BorgWarner Announces Final Results and Upsize of its Cash Tender Offers for its Senior Notes

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AUBURN HILLS, Mich., Aug. 17, 2026 /PRNewswire/ -- BorgWarner Inc. (NYSE: **BWA**) (the "Company") today announced the expiration and final results of its previously announced tender offers (the "Tender Offers"), to purchase for cash the debt securities issued by the Company referred to below (collectively, the "Notes," and each a "Series"), in each case upon the terms and subject to the conditions set forth in the Offer to Purchase dated August 10, 2026 (the "Offer to Purchase") and any related documents (collectively with the Offer to Purchase, the "Tender Offer Documents"). In addition, the Company today announced that it had increased the Waterfall Cap for the Offers to $730,000,000, excluding the Accrued Interest Payment (as defined below), subject to the proration and the application of the Acceptance Priority Levels set forth in the table below and the Offer to Purchase. The Company increased the amount of 4.950% Notes accepted for payment in the Offers by 2% of the outstanding 4.950% Notes, as further described in the Acceptance Priority Procedures set forth in the Offer to Purchase, without amending or extending the Offer. Capitalized terms used but not defined in this press release have the meanings given to them in the Offer to Purchase.

The Tender Offers expired at 5:00 p.m., New York City time, on August 14, 2026 (the "Expiration Date"). Withdrawal rights for the Tender Offers expired at the Expiration Date, and accordingly, Notes validly tendered in the Tender Offers may no longer be withdrawn except where additional withdrawal rights are required by law.

At the Expiration Date, according to information provided by Global Bondholder Services Corporation, the tender and information agent for the Tender Offers, the aggregate principal amount of each series of Notes validly tendered and not validly withdrawn pursuant to the Tender Offers and the aggregate principal amount of each series of Notes accepted for purchase, are set forth in the table below.

Series of Notes	CUSIP/ISIN Number[1]	Aggregate Principal Amount Outstanding Prior to Tender Offer	Offer Sub Cap	Acceptance Priority Level	Tender Consideration[2]	Aggregate Principal Amount Tendered	Aggregate Principal Amount Accepted
7.125% Senior Notes due 2029 (Any and All Offer)	099724 AC0 / US099724AC03	$120,685,000	N/A	N/A	$1,061.70	$27,105,000	$27,105,000
4.375% Senior Notes due 2045	099724 AH9 / US099724AH99	$500,000,000	N/A	1	$827.77	$130,482,000	$130,482,000
5.400% Senior Notes due 2034	099724 AQ9 / US099724AQ98	$500,000,000	N/A	2	$1,019.75	$339,547,000	$339,547,000
4.950% Senior Notes due 2029	099724 AP1 / US099724AP16	$500,000,000	N/A	3	$1,010.87	$291,426,000	$272,772,000
2.650% Senior Notes due 2027	099724 AL0 / US099724AL02	$1,100,000,000	$250,000,000	4	$986.77	$300,008,000	$0

(1) No representation is made as to the correctness or accuracy of the CUSIP or ISIN numbers listed above.

(2) Payable per each $1,000 principal amount of Notes of a series validly tendered, not validly withdrawn and accepted for purchase at or prior to the Expiration Date. Each Tender Consideration was determined in the manner described in the Tender Offer Documents.

The Tender Consideration was determined at 3:00 p.m., New York City time, on August 14, 2026.

The Company's obligation to complete a Tender Offer with respect to the Notes validly tendered is conditioned on the satisfaction or waiver of conditions described in the Offer to Purchase. For the Notes accepted for purchase, all conditions to the Tender Offer with respect to such Notes were satisfied or waived on or prior to the Expiration Date. On the applicable Settlement Date, Holders whose Notes have been accepted for purchase will also receive an Accrued Interest Payment. The Notes validly tendered but not accepted for purchase will be returned promptly to the tendering Holders in accordance with the Offer to Purchase.

Information Relating to the Tender Offers

Barclays Capital Inc. and PNC Capital Markets LLC served as the dealer managers for the Tender Offers. Investors with questions regarding the Tender Offers may contact Barclays Capital Inc. at (212) 528-7581 or toll-free at (800) 438-3242, or email **us.lm@barclays.com**, or PNC Capital Markets LLC at (212) 878-8946 or toll-free at (833) 715-3537, or email **liabilitymanagement@pnc.com**. Global Bondholder Services Corporation served as the tender and information agent for the Tender Offers and can be contacted at (212) 430-3774 or toll-free at (855) 654-2015. The Offer to Purchase may be accessed at the following web address: **https://www.gbsc-usa.com/borgwarner/**.

