

Policy Sponsor: CIO and Investment Risk Management

Summary: This Policy provides objectives, policies and procedures for the investment management of the Supplemental Plan Fund and applies to all investments managed on behalf of the Supplemental Plan by the OAC Board through the Investment Entities. **This Policy must be approved by the Investment Committee.**

Contents

1. INTRODUCTION	1
2. COMPLIANCE	1
3. ANNUAL REVIEW	2
4. DELEGATION OF AUTHORITY	2
5. PLAN DESCRIPTION	2
6. REPORTING	2
7. OBJECTIVES AND RETURN EXPECTATIONS	3
8. LONG-TERM STRATEGIC ASSET GROUP MIX	3
9. CATEGORIES OF INVESTMENT AND LOANS	4
9.1 Public Investments	4
9.1.1 Fixed Income Investments	4
9.1.2 Real Return Bonds	4
9.1.3 Public Equities	4
9.2 Non-Public Investments	4
9.2.1 Private Equity	5
9.2.2 Infrastructure	5
9.2.3 Real Estate	5
10. FOREIGN EXPOSURE	5
11. SHORT SELLING OF SECURITIES	5
12. RISK MANAGEMENT TOOLS	5
12.1 Long-Term Asset Mix	5
12.2 Diversification	5
12.3 Derivatives	6
12.4 Analytical Tools	6
13. LIQUIDITY	6
14. DELEGATION/RETENTION OF VOTING RIGHTS	6
15. SOCIALLY RESPONSIBLE INVESTING	6
16. VALUATION OF INVESTMENT ASSETS	7
17. SECURITIES LENDING	7
18. RELATED PARTY TRANSACTIONS	7
19. PERMITTED BORROWING	7
20. PERFORMANCE MEASUREMENT	8

1. INTRODUCTION

Investments must be selected and managed in accordance with the criteria and limitations established by this Policy and applicable legislation, including the OMERS Act, the PBA and the ITA.

2. COMPLIANCE

IOA will actively monitor investments to ensure compliance with this Policy. Any breaches of this Policy shall be promptly reported by Senior Management to the OAC Board sitting as the Investment Committee (“Investment Committee”), along with an appropriate plan for resolution of the breach.

3. ANNUAL REVIEW

This Policy shall be reviewed and approved by the Investment Committee at least annually and will be delivered to the OAC's actuary within 60 days of any amendment thereto.

4. DELEGATION OF AUTHORITY

In fulfilling its duties, the Investment Committee may delegate responsibilities for the investment of the Supplemental Plan Fund to the CEO and provide the CEO with the power to sub-delegate.

5. PLAN DESCRIPTION

The OMERS Supplemental Pension Plan for Police, Firefighters and Paramedics ("Supplemental Plan") is a multi-employer pension plan governed by the OMERS Act and is a registered pension plan under the ITA and a jointly sponsored pension plan under the PBA. The benefit provisions and other terms of the Supplemental Plan are set out in a stand-alone plan text, as amended from time to time.

The Supplemental Plan is a stand-alone contributory defined benefit pension plan funded by equal contributions from participating employers and plan members, and the investment experiences of the Supplemental Plan Fund.

The Supplemental Plan provides supplemental benefits for members of the Primary Plan who are employed in the police and fire sectors as defined in the OMERS Act (which includes paramedics as defined in the Ambulance Act). In combination with the benefits provided under the Primary Plan, a member may, provided the member's employer has consented to provide coverage for the particular benefit, become entitled to the following benefits:

- an annual benefit accrual rate of 2.33 per cent;
- unreduced pension if a member's age plus eligible service equals at least 85 years (normal retirement age 65) or 80 years (normal retirement age 60) provided the member is within 10 years of his or her normal retirement date;
- calculation of pension benefits based on the average highest contributory earnings over a period of 48 months; and/or
- calculation of pension benefits based on the average of the highest contributory earnings over a period of 36 months.

The benefits under the Supplemental Plan are partially offset by the benefits provided under the Primary Plan. An employer may consent to providing multiple benefit provisions under the Supplemental Plan but a minimum period of 36 months must elapse before any additional provision is provided.

The Supplemental Plan is subject to substantially the same conditions and provisions as the Primary Plan including, for example, the same survivor benefits. All pensions are indexed to the Consumer Price Index for Canada to a maximum of six per cent per year with any excess carried forward to future years.

6. REPORTING

In regard to the Supplemental Plan Fund, IOA must prepare the following reports to Senior Management and the Investment Committee:

- a bi-monthly report on the asset mix; and
- a bi-monthly report on investment performance.

