

OMERS Sponsors Corporation

AUDIT COMMITTEE CHARTER

The Audit Committee (the “**Committee**”) of OMERS Sponsors Corporation (the “**Corporation**”) is established in order to assist the Members in their oversight activities. The purpose of the Committee is to assist the Members in fulfilling their responsibilities of oversight and supervision of:

- the quality and integrity of the financial statements of the Corporation,
- the compliance by the Corporation with legal and regulatory requirements in respect of financial disclosure and reporting,
- the adequacy of the internal accounting controls and procedures of the Corporation, and
- the qualifications, independence and performance of the independent external auditor of 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:

- Establish and conduct the process for selecting the independent external auditor of the Corporation.
- Make a recommendation to the Members concerning any selection or replacement of the independent external auditor of the Corporation.
- Review, evaluate and document the independence of the external auditor.
- Review, and advise the Members on, the terms of the proposed service agreement or audit engagement letter between the Corporation and its independent external auditor.
- Review the audit plan with the independent external auditor and recommend its approval to the Members.
- Oversee completion of the approved audit plan and review the performance of the independent external auditor.
- Review the annual audited financial statements of the Corporation before they are approved by the Members.
- Discuss accounting principles with independent external auditor with a view to maintaining the highest standards of accounting practices for the Corporation.
- Ensure that appropriate internal control procedures are in place.

- Engage and oversee, where appropriate, an internal audit function (which may be provided by the internal audit team of the Administration Corporation) to assist the Corporation's review of its own processes.
- Oversee on behalf of the Corporation the overall compliance program regarding legal and regulatory requirements, including but not limited to financial disclosure and reporting.
- Ensure training is provided for new Audit Committee members.
- Meet with management of the Corporation to discuss the effectiveness of the internal control procedures established for the Corporation.
- Review quarterly the expenses charged by Members and the CEO to ensure consistent application of applicable corporate policies and internal controls.
- Annually review the draft Corporation operating budget for the next year with staff, prior to the budget being referred to the Corporation for approval.
- Conduct a quarterly review of the Corporation's operating budget.
- For so long as any funding agreement or similar agreement with a governmental authority or other funding body is in effect between the Corporation and any such governmental or funding body, review any financial reports which must be submitted thereunder.
- Review the investments and transactions that could adversely affect the well-being of the Corporation that the independent external auditor or any Member or officer of the Corporation brings to the attention of the Committee.
- Identify, monitor and report on financial risks faced by the Corporation.

Additional Considerations

- To the extent possible, members of the Committee shall be expected to have a reasonable level of financial competency.
- The Committee will meet quarterly and as many other 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 August 23, 2012
Eighth Amendment and Restatement on December 10, 2014
Ninth Amendment and Restatement on October 21, 2015
Tenth Amendment and Restatement on January 9, 2016
Eleventh Amendment and Restatement on December 8, 2020*