

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;
- Training, education and orientation programs for Members;
- Staff levels and succession planning;
- Compensation structure, including benefits, of employees of the Corporation;
- Expense reimbursement policies in respect of employees of the Corporation;
- Compensation and expense reimbursement policies in respect of Members and members of Administration Corporation; and
- A performance evaluation process for the Chief Executive Officer

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 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.
- 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 and developing a gap analysis, and conducting the assessment process and reporting on the results to the Board.
- Make recommendations, in consultation with the Chair of the Corporate Governance Committee, concerning training and continuing education, including seminars and conferences for Members.
- Participate in the appointment of Directors to the Administration Corporation Board as outlined in By-Law No. 4.

- Identify, monitor and report on HR and compensation related risks faced by the Corporation.
- 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*