

Policy Sponsor: CLO and Compliance

Summary: Sets ethical standards for Directors, employees and consultants who conduct business on behalf of OMERS. **This policy must be approved by the Audit Committee.**

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1. INTRODUCTION

OMERS is a large and complex organization with investments around the globe and a focus on providing superior benefits and best-in-class service to over 400,000 plan participants from more than 920 employers. Our position demands that we consistently maintain the highest standards of ethical behavior. We must remain committed to conducting the business of the organization fairly, honestly, efficiently and in compliance with all legal requirements.

By law, pension plan administrators are required to “exercise the care, diligence and skill in the administration and investment of the pension fund that a person of ordinary prudence would exercise in dealing with the property of another person”. This is referred to as our fiduciary duty and it forms the basis for the OAC’s Code of Conduct (the “Code”).

The Code sets out the expected standards of behaviour for the conduct of the OAC’s business. It applies to all of the following (collectively “Individuals”):

- Directors;
- Officers and permanent, contract and part-time employees of the OAC (“Employees”); and
- Any consultant or advisor who annually spends or is expected to spend more than four weeks on the OAC’s premises.

The Code cannot directly address every situation in which Individuals may find themselves. It does not preclude the use of common sense and good judgment. Rather, it provides a set of rules and ethical standards to be used as a guide for the day-to-day conduct of business.

OMERS also has an Enterprise [Personal and Insider Trading Policy](#) that restricts securities (e.g., stock market) trading in personal accounts where securities laws prohibit or potential conflicts of interest may arise. It applies to Directors and all OMERS Enterprise employees who have access to information about, or influence over, OMERS investment decisions.

The Code sets minimum standards for conduct. However, managers may impose more stringent requirements for their employees where appropriate for the nature of their business dealings.

In addition to the Code, Individuals must comply with the standards of conduct of any professional organization to which they belong (e.g., CFAI, CICA, LSUC, etc.). Where these standards differ from the Code, Individuals must always comply with the higher standard. All OCM Employees are expected to abide by the CFA Institute Code of Ethics and Standards of Professional Conduct.

2. WHERE TO GO FOR HELP

The OAC encourages Employees to consult with their managers as necessary to clarify policies, including the Code, or to raise concerns. Your manager, your HR business partner, Legal or Compliance team member can advise you on any uncertain situations. The success of the Code will depend on its use in everything we do. You are expected to apply the Code in your day-to-day responsibilities and decision-making activities while employed at the OAC. Confidentiality obligations continue after you leave the OAC. If in doubt, it is better to ask and be certain than to assume an activity is acceptable and later discover it is not.

3. THE COMPANY'S CORE VALUES

Each Individual's fundamental obligations are to understand and comply with applicable law and the OAC policies and procedures, and to perform his/her duties in a manner that reflects our core values:

Fairness	Being consistent, equitable and balanced
Integrity	Conducting business honestly and ethically
Respect	Treating each other with dignity and trust
Service	Exceeding our members' expectations
Teamwork	Working together to achieve results

Individuals with management or oversight responsibilities have a further obligation to exercise reasonable supervision over Employees reporting to them to ensure that the Employees are conducting themselves in accordance with their obligations.

4. WORKPLACE CONDUCT

Individuals must act courteously, professionally and ethically when dealing within and outside the organization. You must work to maintain a culture of cooperation, respect and trust, and fulfill your responsibilities with integrity and diligence.

4.1 Accurate Records

OAC business records must contain a clear representation of all of the true facts of the components of every business action. You have a duty to prepare and maintain accurate and complete business records. Never participate in the creation of a false or misleading record, or the destruction of records, except in accordance with the OAC [RIM Policy](#).

4.2 Harassment and Discrimination & Violence

The OAC strives to provide a work environment that supports diversity, where all Individuals and applicants have an equal opportunity to reach their potential, free from all forms of discrimination, including sexual and other forms of harassment, and violence. Harassing conduct, including any behaviour that a reasonable person would conclude contributes to an intimidating or offensive environment, will not be tolerated from Individuals or from outside parties with whom we deal (see the [Harassment, Discrimination & Violence Policy](#)).

