



ONEX Corporation

Annual Information Form  
for the Year Ended December 31, 2023

February 22, 2024

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## **KEY DEFINITIONS AND INTERPRETATIONS**

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The following is a list of defined terms and names used throughout this Annual Information Form:

<b>AIF</b>	This Annual Information Form for Onex Corporation dated February 22, 2024.
<b>Company</b>	Unless the context otherwise requires or implies, references to the “Company” are intended to be broad and include Onex’ various investment and asset management platforms and their respective predecessors, subsidiaries and other investee businesses irrespective of legal form.
<b>OCAM</b>	Onex Canada Asset Management Inc. (formerly Gluskin Sheff + Associates Inc.) and its subsidiaries
<b>ONCAP or ONCAP Funds</b>	ONCAP I LP, ONCAP II LP, ONCAP III LP, ONCAP IV LP and ONCAP V LP collectively
<b>Onex</b>	Onex Corporation
<b>Onex Credit</b>	Onex Credit Partners LLC, Onex Credit Management LLC and their subsidiaries
<b>Onex Falcon</b>	Onex Falcon Investment Advisors, LLC (formerly Falcon Investment Advisors, LLC)
<b>Onex Partners or Onex Partners Funds</b>	Onex Partners I LP, Onex Partners II LP, Onex Partners III LP, Onex Partners IV LP and Onex Partners V LP collectively
<b>Onex Transportation Partners</b>	Onex Transportation Partners GP ULC
<b>2023 Information Circular</b>	Notice of Annual and Special Meeting of Shareholders and Information Circular of Onex dated March 27, 2023.
<b>2024 Information Circular</b>	Notice of Annual and Special Meeting of Shareholders and Information Circular of Onex to be filed in connection with Onex’ 2024 annual meeting scheduled to be held on May 9, 2024.

Throughout this AIF, all references to “\$” or “dollars” are to U.S. dollars unless otherwise indicated. All references to “C\$” are to Canadian dollars.

## **INCORPORATION BY REFERENCE**

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This AIF incorporates by reference certain information contained in Onex' 2023, 2022 and 2021 Management's Discussion & Analysis, which are available at [www.sedarplus.ca](http://www.sedarplus.ca). Those filings are referred to herein as the "2023 MD&A", "2022 MD&A" and "2021 MD&A", respectively. This AIF also incorporates certain information contained in Onex' 2024 and 2023 Information Circulars, which are/will be available at [www.sedarplus.ca](http://www.sedarplus.ca).

## **NAME, ADDRESS AND INCORPORATION**

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Onex was incorporated under the *Business Corporations Act* (Ontario) on December 30, 1980 and its corporate name was changed to its present name on March 11, 1987. A summary of the Company's share provisions can be found in the 2023 Information Circular and the amended and restated articles of incorporation of Onex are available at [www.sedarplus.ca](http://www.sedarplus.ca). Onex' registered and principal office is located on the 49<sup>th</sup> Floor, 161 Bay Street, P.O. Box 700, Toronto, Ontario, Canada M5J 2S1. Onex' Subordinate Voting Shares ("SVS") are listed on the Toronto Stock Exchange ("TSX") under the symbol "ONEX".

## **BACKGROUND AND GENERAL DEVELOPMENT OF THE BUSINESS**

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Onex was founded in Toronto, Canada to make private equity investments in companies located primarily in North America. Onex has since grown its investment activities and has evolved into a multi-strategy alternative asset management business which manages and invests capital across private equity and public and private credit investment platforms on behalf of its shareholders, institutional investors and high net worth private clients. Onex' current investment platforms include: Onex Partners, private equity funds focused on mid- to large-cap opportunities in North America and Western Europe; ONCAP, private equity funds focused on middle market and smaller opportunities in North America; Onex Transportation Partners, private equity/infrastructure funds focused on middle market transportation infrastructure businesses primarily in North America and Europe; and Onex Credit which manages various investment strategy products, including credit funds focused on structured, opportunistic, direct lending, liquid and mezzanine investment strategies. At December 31, 2023, Onex had \$8.4 billion of its own investing capital, primarily invested in its private equity and credit investment platforms. Additionally, at December 31, 2023, Onex also had assets under management<sup>1</sup> of \$41.0 billion from institutional investors and private clients. Onex generates annual management fee income on \$33.7 billion of assets under management.

Onex operates from offices located in Toronto, Ontario; New York City, New York; Englewood Cliffs, New Jersey; Boston, Massachusetts; and London, England.

The restated articles of incorporation of Onex (the "Articles") provide for authorized share capital consisting of an unlimited number of senior preferred shares, an unlimited number of junior preferred shares, 100,000 Multiple Voting Shares ("MVS") and an unlimited number of SVS. Onex completed an initial public offering of SVS on the Toronto Stock Exchange in 1987 and as of December 31, 2023: 77,399,292 SVS were issued and outstanding, having an equity market capitalization of approximately \$5.4 billion (C\$7.2 billion); 100,000 MVS have been issued to and are personally held (directly or indirectly) by Gerald W. Schwartz, the founder and Chairman of Onex since 1987; and no senior preferred shares or junior preferred shares were issued and outstanding. In May 2023, 98.4% of Onex SVS shareholders approved a special resolution to amend the articles of incorporation to revise the definition of "Event of Change" to, amongst other things, adopt a new three-year sunset provision to fix the end date of the MVS voting structure. In connection with the May 2023 approval of the amended articles of

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<sup>1</sup> The glossary in Onex' 2023 annual MD&A further describes the composition of assets under management.

incorporation, Mr. Schwartz, then Chairman, Chief Executive Officer and founder of Onex, transitioned to the role of Founder and Chairman of the Onex Board and Mr. Robert M. Le Blanc was appointed to the role of Chief Executive Officer and President of Onex. The succession of Mr. Le Blanc to the Onex CEO role and the approval of the three-year sunset to conclude the MVS voting structure marked an important step forward in Onex’ ongoing transition from a founder-centric controlled investment company to a “one share, one vote” multi-strategy alternative asset manager. Further details regarding the amendment to the articles of incorporation are set forth under “Approval of the Articles Amendment” of the 2023 Information Circular.

### **Private Equity**

Onex has generated a gross multiple of capital invested<sup>2</sup> of 2.5 times from its core private equity activities since inception, resulting in a 27% gross internal rate of return on realized, substantially realized and publicly-traded investments.

Onex’ private equity investment activities are conducted primarily through three platforms: Onex Partners (for upper middle market transactions), ONCAP (for small and medium sized businesses) and Onex Transportation Partners (for middle-market transportation infrastructure related transactions). Onex participates in the Onex Partners and ONCAP investment funds as the largest limited partner investor and through its direct and indirect ownership of the funds’ general partners and managers. A discussion of the Company’s significant private equity transactions, fund-level developments and performance is set forth under “Private Equity Investing” of the 2023 MD&A, 2022 MD&A and 2021 MD&A, which discussions are incorporated herein by reference.

#### *Onex Partners*

Onex Partners has raised five institutional private equity funds since 2003. Each Onex Partners fund was established with a view to making control investments in businesses organized or domiciled in North America and, opportunistically, in Western Europe. Onex Partners typically pursues investments requiring at least \$125 million of equity. As at December 31, 2023, the Onex Partners Funds comprised:

<i>Fund</i>	<i>Vintage</i>	<i>Aggregate Commitments<sup>(1)</sup></i>	<i>Total Investments<sup>(2)</sup></i>	<i>Remaining Investments at Original Cost<sup>(2)</sup></i>
Onex Partners I	2003	\$1.7 billion	10 companies (\$1.5 billion)	none <sup>(3)</sup>
Onex Partners II	2006	\$3.5 billion	7 companies (\$2.9 billion)	none <sup>(3)</sup>
Onex Partners III	2009	\$4.7 billion	10 companies (\$4.2 billion)	3 companies (\$1.2 billion)
Onex Partners IV	2014	\$5.7 billion	13 companies (\$5.6 billion)	7 companies (\$3.4 billion)
Onex Partners V	2018	\$7.15 billion	13 companies (\$6.1 billion)	12 companies (\$6.0 billion)

(1) Represents aggregate minimum commitments of the respective fund at the final close, including Onex’ commitment.

(2) Excluding both Onex and third-party co-investment, as applicable. Excluding capitalized acquisition costs and bridge financing, as applicable.

(3) Onex Partners I and Onex Partners II are substantially realized.

<sup>2</sup> The glossary in Onex’ 2023 annual MD&A further describes the composition of gross multiple of capital and gross internal rate of return.

In aggregate, Onex Partners Funds have invested approximately \$20.3 billion, or \$25.6 billion including Onex and third-party co-investments, in 48 operating companies since 2003.

