

**MARTINREA INTERNATIONAL INC.**

**NOTICE OF ANNUAL GENERAL  
MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN THAT** an annual general meeting of the shareholders of Martinrea International Inc. (the “Company”) will be held at **Paramount Conference Event Venue (Sinatra Room), 222 Rowntree Dairy Road, Vaughan, Ontario at 10:00 a.m. on Wednesday, June 14, 2017** for the following purposes:

1. **TO RECEIVE** the consolidated financial statements of the Company for the year ended December 31, 2016, together with the report of the auditors thereon;
2. **TO ELECT** directors of the Company;
3. **TO REAPPOINT** auditors and authorize the directors to fix the auditors’ remuneration;
4. **TO VOTE**, in an advisory, non-binding manner, on Martinrea’s approach to executive compensation described in the accompanying Management Information Circular; and
5. **TO TRANSACT** such further and other business as may properly come before the meeting or any adjournment or adjournments thereof.

Details of the foregoing transactions are contained in the accompanying Management Information Circular.

A Registered Shareholder who is unable to attend the meeting in person is requested to date, complete, sign and return the form of proxy and deposit it with the Company’s transfer agent and registrar, Computershare Investor Services Inc., 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario, M5J 2Y1, not less than 48 hours, excluding Saturdays and holidays, preceding the day of the meeting or any adjournment thereof at which the proxy is to be used. Alternatively, a Registered Shareholder may vote by fax, telephone or over the internet. The time limit for deposit of proxies may be waived by the Chair of the Meeting at his or her discretion without notice. Non-Registered Shareholders who hold shares through a bank, broker or other financial intermediary should carefully follow the instructions found on their voting instruction form.

Management and the Board **UNANIMOUSLY** recommend that Shareholders vote **FOR** all of the proposed resolutions. You are encouraged to vote today. Your vote is important no matter how many or how few shares you own.

**DATED** at Vaughan, Ontario this 15<sup>th</sup> day of May, 2017.

**BY ORDER OF THE BOARD**

(SIGNED) “*Rob Wildeboer*”  
Executive Chairman