

PROXY FORM

Annual and Special Meeting

Onex Corporation

WHEN:

Thursday, May 11, 2023 at 10:00 am EDT

WHERE:

www.virtualshareholdermeeting.com/ONEX2023

STEP 1

REVIEW YOUR VOTING OPTIONS

ONLINE: VOTE AT **PROXYVOTE.COM** USING YOUR COMPUTER OR MOBILE DATA DEVICE. YOUR CONTROL NUMBER IS LOCATED BELOW.



**SCAN TO VIEW
MATERIAL AND
VOTE NOW**



BY TELEPHONE: YOU MAY ENTER YOUR VOTING INSTRUCTIONS BY TELEPHONE AT: **ENGLISH: 1-800-474-7493** OR **FRENCH: 1-800-474-7501**

BY MAIL: THIS PROXY FORM MAY BE RETURNED BY MAIL IN THE ENVELOPE PROVIDED.

REMINDER: PLEASE REVIEW THE INFORMATION / PROXY CIRCULAR BEFORE VOTING.

G-V502122020

CONTROL NO.:→

PROXY DEPOSIT DATE: May 9, 2023 at 10:00 am EDT

The control number has been assigned to you to identify your shares for voting.

You must keep your control number confidential and not disclose it to others other than when you vote using one of the voting options set out on this form. Should you send this form or provide your control number to others, you are responsible for any subsequent voting of, or subsequent inability to vote, your shares.

INSTRUCTIONS:

1. **This Form of Proxy is solicited by and on behalf of management of the issuer.**
2. You have the right to appoint a person, who need not be a shareholder, other than the person(s) specified on the other side of this form to attend and act on your behalf at the Meeting. If you wish to appoint a person:
 - Write the name of your designate on the "Appointee" line and provide a unique **APPOINTEE IDENTIFICATION NUMBER** for your Appointee to access the Virtual Meeting in the space provided on the other side of this form, sign and date the form, and return it by mail, or
 - Go to ProxyVote.com and insert the name of your designate in the "Change Appointee(s)" section and provide a unique **APPOINTEE IDENTIFICATION NUMBER** on the voting site for your Appointee to access the Virtual Meeting.

You **MUST** provide your Appointee the **EXACT NAME** and **EIGHT CHARACTER APPOINTEE IDENTIFICATION NUMBER** to access the Virtual Meeting. Appointees can only be validated at the Virtual Meeting using the **EXACT NAME** and **EIGHT CHARACTER APPOINTEE IDENTIFICATION NUMBER** you enter.

IF YOU DO NOT CREATE AN EIGHT CHARACTER APPOINTEE IDENTIFICATION NUMBER AND PROVIDE IT TO YOUR APPOINTEE, YOUR APPOINTEE WILL NOT BE ABLE TO ACCESS THE VIRTUAL MEETING.

3. This Form of Proxy confers discretionary authority to vote on amendments or variations to the matters identified in the notice of the Meeting and with respect to other matters that may properly be brought before the Meeting or any adjournment or postponement thereof.
This Form of Proxy will not be valid and not be acted upon or voted unless it is completed and delivered as outlined herein.
4. If the shares are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this Form of Proxy. If you are voting on behalf of a corporation or another individual, documentation evidencing your power to sign this Form of Proxy with signing capacity stated may be required.
5. In order to expedite your vote, you may use the Internet or a touch-tone telephone, and entering the control number noted above. The Internet or telephone voting service is not available on the day of the Meeting. The telephone system cannot be used if you designate another person to attend on your behalf.

If you vote by Internet or telephone, do not mail back this Form of Proxy.

6. If the Form of Proxy is not dated, it will be deemed to bear the date on which it was mailed to the shareholder.
7. This Form of Proxy will be voted as directed by the shareholder. If no voting preferences are indicated on the reverse, this Form of Proxy will be voted as recommended on the reverse of this form or as stated in the management proxy circular, except in the case of your appointment of an Appointee.
8. Unless prohibited by law or you instruct otherwise, your Appointee(s) will have full authority to attend and otherwise act at, and present matters to the Meeting and any adjournment or postponement thereof, and vote on all matters that are brought before the Meeting or any adjournment or postponement thereof, even if these matters are not set out in this form or in the management proxy circular.
9. If these voting instructions are given on behalf of a body corporate, set out the full legal name of the body corporate, and the name and position of the person giving voting instructions on behalf of the body corporate.
10. If the items listed in the management proxy circular are different from the items listed on the other side of this form, the management proxy circular will be considered correct.
11. This Form of Proxy should be read in conjunction with the accompanying management proxy circular.