### ONCAP

ONCAP has raised four institutional private equity funds since 1999 and is currently fundraising for ONCAP V, which has aggregate commitments of approximately \$600 million, including Onex' commitment of \$250 million. Each ONCAP fund was established with a view to making control investments in small and medium-sized businesses organized or domiciled in North America. As at December 31, 2023, the ONCAP Funds comprised:

<i>Fund</i>	<i>Vintage</i>	<i>Aggregate Commitments</i> <sup>(1)</sup>	<i>Total Investments</i> <sup>(2)</sup>	<i>Remaining Investments at Original Cost</i> <sup>(2)</sup>
ONCAP I	1999	C\$400 million	6 companies (C\$208 million)	none <sup>(3)</sup>
ONCAP II	2006	C\$574 million	8 companies (C\$483 million)	2 companies (C\$147 million)
ONCAP III	2011	C\$800 million	8 companies (C\$637 million)	3 companies (C\$168 million)
ONCAP IV	2016	\$1.1 billion	13 companies (\$1.1 million)	12 companies (\$1 billion)
ONCAP V	2024	\$600 million <sup>(4)</sup>	2 companies (\$393 million)	2 companies (\$393 million)

(1) Represents aggregate minimum commitments of the respective fund (other than ONCAP V) at the final close, including Onex' commitment.

(2) Excluding both Onex and third-party co-investment, as applicable. Excluding capitalized acquisition costs and bridge financing, as applicable.

(3) ONCAP I has been fully realized.

(4) ONCAP V is in the process of fundraising and has not reached its final close. The amount reflects aggregate commitments to ONCAP V to date.

In aggregate, ONCAP Funds have invested approximately \$2.7 billion (C\$3.3 billion), including Onex and third-party co-investments, in 34 operating companies.

### Onex Transportation Partners

Onex Transportation Partners is a newly formed Onex-sponsored investment platform with a mandate to capitalize on the large and growing need for investment in transportation related-equipment catalyzed by the underinvestment in transportation-related aspects of the supply chain; the imperative to decarbonize the transportation ecosystem through investment in cleaner technology assets; the growth in e-commerce requiring investments in first, middle and last mile transportation infrastructure; and the impact of persistent geopolitical uncertainty reorganizing the global supply chain. Onex Transportation Partners investment professionals are currently evaluating investment opportunities and anticipate launching formal fundraising efforts for the first Onex Transportation Partners fund in 2024.

### Other Investments

Prior to the formation of the Onex Partners and ONCAP Funds, Onex directly invested its capital in and built 31 businesses, completing 148 acquisitions having an aggregate transaction value of \$13.6 billion. From time to time, Onex may directly invest its capital outside of its private equity funds where select opportunities are not ideally suited for Onex Partners, ONCAP or Onex Transportation Partners fund mandates. Onex currently holds two such direct investments in Ryan Specialty Group LLC and Unanet Inc.

## **Credit Investments**

Onex' credit investment activities are conducted primarily through Onex Credit, which had \$24.2 billion of assets under management as of December 31, 2023. Onex Credit invests in non-investment grade debt through its collateralized loan obligations ("CLOs") as well as managing investment funds in public and private credit, structured, direct lending, liquid, mezzanine and other opportunistic credit strategies. In 2020, Onex acquired Onex Falcon to offer additional credit investment strategies as part of the Onex Credit platform. Onex Falcon is a private credit manager providing private credit financing solutions and opportunistic strategies to mezzanine and other direct lending investments for U.S. middle market companies.

In 2019, Onex acquired Gluskin Sheff + Associates Inc. which included its client wealth management advisory business as well as its public credit and equities investment fund management business. In March 2023, Onex announced an agreement with RBC Wealth Management Canada ("RBC WMC") to expand distribution of certain Onex Credit, Private Equity and legacy Gluskin Sheff investment strategies, funds, and products through RBC WMC. In connection with the agreement, all Gluskin Sheff client wealth management advisors were offered employment with RBC WMC and Onex is in the process of winding down its legacy client wealth management and wealth planning operations.

## **Real Estate**

Onex established the Onex Real Estate platform in January 2005 with a mandate to invest in attractive real estate assets in North America. Onex Real Estate participated in an aggregate of seven investments and as of December 31, 2023, had a remaining investment in Flushing Town Center, consisting of 15 condominium units located in Flushing, New York.

## **EMPLOYEES**

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Onex had 492 employees as of December 31, 2023.

## **CODE OF BUSINESS CONDUCT AND ETHICS**

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Onex has a Code of Business Conduct and Ethics that sets out our commitment to a culture of honesty, integrity and accountability as well as the expected conduct of Onex directors, officers and employees and the subsidiaries and controlled affiliates by the Corporation.

## **FINANCIAL STATEMENTS AND INFORMATION REGARDING REPORTABLE SEGMENTS**

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Pages 28 to 31 of the 2023 MD&A and Note 29 to the Company's audited annual consolidated financial statements for the year ended December 31, 2023 set forth detailed financial and other information in respect of its reportable segments, both of which are available at [www.sedarplus.ca](http://www.sedarplus.ca) and is incorporated by reference herein.

## **RISK FACTORS**

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The following risk factors, and the information incorporated by reference herein, should be considered carefully. These risks could materially and adversely affect the Company's future operating results and could cause actual events to differ materially from those described in forward-looking statements relating to the Company.

Onex believes that an assessment of the risks associated with an investment in Onex shares first requires an understanding of the fundamental drivers of Onex' business. As described above (see "Background and

Development of the Business”), Onex is an investor in, and a manager of, private equity and credit strategies investment platforms. Fundamentally, our business is to invest our own capital and to manage and invest third-party investor capital.

- *Investing Segment (investing our own capital)*: Onex has \$8.4 billion of investing capital, of which \$7.0 billion was invested in its own private equity and private credit investment funds. At December 31, 2023, Onex’ investing capital was invested in:
  - Onex Partners, our investment platform for middle market to large-cap private equity transactions (\$4.7 billion or 55%);
  - ONCAP, our investment platform for small to middle-market private equity transactions (\$970 million or 12%);
  - Onex Credit, our investment platform for various investment strategies (\$936 million or 11%); and
  - cash and near-cash items (\$1.5 billion or 17%) and real estate or other assets (\$405 million or 5%).

Details regarding Onex’ corporate investments are set forth in Note 5 to the Company’s December 31, 2023 Financial Statements available at [www.sedarplus.ca](http://www.sedarplus.ca). That information is updated quarterly and appears in the corporate investment note disclosure in the Company’s quarterly financial statements.

- *Asset Management Segment (managing and investing capital on behalf of others)*: As the general partner and manager of private equity, private and public credit and equities investment funds, as at December 31, 2023 we manage \$41.0 billion of invested and committed capital on behalf of investors from around the world. Onex’ investment and management of third-party investor capital provides two financial benefits:
  - a committed stream of management fees based on the amount of third-party investor capital we manage, which we refer to as “fee-generating assets under management” or “FGAUM”; and
  - the opportunity to share in the investment gains we realize for our third-party investors through our carried interest or performance fee participation, which we refer to throughout this section as “carried interest” and “performance fees”.

Our ability to create value through our management fee, carried interest and performance fee opportunities will generally be driven by our ability to raise new investment funds in a competitive market for investor capital, maintain and grow the market value and income generation of our fee-generating assets under management, to do so on advantageous terms and to invest that capital and successfully realize positive returns. To the extent that we are unable to raise successor investment funds of a comparable size and with comparable financial terms to prior investment funds due to the market environment or the performance of our current or predecessor investment funds, our financial opportunities from management fee, carried interest and performance fees may opportunities revenues may decrease.

We therefore face risks related to (i) our general business activities; (ii) the preservation and growth of our own capital invested through our PE Funds and in businesses in which we may invest outside the Funds (“PE Investments”); (iii) the preservation and growth of our own capital in the structured debt and equity investments made in and through certain of our Credit Funds (“Credit Investments”); (iv) our activities as general partner of our sponsored private equity funds and credit strategies funds (“PE Funds” and “Credit Funds”, respectively, and collectively, the “Funds”) in managing and investing third-party capital; and (v) our former activities as a provider of client wealth management and wealth planning advisory services occurring prior to the wind down of those operations. For greater certainty, our Credit Investments include our significant investments in the “equity tranche” or other tranches of certain CLOs within our credit investment platform. CLOs are leveraged structured vehicles



that hold a diversified asset portfolio funded through the issuance of long-term debt in a series of rated tranches of secured notes and equity. Finally, references to “Funds” in statements in these risk factors relating to FGAUM, performance fee opportunities or risks associated with client or investor satisfaction, perception, retention or growth, or where the context otherwise requires or implies, generally include the segregated accounts and private pooled fund vehicles offered by Onex Credit. Onex does not invest its own capital in those such accounts or vehicles but they may represent a material element of Onex’ performance fee opportunities.

The value and price of our shares will generally reflect the current and anticipated value of our PE and Credit Investments, and other investments and assets as well as our management fee, carried interest and performance fee opportunities. Those values and opportunities will change from time to time, including for reasons outside our control, and may not be reflected in the market trading price of our shares. This section sets out certain risks that could be material to Onex and could have a material adverse effect on Onex’ business, financial condition, results of operations and cash flows and the value of our shares. The risks described below are not the only risks that may impact our business, operations and financial results. Additional risks not currently known to us or that we currently believe are immaterial when considered across our investment and asset management activities as a whole may also have a material adverse effect on future business, operations and performance.

