

OMERS Sponsors Corporation

CORPORATE GOVERNANCE COMMITTEE CHARTER

The Corporate Governance Committee (the “**Committee**”) of OMERS Sponsors Corporation (the “**Corporation**”) is appointed by the Members to assist the Members in discharging their responsibilities relating to:

- Developing appropriate corporate governance practices, guidelines, and benchmarks for the Corporation; and
- Developing by-laws for the Corporation.

As used herein, “**Member**” means a member of the Corporation, and the terms “**Employer Member**” and “**Employee Member**” have the meanings assigned to such terms in By-Law No. 5 of the Corporation.

Responsibilities

The Committee shall:

- Make recommendations concerning the composition of the Corporation and the Administration Corporation at least once every five years and the method of choosing its members.
- Fulfill its role in the appointment of Directors to the Administration Corporation Board as outlined in By-Law No. 4.
- Interview individuals that Sponsor Organizations propose to appoint to the Board to make them aware of the duties, obligations and commitments related to serving as a Member.
- Review the by-laws of the Corporation at least every five (5) years.
- Recommend by-law changes or new by-laws, as needed.
- At least every five (5) years, review the practices of the Corporation to identify improvements in corporate governance.
- Ensure the Corporation has effective risk management processes in place and review those processes annually
- Make recommendations regarding approval of key governance policies within the authority of the Committee.
- Make recommendations concerning the code of conduct for the Corporation.
- Annually review the charters of the various committees of the Corporation and, if appropriate, make recommendations to the Members.

- Evaluate the performance of the SC Board (not individual Members) and the committees of the Corporation on a triennial basis.
- Develop and facilitate a process whereby the SC Board evaluates the performance of the Chair, Vice-Chair and Committee Chairs, in accordance with the timing and requirements set out in their respective role descriptions.
- At least annually, review the Corporation's service providers.
- Provide oversight for Sponsor and Stakeholder communications and engagement strategy and implementation including but not limited to the Annual Report, the website, newsletters and other communication and engagement opportunities.
- Identify, monitor, and report on governance risks faced by the Corporation and, where relevant to the Corporation's objects, by OMERS.
- Make recommendations on the rules of procedure to be adopted for meetings of the Corporation and of its committees.
- Make recommendations on the content and structure of minutes taken of the proceedings of the Corporation and of its committees.

Additional Considerations

- The Committee will meet quarterly and as many times as is necessary to carry out its responsibilities.

Attached to By-Law No. 9, approved March 28, 2008

First Amendment and Restatement on July 3, 2008

Second Amendment and Restatement on September 17, 2009

Third Amendment and Restatement on December 17, 2009

Fourth Amendment and Restatement on December 16, 2010

Fifth Amendment and Restatement as of January 27, 2011

Sixth Amendment and Restatement on February 21, 2012

Seventh Amendment and Restatement on November 22, 2012

Eighth Amendment and Restatement on December 17, 2013

Ninth Amendment and Restatement on December 10, 2014

Tenth Amendment and Restatement on October 21, 2015

Eleventh Amendment and Restatement on January 19, 2016

Twelfth Amendment and Restatement on November 14, 2019

Thirteenth Amendment and Restatement on December 8, 2020

Fourteenth Amendment and Restatement on November 18, 2021, effective January 1, 2022