

ONEX CORPORATION

BY-LAW NO. 5

A by-law respecting matters pertaining to Sunwing Airlines

1. Interpretation. In this by-law, unless the context otherwise specifies or requires:
 - (a) “**Canadian**” means a Canadian citizen or a permanent resident as defined in subsection 2(1) of the Immigration and Refugee Protection Act, S.C. 2001, c. 27.
 - (b) “**Sunwing Matter**” means any matter pertaining to or affecting Sunwing Airlines

SPECIAL PROCEDURES RELATED TO SUNWING MATTERS

2. Quorum for Sunwing Matters. In addition to any requirement of any other by-law of the Corporation with respect to a quorum of directors, a quorum of directors for the transaction of any business constituting a Sunwing Matter shall require that a majority of directors voting on or signing a resolution in respect of such Sunwing Matter be Canadian.
3. Termination. This by-law shall apply only for so long as Onex Corporation, and of its affiliates or any investment vehicle sponsored or managed by Onex Corporation or its affiliates owns a direct or indirect interest in Sunwing Airlines and thereafter shall automatically terminate and be of no further force or effect, without any further act by the directors of the Corporation or otherwise.

Dated: May 11, 2023