

# Code of Conduct and Ethics

## COMPLIANCE & ETHICS



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Effective  
September 1, 2024

## OVERALL PRINCIPLES

Our reputation as an organization can only be maintained if we always act ethically, with integrity and with the highest standards.

You are expected to conduct OMERS business in this manner at all times and to obey applicable laws and regulations wherever we do business. You are also expected to act respectfully and ethically with anyone inside and outside of the organization.

Most of the time, your common sense and good judgment will ensure that your decisions and actions are in the best interests of OMERS.

When in doubt, ask yourself – how would a reasonable third party perceive your actions?

This Policy applies to all employees, AC Directors and Designated Contractors<sup>1</sup> across OMERS, which for clarity, includes Oxford.

Specific areas of focus for AC Directors have been highlighted. Where an employee or Designated Contractor would seek guidance from their manager, AC Directors should consult the Board Chair and Chief Legal & Sustainability Officer.

Next renewal date:	September 2026
Frequency of review:	Every 2 years

## How to use the Code

Although common sense will guide you in most situations, there are times when issues will arise. The Code of Conduct and Ethics (Code) sets out guidelines for:

- identifying and handling conflicts of interest;
- giving and receiving gifts and entertainment;
- outside activities and sitting on boards;
- relatives and personal relationships at work;
- data ethics;
- handling OMERS information properly; and
- communicating outside OMERS.

These guidelines are designed to help you make the right decision, but they cannot cover every aspect of ethical conduct. When you are not sure of the appropriate thing to do, always act in the best interests of OMERS and ask yourself the following questions:

- Is it legal?
- Is it in conflict with the best interests of OMERS?
- Will your action hold up under public scrutiny?
- Could it hurt your reputation or that of your group, or our organization?

## Where to go for help

If you have any questions or concerns about the Code or what you should do in a situation where you are unsure of the right thing to do, you should speak to your manager. If you would prefer to speak to someone other than your manager, you can also contact:

- Compliance & Ethics (Compliance);

<sup>1</sup> Please consult the Policy Terms and Definitions document for additional information on Designated Contractors.

- Employee and Labour Relations team;
- Legal
- a member of the Executive Leadership Team (ELT);
- the Chair of the Audit & Risk Committee; or
- the confidential Ethics Hot Line:  
[www.clearviewconnects.com](http://www.clearviewconnects.com).

## Personal and Professional Conduct

The Code sets out the minimum level of professionalism we expect from you. Depending on the business area you work in, or your role, your manager may advise you of higher standards expected of you. These standards apply to the duration of your employment or engagement at OMERS, including non-working hours and leaves of absence. Obligations of confidentiality apply forever.

You are expected to treat people fairly, with respect and dignity, and to help ensure that our workplace is free of discrimination, harassment, and violence. If you are a supervisor or a manager, you are responsible for maintaining this standard, for taking all complaints seriously, and investigating appropriately.

During your employment or engagement with OMERS, you are expected to advise OMERS immediately of information that may be relevant to the position you hold. This could include the loss or restriction of any required professional designations, any charges for criminal offences or outstanding civil actions alleging fraud, theft, deceit, misrepresentation or similar misconduct.

## Conflicts of Interest

You must act in the best interests of OMERS. If you are an employee, you are expected to devote your full time and attention to OMERS. This means making decisions in your work that are independent of your personal interests. While we all have commitments outside of work that involve obligations to family and social relationships, these must not play a role in our work for OMERS.

A conflict of interest can be real or perceived. It is a situation where you allow or appear to allow your personal interests or the interests of others (e.g., family, friends or associates) to affect your decision-making and ability to perform your work for OMERS impartially and effectively.

Potential conflict of interest situations are common in business, so you are expected to identify them and act in ways to avoid them where possible. This includes

situations in which you or your family, friends or associates could directly or indirectly benefit personally from a transaction or contract with OMERS, or from your knowledge of or ability to influence decisions for the organization. You are also prohibited from receiving special treatment not available to the public, such as preferential pricing, including IPO or stock purchases or sales.