### **Volatility in the Value and Price of Our Subordinate Voting Shares**

The trading price of our SVS shares can be volatile due to market conditions and other factors and cannot be predicted. Shareholders may not be able to sell their shares at or above the price at which they purchased such shares. The volume, value and trading price of our shares could fluctuate significantly in response to factors both related and unrelated to our operating or financial performance and/or future prospects, including, but not limited to: (i) variations in our operating results and financial condition; (ii) changes in the values of our investments (including in the market price of the publicly traded businesses in which our PE Funds have invested and/or our publicly traded Credit Investments); (iii) the extent to which our Funds are able to achieve their investment objectives and investor perception of our and their performance; (iv) changes in the amount of distributions, dividends or interest paid by or in respect of our investments and our ability to successfully monetize or otherwise realize on our investments; (v) differences between our actual financial and operating results and those expected by investors and analysts; (vi) changes in analysts’ recommendations or earnings projections; (vii) the depth and liquidity of the market for our shares; (viii) the departure of key personnel and successful leadership transition; (ix) conduct or actions by our personnel that adversely affect our reputation; (x) material announcements by us, our affiliates or our competitors; (xi) market conditions and events specific to sectors and industries to which we operate and invest; (xii) investor perception of our businesses and the industries in which we operate and invest; (xiii) the sale of securities by senior management or significant shareholders; (xiv) changes and developments in general economic, market, political and social conditions, including as a result of geopolitical instability and related economic disruptions; (xv) currency exchange rates, including in particular the Canadian dollar, being the currency in which our shares trade, and the US dollar, which is the functional currency of our Funds and of a substantial number of our PE and Credit Investments; (xvi) actual or prospective changes in applicable laws, regulations or rules; and (xvii) the materialization of other risks described in these risk factors.

### **Global Economic Conditions; Market Dislocation; Business Cycles**

General global economic and geopolitical conditions, including, without limitation, interest rates, global supply chain disruptions, general levels of economic activity, price and wage inflation, labour market challenges, impacts from the continuing Ukraine-Russia military conflict as well as evolving military engagements throughout the Middle East region, other evolving geopolitical conditions, fluctuations in the market prices of securities, changes

to fiscal and monetary policy, the pace and frequency of natural disasters attributable to climate change, participation by other investors in the financial markets, economic uncertainty, national and international political circumstances, public health crises, adoption of protectionist trade policies and tariffs, heightened exposure to corruption, restrictions on foreign currency exchange and movement, and other events outside of our control, may affect the activities of Onex, our Funds and the businesses in which our Funds invest, the value of our PE and Credit Investments, and the investment strategies of Onex Credit, Onex Falcon and OCAM. Liquidity and volatility, credit availability and market and financial conditions generally could change at any time. These changes could have a material adverse effect on our ability to complete investment programs, our ability to realize on PE and Credit Investments, the terms of those investments, or our business, operations, condition or prospects or those of the operating businesses in which our PE Funds invest or that are the direct or indirect counterparties to our Credit Investments (“Borrowers”). Challenging market and economic conditions, including those caused by changes in tax laws, international trade agreements and other regulatory restrictions, may make it difficult for our Funds to find suitable investments or to secure financing for investments on attractive terms. Such conditions may also result in reduced opportunities for our Funds to exit and realize value from their investments. In addition, in the event that sources of finance are not readily available or become too costly, it may be difficult for potential purchasers to secure capital to purchase our Funds’ investments.

Certain performance fees earned by Onex Credit are calculated based on the difference in net asset value on the first and last days of the relevant performance period – typically a quarter or a year. The use of single-day data points in determining fees could cause those fees to be significantly impacted by market events or factors that have an aberrational effect on net asset value on a portfolio calculation date. Any of the foregoing may contribute to lower-than-expected returns, which could negatively impact both our return on invested capital and our carried interest and performance fee opportunities.

### **Variable Earnings and Cash Flows**

Our earnings and cash flows are highly variable from quarter to quarter, reflecting the volatility of investment returns, carried interest and performance fees earned from our business activities. Onex’ entitlement to share in the investment gains generated for third-party investors in the Funds will generally depend on the terms of the Fund’s governing agreements, the extent to which we may agree on different terms with one or more Fund investors, the realized and unrealized gains or losses reported by each Fund, and whether the Fund’s performance threshold is met, if applicable. Further, (i) many of our PE and Credit Funds provide investors with the right to remove us as general partner, terminate the investment period or accelerate the liquidation of a Fund for cause or for convenience, and (ii) certain of our Credit investment strategies allow investors or clients to reduce or withdraw their investments on relatively short notice, any of which could have a material adverse effect on our business, earnings, cash flow and prospects. See also “Changes in Asset Management Fees and Returns” below. Finally, our earnings and cash flows may be substantially affected by the varied pace and size of investments and realizations of our invested capital, a large portion of which is episodic. See also “Liquidity” below.

### **Additional or Successor Funds; Maintenance and Growth of FGAUM**

We compete with other asset managers and investment advisors in raising, retaining and growing FGAUM. To the extent that we are unable to raise successor private equity and credit funds of a comparable size and with comparable financial terms to our current or predecessor Funds, revenues may decrease as the investment period of the Funds expire and associated fees and other financial opportunities decrease. Our ability to raise new funds will be materially affected by the performance of our current or predecessor Funds and will also be hampered if the general appeal of private equity, credit and alternative investments was to decline, our reputation or relationship with

investors was to deteriorate or general economic and market conditions negatively impact fundraising efforts. Investors in future funds may negotiate to pay us lower management fees, carried interest and performance fees reimburse us for fewer expenses or change the economic terms of our future funds to be less favourable than those of our current Funds, reducing our financial opportunity from those asset management activities. Similarly, open-ended investment strategies managed by OCAM are subject to redemption and capital withdrawal on relatively short notice.

### **Dependence on Key Personnel**

We depend on the efforts, skills, reputations and business network of our investment and corporate professionals. There can be no assurance that these individuals will continue to be employed or engaged by Onex. The loss of even a small number of our professionals could jeopardize our performance or that of our Funds and our business. In addition, the governing agreements of our PE Funds and certain Credit Funds may provide rights to third-party investors following a significant loss of key personnel, including the right to suspend or terminate the investment period of a Fund early. As a result, the Fund may not be able to accomplish its investment objectives and/or our opportunity to earn returns on our own capital as well as management fees and carried interest on invested capital may be reduced. Our continued success also depends on our ability to motivate current employees and to recruit, retain and motivate new employees, including qualified investment and advisory professionals. The market for such candidates is highly competitive and our ability to recruit, retain and motivate employees and continually optimize the composition of our team are dependent on a number of factors, including our ability to provide a compelling and appealing culture and work environment as well as to offer attractive compensation and incentive opportunities, which may result in significant additional expenses.

### **Inflation & Interest Rates**

Onex and the companies that our Funds invest in have been impacted by rising inflationary pressures and increases to interest rates. Inflation rates in jurisdictions that we operate or invest in increased significantly throughout 2023 and 2022, rising above the target inflation rate ranges set by governing central banks. A significant portion of the upward pressure on prices has been attributed to the rising costs of labour, energy, food, motor vehicles and housing as well as the geopolitical uncertainty from the continuing Ukraine-Russia military conflict as well as evolving military engagements throughout the Middle East region impacting global supply-chain disruptions. In an effort to slow the rate of inflation, central banks in the jurisdictions in which we operate began materially increasing prime interest rates in 2022 and 2023. Inflationary increases may or may not be transitory and future inflation may be impacted by prime interest rates, labour market constraints, supply-chain disruptions and commodity prices. However, any sustained high inflation rate and corresponding prime interest rate measures taken by central banks would have an impact on Onex' operations, our Funds' investments and our investors, and could impact our ability to source suitable investment opportunities, match or exceed prior Fund or investment strategy performance or raise additional FGAUM. We continue to monitor inflationary pressures and central bank interest rate decisions in the jurisdictions we operate or invest in and assess any potential effects on our operations, Funds and investments.

### **Leverage**

Our PE and Credit Investments may include companies or structures that utilize or involve significant amounts of leverage. Such investments are inherently more sensitive to declines in revenues and to increases in expenses and interest rates. The leveraged capital structure of such investments will increase the exposure of the relevant businesses to adverse economic factors such as rising interest rates, downturns in the economy or deterioration in the condition of the businesses or their respective industries. Additionally, the securities acquired by Onex or a Fund may be the most junior in what may be a complex capital structure and thus subject to the greatest risk of loss.

In addition, we or our Funds may make investments for which third-party financing will be desirable but not necessarily available (on desired terms or at all) at the time of investment. Such financing may never become available, or a refinancing may not be able to be completed on desirable terms, which could result in lower-than-expected returns on investments and negatively impact both the return on our invested capital and our carried interest opportunities.

### **Liquidity Requirements**

Onex has significant liquidity requirements. Adverse market and economic conditions may negatively impact the sources of liquidity necessary or desirable to effectively operate our business. Reduced or restricted liquidity could impact our ability to: continue to grow and expand our business; fund our capital commitments made to our current and future Funds; invest additional equity in our PE or Credit Investments when otherwise necessary or advantageous; seed and fund new investment strategies and Funds; warehouse investments for the benefit of or in support of our current and new Funds or strategies; make cash distributions in accordance with our dividend policy; repurchase shares under our normal course issuer bids; and otherwise support investment vehicles that we sponsor. Our liquidity is substantially dependent on the pace and size of investments and realizations of our invested capital, our management fee revenues and ability to manage our operating expenses, and our success in earning carried interest and performance fees.

