

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS OF THE SHAREHOLDERS
of
BORGWARNER LIMITED

(the "Company")

Circulation Date: 29th July 2020

Under Chapter 2 of Part 13 of the Companies Act 2006 ("CA 2006"), the directors of the Company propose that the following resolution (the "**Resolution**") be passed as a special resolution as indicated.

SPECIAL RESOLUTION


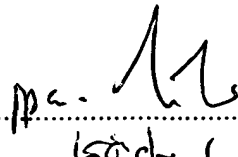
THAT the articles of association of the Company be amended by deleting all provisions referred to in paragraph 42 of schedule 2 of the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008 (Statutory Instrument 2008 No. 2860) and the new articles of association of the Company in the form annexed to this Resolution be adopted as the new articles of association of the Company to the exclusion of, and in substitution for, the existing articles of association of the Company including the relevant provisions of the memorandum of association that would otherwise be treated as provisions of the articles under section 28 of the Companies Act 2006.

AGREEMENT TO RESOLUTION

Please read the notes at the end of this document before signifying your agreement to the Resolution.

The undersigned, being the shareholder entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution:

Signed on behalf of **BORGWARNER HOLDINGS LIMITED**

) 
)
) Name: Andy
) Director
) 
)

Date: 29th July 2020

THURSDAY



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20/08/2020

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COMPANIES HOUSE

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NOTES

1. If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the methods set out below:

By hand to: Roysdale Way, Euroway Industrial Estate, Bradford, West Yorkshire, BD4 6SE

By post to: Roysdale Way, Euroway Industrial Estate, Bradford, West Yorkshire, BD4 6SE

By e-mail to: mark.penwarden@twobirds.com

If you do not agree to the Resolution, you do not need to do anything; you will not be deemed to agree if you fail to reply.

Only the e-mail address given above, and no other electronic address given in this document or in any accompanying document, may be used to send any document or information relating to the Resolution. The electronic address given above may only be used for the purposes specified.

2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
3. Unless within 28 days of the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before this date. Your agreement will be ineffective if received after that date.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.