

ShawCor Directors



J.T. BALDWIN
London, England

Mr. Baldwin is the Group Political Advisor of BP, a position he has held since October 2007, and has been a Director of ShawCor Ltd. since March 2010.



D.S. BLACKWOOD
Houston, Texas

Mr. Blackwood is President (Americas), Wood Group PSN, a position he has held since April 2011, and has been a Director of ShawCor Ltd. since May 2011.



W.P. BUCKLEY
Toronto, Ontario

Mr. Buckley is President and CEO of ShawCor Ltd., a position he has held since June 2005, and has been a Director of the Company since August 2005.



J.W. DERRICK
Buffalo, New York

Mr. Derrick is Chief Executive Officer of Derrick Corporation, a position he has held since 1992, and has been a Director of ShawCor Ltd. since August 2007.



D.H. FREEMAN
Toronto, Ontario

Mr. Freeman is a Chartered Accountant and from 1983 to 2011 was a partner at KPMG LLP. He has been a Director of ShawCor Ltd. since October 2011.



L.W.J. HUTCHISON
St. James, Barbados, W.I.

Mr. Hutchison joined ShawCor in 1998 and is Managing Director of ShawCor Global Services Limited, a position he has held since November 2007, and has been a Director and Vice Chair of the Company since February 2008.



J.F. PETCH Q.C.
Toronto, Ontario

Mr. Petch is Chair Emeritus of the Governing Council of the University of Toronto and has been a Director of ShawCor Ltd. since March 2005.



R.J. RITCHIE
Calgary, Alberta

Mr. Ritchie was the CEO and a Director of Canadian Pacific Railway Limited from 2001 to 2006, and has been a Director of ShawCor Ltd. since April 1994.



P.G. ROBINSON
Toronto, Ontario

Mr. Robinson is President and General Manager of Litens Automotive Group, a position he has held since 2001, and has been a Director of ShawCor Ltd. since August 2001.



H.A. SHAW
Calgary, Alberta

Ms. Shaw is the Executive Chair of Corus Entertainment Inc., a position she has held since September 1999, and has been a Director of ShawCor Ltd. since May 2008.



V.L. SHAW
St. James, Barbados, W.I.

Ms. Shaw was appointed Chair of the Board of ShawCor Ltd. in February 2007, was Vice Chair of the Board from August 2000 until February 2007, and has been a Director of the Company since April 1994.



Z.D. SIMO
Oakville, Ontario

Mr. Simo is a former President and CEO of Tecsyn International Inc. and has been a Director of ShawCor Ltd. since August 1987.



E.C. VALIQUETTE
Pembroke, Ontario

Ms. Valiquette is a Chartered Accountant and a former Senior Vice President and Chief Financial Officer of ING Canada Inc. and has been a Director of ShawCor Ltd. since March 2005.

Corporate Governance

The Board of Directors (the “Board”) and management of the Company recognize that effective corporate governance is central to the prudent direction and operation of the Company in a manner that ultimately enhances shareholder value. The following discussion outlines the Company’s system of corporate governance.

The business and affairs of the Company are managed under the supervision of the Board. Broadly, the Board approves overall corporate strategy, assesses management’s implementation of agreed strategies and reviews the results achieved. The Board’s role consists of approval of strategic plans, review of corporate risks identified by management and monitoring the Company’s practices and policies for dealing with these risks, management succession planning, monitoring business practices and assessment of the integrity of the Company’s internal controls, information and governance systems.

The Board oversees the Company’s strategic planning process, reviews and approves overall corporate strategies and assesses management’s success in implementing these strategies. This is done regularly and through an annual special purpose Board Meeting held each year to review and approve the Company’s strategic and annual business plan. The strategic plan is updated each year so that it always projects the next three-year period. Management reports to the Board quarterly, highlighting and commenting upon divisional performance compared with annual business plan forecasts and prior year results. As part of the strategic plan review process, the Board identifies and evaluates the principal opportunities and risks of the Company’s businesses and seeks to ensure that management puts in place appropriate systems to manage the principal risks.

During 2008, the position of Lead Director was established and is currently being filled by John F. Petch. The Lead Director facilitates the Board’s ability to function independently of management of the Company and the non-independent Directors. The Lead Director promotes best practices and high standards of corporate governance, consistent with enhancing and promoting the effectiveness and performance of the Board. The Vice Chair of the Board, Leslie W. J. Hutchison, provides back-up to the Chair, Virginia L. Shaw.

The Audit, Compensation and Corporate Governance Committees of the Board are each comprised of independent Directors. The Executive Committee is comprised of the Chair, the Chief Executive Officer and three independent Directors. Ten of thirteen members of the Board are considered to be independent.

The corporate governance practices and policies of the Company have been developed under the general stewardship of the Corporate Governance Committee. The Committee believes that the corporate governance practices of the Company are appropriate for the Company. As a result of evolving laws, policies and practices, the Corporate Governance Committee regularly reviews these corporate governance practices and policies of the Company in order to facilitate compliance with all applicable requirements and implements best practices appropriate to its operations.