### **Available Investment Opportunities and Competitive Marketplace**

Our Funds compete for investment opportunities with a significant number of other investment funds as well as with institutional and strategic investors. As a result of the high level of competition, there can be no assurance that our Funds will be able to locate suitable investment opportunities, to acquire them on appropriate terms or to achieve the targeted rate of return. Our Funds may lose future investment opportunities if we are unwilling to match investment prices, structures and terms offered by competitors.

### **Limited Number of Funds and Investments**

We manage a limited number of Funds and each Fund may participate in a limited number of investments. Onex' entitlement to carried interest in respect of a particular Fund depends on the returns generated in respect of the limited number of investments made by that Fund. Particularly within the private equity platform, a Fund's investments may be concentrated within relatively few industries, sectors, countries or regions. Onex and our Fund investments may also be exposed to one or more common or systemic risks. The aggregate returns of our Funds, and therefore the amount of our carried interest, may be negatively affected by the unfavourable performance of a single investment or small group or type of investments. The unfavourable performance of even a single Fund may have a material adverse effect on our business, operations and financial results. The foregoing risks are in addition to the risks associated with our own capital invested in PE and Credit Investments.

### **High-Risk and Illiquid Investments**

A significant portion of Onex' and our Funds' investments are in securities that are not publicly traded. Most PE Investments, as well as certain of our Credit Investments, are illiquid and may be difficult to monetize, limiting our flexibility to adjust to changing economic or investment conditions. Particularly in our private equity business, realization opportunities can be difficult to source, negotiate and implement, whether in a private transaction or through a public offering. Due to the uncertainty associated with public and private markets and the illiquid nature of many of our investments, there can be no assurance that we or our Funds will be able to successfully dispose of an investment at an advantageous time and/or on terms that we believe fully represent fair value. We may dispose

of a particular investment for a price below the estimated fair value reflected in the relevant Fund's net asset value and in our publicly filed documents.

### **Foreign Exchange and Interest Rate Risk; Hedging**

Onex and our Funds, PE Investments and Credit Investments may have different functional currencies and our PE and Credit Investments may have investments with international operations conducted in other currencies, such that we are exposed to changes in foreign exchange rates and other currency-related risks. Separately, and as discussed elsewhere in these risk factors, the vast majority of our operations, activities and investments are directly or indirectly subject to interest rate risk. We may enter into swaps, forward contracts and other arrangements and hedging transactions to seek to preserve a return on a particular investment or to seek to protect against currency or interest rate fluctuations. Such transactions give rise to certain costs and also to additional risks, including counterparty and liquidity risks. We may not be able to, or we may choose not to, seek to fully insulate Onex from such risks.

### **Inherent Risks in PE Investments**

As an investor in and the manager and general partner of our PE Funds, Onex may be exposed to various risks in connection with PE Investments. Each business in which a PE Fund or Onex invests faces risks, including but not limited to those set out below. These and other risks may affect one or more PE Investments or other Onex investments. The extent to which, and manner in which, any single factor or combination of factors affects a PE Investment may be different, could be material to the affected business or businesses and, in aggregate, could be materially adverse to Onex. Such risks include those associated with: limited financial resources and access to capital at desired levels and on acceptable terms; commodity price risk; interest rate risk; inflationary pressure; reliance on governmental funding; ability to execute its strategic, transformation or restructuring plans or to effectively integrate acquired businesses, as applicable; reliance on key management or other personnel; exposure to one or a limited number of suppliers or customers; litigation and product liability and warranty risk; risk of displacement or obsolescence of its products or services; competitive dynamics in its industry or sector; risk associated with business-specific or industry-specific regulation; risk of rebuilding and replacing legacy systems; risk of fraud or wrongdoing by operating company management; risk of challenged tax structures or changes in taxation laws and policies; risks relating to local government instability and regional or geopolitical tensions; changes to labour and employment conditions; changes to climate and environmental conditions; foreign investment regimes; government security and export controls; excise and sanction laws; anti-corruption laws; and protectionist measures, tariffs and trading quotas/restrictions.

### **Effects of Bankruptcy – PE Investments**

Our PE Investments may become the subject of voluntary or involuntary bankruptcy or similar proceedings under applicable laws. Bankruptcy cases may involve additional or heightened risks of impairment or loss of the value of such investment, other adverse effects on the underlying business or on our invested capital and our carried interest opportunity, and the potential for material litigation.

### **Inherent Risks in Credit Fund Credit Investments**

As an investor in and the manager and general partner of our Credit Funds, Onex may be exposed to various risks in connection with Credit Investments. Credit Investments of Onex and our Credit Funds may include investments in: highly leveraged borrowers including preferred, common stock and debt-to-equity instruments; CLOs; structured finance securities; equity securities; non-investment grade loans; senior secured loans including first lien loans and tranches of uni-tranche loans; warehouse Credit Investments; bank loans, balloon loans, bullet loans,

leveraged acquisition loans or other loans that have limited mandatory amortization requirements; covenant-lite loans and other illiquid, long-term, stressed or distressed Credit Investments; and investments that may not be protected by financial covenants or limitations upon additional indebtedness. Our Credit Funds' ability to dispose of such investments in a timely manner for a fair price may be restricted. There can be no assurance that the market will not experience periods of significant illiquidity in the future.

The characterization of certain Credit Investments as senior debt or senior secured debt does not mean that such debt will necessarily be repaid in priority to all other obligations of the businesses in which a Credit Fund invests. Even where the senior loans held by a Credit Fund are secured by a perfected lien over a substantial portion of the assets of a Borrower and its subsidiaries, the Borrower and its subsidiaries may be able to incur a substantial amount of additional indebtedness, which may have an exclusive lien over particular assets or the assets held by non-guarantor subsidiaries. We face similar risks in respect of our CLO investments. The largest portion of Onex' own capital invested in our credit strategies is in the equity tranches of CLOs, which is the most junior interest and therefore exposed to the highest risk in a CLO structure.

Each Debt Investment faces inherent risks, including but not limited to those set out below. These and other risks may affect one or more Debt Investment or other Onex investments. The extent to which, and manner in which, any single factor or combination of factors affects a Debt Investment may be different and could be material to the affected Debt Investment and, in aggregate, could be adverse to Onex. Such risks include those associated with: insufficient lender protections; credit risk and bankruptcy and similar proceedings; fraudulent conveyances; lender liability; equitable subordination and recharacterization; interest rate sensitivity; time required for the maturity of investments; early and unscheduled prepayments; highly volatile instruments; non-controlling investment positions; due diligence risks; expedited investment timeframes; reliance on third-party borrower management; currency risks and hedging risks; inability to make required payments; quality of collateral; subordination to senior or secured debt; complex structures which lead to disputes; lack of direct rights against borrowers; changes related to interest rate policies and rates; difficulties or delays liquidating or realizing on collateral; changes in the financial condition of the underlying Borrower or general economic conditions; insufficient Borrower cash flow to service debt obligations or returns to preferred/common stock classes; and credit rating downgrades.

### **Credit Risk; Bankruptcy and Other Proceedings – Credit Investments**

One of the fundamental risks associated with our Credit Funds' Credit Investments is credit risk, which is the risk that a Borrower will be unable or unwilling to make principal and interest payments on its outstanding debt obligations when due. A Credit Fund's returns to Onex would be adversely impacted if a relevant Borrower becomes unable to make such loan payments when due or enters into or becomes subject to insolvency, bankruptcy, administrative or monitoring proceedings.

### **Investments with Third Parties; Minority Investments**

We or our PE or Credit Funds may co-invest in a business with third parties, including strategic investors and management team members, whose ability to influence the day-to-day management and affairs of the business may be significant. Such investments may involve risks arising from such third-party involvement, including the possibility that another investor may have financial, legal or regulatory difficulties that negatively impact such investments, may have economic or business interests or goals that are inconsistent with ours or may be in a position to take (or block) action in a manner contrary to our investment objectives. In addition, we may in certain circumstances be liable for the actions of our third-party investors. Further, certain of our Credit Funds will typically hold minority interests in the loans in which they invest. The terms of those loan arrangements may be amended or

waived without our consent and we and the other lenders will typically have little or no ability to influence the activities of the underlying Borrower.

### **Investments in Public Companies**

We or our PE Funds may invest in public companies or our PE Funds may take privately-held operating companies public. Investments in public companies may subject us to risks that differ in type or degree from those involved with investments in privately-held companies. Such risks include, without limitation, greater volatility in the valuation of companies, increased obligations to disclose information, limitations on our ability to dispose of securities at certain times (including due to our possession of material non-public information), increased likelihood of operating company shareholder litigation, regulatory action by securities authorities and increased costs associated with those risks.

### **Difficulty in Valuing Investments**

The reported fair value or “marked-to-market” value of an investment may not reflect the price at which Onex could dispose of an investment at any given time. There are no readily ascertainable market prices for a substantial majority of our illiquid investments. There is also no single standard for determining the fair value of an investment in all cases. In many cases, fair value is derived from the application of more than one methodology and/or is best expressed as a range of fair values from which a single estimate may be derived. The determination of appropriate methodologies, their relative weightings, and their application to any particular investment is in part a subjective exercise and further relies on estimates of key inputs and significant assumptions and judgements. Due to the significant uncertainty in the valuation of, or in the stability of the value of, our investments, their fair values as reflected in our publicly filed documents do not necessarily reflect the prices that would actually be obtained when such investments are realized.