5. CONFLICTS OF INTEREST

You must avoid situations where your personal interests conflict with your duty to the OAC. A conflict of interest occurs when an Individual's personal interest or obligation may influence his or her decision-making or performance on behalf of the OAC. A personal interest may create:

- an *actual conflict*, (for example - an Individual owns property or a business interest that the OAC is proposing to purchase, and the Individual is involved in or able to influence the OAC's decision or negotiations regarding the purchase);
- a *potential conflict*, (for example - an Individual responsible for investing the OAC's assets is also responsible for investing on behalf of others, and may at some point need to allocate a limited investment opportunity among the different parties he or she acts for); or
- a *perceived conflict*, (for example - an Individual who is involved in choosing suppliers or consultants for the OAC is a close friend of an employee of a particular supplier and often attends sporting events in the supplier's company box).

While conflicts must be avoided wherever possible, some conflicts may be appropriately managed or cured through full disclosure and separation of duties. In general:

- you must avoid situations in which you, or your spouse, children or other relatives or associates, could directly or indirectly benefit personally from a transaction or contract with the OAC or from your knowledge of or ability to influence decisions for the OAC;
- where an actual, potential or perceived conflict of interest may exist
 - the OAC's interests must always be considered paramount,
 - Employees are required to immediately disclose their interest to their manager who will determine, in consultation with the VP, Compliance, how to deal with the conflict and whether to report it to Senior Management. Directors must declare their interests to the OAC Board at the earliest opportunity, and
 - the manager should exclude the conflicted Employee from any involvement in negotiations, discussions or decision-making by the OAC from which the conflict arises, unless the conflict is determined to be immaterial. The OAC Board may vote to exclude a conflicted Director from involvement in a matter.

5.1 Outside Activities and Directorships

Employees are entitled to choose how they spend their non-working hours; however, they must not engage in any outside activity, including acting as a director, which could interfere with the proper discharge of their duties to the OAC. Unless authorized by Senior Management, outside activities should not be carried on during working hours or using the OAC's facilities or resources and must not imply the OAC's sponsorship or support for the outside organization or its initiatives. Authorization to use the OAC's facilities for or spend working hours on an outside activity will generally be given for activities such as participation in professional organizations or courses related to business functions.

Employees may not:

- knowingly be employed by, have a financial interest in (except shareholdings of less than 1% of a public issuer), or borrow from (except on widely offered customary terms), a supplier or service provider of the OAC;
- receive fees or benefits for referring Plan members to an outside business or referring an outside business to Plan members;
- engage in any other external employment or business activity unless:
 - the activity is legal and does not compete with or conflict with the OAC's interests or adversely affect the OAC's reputation, and
 - for Employees who are "Access Persons" under the [Personal and Insider Trading Policy](#), the activity has been disclosed in writing to his or her manager.

If you sit on a board of directors of a corporation at the request of the OAC, your primary responsibility is to protect the corporation and its investors, including the OAC. Any securities or fees awarded to you as a director must be given to the OAC.

For directorships other than those held at the OAC's request, all Individuals must disclose to Compliance annually and within 30 days of any change in previously disclosed information any board or similar positions they hold with any public or private business entity or any not-for-profit entity. In addition, before accepting a board appointment for a public or private business entity, Employees must receive written Senior Management approval (the CEO must receive OAC Board approval). Approval is not required for non-profit or charitable directorships.

5.2 Gifts and Entertainment

From time to time Employees may receive gifts from or may be entertained by third-parties doing business with the Company or wishing to do business with the Company. Entertainment typically involves lunches and dinners or invitations to events like sports events or golf outings where the third-party is present and there is an opportunity to interact at a business level. Gifts will sometimes be included as parts of entertainment, but will often involve a situation where the third-party is not present and there is no opportunity to interact. An example would be a gift of an admission ticket to a hockey game where the third-party does not attend.

Gifts and entertainment may be accepted if they benefit the Company and are within normal industry standards for business relationships and hospitality.

Employees are encouraged to consider the motive behind gifts and entertainment to ensure the proposed activity is justified by ongoing business activity or are otherwise within the spirit of business courtesy and relationship management. Employees must be comfortable that the gift or entertainment would not create a sense of obligation, improperly influence a business decision or be perceived by third parties as being extravagant or excessive.

