

Amended and Restated By-Law No. 2 ("Borrowing and Banking Authority By-Law")

Being a by-law relating generally to the borrowing, banking and investment authority of

OMERS Sponsors Corporation

BE IT ENACTED as a by-law of the Corporation as follows:

ARTICLE 1

BORROWING, BANKING AND INVESTMENT AUTHORITY

1.1 Definitions

- (a) "**Act**" means the *Ontario Municipal Employees Retirement System Act, 2006* or any statute which may be substituted therefore, including any regulations made thereunder, as amended from time to time;
- (b) "**Administration Corporation**" means the OMERS Administration Corporation as continued under Section 32(1) of the Act;
- (c) "**Corporation**" means OMERS Sponsors Corporation as established pursuant to Section 22(1) of the Act;
- (d) "**Member**" means a member of the Corporation;
- (e) "**officer**" means an officer of the Corporation; and
- (f) "**person**" includes an individual, partnership, unincorporated association, body corporate, trustee, executor, administrator or legal representative.

1.2 Banking Arrangements

The banking business of the Corporation, or any part thereof, shall be transacted with such banks, trust companies or other firms or bodies corporate as the Members may designate, appoint or authorize or may have designated, directed or authorized from time to time and all such banking business, or any part thereof, shall be transacted on the Corporation's behalf by such one or more officers or other persons as the Members by a majority affirmative vote may designate, direct or authorize or may have designated, directed or authorized from time to time and to the extent thereby provided.

1.3 Borrowing

The Corporation is hereby authorized, from time to time:

- (a) To borrow money upon the credit of the Corporation, from any bank, corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an

extent and in such manner as the Members by a majority affirmative vote in its discretion may deem expedient;

- (b) To limit or increase the amount to be borrowed;
- (c) To issue or cause to be issued bonds, debentures or other securities of the Corporation and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the Members;
- (d) To give a guarantee on behalf of the Corporation to secure performance of an obligation of any person or give, directly or indirectly, financial assistance to any person on behalf of the Corporation by means of a loan, guarantee or otherwise;
- (e) To secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec, charge or pledge of all of any currently owned or subsequently acquired real or personal, moveable or immoveable, property of the Corporation, and the undertaking and rights of the Corporation; and
- (f) To establish appropriate operating policies and procedures regarding borrowing activity of the Corporation and its subsidiaries.

1.4 Investments

The Corporation is hereby authorized, from time to time:

- (a) To invest any Corporation funds that are surplus to its budgetary needs;
- (b) To invest such funds in the name of the Corporation;
- (c) To invest Corporation funds, through any Canadian bank, only in Guaranteed Investment Certificates or Treasury Bills for appropriate terms based upon the best available rate of return for the period of time as governed by the Corporation's budgetary needs;
- (d) Alternatively, the Corporation may integrate the investment of any surplus funds with the Administration Corporation.

The Corporation authorizes the Chief Executive Officer to act on its behalf, in accordance with the guidelines set out in this section, to invest surplus Corporation funds.

ARTICLE 2 SUSPENSION, WAIVER OR EXTENSION OF TIMELINES OR DEADLINES AND AMENDMENTS TO BY-LAW

2.1 Suspension, Waiver or Extension of Timelines or Deadlines

The Members can through a majority vote, suspend, waive or extend any of the timelines or deadlines specified in this By-Law.

2.2 Amendments to By-Law

An amendment to this By-Law shall require an affirmative vote of a majority of the Members.

The foregoing is **CERTIFIED** by the Chair and Corporate Secretary of the Corporation to be a true copy of By-Law No. 2 (formerly By-Law No. 3) of the Corporation, as validly enacted by vote of the Members of the Corporation at a duly convened meeting of the Members held February 23, 2021, with effect as of February 23, 2021.

Signed by

“original signed by”

Chair

“original signed by”

Corporate Secretary

*Enacted on April 30, 2007
First Amendment and Restatement on November 6, 2008
Second Amendment and Restatement on December 15, 2011
Third Amendment and Restatement on February 21, 2012
Fourth Amendment and Restatement on December 10, 2014
Fifth Restatement on December 13, 2017 (reviewed but not amended).
Sixth Amendment and Restatement on December 8, 2020
Seventh Amendment and Restatement on February 23, 2021*