### **Failure to Make Capital Contributions or Contributions in Full and on a Timely Basis**

The ability of our PE Funds and the direct lending funds within our credit investing platform (“Direct Lending Funds”) to complete their investment programs or otherwise continue operations may be impaired or otherwise affected if a Fund investor fails to satisfy its contractual funding obligations on a timely basis.

### **Expedited Transactions**

Investment analyses and decisions may be undertaken on an expedited basis in order to take advantage of investment opportunities in the market. Under such circumstances, the information available to us or our Funds at the time of an investment decision may be limited and we may not have access to the detailed information necessary for a full or optimal evaluation of the investment opportunity.

### **Due Diligence**

Prior to committing to an investment, particularly in our PE and Credit Funds, we conduct due diligence that we believe to be reasonable and appropriate in order to identify potential risks and to develop risk mitigation and growth strategies that support long-term value creation. The findings from the due diligence process may result in Onex or a Fund proceeding or not proceeding with a particular investment. We also rely on third-party consultants, legal advisors, financial experts and other specialist advisors to supplement the due diligence process. Further, the mix of information available to us and our advisors is typically restricted. We cannot be certain that the results of the due diligence process will uncover or draw attention to all relevant facts or questions that may be necessary or useful in evaluating an investment.

### **Failure to Manage Risks**

We use our best efforts to monitor, evaluate and manage the principal risks associated with our investment and advisory activities. Risks include external market risks to which all investors are subject and internal risks resulting from the nature of the investment management and advisory business. Some of our methods of managing risk are based upon observed historical market behavior and may not accurately predict future risk exposures, which may be significantly greater than the historical measures indicated. Other risk management methods depend upon the evaluation of information regarding businesses, opportunities, markets, clients or other matters that is publicly available or otherwise accessible and such information may not in all cases be accurate, complete, up-to-date or properly evaluated.

### **Cybersecurity Breaches and Technology Risk**

Information and technology systems used by Onex, one or more of our investment platforms, our Funds, PE Fund operating businesses or Borrowers and our and their service providers may be inadequate for the purposes for which they were intended and may be vulnerable to damage or interruption from computer viruses, network failures, computer and telecommunication failures, infiltration by unauthorized persons and security breaches, usage errors, power outages and catastrophic events such as fires, tornadoes, floods, hurricanes and earthquakes. We rely on certain information and technology systems, including the technology systems of external parties we contract with or do business with, which may be subject to cybersecurity breaches intended to obtain unauthorized access to proprietary information or personally identifiable information, destroy data or disable, degrade, sabotage or restrict access to these systems, through the introduction of computer viruses, fraudulent emails, cyber-attacks or other means. If any systems designed to allow us to operate our business and/or manage risks effectively are inadequate, compromised, fail, become inoperable for extended periods of time or cease to function properly, our business, activities and/or operational or financial performance may be negatively affected including, among other things, we could incur financial loss; a loss of business opportunities; misappropriation or unauthorized release of confidential or personal information; damage to our systems and those with whom we do business; violations of privacy and other laws, litigation, regulatory penalties or remediation and restoration costs (particularly in light of increased regulatory focus on cyber-security by regulators around the world); require significant investment to fix, maintain or replace any compromised systems. Such a failure could also harm our reputation and operating results as well as subject us, our Funds, PE Fund operating businesses or Borrowers to legal claims.

### **Uncertainty of Business Plans and Financial Projections**

The price and terms on which our Funds are willing to invest depends in substantial part on the business plans and financial projections of a prospective private equity operating company or a prospective Borrower. Such plans and projected operating and financial results will typically be based primarily on the intentions, analysis and judgement of management. In all cases, projections are only estimates of future results and are based upon assumptions made at the time the projections are developed. There can be no assurance that the projected results will be achieved, and actual results may vary significantly from the projections.

### **Financial Fraud**

Instances of fraud and other deceptive practices committed by our personnel or by senior management or employees of the businesses in which our PE Funds, Onex Transportation Partners, Onex Credit and Onex Falcon invest or by Borrowers to which our Credit Funds lend may materially and adversely affect our or their financial condition, reputation and prospects and, in the case of our PE investments and Borrowers, the value of our investments. Instances of fraud may also undermine our due diligence efforts such that we or our Funds may make investments



that we or our Funds would otherwise not have made or would have made on significantly different terms. Misconduct by employees could include entering into binding transactions that exceed authorized parameters or present unacceptable risks, or, in certain contexts, the concealment of unauthorized or unsuccessful investment activities. It is not always possible to deter fraud or other deceptive practices and the systems in place to prevent and detect such activity may not be effective in all circumstances.

### **Reliance on Operating Company Management**

Our involvement with PE Fund operating companies is limited. We may be involved in certain matters related to strategic planning, the identification, negotiation and implementation of material acquisitions or capital markets transactions, the development of transformation, restructuring and other business plans and similar material matters but ultimately, we rely on operating company management to produce operating and financial results. We do not get involved in the day-to-day operations of those operating companies irrespective of whether our Funds hold a controlling interest.

### **Control Position Risk**

Our ability to exercise control or exercise influence over the management or strategic direction of a PE Fund and its operating companies could expose us or that PE Fund to claims by such operating companies and/or its executives, employees, pension beneficiaries, security holders and creditors.

### **Conflicts of Interest**

Potential conflicts of interest could arise in connection with the activities of Onex and any of our Funds, Fund investors, private equity operating companies and/or Borrowers. Our ability to effectively pursue attractive proprietary investment opportunities, enter into strategic relationships or implement new investment strategies or platforms may be limited by the governing documents of our Funds or by applicable law relating to the management of investment funds. Conflicts of interest may arise between a Fund or one or more investors and Onex or among our Funds, including but not limited to those relating to the purchase or sale of investments, the allocation, timing or structuring thereof, the exercise of rights with respect thereto, or the advice we provide to our Funds. Conflicts may also arise between, among or in respect of our private equity operating companies or Borrowers. For example, we or our PE Funds may invest in an operating company that is a competitor, service provider, supplier, customer, or other counterparty of or to Onex, a Fund or another private equity operating company.

### **Legal and Regulatory Risks – General**

Onex and our Funds, private equity operating companies and Borrowers are subject to a range of laws of general application, which may include: anti-bribery, anti-money laundering and anti-corruption laws; lobbying laws; antitrust, competition and takeover laws; data privacy and data protection laws; environmental laws; employment, labour and pension laws; tax laws and a wide variety of others that may impose requirements on us, our Funds and the businesses in which our Funds invest. Failure to comply with applicable law could expose us, our Funds and those businesses to civil and criminal penalties, reputational damage, material fines, profit disgorgement, injunctions on future conduct and/or litigation.

### **Legal and Regulatory Risks – Investment Advisory Affiliates**

The legal and regulatory environment in which Onex and our investment advisory affiliates operate gives rise to a number of risks that could materially affect our ability to achieve our business and investment objectives and/or result in significant costs and expenses. In particular, Onex is regulated as a public company and several of our investment management or advisory affiliates are registered as investment advisors, portfolio managers, investment

fund managers and/or dealers in certain jurisdictions. The applicable regulation is complex and evolving and the costs and expenses of regulatory registration and compliance are substantial and may escalate over time. The current regulatory environment, additional legal or regulatory matters that may become relevant as a result of growth or other changes in our business, changes in regulation over time or our failure or alleged failure to comply with applicable laws and regulations, including inadvertently, may have a variety of adverse consequences. Those adverse consequences may include: subjecting us to formal or informal inquiry or investigation; damaging our relationships with existing or prospective investors; subjecting us to civil and criminal penalties, reputational damage, material fines, profit disgorgement, injunctions on future conduct and/or regulatory enforcement or private litigation; impairing our ability to manage our existing assets under management, raise new management assets or enter new asset management businesses; impairing our ability to carry out certain investment strategies; contravening agreements to which we are a party; impairing employee retention or recruitment; and otherwise requiring substantial attention by senior management.

### **Tax Reassessments and Changes in Taxation Laws**

The tax considerations affecting the ability of Onex and our Funds to achieve their investment objectives are complicated and subject to change and can result in significant costs and expenses. Any change in tax policy, tax legislation (including in relation to taxation rates), the interpretation of tax policy or legislation or practice in relevant jurisdictions could adversely affect the return we earn on our investments, the level of capital available to Onex or our Funds, and the willingness of investors to invest in the Funds. This risk would include any reassessments by tax authorities on our tax returns if we were to incorrectly interpret or apply any tax policy, legislation or practice.

Several countries that Onex and our Funds operate in have proposed, substantively enacted or enacted legislation generally reflecting the Organization of Economic Co-operation and Development supported measures regarding base erosion and profit-sharing, including measures covering treaty abuse, the deductibility of interest expense, local nexus requirements, transfer pricing and hybrid mismatch arrangements. The proposed and enacted legislation is potentially relevant to some of our investment structures and could have a material and adverse tax effect on Onex, our Funds, PE Investments and Credit Investments. Further, governments around the world are increasing coordination and cooperation efforts to regulate global companies and their use of differential tax rates between nations, which includes sharing of tax rates, information and strategies used by companies. Government action, policies and practices could negatively affect the return on our investments, the level of investment capital available and the appetite of investors to invest in our Funds. In addition, our tax planning strategies could be subject to negative media coverage which may adversely impact our reputation.