PLEASE SEE OVER

PROXY FORM

Onex Corporation

90

MEETING TYPE: Annual and Special Meeting
MEETING DATE: Thursday, May 11, 2023 at 10:00 am EDT
RECORD DATE: March 27, 2023
PROXY DEPOSIT DATE: May 9, 2023 at 10:00 am EDT
ACCOUNT NO: CUID: CUSIP:

CONTROL NO.: ->

STEP 2 APPOINT A PROXY (OPTIONAL)

APPOINTEE(S): Gerald W. Schwartz, or failing him, Christopher A. Govan, or failing him, Andrea E. Daly

Change Appointee

If you wish to designate another person to attend, vote and act on your behalf at the Meeting, or any adjournment or postponement thereof, other than the person(s) specified above, go to www.proxyvote.com or print your name or the name of the other person attending the Meeting in the space provided herein and provide a unique APPOINTEE IDENTIFICATION NUMBER USING ALL BOXES for your Appointee to access the Virtual Meeting.

You MUST provide your Appointee the EXACT NAME and an EIGHT (8) CHARACTER APPOINTEE IDENTIFICATION NUMBER to access the Virtual Meeting. Appointees can only be validated at the Virtual Meeting using the EXACT NAME and EIGHT (8) CHARACTER APPOINTEE IDENTIFICATION NUMBER you enter below.

PLEASE PRINT APPOINTEE NAME INSIDE THE BOX

Input box for appointee name

MAXIMUM 22 CHARACTERS - PLEASE PRINT CLEARLY

CREATE AN EIGHT (8) CHARACTER IDENTIFICATION NUMBER FOR YOUR APPOINTEE

Input boxes for 8 character identification number

MUST BE EIGHT CHARACTERS IN LENGTH - PLEASE PRINT CLEARLY

E-R2B

STEP 3 COMPLETE YOUR VOTING DIRECTIONS

ITEM(S): VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT OVER THE BOXES (FILL IN ONLY ONE BOX "X" PER ITEM IN BLACK OR BLUE INK)

01 In respect of the appointment of an auditor of the Corporation.

Voting options: FOR, WITHHOLD

02 In respect of the authorization of the directors to fix the remuneration of the auditor.

Voting options: FOR, WITHHOLD

Election of Directors

3A Election of Director: Robert M. Le Blanc

Voting options: FOR, WITHHOLD

3B Election of Director: Lisa Carnoy

Voting options: FOR, WITHHOLD

3C Election of Director: Sarabjit S. Marwah

Voting options: FOR, WITHHOLD

3D Election of Director: Beth A. Wilkinson

Voting options: FOR, WITHHOLD

04 The advisory resolution on the Corporation's approach to executive compensation as set out in the Management Information Circular.

Voting options: FOR, AGAINST

05 To consider and, if deemed appropriate, approve a special resolution to amend the Restated Articles of Incorporation of the Corporation definition of "Event of Change" (as defined in the Articles), in furtherance of the Corporation's leadership continuity and succession plan whereby Mr. Robert M. Le Blanc will succeed Mr. Gerald W. Schwartz as Chief Executive Officer of the Corporation.

Voting options: FOR, AGAINST

06 To consider and, if deemed appropriate, approve a resolution to amend the Amended and Restated By-Law No. 1 of the Corporation, conditional on the approval of the amendment of the Articles, to remove certain technical provisions that were only intended to apply for so long as Mr. Gerald W. Schwartz serves as Chief Executive Officer.

Voting options: FOR, AGAINST

07 To consider and, if deemed appropriate, approve a resolution to amend to the Amended and Restated By-Law No. 1 of the Corporation, to add advance notice provisions for the nominations of directors by shareholders and make a limited number of housekeeping amendments to reflect changes in law and corporate governance practices.

Voting options: FOR, AGAINST

STEP 4 THIS DOCUMENT MUST BE SIGNED AND DATED

SIGNATURE(S) *INVALID IF NOT SIGNED*

Month and Year input boxes (M M D D Y Y)