If the conflict of interest cannot be completely avoided, it can sometimes be managed through full disclosure and separation of duties. It is your responsibility to recognize, regularly review and disclose in writing any real or perceived conflicts of interest to your manager who will determine next steps which shall include seeking guidance from Compliance and/or Legal on handling the conflict and recording the outcome of those discussions.

**OMERS Directors:** Board Members must declare conflicts or potential conflicts to the Board Chair, Chief Legal & Sustainability Officer, and/or Corporate Secretary at their earliest opportunity and must not participate in related discussions or decisions. The Board may vote to exclude Directors from involvement in issues where the Board determines they are conflicted.

## Gifts and Entertainment

While routine entertainment is a normal part of business development and can be an effective way to get to know business partners, it must not become a way to influence decisions inappropriately. The same is true of gifts. Gifts or entertainment given or received must meet the requirements set out below and must not improperly influence a business decision, a policy decision or create a reciprocal obligation. You must use your best judgment to avoid situations of both real and perceived conflict.

It is important that gifts and entertainment do not create a conflict or appear to create a conflict. *If in doubt, ask yourself if a reasonable third party would question your impartiality if you received such a gift or entertainment, or your motives if you gave the same.*

All gifts and entertainment accepted from or provided to third parties must comply with the following:

- have a legitimate business purpose;
- be infrequent, avoiding multiple gifts or offers of entertainment with the same third party over a short period of time;
- be reasonable in value and appropriate under the business circumstances;

- comply with applicable laws and regulations;
- not include cash or cash equivalents (such as open loop<sup>2</sup> gift cards), bonds, negotiable securities, personal loans, airline tickets or use of a vacation property; and
- not knowingly conflict with the policies of the giver or recipient.

**Accepting gifts:** You may accept gifts if they are within normal industry standards for business relationships and hospitality. Gifts may include event tickets where the host is not present, for example to a sporting or cultural event; however, please note the following general requirements.

You must:

- report gifts with an estimated value in excess of \$/£100; and
- share any holiday gift baskets or other seasonal gifts with your team members or raffle them off for charity; these do not have to be reported.

**Accepting entertainment:** You may accept entertainment from third parties if it is within normal industry standards for business relationships and hospitality. Acceptable or “routine” entertainment would include meals or a sporting or cultural event where the third party is present and there is an opportunity to discuss OMERS business. You should always consider how the entertainment would be perceived by a reasonable third party.

You must:

- report entertainment with an estimated value over \$/£500 and get approval from your manager ahead of time for any out-of-town entertainment invitations where you are travelling outside your regular city of work specifically for the event.

**Note:** OMERS must pay for the travel and/or hotel portion of any such event unless your manager approves otherwise.

**Educational Conferences:** Educational conferences or industry meetings related to your business functions do not need to be reported as gifts. However, (i) the accommodation for any such event must be paid by OMERS unless your manager approves otherwise and (ii) entertainment or gifts received during these events must be reported as set out above.

## Giving Gifts and Entertainment

You must get approval from a senior member of the Legal or Compliance team in your area or your ELT member before providing or offering to provide: (i) any gifts that are outside typical industry standards or (ii) any non-routine entertainment, in each case, either directly to someone or through a third party.

## Gifts and Entertainment involving Government Officials or Similar Parties

The *Anti-Bribery & Corruption Policy* (ABC Policy) and associated *Guideline* provide additional guidance on the giving and receiving of gifts and entertainment to or from certain groups that may present higher risk of bribery and corruption. This includes a requirement to report and obtain prior approval from the Global Head of Compliance for all gifts and entertainment given to or received from a Government Official.

Generally, normal standards and reporting requirements apply to entertainment given to or received from the following groups; however, you must report and receive prior approval from the Global Head of Compliance for all gifts given to or received from:

- a sovereign wealth fund;
- a government pension plan; or
- a government affiliated or owned commercial organization.

Please review the ABC Policy and Guideline for more information and specific requirements relating to Government Officials. Consult with Compliance if you are unsure or have any questions.

**OMERS Directors:** Board Members must give careful consideration as to whether any gifts and entertainment given or received relate directly or indirectly to their OMERS role and report any such gift or entertainment in accordance with this Policy.

