

OMERS Sponsors Corporation

HUMAN RESOURCES AND COMPENSATION COMMITTEE CHARTER

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

- Assessing the skills requirements of the Members of the Corporation from time to time;
- Training, education and orientation programs for Members;
- Compensation and expense reimbursement principles, frameworks and policies in respect of Members and members of Administration Corporation;
- Terms and conditions of employment of the Chief Executive Officer;
- Evaluating the performance of the Chief Executive Officer;
- Staff levels and succession planning;
- Compensation structure, including benefits, of employees of the Corporation; and
- Expense reimbursement policies in respect of employees 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:

- Make recommendations concerning the Corporation’s compensation and expense reimbursement policies for Members and the members of Administration Corporation.
- Make recommendations, in consultation with the Chair of the Corporate Governance Committee, concerning the process for assessing the skills of Board Members from time to time and developing an annual gap analysis, and conducting the assessment process and reporting on the results to the Board.
- Make recommendations concerning training and continuing education, including individual development plans, seminars and conferences for Members.
- Make recommendations concerning the hiring of the Chief Executive Officer of the Corporation.
- Make recommendations regarding an annual performance evaluation process for the Chief Executive Officer of the Corporation.
- Make recommendations concerning compensation ranges and benefit plans for employees.
- Make recommendations to the Corporation concerning the Corporation’s staffing requirements.
- Make recommendations concerning expense reimbursement policies for employees.

- Identify, monitor and report on HR and compensation related risks faced by the Corporation.
- Make recommendations regarding approval of key HR policies and guidelines and monitor changes to staff policies and procedures.
- Monitor compliance by the Corporation with legal and regulatory requirements in respect of employment obligations.

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 December 17, 2013

Eighth Amendment and Restatement on December 10, 2014

Ninth Amendment and Restatement on October 21, 2015

Tenth Amendment and Restatement on January 19, 2016

Eleventh Amendment and Restatement on December 11, 2019

Twelfth Amendment and Restatement on December 8, 2020

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