### **Natural Disasters, Terrorist Acts and Other Disruptions and Dislocations**

Upon the occurrence of a natural disaster, or upon an incident of war, riot or civil unrest, the impacted country may not efficiently and quickly recover from such event, which could have a materially adverse effect on Onex, our Funds or the securities or businesses in which we or they are invested. Terrorist attacks, public health crises including epidemics, pandemics or outbreaks of new infectious disease or viruses, and related events can result in volatility and disruption to global supply chains, operations, mobility of people and the financial markets, which could affect interest rates, credit ratings, credit risk, inflation, business, financial conditions, results of operations and other factors relevant to Onex, our Funds and our PE or Credit Investments.

## **Litigation**

Our business activities, including in respect of investment decisions made for the Funds, the activities of our employees in connection with PE Investments and Credit Investments, and the investment advice provided by our private equity, credit investing or wealth management employees, may subject us, our Funds, PE Fund operating businesses or Borrowers to the risk of litigation by third parties, including investors or clients dissatisfied with our performance, holders of PE Fund operating companies' or Borrowers' debt or equity, and a variety of other potential litigants.

## **Prior Performance Not Indicative of Future Results**

The performance of prior investments is not necessarily indicative of future results. There can be no assurance that Onex or any Fund or security, business or investment strategy in which we or a Fund invests will match or exceed prior performance. Total loss of our capital invested in any one or more PE or Credit Investments is possible. Further, we will not be entitled to carried interest in respect of a particular Fund, or performance fees in respect of an investment portfolio or activity, if the underlying investments do not achieve the relevant performance threshold.

## **Carried Interest Clawback**

The governing documents of certain Funds include "clawback" provisions that, if triggered, may require us to return amounts to Fund investors periodically via interim "true-ups" or at the end of the life of a Fund. If a clawback obligation arises, we will be required to return previously distributed carried interest to the extent that, due to the diminished performance of later investments, the aggregate amount of carried interest previously received exceeded the amount to which we are entitled after giving effect to any performance thresholds.

## **Risks in Effecting Operating Improvements**

In certain cases, the success of our investment in and management of our PE Funds depends, in part, on the ability to structure and effect improvements in the operations of the Funds' operating companies. Identifying and implementing restructuring programs and operating improvements at the operating company level entails a high degree of uncertainty. There can be no assurance that operating company management, with our support where appropriate, will be able to successfully identify and implement such restructuring programs and improvements.

## **Pension Liabilities**

We could face risk of loss from employee pension-related liabilities arising from PE Fund operating companies that maintain or contribute to defined benefit pension plans in the United States and certain other jurisdictions. Such pension liabilities could exceed the value of the relevant investment.

## **Regulatory Compliance; PE Investments in Regulated Industries**

We or our PE Funds may invest in industries that are or may become subject to regulation by one or more governmental agencies. New and existing regulations, changing regulatory schemes, and the burdens of regulatory compliance all may have a material negative impact on the performance of the PE Fund operating companies that operate in these industries. Furthermore, extensive government regulation of certain industries in which we may invest creates additional uncertainty and risks for that investment. Obtaining regulatory approval for a change in the ownership, business activities, capital structure or management of a regulated business may be a lengthy and expensive process with an uncertain outcome.

## **Cash and Cash Equivalents**

Onex may hold substantial cash and cash equivalents at any given time. Available cash and cash equivalents may be held in interest-bearing accounts, funds managed by third-party financial institutions or other similar instruments. Access to invested cash and cash equivalents may be impacted by adverse conditions in the financial markets, and we may be subject to risk of loss of assets in connection with bank or other financial institution failures.

## **Multiple Voting Shares; End-Date and Transition**

Matters submitted to a vote of Onex shareholders generally require a majority or more of all outstanding multiple voting shares and subordinate voting shares voting as a single class. Until the occurrence of an Event of Change (as defined in the articles of Onex), the holders of multiple voting shares are entitled to elect 60% of the members of the Onex Board of Directors and to cast such number of votes in the aggregate as represents 60% of the aggregate votes attached to all outstanding shares that have the right to vote at a meeting of Onex shareholders. Holders of multiple voting shares are able to determine the composition of a majority of the Onex Board and to determine the outcome of most matters submitted for a vote of Onex shareholders. Following the occurrence of an Event of Change, the multiple voting shares would cease to carry rights other than the right to elect 20% of the members of the Onex Board of Directors for three years, after which that right would terminate. The occurrence of such an Event of Change could therefore lead to uncertainty and volatility and could subject us to risks generally applicable to non-controlled public companies but to which we have not historically been subject.

As discussed above in “Background and General Development of the Business”, in May 2023, the Onex SVS shareholders approved a special resolution to amend the articles of incorporation to revise the definition of “Event of Change” to, amongst other things, adopt a new three-year sunset provision to fix the end date of the MVS voting structure. Further details regarding the amendment to the articles of incorporation is set forth under “Approval of the Article Amendment” of the 2023 Information Circular. Transition is challenging by its nature, in particular from a founder-led controlled company to a widely-held “one share, one vote” capital structure, and the failure to successfully implement changes to support the transition to a non-controlled company could have a negative impact on our business, operations and financial results.

## **DIVIDENDS**

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The declaration and payment of dividends is at the sole discretion of the Board of Directors and may vary depending on a variety of factors and conditions. Dividends are declared and paid quarterly on or about the last day of January, April, July and October of each year. The Board of Directors normally reviews the dividend policy in May of each year in the context of Onex’ overall profitability, free cash flow, legal requirements and other such factors the Board of Directors determines to be relevant, with any changes becoming effective with the July dividend payment. For the first quarter of 2019, the quarterly dividend was C\$0.0875 per SVS. The quarterly dividend was increased by 14% to C\$0.10 per SVS in May 2019. As of December 31, 2023, the quarterly dividend remained at C\$0.10 per SVS.

## **CAPITAL STRUCTURE**

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### **Authorized and Outstanding Shares**

Onex had the following authorized and outstanding share capital at December 31, 2023:

- 100,000 Multiple Voting Shares (“MVS”), which entitle their holders to elect 60% of the Company’s directors and carry such number of votes in the aggregate as represents 60% of the aggregate votes attached

to all shares of the Company carrying voting rights. The MVS have no entitlement to a distribution on winding up or dissolution other than the payment of their nominal paid-in value. At December 31, 2023, Onex had 100,000 MVS outstanding.

- An unlimited number of SVS, which carry one vote per share and as a class are entitled: to 40% of the aggregate votes attached to all shares of the Company carrying voting rights; to elect 40% of the directors; and appoint the auditors. These shares are entitled, subject to the prior rights of other classes, to distributions of the residual assets on winding up and to any declared but unpaid cash dividends. The shares are entitled to receive cash dividends, dividends in kind and stock dividends as and when declared by the Board of Directors. At December 31, 2023, Onex had 77,399,292 SVS outstanding.

An unlimited number of Senior and Junior Preferred Shares issuable in series. The Onex directors are empowered to fix the rights to be attached to each series. There were no Senior or Junior Preferred Shares issued and outstanding at December 31, 2023.

Details in respect of the terms and conditions of the outstanding shares, including changes to the voting rights attached to the MVS and the SVS upon the occurrence of certain events, are set forth in the 2023 Information Circular under the heading “Voting Shares”, which information is incorporated herein by reference.

## MARKET FOR SECURITIES

### Trading Information

The publicly traded SVS are listed for trading on the TSX under the symbol “ONEX”. The following table sets out the reported high and low trading prices and the aggregate volume of trading for Onex SVS that were outstanding at any time during the fiscal year ended December 31, 2023.

		2023	
		Share Price	
	Share Volume	High	Low
January	2,885,020	C\$70.61	C\$63.22
February	3,297,104	C\$72.96	C\$63.62
March	5,475,489	C\$77.49	C\$60.62
April	3,808,440	C\$65.50	C\$61.00
May	5,664,568	C\$63.63	C\$58.71
June	5,000,132	C\$73.33	C\$60.77
July	2,375,013	C\$81.55	C\$72.23
August	2,176,202	C\$84.20	C\$77.84
September	2,003,626	C\$86.00	C\$78.26
October	1,791,334	C\$81.50	C\$74.37
November	2,043,207	C\$94.30	C\$77.72
December	1,940,633	C\$93.80	C\$87.56
<i>Fiscal 2023</i>	<i>38,460,768</i>	<i>C\$94.30</i>	<i>C\$58.71</i>

## **Normal Course Issuer Bids**

Onex had in place normal course issuer bids (“NCIBs”) during 2022 and 2023, enabling the Company to repurchase up to 10% of its public float of SVS. Under the 2022 NCIB that expired on April 17, 2023, Onex repurchased 5,085,086 SVS at a total cost of approximately \$258 million (C\$343 million). As of December 31, 2023, Onex had repurchased 2,479,066 SVS at a total cost of approximately \$137 million (C\$184 million) under the 2023 NCIB that expires on April 17, 2024, excluding the related-party private repurchase transaction described below (see “Related-Party Transactions Involving a Director or Executive Officer”).