7. OBJECTIVES AND RETURN EXPECTATIONS

The OAC is committed to providing secure pensions through receipt of contributions and by investing to earn superior returns with due regard for risk. The OAC’s long-term investment goal is to ensure that the value of the Supplemental Plan Fund exceeds the present value of all accrued pension benefits promised to plan members under the Supplemental Plan.

The minimum annual inflation-adjusted investment return required to fund the present value of all accrued Supplemental Plan benefits promised to plan members (based on the going-concern valuation discount rate) is 3.75 per cent (“Minimum Required Real Return”), based upon a 20-year time horizon. The OAC expects the current long-term strategic asset allocation to enable the Supplemental Plan Fund to earn an average annual real rate of return in excess of the Minimum Required Real Return.

8. LONG-TERM STRATEGIC ASSET GROUP MIX

The assets of the Supplemental Plan Fund will be fully commingled with the assets of the Primary Plan. As such, the long-term asset group mix of the Supplemental Plan Fund will mirror that of the Primary Plan.

The long-term strategic asset group mix of the Supplemental Plan takes into account multiple factors such as the liability, economic and investment environment.

- Liability environment factors include:
 - the present value of all accrued benefits promised to Supplemental Plan members;
 - required member and employer contributions; and
 - factors that may affect the funding of the Supplemental Plan Fund and the ability of the Supplemental Plan Fund to meet its financial obligations (e.g., demographic profile, wage growth, inflation, etc.).
- Economic environment factors include the impact of various economic scenarios (e.g. stagflation, deflation, etc.) on Supplemental Plan Fund performance.
- Investment environment factors include:
 - eligible asset classes and their underlying characteristics (e.g. cash flow, liquidity, return profile);
 - expectations for future returns from the eligible asset classes;
 - expected volatility of returns and the correlation of returns between the eligible asset classes; and
 - risks of alternative investment objectives and policies.

The long-term strategic allocation to the Public Investment asset group and Non-Public Investment asset group shown in the table below have been determined by the OAC to be consistent with the Supplemental Plan long-term investment goals.

Asset Group	Minimum	Target	Maximum
Public Investments	41.0%	53.0%	65.0%
Non-Public Investments	35.0%	47.0%	59.0%

Implementation of the long-term strategic asset group mix will be completed in a prudent manner subject to market conditions and investment opportunities. The OAC will implement the long-term strategic asset group mix through the Investment Entities and through external service providers or

other entities (including, without limitation, external professional investment advisors, third-party managed funds, mutual funds, pooled funds, unit trusts and similar vehicles).

9. CATEGORIES OF INVESTMENT AND LOANS

The Supplemental Plan Fund is invested directly and indirectly in the six asset classes identified below. Derivatives and synthetic securities may be used to replicate, increase or enhance expected returns to these asset classes. Derivatives include, but are not limited to, forwards, futures, options and swaps and may also be used to mitigate risk and manage the asset mix of the Supplemental Plan Fund including its exposure to fixed income, currencies, equities and commodities.

Changing the asset group mix, within the ranges approved by the Investment Committee, may be done directly by changing the allocations to an asset class (e.g. via purchase or sale) or indirectly through the use of derivatives linked to, for example, fixed income, currencies, equities and commodities. The OAC may short sell securities in public market assets to enhance expected returns or to protect capital. Leveraging of assets may result from the use of derivatives which use relatively little capital to achieve significant exposure to underlying markets.

Absolute return strategies are expected to produce positive returns that have a low correlation to broad financial markets and are expected to produce positive returns under a broad range of financial market scenarios. These strategies may use little or no net capital as they involve a combination of long and short positions, either directly or indirectly through derivatives in securities including, but not limited to fixed income, currencies, equities and commodities.

The investment horizon for these asset classes is generally mid-term to long-term depending on the nature of the asset and the strategy undertaken within the respective asset class.

Depending on the nature of the investment, it is possible that an investment could fit within the description of more than one asset class.

9.1 Public Investments

Public investments are securities that are generally traded on a recognized public exchange or on an over-the-counter basis. Public investments generally exhibit greater price transparency (i.e. securities prices are publicly observable) and liquidity than non-public investments. Included in the Public Investment asset group are:

9.1.1 Fixed Income Investments

Fixed income investments pay a fixed amount of interest at a regular interval over a period of time, provide income as well as the return of the original capital at maturity and are generally less volatile than equity securities.

