



ONEX CORPORATION MANDATE OF THE BOARD OF DIRECTORS

General Mandate

The Board of Directors has the responsibility for supervision of the business of Onex Corporation (the "Corporation") consistent with their powers and obligations under the Business Corporations Act (Ontario) and other statutory and legal requirements generally applicable to directors of a business corporation that is also a reporting issuer for securities purposes in Canada and is listed on the Toronto Stock Exchange.

Implementation

The Board of Directors has adopted a written mandate setting out its responsibilities for the stewardship of the Corporation. The mandate of the Board is to oversee the management of the business of the Corporation by the executive officers and managers of the Corporation and includes the following duties and responsibilities:

- (a) Approving the Corporation's long-term strategy and monitoring its overall performance against that strategy;
- (b) Reviewing annually the strategic plan including opportunities and risks, and approving significant new initiatives;
- (c) Assessing the principal risks inherent in the business activities of the Corporation and the mechanisms available to manage and monitor those risks;
- (d) Reviewing succession planning and the appointment of senior executives of the Corporation;
- (e) Overseeing the development and implementation of the Corporation's compensation policies and programs;
- (f) Approving and monitoring compliance with the Corporation's Code of Business Conduct and Ethics;
- (g) Satisfying itself as to the integrity of the Chief Executive Officer and other senior executives and that they foster a culture of integrity within the Corporation;
- (h) Reviewing financial performance and reporting and the integrity of the Corporation's internal control and management information systems; and
- (i) Reviewing and monitoring the Corporation's adherence to high standards of corporate governance and openness to shareholder feedback.

The Board shall establish its own policies and practices from time to time.

The Board shall meet on at least a quarterly basis and shall hold additional meetings as required or appropriate to deal with long-term strategic planning or other issues. Financial and other information shall be made available to members of the Board of Directors in advance of Board

meetings in order to assure effectiveness of action at such meetings. Directors shall all be encouraged to attend meetings in person wherever feasible. Attendance at meetings shall be recorded.

Each of the directors is expected to agree to an evaluation of his or her individual performance as well as to a review of the collective performance of the Board of Directors as a whole. Directors shall be encouraged to exercise their duties and responsibilities in a manner that is consistent with this mandate and with the best interests of the Corporation and its shareholders generally.

The Board shall have the responsibility for the establishment and oversight of the performance of its committees, the appointment of members to serve on such committees and approval of compensation for Board members.

The Board, acting as a nominating committee, identifies and recruits new members to the Board. The Board determines the competencies, skills and other qualities for new directors and assesses prospective new directors against that framework.

Resources

The Board of Directors shall have the authority to retain legal, accounting and other consultants to advise it. The Board may request any officer or employee of the Corporation or its outside counsel or the external/internal auditors to attend any meeting of the Board or to meet with any members of, or consultants to, the Board.

An individual director shall be permitted to engage an outside advisor at the expense of the Corporation where for example he or she is placed in a conflict position through activities of the Corporation, but any such engagement shall be subject to the prior approval of the Board or the Chairman of the Audit and Corporate Governance Committee.