## Stakeholder Engagement Based Initiatives

Certain Business Units, such as Pension Services or Oxford, may conduct surveys and other activities aimed at promoting stakeholder communication and feedback. To the extent that these initiatives involve the provision of rewards or benefits to Members, employers, tenants or other stakeholders the activity must:

- be for a legitimate business purpose;
- be reasonable in value and appropriate under the business circumstances;

<sup>2</sup> Open loop cards can be used anywhere that brand of card is accepted and may be a credit, debit, gift, or pre-paid card.

- not conflict or have the appearance of conflicting with the employee's duties;
- not influence, or give the appearance of influencing, business judgements;
- not be provided in exchange for an unfair business advantage or personal gain;
- be supported by records and materials maintained in the ordinary course of business; and
- not be offered repeatedly to the same Member, customer or tenant within a short period of time.

## Outside Activities and Directorships

You are expected to devote your time, best effort, knowledge, skills and energy to the interests of OMERS while you are working on OMERS behalf. You are free to choose how to spend your non-working hours; however, you must not be involved in any outside activity which could conflict with OMERS interests or reputation, or your job responsibilities, or bring you into competition with OMERS.

You may:

- spend time during working hours participating in professional organizations or courses related to business functions, with your manager's agreement; and
- spend time on other outside activities during working hours or use OMERS facilities or resources as long as you have prior approval from a senior member of management (at least VP of your region or function).

You may not:

- imply that OMERS sponsors or supports the outside organization or its initiatives;
- As an employee, be employed or engaged as a consultant elsewhere, unless it does not compete or create conflict with our interests or adversely affect our reputation, and has been approved in writing by your manager;
- have a financial interest in or borrow from a supplier or service provider of OMERS or be employed by such a supplier or service provider in a capacity where you are able to influence decisions about the relationships with OMERS.

**Exception:** Holding shares of less than 1% of a public issuer and borrowing on widely offered commercial terms.

- receive fees or benefits for referring OMERS employees or plan members to an outside business or referring an outside business to them.

Any outside paid roles held concurrently with your position at OMERS must be disclosed and preapproved by your manager in writing, who will also consult with Legal and/or Compliance to consider any potential conflicts of interest.

If you sit on a corporate board of directors at the request of OMERS, any securities or fees awarded to you as a director must be given to OMERS.

You must report and obtain approval from your C-Level Executive prior to accepting any private or public company directorship that is not related to your role at OMERS. Part of the approval process will include consideration regarding the implementation of appropriate controls relating to the management of material non-public information. C-Level Executive approval is not required for not-for-profit or charitable directorships or advisory board roles however, these positions must also be reported to your manager and Compliance. All other outside activities which could conflict with OMERS interests or reputation, or your job responsibilities must also be reported to your manager and Compliance.

**OMERS Directors:** Board Members are required to report outside activities as noted above but are not required to obtain approval. Notwithstanding no formal approval is required, prior to accepting a directorship with another entity, Board members must consider possible conflicts and consult with the Board Chair, Chief Legal & Sustainability Officer or Corporate Secretary accordingly.

A past OMERS employee or Director must observe a two-year "cooling-off" period before being appointed or continuing to serve on the Board of Directors of an OMERS subsidiary or portfolio company. Exceptions to the "cooling off" period may be approved by the Policy Sponsor if the appointment relates to an employee. Exceptions relating to the appointment of a member of the AC Board may be approved by the Board Chair, or, if the appointment relates to the Board Chair, by the Chair of the Governance Committee. All such exceptions must be documented and reported to the AC Board annually.

## Charitable and Political Participation

To ensure we are directing our resources appropriately, OMERS will determine what charitable and political activity it can support or sponsor and provide our employees with information on the events and how they can participate.

If you wish to support other causes, you must ensure that your contribution is personal and is not associated,

or perceived to be associated, with OMERS. Requesting donations from third parties such as our suppliers or service providers should only be done in limited circumstances, without pressure or implication of continued mandate.

## Employment of Relatives and Personal Relationships

Conflicts of interest may arise when related employees are working in circumstances where one can make management decisions affecting the other.