9.1.2 Real Return Bonds

Real return bonds are fixed income securities that earn inflation adjusted returns and are generally the closest match with the Primary Plan benefit liabilities.

9.1.3 Public Equities

Public equities are securities that represent ownership in a reporting issuer and include securities listed on recognized exchanges. Public equities are expected to produce higher returns than fixed income securities over the long term but have potentially higher return volatility.

9.2 Non-Public Investments

Non-Public investments are investments in tangible assets or real property that are not generally publicly traded. Included in the Non-Public Investment asset group are:

9.2.1 Private Equity

Private equity is the ownership of equity or equity-like securities in companies that do not generally trade publicly.

Private equity investments have the potential for higher returns than investments in public equities through active management and increased leverage but have potentially higher return volatility.

9.2.2 Infrastructure

Infrastructure investments are generally direct investments in large-scale projects requiring significant capital investment and/or have high barriers to entry.

Infrastructure investments are expected to produce predictable and stable cash flows and returns in excess of those obtained in the fixed income markets but have potentially higher return volatility.

9.2.3 Real Estate

Real estate investments include investment in real estate and real estate related assets.

Real estate investments are expected to produce predictable and stable cash flows and returns in excess of those obtained in the fixed income markets but have potentially higher return volatility.

10. FOREIGN EXPOSURE

Foreign investments are permitted as they may offer the potential for higher returns while diversifying the Supplemental Plan Fund's asset mix. Total foreign exposure for the Supplemental Plan Fund will not exceed 75 per cent of the market value of the Supplemental Plan Fund.

11. SHORT SELLING OF SECURITIES

The OAC may short sell securities in public market assets to enhance expected returns or protect capital. Engaging in short selling of securities will only be done after full consideration of the related risks. These risks will be identified, measured, managed and monitored.

12. RISK MANAGEMENT TOOLS**12.1 Long-Term Asset Mix**

The Supplemental Plan's main long-term risk is that the Supplemental Plan Fund cannot meet the obligations of the pension promise. Since the Supplemental Plan Fund will be subject to unpredictable growth and cash flows and may be small initially, the assets of the Supplemental Plan will be fully commingled with the assets of the Primary Plan. As a result, the long-term strategic asset group mix of the Supplemental Plan Fund will mirror that of the Primary Plan Fund.

12.2 Diversification

In the long-run, the performance of the Supplemental Plan Fund is determined mainly by the long-term strategic asset group mix decision. Diversification is an important risk management tool because it reduces the variability of returns by spreading the Supplemental Plan Fund's long-term risk among:

- asset classes;
- countries and industries;
- asset holding periods;

- currencies; and
- securities.

12.3 Derivatives

Where appropriate, derivatives are used to replicate asset returns and as a risk management tool to manage the Supplemental Plan Fund’s exposure to fixed income, currencies, equities and commodities and other financial market risks. Derivatives may also be used to manage the Supplemental Plan Fund’s asset mix and liquidity and increase or enhance expected returns. Engaging in derivatives will only be done after full consideration of the related risks. These risks will be identified, measured, managed and monitored.

12.4 Analytical Tools

Analytical investment tools are used to measure market exposures and risk and to ensure that the assets of the Supplemental Plan Fund are managed prudently.

13. LIQUIDITY

The OAC will ensure the Supplemental Plan Fund maintains sufficient liquidity to meet the financial obligations of the Supplemental Plan as they come due. The liquidity of specific asset classes is considered in the development of the OAC’s strategic asset group mix.

Since membership in the Supplemental Plan is available only if the employer has consented to provide coverage under a particular provision, incoming and outgoing cash flows in the initial years cannot be predicted with any degree of certainty. The short-term liquidity requirements of the Supplemental Plan will be considered through management of the long-term asset group mix of the Supplemental Plan Fund. Liquidity risk is mitigated by the Supplemental Plan Fund’s significant exposure to liquid public market assets.

14. DELEGATION/RETENTION OF VOTING RIGHTS

The OAC retains overall responsibility for voting proxies related to securities owned by the Supplemental Plan Fund. The OAC exercises voting rights in a manner that is consistent with the OAC’s [Proxy Voting Guidelines](#). The OAC may exercise judgment in connection with the voting of any proxy on a case-by-case basis and may engage a proxy voting service provider to assist the OAC with its share voting responsibilities.

15. SOCIALLY RESPONSIBLE INVESTING

The OAC believes that well-managed companies are those that demonstrate high ethical and environmental standards and respect for their employees, human rights, and the communities in which they do business, and that these actions contribute to long-term financial performance.