## **DIRECTORS, OFFICERS AND EXECUTIVES**

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### **Directors**

The names and biographical information of the members of the Onex Board of Directors and its committees are set forth in the 2023 Information Circular under the heading “Election of Directors”, which information is incorporated herein by reference.

### **Executive Officers**

The following table sets forth the executive officers of the Company, all of whom have held these or other positions with the Company throughout the past five years.

<b><u>Name and Municipality of Residence</u></b>	<b><u>Executive Office</u></b>
Robert M. LeBlanc Newtown, Connecticut	<i>Chief Executive Officer and President</i>
Christopher A. Govan Oakville, Ontario	<i>Chief Financial Officer</i>
Ewout R. Heersink Oakville, Ontario	<i>Vice Chair</i>
Anthony Munk London, UK	<i>Vice Chair</i>
David Copeland Toronto, Ontario	<i>Managing Director – Taxation</i>
Yonah Feder Passaic Park, New Jersey	<i>Managing Director – Legal and Compliance</i>
Colin Sam Toronto, Ontario	<i>General Counsel and Corporate Secretary</i>

### **Security Holdings of Directors, Executive Officers and Senior Management**

To the knowledge of the Company, at December 31, 2023, the directors and executive officers beneficially owned, directly or indirectly, or exercised control or direction over, or may be deemed to have exercised control or direction over, an aggregate of 13,517,034 of the outstanding SVS (representing approximately 17.5% of the outstanding SVS on an undiluted basis), and 2,322,015 options to acquire SVS (which, together with their holdings of SVS, represent 19.9% of the outstanding SVS on a fully diluted basis).

At December 31, 2023, Onex' senior management team, together with the executive officers and directors, beneficially owned, directly or indirectly, or exercised control or direction over, or may be deemed to have exercised control or direction over, an aggregate of 13,972,907 of the outstanding SVS (representing approximately 18.1% of the outstanding SVS on an undiluted basis), and 3,885,688 options to acquire SVS (which, together with their holdings of SVS, represent 22.0% of the outstanding SVS on a fully diluted basis).

Mr. Gerald W. Schwartz, Founder and Chairman of Onex, beneficially owns and controls, directly or indirectly, 100% of the outstanding MVS of the Company.

### **Related-Party Transactions Involving a Director or Executive Officer**

Mr. Schwartz is the Founder, Chairman and controlling shareholder of Onex. In August 2023, Onex repurchased a total of 1,000,000 of its SVS from Mr. Schwartz in a private transaction approved by the Board of Directors for a purchase price of C\$80.76 per SVS. The agreed purchase price represented an approximately 2% discount to the closing trading price of Onex shares as at date of the repurchase transaction.

### **REGISTRAR AND TRANSFER AGENT**

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The registrar and transfer agent for the Company's SVS is:

TSX Trust Company  
301 – 100 Adelaide St. West  
Toronto, Ontario M5H 4H1  
Telephone: 1-800-387-0825 or outside Canada and U.S. +1-416-682-3860  
Fax: 1-888-249-6189 or outside Canada and U.S. +1-514-985-8843  
Email: [shareholderinquiries@tmx.com](mailto:shareholderinquiries@tmx.com)  
Website: [www.tsxtrust.com](http://www.tsxtrust.com)

### **INTERESTS OF EXPERTS**

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The Company's independent auditor is PricewaterhouseCoopers LLP ("PwC"), Chartered Professional Accountants, who has issued an independent auditor's report dated February 22, 2024, in respect of the Company's consolidated financial statements with accompanying notes as at and for each of the years ending December 31, 2023 and December 31, 2022. PwC has advised that it is independent with respect to the Company within the meaning of the CPA Code of Professional Conduct of the Chartered Professional Accountants of Ontario.

### **EXTERNAL AUDITOR SERVICE FEES**

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The following table sets forth the aggregate fees incurred by the Company for audit and other services performed by the Company's auditor, PwC, for the years ended December 31, 2023 and 2022. The table below should be read within the context of the Company's primary business as a private equity investment firm that (i) sponsors multiple fund platforms, the senior management and investment professionals of which generally make independent decisions on the selection of service providers and (ii) invests the substantial majority of its capital in a portfolio of independent operating companies. Each operating company has its own management team, board of directors and audit committee, prepares its own stand-alone audited financial statements and engages its own local auditor, which may or may not be PwC. An operating company may independently decide to engage PwC for audit or non-audit services, a fact-driven determination that is exclusively at the discretion of the operating companies' boards of directors and audit committees. Similarly, the manager of an Onex-sponsored fund platform may engage PwC as a non-audit service provider, having determined that to do so would be in the best interests of the relevant fund and

its investors. Onex' sole involvement in the review of services provided by PwC to the operating companies or such fund managers is to ensure the services would not impair the independence of PwC to audit the consolidated financial results of Onex. Accordingly, the table breaks out the information related to Onex as the ultimate parent company from that related to the independent operating companies.

<i>(in thousands)</i>	<u>2023</u>	%	<u>2022</u>	%
<b>Audit</b>				
Corporate office	\$ 857		\$ 1,052	
Fund platforms	2,197		1,863	
Operating companies <sup>(2)(3)</sup>	7,714		6,761	
	<u>10,768</u>	77.1	<u>9,676</u>	57.9
<b>Audit-Related</b>				
Corporate office	188		316	
Fund platforms <sup>(4)</sup>	-		4	
Operating companies <sup>(2)(4)</sup>	1,488		2,553	
	<u>1,676</u>	12.0	<u>2,873</u>	17.2
<b>Tax – Compliance &amp; Returns</b>				
Corporate office	-		110	
Fund platforms	633		2,892	
Operating companies <sup>(2)</sup>	385		215	
	<u>1,018</u>	7.3	<u>3,217</u>	19.3
<b>Tax – Other</b>				
Corporate office	-		6	
Fund platforms	126		0	
Operating companies <sup>(2)</sup>	203		298	
	<u>329</u>	2.4	<u>304</u>	1.8
<b>Other<sup>(5)</sup></b>				
Corporate office	40		39	
Fund platforms	-		466	
Operating companies <sup>(2)</sup>	125		123	
	<u>165</u>	1.2	<u>628</u>	3.8
<b>Total</b>	<u>\$ 13,956</u>	100.0	<u>\$ 16,698</u>	100.0
<b>Corporate office only:</b>	<b>2023</b>	%	<b>2022</b>	%
Audit	\$ 857	79.0	\$ 1,052	69.1
Audit-Related	188	17.3	316	20.7
Tax Compliance	-		110	7.2
Tax – Other	-		6	0.4
Other	40	3.7	39	2.6
<b>Total</b>	<u>\$ 1,085</u>	100.0	<u>\$ 1,523</u>	100.0

(1) Fees for 2022 include fees for operating companies that were sold during 2023.

(2) Includes fees from controlled operating companies as at December 31 of each respective year.

(3) Includes fees for the audit of internal controls over financial reporting where integrated with the audit of the financial statements.

(4) Includes fees for due diligence associated with merger and acquisition transactions, services related to securities offerings and other audit-related services.

(5) Includes fees for transition and reorganization consulting, as well as other non-audit services.



## **AUDIT, NOMINATING AND GOVERNANCE COMMITTEE**

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The Board of Directors and the Company's management believe that full compliance with all applicable laws and stock exchanges requirements and the implementation of appropriate corporate governance practices are important for the effective management of the Company and value creation for its shareholders. Onex' commitment to good governance is outlined in the 2023 Information Circular under the heading "Corporate Governance Practices", which information is incorporated herein by reference.

The Audit, Nominating and Governance Committee has the mandate to assist the Board of Directors in fulfilling its oversight responsibilities to: (i) review the financial information that will be provided to the shareholders and others, the systems of internal controls that management and the Board of Directors have established, and Onex' and its subsidiaries' audit and financial reporting process (ii) review and evaluate proposals for the nomination of directors to the Board and its committees and identifying, recommending and reporting on new director nominees to the Board for consideration and approval; and (iii) review and monitor the Company's corporate governance practices.

The text of the Audit, Nominating and Governance Committee's Charter in effect as of the date hereof is attached hereto as Appendix A.

## **ADDITIONAL INFORMATION**

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Additional information, including information concerning the remuneration of directors and officers, their indebtedness to the Company, principal holders of the Company's securities, options and share appreciation rights to acquire securities, and interests of insiders in material transactions is, where applicable, set out in the 2023 Information Circular and will be included in the 2024 Information Circular. A review of the Corporation's corporate governance policies is also included in the Information Circulars.

Additional financial information, including comparative consolidated audited financial statements, is provided in the 2023 MD&A and in the audited financial statements of Onex for the year ended December 31, 2023.

Copies of the 2023 Information Circular, this Annual Information Form, the 2023 MD&A and the audited annual financial statements of Onex for the year ended December 31, 2023, as well as any unaudited interim financial statements of Onex subsequent to such date, are available at [www.sedarplus.ca](http://www.sedarplus.ca), on the Company's website ([www.onex.com](http://www.onex.com)) or, upon request, from Shareholder Relations and Communications, Onex Corporation, 161 Bay Street, P.O. Box 700, Toronto, Ontario, M5J 2S1.

