

Policy Sponsor: COO and Legal

Summary: Permitted participation at and sponsorship of charitable events. **This policy must be approved by the Governance Committee.**

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1. PRINCIPLES AND PURPOSE

1.1 Corporate Participation and Sponsorship

It is appropriate for OAC, the Investment Entities and those portfolio companies in which the OMERS Enterprise has a significant equity interest (“Portfolio Companies”) (collectively, the “OMERS Group”) to further their respective objectives by participating in a charitable event in accordance with the guidance set out in this Policy. Any charitable participation must abide by all applicable laws and regulations relevant to charitable participation including, but not limited to, the OMERS Act, the PBA and the ITA. A charitable event may be a one-time occurrence or a campaign taking place over a period of time. For the purposes of this Policy, “participating” includes:

- taking part in a charitable event;
- providing prizes or monetary contributions to a charitable event; or
- sponsoring a charitable event.

1.2 Scope

General

OAC or Investment Entity participation must only be made to charities that are registered with the Canada Revenue Agency or equivalent government bodies in other jurisdictions.

If the attendance of a spouse is expected as part of a charitable event, the direct cost of the attendance of the spouse at the charitable event may be included in the contribution to the charitable event funded by the OAC or Investment Entity.

Exclusions

This Policy is not intended to limit:

- (a) the rights of employees, contractors, advisors, and/or consultants to make a personal contribution to a charity;
- (b) support provided by the OAC and the Investment Entities, as employers, to their respective employees in their fund-raising efforts for broad-based registered charities and community organizations that are intended to foster employee engagement – an example would be the United Way. Support, such as office space, employee work time or obsolete equipment, may be provided to charities, subject to reasonable limits and if approved by the OAC or Investment Entity President;
- (c) participation in professional, commercial or trade associations related to furthering the business mandate of the OAC or an Investment Entity;

- (d) attendance by an OAC or Investment Entity employee at a charitable event as a guest of a third party, provided that the employee adheres to the Code of Conduct; and
- (e) the programs that the OAC has established to recognize significant life events (such as retirements or deaths) of employees. A reasonable donation may be made where the recipient or the recipient's family have specifically requested that the event be recognized by a donation to a charity in lieu of flowers or similar token usually provided.

2. OAC LEVEL

The OAC has a fiduciary duty to act in the best interests of OMERS plan members. The expenditure of funds by the OAC must meet these fiduciary standards. The OAC may promote its bona fide commercial interests (including investment initiatives) by participating in charitable events, provided that:

- the charitable participation should, wherever possible, benefit communities across Ontario;
- it should where possible promote broad and active participation by employees of the OAC to enhance employee engagement and facilitate community involvement;
- the participation receives the prior approval of the OAC President and CEO;
- there is a commercial or other business rationale for the participation, including the enhancement of the OAC's commercial or business interest or stature in the business community and in the community at large;
- the participation is within the approved annual budget established by the OAC for charitable participation; and
- where appropriate, the OAC should receive clear and appropriate recognition of its participation as an organization, such as through the display of corporate logos or recognition in promotional material.

3. INVESTMENT ENTITY LEVEL

In managing the assets of the OAC, an Investment Entity may promote its bona fide commercial interests (including investment initiatives) by participating in charitable events, provided that:

- the charitable participation should, wherever possible, benefit communities where the Investment Entity conducts its business;
- it should where possible promote broad and active participation by employees of the Investment Entity to enhance employee engagement and facilitate community involvement;
- the participation receives the prior approval of the Investment Entity President and CEO;
- there is a commercial or other business rationale for the participation, including the enhancement of the Investment Entity's commercial or business interest or stature in the business community and the community at large;
- the participation is within the approved annual budget established by the Investment Entity for charitable participation; and
- where appropriate, the Investment Entity should receive clear and appropriate recognition of its participation as an organization, such as through the display of corporate logos or recognition in promotional material.

4. BUDGETS AND REPORTING

The OAC must establish an annual budget for charitable participation by the OAC. The OAC Board may approve specific initiatives involving charitable participation where the specific initiative is long-term, enterprise-wide or involves the expenditure of significant funds (i.e., over \$50,000) on a consolidated basis.

Each Investment Entity must also establish an annual budget for charitable participation by the Investment Entity and report annually to the OAC President and CEO on (i) the activities conducted in the past year; and (ii) the proposed activities and budget for the upcoming year.

The OAC President and CEO must provide an annual report to the Governance Committee as to the activities conducted and expenses incurred by the OAC and the Investment Entities under this Policy, including any variance to the budgets.

5. PORTFOLIO COMPANY LEVEL

Portfolio companies are expected to make their own decisions around participation in charitable events in the best interests of the portfolio companies. It is acknowledged that all directors on the boards of the portfolio companies, including directors appointed by the Investment Entities in their capacity as shareholders of such portfolio companies, have a fiduciary duty to make decisions that are in the best interests of the corporation on whose board they sit, which includes decisions regarding charitable event participation by the portfolio companies.

HISTORY¹

Effective Date:	December 16, 2010
Approval dates:	September 22, 2005, August 17, 2006, December 16, 2010
Next Scheduled Date for Review:	September 2011

¹ Formerly "Registered Charitable Events" Policy; renamed as of December 16, 2010.