Corporations should account for their behaviour and its implications for the creation of value. The OAC supports the view that companies should maintain policies and procedures with respect to environmental, social and governance issues that materially affect long-term shareholder value.

The OAC encourages the adoption of high standards of behaviour as a means to maximize long-term shareholder value. As part of its due diligence in researching investments and monitoring performance, the OAC incorporates environmental, social and governance factors into its decision-making processes.

The OAC participates in various investment initiatives through its Investment Entities that provide broader benefits to our economy while generating the returns necessary to meet the obligations to the Supplemental Plan members. When bidding for or making investments in physical assets in Canada, full consideration will be given to the consequences in respect to the outsourcing or delivery of core government services related to those assets.

16. VALUATION OF INVESTMENT ASSETS

Investments are stated at fair market value. Fair market value represents the consideration that would be agreed upon between knowledgeable, willing parties who are under no compulsion to act. It is best evidenced by a quoted market price, if one exists. The calculation of fair value is based on market conditions at a specific point in time and may not be reflective of future fair values. In most cases, publicly traded investments will be valued by a publicly available market price. In cases where a public market price is not available, the average of the prices obtained from three reliable, reputable and independent investment dealers or an independent professional appraiser shall be used to value the investment.

Where a market price is not available for a non-publicly traded investment asset or liability, a suitable method of valuation is used annually by management to determine fair value using appropriate valuation techniques, including the use of discounted cash flows, earnings multiples, prevailing market rates for instruments with similar characteristics or other pricing models as appropriate. Accredited external appraisers are required to perform a review of management's valuations to determine the reasonableness of the valuations for each significant private market investment at least once every three years or in any year where the valuation changes by more than fifteen per cent from the prior year.

17. SECURITIES LENDING

The Supplemental Plan Fund may engage in securities lending activities to generate incremental income. The following rules shall apply:

- the amount of collateral taken for securities lending should reflect best practices in each local market provided that at all times the OAC or its lending agent receives from the borrower collateral equal to at least 102 per cent of the market value of the securities loaned;
- both loaned and collateral securities must be marked-to-market daily to cover changes in their market value;
- the collateral obtained to secure a loan and any securities purchased with the collateral must be either cash or high quality, readily marketable securities;
- the OAC's ability to access title to all collateral must be clear and unencumbered; and
- the OAC must retain the ability to recall loaned securities to exercise its proxy voting rights.

18. RELATED PARTY TRANSACTIONS

The OAC may enter into a transaction with a related party of the Supplemental Plan, as determined under the applicable legislation (i.e., PBA or ITA), only if the transaction is:

- required for the operation or administration of the Supplemental Plan and is on market terms;
- for securities (as defined under the PBA) acquired on a public exchange;
- considered nominal or immaterial to the Supplemental Plan; or
- otherwise permitted under the applicable legislation.

For the purposes of the applicable legislation, a transaction will be considered by the OAC to be nominal or immaterial if its value is no more than three per cent of the market value of the Supplemental Plan Fund at the time the transaction is entered into or completed.

19. PERMITTED BORROWING

Borrowing or providing guarantees on behalf of the Supplemental Plan Fund is permitted in accordance with the PBA and the ITA ("Permitted Borrowing") provided that, on a consolidated basis, it does not exceed 20 per cent of the fair market value of consolidated net investment assets of the Supplemental Plan Fund (calculated gross of debt) at the time the Permitted Borrowing is

incurred. The dollar value of securities borrowed in connection with short selling are not included in the 20 per cent limit for Permitted Borrowing.

Permitted Borrowings that cross asset classes must be approved by the Investment Committee.

The OAC may pledge, charge or otherwise grant a security in assets or post margin as required to complete derivative transactions, to secure a Permitted Borrowing or guarantee, or to complete a short sale, in accordance with applicable law including the ITA and the PBA.

20. PERFORMANCE MEASUREMENT

Investment performance will be evaluated against investment performance benchmarks which provide a standard for an asset class or underlying portfolio against which its performance is assessed. Investment performance benchmarks are approved annually by the Investment Committee. The investment performance of the Supplemental Plan Fund will be reported to the Investment Committee both before and after expenses incurred in the management of the Supplemental Plan Fund and will be reviewed bi-monthly by the Investment Committee.

HISTORY

Effective Date:	January 1, 2010
Approval Dates:	May 22, 2008, July 24, 2008, December 17, 2008, May 20, 2009, November 20, 2009
Next Scheduled Date for Review:	November 2010