The approach of the Code of Conduct is generally to require reporting of entertainment unless it is clearly routine and gifts, if valued at greater than \$100.00.

In some cases pre-clearance of gifts and entertainment is also required.

While there can be no better test than good judgement, reflecting what a reasonable person familiar with the business would do in the circumstances, in order to effectively manage gifts and entertainment, the following minimum procedures are established by this Code of Conduct. Where in doubt, contact your manager:

5.2.1 Accepting Gifts

Modest gifts received in the normal course of business are considered routine and may be accepted. For example, a normal course gift might be a memento to reflect the completion of a transaction, or the entering into of a major contract or may be given simply to reflect the importance of an ongoing business relationship:

- Individual gifts with an estimated value in excess of \$100.00 must be reported;
- Multiple gifts from the same supplier or vendor over a short period of time must be avoided;
- Christmas gift baskets or other seasonal gifts may be accepted but recipients are expected to share these gifts with their team members or raffle them off for charity and need not be reported;
- Gifts that are not or could be perceived as not being routine or which have considerable apparent value must be pre-cleared with the Employee's manager prior to acceptance or if accepted must then be given to the Employee's manager;
- The following gifts must not be accepted: cash, bonds, negotiable securities, personal loans, airline tickets or use of a vacation property.

5.2.2 Accepting Entertainment

Routine entertainment is appropriate and to be encouraged if it is clearly in the interests of the Company. Routine entertainment would include lunches or dinners or a sports event or sports activity (such as participating in a golf game or attending a hockey game) where transactions or negotiations are under discussion, where a new bona fide business relationship is being established or where an ongoing business relationship is being maintained. Employees will be expected to exercise care in deciding what is routine and will want to take into account the apparent value of the entertainment and how it would be perceived.

- Routine entertainment need not be reported.
- Where the entertainment is not routine and the value exceeds \$100.00, it must be reported.
- Where it is apparent that the entertainment will exceed \$250.00 in value, the event must be pre-cleared with the Employee's manager.
- Multiple entertaining of Employees by the same supplier, vendor or third-party over a short period of time must be avoided.
- Any out-of-town entertainment invitations must be pre-cleared with the Employee's manager. The travel and/or hotel portion for any such event must be paid for by the employer unless the manager approves otherwise.
- Employees that are traveling on employer business can accept an entertainment invitation while out of town (e.g. lunch or dinner) and do not need to pre-clear the acceptance of the invitation.

5.2.3 Giving Gifts and Entertainment

The giving of gifts, entertainment, expense reimbursement or other benefits to Canadian or foreign government officials or employees of parties with whom the OAC seeks to do business in Canada or abroad must not violate applicable laws dealing with bribery and corruption. All such benefits given must be reasonable, incurred in good faith and directly related to an ongoing or proposed business transaction or business relationship, whether the benefit is given directly to the party or is given by third parties acting on our behalf.

Other than for routine gifts and entertainment, prior to providing or offering to provide a benefit to a public official, a family member of the official or to anyone on the official's behalf, Individuals must obtain approval from the Legal Division. Cash gifts are prohibited unless authorized under the Political Donations Policy.

5.2.4 Educational Conferences

Opportunities to attend educational conferences or industry meetings related to the Employee's business functions are not considered gifts. Meals, events or accommodations related to such conferences or meetings are not considered entertainment if they are offered to all attendees and attendance is offered to multiple organizations.

5.3 Charitable and Political Donations

Under its fiduciary duty to Plan members, the OAC must ensure that any expenditure made, either directly or through the Investment Entities, contributes to the OAC's business interests. Neither the OAC nor its Investment Entities will make donations to:

- any political party or candidate other than in accordance with the [Political Donations Policy](#), or to a union or union representative in any form; or

- charitable, community, educational, cultural or religious causes¹ except:
 - participation in or sponsorship of registered charitable events, but only if they:
 - promote the OAC's commercial interests;
 - provide the OAC appropriate recognition or reciprocal benefit;
 - have the prior written approval of the CEO; and
 - are within the budget for charitable events in accordance with the [Charities Policy](#); or
 - support (i.e., office space, supplies, Employee work time or obsolete equipment) for Employee fund-raising efforts for broad-based charities, such as the United Way that are approved by the CEO.