This press release shall not constitute an offer to sell, a solicitation to buy or an offer to purchase or sell any securities. The Tender Offers were made only pursuant to the Offer to Purchase and only to such persons and in such jurisdictions as is permitted under applicable law.

About BorgWarner

For more than 130 years, BorgWarner has been a transformative global product leader bringing successful mobility innovation to market. With a focus on sustainability, we're helping to build a cleaner, healthier, safer future for all.

Forward-Looking Statements

This release may contain forward-looking statements as contemplated by the 1995 Private Securities Litigation Reform Act that are based on management's current outlook, expectations, estimates and projections. Words such as "anticipates," "believes," "continues," "could," "designed," "effect," "estimates," "evaluates," "expects," "forecasts," "goal," "guidance," "initiative," "intends," "may," "outlook," "plans," "potential," "predicts," "project," "pursue," "seek," "should," "target," "when," "will," "would," and variations of such words and similar expressions are intended to identify such forward-looking statements. Further, all statements, other than statements of historical fact, contained or incorporated by reference in this release that we expect or anticipate will or may occur in the future regarding our financial position, including our guidance for full year 2026, our business strategy and measures to implement that strategy, including changes to operations, competitive strengths, goals, expansion and profitable growth of our business and operations, plans, references to future success, including the anticipated benefits of our new business awards and other such matters, are forward-looking statements. Accounting estimates, such as those described under the heading "Critical Accounting Policies and Estimates" in Item 7 of our most recently filed Annual Report on Form 10-K ("Form 10-K"), are inherently forward-looking. All forward-looking statements are based on assumptions and analyses made by us in light of our experience and our perception of historical trends, current conditions and expected future developments, as well as other factors we believe are appropriate under the circumstances. Forward-looking statements are not guarantees of performance, and the Company's actual results may differ materially from those expressed, projected or implied in or by the forward-looking statements.

You should not place undue reliance on these forward-looking statements, which speak only as of the date of this release. Forward-looking statements are subject to risks and uncertainties, many of which are difficult to predict and generally beyond our control, that could cause actual results to differ materially from those expressed, projected or implied in or by the forward-looking statements. These risks and uncertainties, among others, include: the success of our portfolio strategy; supply disruptions impacting us or our customers, commodity availability and pricing and an inability to achieve expected levels of recoverability in commercial negotiations with customers concerning these costs; conditions in the automotive industry; competitive challenges from existing and new competitors, including original equipment manufacturer ("OEM") customers; the challenges associated with rapidly changing technologies, including artificial intelligence, and our ability to innovate in response; the difficulty in forecasting demand for electric vehicles and our electric vehicles revenue growth; potential future changes in laws and regulations, including, by way of example, taxes and tariffs, in the countries in which we operate; potential disruptions in the global economy caused by wars or other geopolitical conflicts; the ability to identify targets and consummate acquisitions on acceptable terms; failure to realize the expected benefits of acquisitions on a timely basis; the possibility that our 2023 tax-free spin-off of our former Fuel Systems and Aftermarket segments into a separate publicly traded company will not achieve its intended tax benefits; the failure to promptly and effectively integrate acquired businesses; the potential for unknown or inestimable liabilities relating to the acquired businesses; impacts of our exit of the charging business; our dependence on automotive and truck production, which is highly cyclical and subject to disruptions; our reliance on major OEM customers; impacts of any future strikes involving any of our OEM customers and any actions such OEM customers take in response; fluctuations in interest rates and foreign currency exchange rates; our dependence on information systems; the uncertainty of the global economic environment; the uncertainty surrounding global trade policies, including tariffs and export restrictions and their impact on the Company, its customers and its suppliers; the outcome of existing or any future legal proceedings, including litigation with respect to various claims, or governmental investigations, including related litigation; impacts from any potential future acquisition or disposition transactions; and the other risks discussed in reports that we file with the Securities and Exchange Commission, including in Item 1A. "Risk Factors" in our most recently filed Annual Report on Form 10-K and/or Quarterly Report on Form 10-Q. We do not undertake any obligation to update or announce publicly any updates to or revisions to any of the forward-looking statements in this release to reflect any change in our expectations or any change in events, conditions, circumstances, or assumptions underlying the statements.

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