Employees who are related or romantically involved may not work in the same Business Unit or department regardless of the level, reporting or management relationship of either employee without prior approval of the Chief Human Resources Officer.

We will not hire, promote or transfer someone if doing so would create a direct or indirect management relationship with a relative. This requirement also applies to romantic relationships. It is your responsibility to immediately report to your manager and Human Resources any relationships of this type that currently exist and those that develop over time. You must also advise your HR Business Partner if your relative or romantic partner is being recruited to work anywhere across OMERS.

## Data Ethics

Integrity is a core value at OMERS and this is reflected in the following ethical principles that you must apply to your use of information/data:

- data is used only for business purposes;
- be honest, transparent and respectful in your use of an individual's personal data;
- be mindful of obligations to apply data minimization standards when collecting or using an individual's personal data;
- be careful to ensure that data acquired from third parties has been collected in a legal manner and that it can be used for your intended purposes; and
- when using analytics, machine learning or artificial intelligence initiatives, be sensitive to, and strive to minimize, the risks of unintended consequences, such as unfairness, discrimination and bias.

## Handling OMERS Information Properly

### Privacy and Confidentiality

During the course of your employment or engagement with OMERS, you will have access to and be entrusted with personal, confidential and proprietary information relating to OMERS, its business activities and its stakeholders ("Confidential Information"), the particulars of which, if disclosed improperly or without authorization would be detrimental to the best interests of OMERS and/or the interests of its stakeholders. This could include, but is not limited to:

- information about OMERS, its stakeholders or business, including procedures or operations;
- the personal information of employees, plan members or their families, and members of the public such as customers and tenants;
- inside information or, material non-public information about a public company or entity;
- third-party information, which is business information about other companies or their employees (whether it was received from a third party including as part of a confidentiality agreement entered into with that third party or not); and
- proprietary information, which includes sensitive plan and investment information, or any information OMERS wishes to keep confidential.

You must not seek out Confidential Information unless it is necessary to fulfill your duties with OMERS. In addition, you are not permitted to give this information to third parties without authorization or to other internal parties unless they need this information to do their jobs at OMERS.

To ensure that Confidential Information does not accidentally fall into the hands of someone who is not authorized to have or use it, you must be thoughtful when handling such information. This includes:

- using approved corporate applications to send, receive or store Confidential Information;
- not forwarding Confidential Information to your personal email address;
- not leaving documents containing Confidential Information where they can be seen or taken;
- locking filing cabinets and securing computers and mobile devices with passwords;
- shredding or deleting documents once you are finished with them; and

- not talking about confidential topics in public places where you could be overheard, such as elevators, restaurants or commuter trains.

You must never use Confidential Information to further your own personal interests. Your obligations to maintain confidentiality apply indefinitely and you may not take or use Confidential Information when your employment or engagement with OMERS ends.

### Accurate Records

Maintaining accurate business records is a fundamental way that we maintain our integrity and protect OMERS and its stakeholders. You must prepare and maintain accurate and complete business records. Never participate in the creation of a false or misleading record, or the destruction of records other than in accordance with authorized practices regarding record retention.

**OMERS Directors:** Board Members are not required to keep records of Board or Committee meetings. All official records will be maintained by the AC Board Secretariat in the meeting minutes.

### Communicating Outside of OMERS

Communications made in your personal or professional capacity may reflect on OMERS whether intentionally or otherwise and, therefore, you must use good judgement to ensure such communications are appropriate, accurate and consistent. This is especially true when communicating to wide audiences through press releases, social and online media, (broadly defined to include social media platforms, user forums, chat rooms, blogs, bulletin boards) and presentations at conferences.

