

BETH MARILYN BUDD BANDLER, C. Dir.

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LEADERSHIP

Accomplished corporate director, business executive, lawyer and corporate secretary with expertise in international business, strategy, governance and human resources.

Canadian Board Diversity Council: Honoured to be named to the Diversity 50 list as one of Canada's most diverse and eligible board candidates.

International Business: Strong expertise in executing complex multi-jurisdictional acquisitions and divestitures. Resolved legal and business issues associated with opening retail outlets in South America, Asia and Europe.

Operations: Trained marketing and engineering design teams on tools and strategies to reduce risks in international and domestic contracts for sale of goods and to reduce product liability claims from 45 to zero. Completed multimillion dollar term and revolving credit facilities.

Human Resources: Created a global human resources strategy which standardized job descriptions, practices, policies and benefits, and implemented international talent management. Worked with Board on executive compensation, identifying and implementing metrics and long and short term compensation. As member of transition team re US \$500 million mine acquisition responsible for employee integration and cultural challenges.

Governance: Strong focus on corporate governance. Corporate secretary to international public companies. Worked with Boards to implement governance strategies. Performed Board evaluations and identified recommendations for improvement, which were implemented. Successfully responded to shareholder proposals on corporate social responsibility.

Entrepreneurial: Created successful professional corporation primarily providing long-term in-house legal services and business risk advice to international public companies. Collaborated with a private high tech company and created and implemented the strategy for its sale to Hewlett-Packard.

BOARD DIRECTOR EXPERIENCE

Publicly Listed Directorships

Magellan Aerospace Corporation—Independent Corporate Director **2014 to present**
Member of Governance and Nominating Committee instrumental in updating governance policies and processes. Chair of Environmental and Health & Safety Committee, management has improved standardized reporting and implemented benchmarking of health and safety performance, resulting in increased awareness and reduced claims.

Revenues \$1B. A global, integrated aerospace company that provides complex assemblies and systems solutions to aircraft and engine manufacturers, and defence and space agencies worldwide, with operating units in Canada, USA, the United Kingdom, Poland and India.

BeaconEye Inc.—Corporate Director and Corporate Secretary **1995-1997**
TSX-listed Canadian laser vision correction company. Involved from start-up through to IPO, resolving challenges in health care law, financing, and marketing.

Hawker Siddeley Canada Inc.—Corporate Director **1993-1996**
Corporate Secretary **1988-1997**

TSX-listed. Before the strategically directed sale of all assets, international businesses in manufacturing rail car, subway car and light rail transit cars, rail car leasing, aerospace, industrial gas turbines, mining machinery and roof support systems and services, sawmill equipment and controls, and precision castings.

Corporate Secretary: Worked with Board and CEO to implement governance policies and procedures. Prepared board, committee and shareholder meeting materials and public disclosure documents.

Not-for-Profit Directorships

Hamilton Fringe Festival **2014 to present**
 Director, Chair of Nominating and Governance Committee, member of Finance Committee

Hamilton Wentworth District School Board Foundation **2014 to 2016**

DARTS Foundation (Disabled & Aged Regional Transportation System), Hamilton **2011 to 2014**

Strategic contributions, championed governance issues, created governance documents and implemented governance practices and procedures into the boards' and managements' operations.

EXECUTIVE & PROFESSIONAL EXPERIENCE

Beth Bandler Professional Corporation **1997-2006 and 2010 to present**
 Developed long standing relationships with international public companies in aerospace, diamond mining, and luxury jewelry retail and manufacturing. Provided legal, human resources and business advice and secretarial and corporate governance services. Worked with high tech entrepreneurial company and instrumental in its sale to Hewlett Packard in California.

Harry Winston Diamond Corporation **2006 to December 2010**
Senior Vice-President and General Counsel, Legal and Human Resources

The company (now called Dominion Diamond), was listed on TSX and NYSE, has assets in diamond mining (Northwest Territories, Canada) and sells rough diamonds primarily from its offices in Europe and India. Until March 2013 the company owned Harry Winston Inc., (New York), the international luxury jewelry and watch manufacturing and retail enterprise.

Chief legal and human resources officer. Responsible for global legal matters and human resources. Legal strategy and risk assessments for international branding and trademark portfolios, retail and wholesale marketing issues, licensing, shareholder proposals, corporate social responsibility, financing, and international business start-ups and/or "partner" agreements (China, India, Israel, Russia, United Arab Emirates, Philippines, and Ukraine). Chair of Sarbanes-Oxley Act (SOX) compliance team responsible for implementing and documenting internal controls over financial reporting. Developed and presented workshops and lectures on ethics, governance and anti-corruption.

Hawker Siddeley Canada Inc.**1981-1999****Vice-President, General Counsel and Corporate Secretary**

Chief legal officer. Participated in strategy, structuring and implementing business plans, including new business start-ups from idea to IPO and new product development. Completed complex multi-million dollar multi-jurisdictional mergers and acquisitions, divestitures, joint ventures and technology transfer agreements. Responsible for creating and managing document "war rooms" for secondary public offering and business divestitures.

PROFESSIONAL DEVELOPMENT

Financial Literacy Program for Directors and Executives, Rotman School of Management, University of Toronto	2011
Program on Negotiation for Senior Executives, Harvard University	1994
Executive Management Program, Penn State University	1994
Continuing Education Programs on Canadian and US law and governance	to present
Conversational French	current courses

EDUCATION

Chartered Director (C. Dir.), The Directors College, McMaster University	2012
Called to the Bar of Ontario	1981
JD, Osgoode Hall Law School, York University	1979
M.Sc. (Applied), McGill University	1974
B.Sc., McGill University	1972
Graduate courses in Business Administration, York and McGill Universities	

OTHER

Producer: Canadian plays in Hamilton, Ontario