## **APPENDIX A: AUDIT, NOMINATING AND GOVERNANCE COMMITTEE CHARTER**

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### **A. Purpose**

The primary function of the Audit, Nominating and Governance Committee (the “**Committee**”) is to assist the Board of Directors of the Corporation (the “**Board**”) in fulfilling its oversight responsibilities in:

- (a) reviewing the financial information that will be provided to the shareholders and others, the systems of internal controls that management and the Board have established, and the Corporation’s and its subsidiaries’ audit and financial reporting process;
- (b) after consulting with the Chair of the Board and with consideration of viewpoints from the Chief Executive Officer of the Corporation in light of opportunities and risks facing the Corporation, reviewing and evaluating proposals for the nomination of directors to the Board and its committees and identifying, recommending and reporting on new director nominees to the Board for consideration and approval; and
- (c) reviewing and monitoring the corporate governance practices of the Corporation.

The external auditors’ ultimate responsibility is to the Board and the Committee, as representatives of the shareholders. These representatives have the ultimate authority to evaluate and, where appropriate, recommend replacement of the external auditors.

The Committee will primarily fulfill these responsibilities by carrying out the activities enumerated in ensuing sections of this Charter. The Committee is given full access to the Corporation’s management and records and external auditors as necessary to carry out these responsibilities. The Committee has the authority to carry out such special investigations as it sees fit in respect of any matters within its various roles and responsibilities.

### **B. Composition and Qualification**

The Committee shall be comprised of at least three independent directors, as defined in applicable law, or in limited and exceptional circumstances or in response to events outside the control of the Corporation, a majority of independent directors if three independent directors are not otherwise available to serve.

All members of the Committee shall be financially literate and thus be able to read and understand a set of financial statements that have a level of complexity of accounting that is comparable to that of the Corporation’s financial statements. At least one member of the Committee shall have accounting or related financial expertise. This could include past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the individual’s financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer of an entity with financial oversight responsibilities.

The members of the Committee shall be appointed by the Board at the meeting of the Board immediately following each annual meeting of shareholders and shall serve on the Committee until the next annual meeting of shareholders or until her or his earlier resignation, removal or death.

### **C. Audit Responsibilities and Duties**

To fulfill its audit responsibilities and duties, the Committee shall:

- (a) Review the accounting principles, policies and practices followed by the Corporation and its subsidiaries in accounting for and reporting its financial results of operations;
- (b) Review the Corporation's audited annual consolidated financial statements and the unaudited quarterly financial statements. Also review and recommend to the Board for approval any accompanying related documents such as the Annual Information Form or equivalent filings and the Management's Discussion and Analysis prior to the disclosing of the information to the public;
- (c) Review the draft earnings press release quarterly;
- (d) Satisfy itself that adequate procedures are in place for the review of any other public disclosure by the Corporation of financial information extracted or derived from the Corporation's financial statements and periodically assess the adequacy of those procedures;
- (e) Oversee the work of the external auditor and recommend to the Board the selection and compensation of the external auditors to be put forward to the shareholders at the annual meeting;
- (f) Obtain on a quarterly basis a formal written statement from the external auditors delineating the relationship between the audit firm and the Corporation, and review and discuss with the external auditors such relationship to determine the "independence" of the auditors;
- (g) Review any management letter prepared by the external auditors concerning the Corporation's internal financial controls, record keeping and other matters and management's response thereto;
- (h) Discuss with the external auditors their views about the quality of the implementation of International Financial Reporting Standards, with a particular focus on the accounting estimates and judgments made by management and management's selection of accounting principles. Meet in private with appropriate members of management and separately with the external auditors on a regular basis to share perceptions on these matters, discuss any potential concerns and agree upon appropriate action plans. Review with the external auditor their views on the adequacy of the Corporation's financial personnel;
- (i) Approve the scope of the annual audit, the audit plan, the access granted to the Corporation's records and the co-operation of management in any audit and review function;
- (j) Review the effectiveness of the independent audit effort, including approval of the fees charged in connection with the annual audit, any quarterly reviews and any non-audit services being provided;
- (k) Evaluate the lead audit partner and discuss rotation of the lead audit partner and other active audit engagement team partners;
- (l) Assess the effectiveness of the working relationship of the external auditors with management and become involved, if necessary, to resolve disagreements between management and the external auditor regarding financial reporting matters;
- (m) Review the financial risk management policies followed by the Corporation in operating its business activities and the completeness and fairness of any disclosure thereof. Review the use of derivative financial instruments by the Corporation;
- (n) Review and approve management's decisions relating to any potential need for internal auditing, including whether this function should be outsourced and if such function is outsourced, approve the supplier of such service;
- (o) Determine the nature of non-audit services the external auditor is prohibited from providing to the Corporation. The Committee will pre-approve all non-audit services provided by the external auditor to the Corporation;
- (p) Review compliance with regulatory requirements relating to CEO/CFO certifications;
- (q) Review and approve the Corporation's hiring policies regarding partners, employees and former

partners and employees of the external auditor;

- (r) Establish and review procedures for the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters and for the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters;
- (s) Report to the Board on the major items covered at each Audit, Nominating and Governance Committee meeting and make recommendations to the Board and management concerning these matters. Annually report to the Board on the effectiveness of the Audit, Nominating and Governance Committee;
- (t) Perform any other activities consistent with this Charter, the Corporation's by-laws and governing law as the Committee or the Board deems necessary or appropriate;
- (u) Establish criteria for immediate reporting of significant complaints to the Committee and obtaining periodic reports about other complaints received;
- (v) Review of management's antifraud programs and controls, including the fraud risk assessment process; and
- (w) Review, on a timely basis, reports describing the nature, status and eventual disposition of any alleged or suspected fraud.

#### **D. Nominating Responsibilities and Duties**

To fulfill its nominating responsibilities and duties, the Committee shall:

- (a) in consultation with the Chair of the Board and Chief Executive Officer of the Corporation, annually review the composition, size and independence of the Board and identify whether any gaps exist in the diversity of competencies, genders, personal qualities, geographical representation, cultural background, business and financial experience of directors for the effective conduct of the business of the Corporation;
- (b) if and as Board expansion and/or turnover of directors elected by holders of subordinate voting shares ("SVS") is contemplated, consider and undertake an appropriate process to identify compelling SVS director nominees, including using external resources as appropriate;
- (c) after consulting with the Chair of the Board and with consideration of viewpoints from the Chief Executive Officer of the Corporation in light of opportunities and risks facing the Corporation:
  - i. receive and/or initiate proposals for and recommend to the Board director nominees for election by holders of SVS to the Board or for appointment to fill any SVS director vacancy that is anticipated or has arisen; and
  - ii. without derogating from the right of holders of multiple voting shares ("MVS") set out in the Corporation's articles of incorporation to elect MVS directors, facilitate and support the Chair of the Board's identification and assessment of potential director nominees to fill any MVS director vacancy that is anticipated or has arisen,in each case taking into account the competencies and skills each nominee will bring to the Board to complement existing collective competencies and skills of the Board, and whether such director nominee will be able to devote sufficient time and resources to their duties as a Board member;
- (d) arrange for the Chair of the Committee, Lead Director and the Chair of the Board to interview all short-listed SVS director nominees and, on the request of the MVS holder or, alternatively, on the Committee's own initiative but with the prior consent thereof, all short-listed MVS director nominees, and report to the Board thereon; and
- (e) in consultation with the Chair of the Board and Lead Director, assess incumbent directors for re-

nomination to the Board and its standing committees.

**E. Corporate Governance Responsibilities and Duties**

While corporate governance remains the responsibility of the Board, the Committee shall review and monitor the corporate governance practices of the Corporation. This includes:

- (a) Review the corporate governance disclosures that may be made by the Corporation;
- (b) Review compensation for members of the Board and recommending compensation levels to the Board;
- (c) Assess on an annual basis the corporate governance practices;
- (d) Review financial qualifications of Committee members;
- (e) Oversee the orientation of new directors;
- (f) Monitor on a continuing basis the overall effectiveness of the Corporation's system of corporate governance;
- (g) Assess annually the performance of the Committee as a whole and of its members individually, considering improvements and taking decisive corrective action; and
- (h) Oversee the administration of an annual Board effectiveness survey amongst directors and prepare a summary report of results for the Lead Director to present to the Board for discussion.

**F. Committee Meetings & Procedures**

The Committee will meet on a quarterly basis and will hold special meetings as may be necessary to discharge its responsibilities and duties set out in this Charter. The times and locations of Committee meetings and the calling of and procedures at such meetings, shall be determined from time to time by the Committee, in consultation with management when necessary; provided that, all directors will receive notice of a Committee meeting along with the agenda items to be discussed.

A quorum at any Committee meeting shall be a majority of the Committee members. The Chair of the Board, the Chief Executive Officer of the Corporation and any other director may voluntarily attend Committee meetings to offer thoughts on agenda items and participate in Committee discussions in an observer capacity.

The Committee may engage external advisors as it determines necessary, with notice to the Lead Director, and may set compensation for such advisors.

The Committee will review the Audit, Nominating and Governance Committee Charter on an annual basis and recommend any changes to the Board.