

BETH MARILYN BUDD BANDLER, C. Dir.

Tel 905 628 9671

beth@bandler.com
www.bandler.com

SUMMARY

International Business: Completing multimillion dollar international acquisitions and divestitures. International sale of goods. Restructuring Belgian companies. Opening retail outlets.

Operations: Reduced risks in respect of international and domestic contracts for sale of goods. Completed multimillion dollar term and revolving credit facilities. Member of transition team pre and post US \$500 million mine acquisition.

Human Resources: Executive compensation and metrics. Restructured global HR team with standardized policies. Talent development. Championed anti-harassment policies.

Governance: Corporate secretary to international public companies. Governance implementation including board evaluations. Shareholder proposals. Hostile takeovers.

Entrepreneurial: Created professional corporation: legal and business risk advice to public companies. Worked with private high tech company, instrumental in its sale to Hewlett Packard.

Arts: Producer of Canadian plays. Director of Hamilton Fringe Festival.

BOARD DIRECTOR EXPERIENCE

Publicly Listed

Magellan Aerospace Corporation—Independent Corporate Director **2014 to present**
Member of Governance and Nominating Committee: Chair of Environmental and Health & Safety Committee. Instrumental in updating governance policies and processes.

TSX-listed. 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, the United States, the United Kingdom, India, and Poland.

BeaconEye Inc.—Corporate Director and Corporate Secretary **1995-1997**
TSX-listed Canadian laser vision correction company. Involved in IPO.

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 wheels, rail car leasing, aerospace, industrial gas turbines, mining machinery and roof support systems and services for mine roadways and civil tunnels, sawmill equipment and controls, and precision castings.

Corporate Secretary: implementation of governance policies and procedures, board, committee and shareholder meeting preparation, hostile shareholder takeovers and shareholder activists.

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 **2014-2016**
DARTS (Disabled & Aged Regional Transportation System) Foundation, Hamilton **2011-2014**

EXECUTIVE & PROFESSIONAL EXPERIENCE

Beth Bandler Professional Corporation

1997-2006 and 2010 to present

Providing a variety of legal and business advice to international public companies in waste and water management, aerospace, diamond mining, luxury jewelry retail and manufacturing, corporate social responsibility, ethics, environmental issues (assessments, cleanups), including strategy, planning, international transactions, corporate secretarial and corporate governance services and to high tech entrepreneurial company. Liaison executive to public company Board committees on nominating, governance, compensation, and human resources. Member, management transition team in US\$550 million acquisition of diamond mining business, including global human resources and benefits, Belgian entities restructuring and IT transition.

Harry Winston Diamond Corporation

2006 to December 2010

Senior Vice-President and General Counsel, Legal and Human Resources

The company (now called Dominion Diamond Corporation), 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 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 SOX compliance team. Worked with Board and developed and presented workshops and lectures on ethics, governance and anti-corruption. Responsibilities for human resources: standardized practices and benefits, worked with Board on executive compensation, identifying and implementing metrics and compensation structures and preparation of disclosure documents.

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 multi-million dollar domestic and international (multi-jurisdictional) acquisitions, divestitures, joint ventures and technology transfer agreements. Championed and implemented strategies to protect the company from and to reduce the number of product liability claims.

PROFESSIONAL DEVELOPMENT

Financial Literacy Program for Directors and Executives, Rotman School of Management, 2011 University of Toronto	
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

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	