

SC Support and Reimbursement Policy

FINANCE



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June 1, 2015

OVERALL PRINCIPLES

In the spirit of cooperation, OMERS Administration Corporation (“AC”) intends to provide as much support and reimbursement to the OMERS Sponsors Corporation (“SC”) as is permitted by law, taking into account the different roles and responsibilities of AC and the SC.

Given the unique structure of the OMERS governance model, this Policy is established to provide a framework for how and when AC should support and reimburse the SC, in accordance with the Foundational Documents.

This Policy applies to all support and reimbursement of the SC by AC.

Next renewal date:	June 2020
Frequency of review:	Every 5 years

Efficient Support and Reimbursement

Pursuant to the OMERS Act, 2006, AC has the responsibility to provide to the SC:

- information, advice, assistance, and technical and administrative support; and
- reimbursement of costs incurred by the SC which AC believes may be lawfully paid.

Over time, AC and the SC have worked together on a framework for SC support and reimbursement. This framework exists in the form of the Foundational Documents.

Foundational Documents

Any support and reimbursement of the SC by AC must comply with the following documents:

1. the OMERS Act, 2006, the *Pension Benefits Act* (Ontario), and the *Income Tax Act* (Canada)
2. the February 6, 2008 decision of Justice Archibald of the Ontario Superior Court of Justice
3. the Joint Protocol agreed to by AC and the SC, signed June 27, 2007
4. AC’s SC Support and Reimbursement Guideline
5. the Memorandum of Understanding between AC and the SC, as amended from time to time
6. protocols and procedures agreed upon by AC and SC Management from time to time, clarifying support and reimbursement processes and requirements

In the event of conflict, requirements of a higher-listed document override those of a lower-listed document.

When in doubt about whether or not support and reimbursement are permissible, consult with the Policy Manager.

Responding to Incidents of Non-Compliance

The Policy Manager is responsible for identifying incidents of potential non-compliance under this Policy based on the established procedures and reporting such incidents to the Policy Sponsor.

Monitoring and Reporting

The Policy Manager is responsible for the administration of the Policy, including implementing documented procedures to enable compliance, monitoring and reporting. The CFO will provide or cause to be provided a quarterly report to the Audit & Actuarial Committee as set out in the SC Support and Reimbursement Guideline.

Other than amendments relating to the identity of the Policy Manager, Policy Monitor or contact person, any amendments to this Policy or the SC Support and Reimbursement Guideline must be approved by AC's Governance and Risk Committee. Prior to seeking approval of any such amendments, the Policy Sponsor will consult with the Policy Manager and the SC. The Policy Sponsor will thereafter communicate or cause to be communicated to the SC any amendments to those documents.

ROLES & RESPONSIBILITIES

Policy Approver	Governance and Risk Committee of the AC Board of Directors	Responsible for approving the Policy
Policy Sponsor	CFO	Ultimately accountable for the Policy, including its development, implementation and administration
Policy Manager and Monitor	VP, Financial Reporting	Responsible for the design and operational effectiveness of the day to day administration of the Policy, and for its monitoring, compliance and reporting functions.