

Treasury Regulation § 1.1273-2(f)(9) Disclosure

Issuer's Determination and Communication of "Traded on an Established Market" Status and Issue Price of Its 5.00% Senior Notes Issued on October 5, 2020.

Disclaimer: BorgWarner Inc. the "**Company**") is publishing this disclosure pursuant to the requirements of Treas. Reg. § 1.1273-2(f)(9) (the "**Issue Price Disclosure Regulations**"). The Issue Price Disclosure Regulations, issued by the Department of the Treasury on September 12, 2012, and effective for transactions occurring on or after November 13, 2012, require the issuer of a debt instrument to disclose its issue price within 90 days of the issue date if the issuer determines that either the debt instrument itself, or the property for which the debt instrument is issued (including another debt instrument), is "**traded on an established market**" as defined in Treas. Reg. § 1.1273-2(f)(1).

This disclosure is intended to fulfill the Company's notification obligation under the Issue Price Disclosure Regulations and does not constitute tax advice and does not purport to take into account any debt holder's specific circumstances. Holders of the debt instruments described herein are urged to consult their own tax advisors regarding the U.S. tax consequences of the transaction described herein.

All references herein to section are to the Internal Revenue Code of 1986, as amended, and all references to "**Treas. Reg. §**" are to the regulations issued thereunder.

On October 5, 2020, the Company issued 5.00% Senior Notes due 2025 ("BorgWarner Notes") to holders of Delphi Technologies PLC 5.00% Senior Notes ("DT Notes") that validly tendered their DT Notes pursuant to the Company's Exchange Offer and Consent Solicitation dated September 2, 2020. The Company has determined that the BorgWarner Notes were traded on an established market as that term is defined in Treas. Reg. § 1.1273-2(f)(1) and that the issue price of the BorgWarner Notes is 116.587% of the principal amount, (\$1,165.87 per \$1,000 of principal amount). BorgWarner Notes issued to qualified institutional buyers as defined in Rule 144A under the Securities Act of 1933 (the "Securities Act") have the CUSIP number 099724AM8/US099724AM84, and BorgWarner Notes issued in reliance on Regulations S under the Securities Act have the CUSIP number U0560UAA0/USU0560UAA08.