To prevent damaging OMERS reputation, you must:

- not speak on behalf of OMERS unless explicitly authorized to do so and refer all media enquiries to the media contact for your group noted in the *Communications Policy* or, in the case of AC Directors, to the AC Board Chair;
- not make OMERS material public, or post it to the internet without prior approval from your media contact;
- present your personal opinions, ideas or questions on issues that may affect OMERS as your own, and not those of the organization;

- appreciate that whether or not you identify your affiliation to OMERS, you could be understood to be employed by or affiliated with OMERS, and your actions reflect on the organization;
- not publish anything that directly or indirectly embarrasses or damages our collective reputation, operations, or broader community;
- not post anything that is, or may be seen to be, disrespectful, harassing, obscene, defamatory, hateful, or that would otherwise constitute discrimination;
- avoid commenting on specific investment situations when giving presentations at conferences and seminars; and
- check that any other communication, regulatory marketing requirements and associated policies and procedures, noted as applicable to you, are followed.<sup>3</sup>

### Exceptions

The Policy Sponsor may grant non-substantive exceptions to this Policy. The reasons for granting an exception will be recorded in writing and communicated annually to the Audit & Risk Committee.

### Responding to Incidents of Non-Compliance

You are expected to adhere to the Code, as well as all of our policies, as a condition of your employment or engagement with OMERS. If you violate the Code, you could be subject to disciplinary action, depending on the severity of the violation, up to and including termination of your employment.

The Policy Sponsor is responsible for maintaining a record of incidents of non-compliance and reporting such matters at least annually to the Audit & Risk Committee. Violations of the Code by an AC Director will be reported to the Board Chair who will determine appropriate next steps taking into consideration the severity of the violation.

### Reporting Fraud or Theft Incidents and Code Violations

You have a responsibility to report any actual or suspected fraud incidents or concerns, theft and inappropriate or unethical behavior by others that violates or appears to violate the Code to either:

- your manager;

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<sup>3</sup> Regulatory rules concerning Canada's Anti-Spam Legislation (CASL), or investment marketing materials require additional consideration and approval. Reach out to your CASL Officer (as noted in the CASL Guideline) or Compliance for guidance as needed.

- the Employee and Labour Relations team;
- a senior member of the Legal or Compliance team in your area;
- a member of the ELT; or
- the Ethics Hot Line.

If you have concerns about an issue that involves a Member of the Board of Directors, you should report it to the Board Chair. Where the Board Chair is involved, you should report it to the Chair of the Audit & Risk Committee.

There will be no reprisal against you for making a report in good faith. Failure to report a fraud or theft incident or an actual or suspected violation of this Code may lead to disciplinary action, up to and including termination of your employment.

## Monitoring and Reporting

As part of their risk monitoring, each Business Unit must include all identified fraud incidents in their annual self-assessment. Any fraud incidents considered serious in nature will form part of the self-assessment results reported to ELT by Enterprise Operational Risk.

## Ethics Hot Line

You are encouraged to use internal channels whenever possible; however, if you are hesitant to do so, or if you feel that your concern will not be handled appropriately, there is an alternative, which is to contact the OMERS Ethics Hot Line, operated by the independent third-party ClearView Connects through their website at [www.clearviewconnects.com](http://www.clearviewconnects.com) or by calling:

Australia: 1300-849-145

Canada: 1-866-696-6377

France: 09-70-01-95-45

Germany: 0800-181-5367

Luxembourg: 800.22.989

Netherlands: 085-064-4111

Singapore: 800-492-2394

United Kingdom: 0330-808-4790

United States: 1-866-696-6377

The OMERS Ethics Hot Line will accept anonymous reports. Reports are referred to the Oversight Committee and investigated in accordance with an established set of procedures. More details about the Oversight Committee and workplace investigations are set out in the *Workplace Investigations Policy* and the *Whistleblower Guideline*. The process is confidential.

## Training and Annual Acknowledgement of Compliance

You are required to complete the Code of Conduct and Ethics training course as a condition of your initial employment or engagement. Thereafter you must also complete training and an acknowledgement of compliance with the Code annually.

### ROLES & RESPONSIBILITIES

Policy Approver	AC Board of Directors	Responsible for approving the Policy
Policy Sponsor	Chief Legal & Sustainability Officer	Ultimately accountable for the Policy, including its development, implementation and administration
Policy Manager	Global Head, Compliance & Ethics and SVP, People Experience	Responsible for the design and operational effectiveness of the day to day administration of the Policy
Policy Monitor	Global Head, Compliance & Ethics	Responsible for the monitoring, compliance and reporting functions of the Policy