries or amalgamation of subsidiaries / Fusion d'une société mère avec une ou plusieurs de ses filiales ou fusion de filiales :

The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the *Business Corporations Act* on the date set out below.
 Les administrateurs de chaque société qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la *Loi sur les sociétés par actions* à la date mentionnée ci-dessous.

The articles of amalgamation in substance contain the provisions of the articles of incorporation of Linamar Corporation
 Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

Linamar Corporation

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

Names of amalgamating corporations Dénomination sociale des sociétés qui fusionnent	Ontario Corporation Number Numéro de la société en Ontario	Date of Adoption/Approval Date d'adoption ou d'approbation		
		Year année	Month mois	Day jour
Linamar Corporation	1758459	2012	12	28
Linamar UK Holdings Inc.	2176570	2012	12	28

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.
Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la société.

None.

7. The classes and any maximum number of shares that the corporation is authorized to issue:
Catégories et nombre maximal, s'il y a lieu, d'actions que la société est autorisée à émettre :

- (a) an unlimited number of common shares; and
- (b) an unlimited number of special shares issuable in series

- B. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:

Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série :

To provide that the rights, privileges, restrictions and conditions attaching to the common shares and the special shares issuable in series shall be as follows:

COMMON SHARES

(a) A holder of any common shares shall be entitled to receive notice of, to attend and to vote at all meetings of shareholders and to one vote for each common share held at any such meeting, except meetings at which only holders of a specified class of shares (other than common shares) or a specified series of share are entitled to vote;

(b) A holder of any common shares shall be entitled, subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation, to receive any dividend if, as and when declared by the Board of Directors of the Corporation, properly applicable to the payment of dividends in such amounts and payable in such manner as the Board of Directors may from time to time determine; and

(c) A holder of any common shares shall be entitled, subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation, to receive the remaining property of the Corporation upon dissolution.

SPECIAL SHARES

The special shares shall, as a class, carry and be subject to the following designations, rights, privileges, restrictions and conditions:

(a) The special shares may be issued at any time or from time to time in one or more series, each series to consist of such number of special shares as shall be fixed by the Board of Directors;

(b) With respect to each series, the Board of Directors shall determine, subject to these provisions, the designation, rights, privileges, restrictions and conditions and other provisions to be attached to the special shares of such series;

(c) The special shares of each series shall rank on a parity with the special shares of every other series with respect to priority in the payment of dividends and with respect to priority on the return of capital, or any other distribution of assets of the Corporation, in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary (herein referred to as a "liquidation dissolution");

(d) The special shares of each series shall be entitled to a preference over the junior shares of the Corporation (as hereinafter defined) with respect to priority in the payment of dividends and on a liquidation dissolution, and, the Directors may give the special shares of any series such other preferences over the junior shares as they see fit; herein "junior shares" mean the common shares of the Corporation and any other shares of the Corporation that may rank junior to the special shares with respect to priority in the payment of dividends and with respect to priority on a liquidation dissolution.

9. The issue, transfer or ownership of shares is/ is not restricted and the restrictions (if any) are as follows:
L'émission, le transfert ou la propriété d'actions est/ n'est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes :

None.

10. Other provisions, (if any):
Autres dispositions, s'il y a lieu :

None.

11. The statements required by subsection 178(2) of the *Business Corporations Act* are attached as Schedule "A".
Les déclarations exigées aux termes du paragraphe 178(2) de la *Loi sur les sociétés par actions* constituent l'annexe A.

12. A copy of the amalgamation agreement or directors' resolutions (as the case may be) is/are attached as Schedule "B".
Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe B.

These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

Name and original signature of a director or authorized signing officer of each of the amalgamating corporations. Include the name of each corporation, the signatories name and description of office (e.g. president, secretary). Only a director or authorized signing officer can sign on behalf of the corporation. / Nom et signature originale d'un administrateur ou d'un signataire autorisé de chaque société qui fusionne. Indiquer la dénomination sociale de chaque société, le nom du signataire et sa fonction (p. ex. : président, secrétaire). Seul un administrateur ou un dirigeant habilité peut signer au nom de la société.

Linamar Corporation

Names of Corporations / Dénomination sociale des sociétés

By / Par



Roger Fulton

Secretary

Signature / Signature

Print name of signatory /
Nom du signataire en lettres moulées

Description of Office / Fonction

Linamar UK Holdings Inc.

Names of Corporations / Dénomination sociale des sociétés

By / Par



Roger Fulton

Secretary

Signature / Signature

Print name of signatory /
Nom du signataire en lettres moulées

Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Print name of signatory /
Nom du signataire en lettres moulées

Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Print name of signatory /
Nom du signataire en lettres moulées

Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Print name of signatory /
Nom du signataire en lettres moulées

Description of Office / Fonction

SCHEDULE "A"

STATEMENT OF DIRECTOR OR OFFICER OF

**LINAMAR CORPORATION
("Linamar")**

- and -


**LINAMAR UK HOLDINGS INC.
("UK")**

1. I, Dale Schneider, am the Vice President of Linamar and Treasurer of UK, each being an amalgamating corporation listed in the Articles of Amalgamation to which this statement is attached.

