

OMERS Sponsors Corporation

NOMINATION ADVISORY COMMITTEE CHARTER

The Nomination Advisory Committee (the “**Committee**”) of OMERS Sponsors Corporation (the “**Corporation**”) has been established by the Members of the Corporation pursuant to By-Law No. 4 of the Corporation. Capitalized terms used herein and not defined herein have the meanings attributed to such terms in By-Law No. 4 of the Corporation.

Composition

The three (3) standing members of the Committee will be the Chair and the Vice-Chair of the Corporation and the Chair of the Corporate Governance Committee. The Chair shall extend an invitation to the AC Board Chair, the Chair of the Governance & Risk Committee of the Administration Corporation and another AC Member selected by the Administration Corporation.

Responsibilities

The Committee shall:

- Hold a meeting with all Sponsor Organizations having Seats that will become vacant at the end of a calendar year on or before April 30 of that year.
- Arrange to meet separately with any Sponsor Organization who requests such a meeting and who have been instructed to put forward the names of nominees to fill the Seat(s) of such Sponsor Organization.
- At each meeting with a Sponsor Organization, describe to such Sponsor Organization the current roles and responsibilities of the Administration Corporation, the mandate and role of AC Members, the Administration Corporation’s time, commitment and educational expectations for AC Members, the compensation and expense policies applicable to an AC Member, and any current gaps in the skills and experience of the AC Members which the Corporation has identified and which the Corporation recommends that the Sponsor Organization assist in filling. However, the Committee will communicate only such of the foregoing information as has been provided to it by the Corporation.
- Respond to questions from Sponsor Organizations concerning the AC Member nomination process which are purely procedural in nature.

Structure

The Committee shall appoint the Chair or Vice-Chair of the Corporation or their designees as Chairperson of the Committee. The Chairperson will appoint a secretary who will keep minutes of all meetings (the “**Secretary**”). The Secretary does not have to be a Committee member or Member and can be changed by simple notice from the Chairperson.

The Committee will meet as many times as is necessary to carry out its responsibilities and in any event will meet with Sponsor Organizations to fulfill its responsibilities as set out above. A meeting will be called by the Chairperson, and the Chairperson shall be responsible for arranging meetings with Sponsor Organizations.

No business may be transacted by the Committee except at a meeting of Committee members at which the Chair and Vice-Chair of the Corporation or their designees are present.

The time at which and the place where the meetings of the Committee shall be held and the procedure in respect of all such meetings shall be determined by the Chairperson of the Committee.

The Chief Executive Officer of the Corporation may attend any meetings of the Committee as a non-voting participant unless expressly requested by the Chairperson of the Committee not to attend a specific meeting or portion thereof.

*Attached to By-Law No. 13, approved February 19, 2009
First Amendment and Restatement on April 22, 2009
Second Amendment and Restatement on June 28, 2012
Third Amendment and Restatement on April 25, 2013
Fourth Amendment and Restatement on September 18 & 20, 2013
Fifth Amendment and Restatement as of February 23, 2021*