2. Having conducted such examinations of the books and records of Linamar and UK and having made such inquiries and investigations as are necessary to enable me to make this statement, I hereby state that there are reasonable grounds for believing that:

- (a) each of Linamar and UK is and the amalgamated corporation will be able to pay its liabilities as they become due;
- (b) the realizable value of the assets of the amalgamated corporation will not be less than the aggregate of its liabilities and stated capital of all classes; and
- (c) no creditor will be prejudiced by the amalgamation.

DATED: December 28, 2012



Dale Schneider

Schedule "B"

Annexed hereto are copies of the directors' resolutions authorizing amalgamation.

RESOLUTION OF THE DIRECTORS

OF

LINAMAR CORPORATION
(the "Corporation")

Amalgamation with Linamar UK Holdings Inc.

Linamar UK Holdings Inc. is a wholly-owned subsidiary of the Corporation and it is desirable that the Corporation amalgamate with Linamar UK Holdings Inc. pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Act").

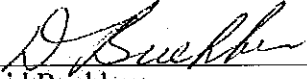
RESOLVED THAT:

1. the amalgamation of the Corporation and Linamar UK Holdings Inc. under the Act, pursuant to subsection 177(1) thereof, is approved;
2. upon the endorsement of a certificate on the articles of amalgamation pursuant to section 178 of the Act, all shares in the capital of Linamar UK Holdings Inc., including all shares which have been issued and are outstanding at the date hereof, shall be cancelled without any repayment of capital in respect thereof;
3. the articles of amalgamation and the by-laws of the amalgamated corporation shall be the same as the articles and by-laws of the Corporation;
4. no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and
5. any director or officer of the Corporation is hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing, including the execution and filing of articles of amalgamation.

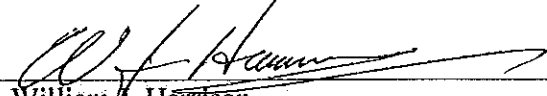
* * * * *

[Signature page follows]

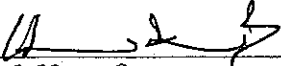
The foregoing resolution is hereby consented to by all the directors of the Corporation pursuant to the *Business Corporations Act* (Ontario) this 28 day of December, 2012.



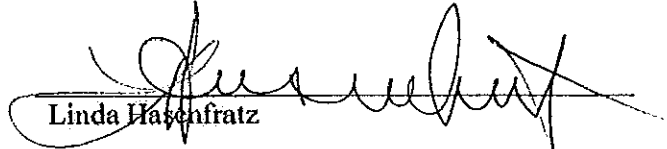
David Buehlow



William J. Harrison



Frank J. Hasenfratz



Linda Hasenfratz



Terry Reidel



Mike Stoddart

MARK

The foregoing resolution is hereby consented to by all the directors of the Corporation pursuant to the *Business Corporations Act* (Ontario) this 28 day of December, 2012.

David Buehlow

William J. Harrison

Frank J. Hasenfratz

Linda Hasenfratz

Terry Reidel



Mark Stoddart

RESOLUTION OF THE DIRECTORS

OF

LINAMAR UK HOLDINGS INC.
(the "Corporation")

Amalgamation with Linamar Corporation

The Corporation is a wholly-owned subsidiary of Linamar Corporation and it is desirable that the Corporation amalgamate with Linamar Corporation pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Act").

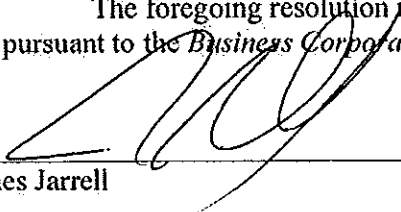
RESOLVED THAT:

1. the amalgamation of the Corporation and Linamar Corporation under the Act, pursuant to subsection 177(1) thereof, is approved;
2. upon the endorsement of a certificate on the articles of amalgamation pursuant to section 178 of the Act, all shares in the capital of the Corporation, including all shares which have been issued and are outstanding at the date hereof, shall be cancelled without any repayment of capital in respect thereof;
3. the articles of amalgamation and the by-laws of the amalgamated corporation shall be the same as the articles and by-laws of Linamar Corporation;
4. no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and
5. any director or officer of the Corporation is hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing, including the execution and filing of articles of amalgamation.

* * * * *

[Signature page follows]


The foregoing resolution is hereby consented to by all the directors of the Corporation pursuant to the *Business Corporations Act* (Ontario) this 28 day of December, 2012.



James Jarrell



Linda Hasenfratz



Roger Fulton