The OAC encourages the valuable contribution that is made by Individuals personally participating in charitable, community, political, and similar organizations.

- You may support causes of your choice, but you must ensure that your contribution is not associated, or perceived to be associated, with the OAC.
- You may not solicit donations from other Individuals or from the OAC's suppliers or service providers except in support of CEO-approved charitable initiatives, such as the United Way, or with the written approval of your manager.

6. PRIVACY AND CONFIDENTIALITY

Individuals may have access to different types of confidential information in the course of their duties with the OAC, including:

- Personal information, which includes names, contact details (excluding business contact information) and financial and medical information relating to Individuals, plan members or their families. This information is protected by privacy laws from being collected, used or disclosed to others without the person's written consent;
- Inside information, which refers to material non-public information relating to the business or securities of a public company or entity. Information is material if it would reasonably be expected to have a material effect on the market price or value of the securities, such as a significant change in earnings forecasts, restructuring, acquisition or product innovation. Under securities laws it is illegal to trade in securities using this information, or to disclose the information to others except in the necessary course of business, until it has been publicly disseminated;
- Third party business information, which includes business and financial information received in the course of negotiations for a business transaction or for an ongoing arrangement (i.e., with a supplier or service provider) pursuant to a confidentiality agreement signed by the parties. These agreements limit the use and disclosure of the information except as needed to further the transaction or relationship. Third party business information would also include participating employer information used in pension administration as well as business information of a new Employee's former employer. The OAC must never obtain, use or disclose confidential business information of other organizations without their consent;
- Proprietary information, which includes sensitive Plan information, such as OAC Board deliberations and proprietary, technical, trading, investment or financial information about the OAC that could negatively impact investments or other operations if revealed.

¹ For clarification, the following would not be prohibited:

- Charitable donations to acknowledge the significant life events of Individuals, such as:
 - those financed by OMERS under the [Flower/Charitable Donation Policy](#); or
 - those financed by employees under the [Gift Fund Policy](#); and
- Membership or event fees paid to professional/industry associations relevant to OMERS business mandate.

In order for the OAC to comply with the above legal and contractual obligations, and to preserve the OAC's business interests and reputation, you must:

- never access or disclose confidential information unless you are expressly authorized by the OAC and it is necessary for the performance of your responsibilities to do so;
- never use confidential information to further your own personal interests; and
- always protect confidential information by following the security measures described below.

These obligations continue indefinitely, even after you leave or retire from the OAC.

6.1 Information Security

Everyone must be diligent in protecting confidential information from unauthorized use or disclosure, which includes taking the following steps:

- Confidential documents must not be left where they can be seen or accessed by unauthorized persons. Documents prepared by Individuals containing confidential information must be clearly marked "Confidential" before being distributed;
- Physical measures such as locking storage rooms and file cabinets, securing personal computer databases, and password protecting mobile devices must be followed;
- Avoid copying confidential information to desktop or laptop local drives or to removable media such as USB keys. If unavoidable, ensure the media is protected and the information erased at the earliest opportunity;
- When sending confidential information physically or electronically ensure correct addressing, appropriate protection (sealed or encrypted if possible) and confirmation of receipt;
- Confidential matters must not be discussed in public places where they may be overheard by others, such as elevators, hallways, restaurants or at social gatherings;
- Only designated equipment in secure premises should be used for faxing and copying confidential documents;
- The OAC's systems must only be remotely accessed from a secure environment (i.e., an Individual's home computer or one supplied by the OAC) since confidential material may inadvertently remain on the remote system after accessing the OAC's systems; and
- Confidential documents must be disposed of by returning them to the provider, archiving or shredding, in accordance with the OAC's RIM procedures.

7. USE OF FACILITIES

The OAC makes a substantial investment in physical, electronic and staff resources to enable Individuals to carry out their duties effectively. You must protect assets from theft or destruction, use electronic research and communication tools responsibly and avoid any activities that would compromise the OAC's operational effectiveness, business or reputation.

Examples of unacceptable use of information technology (IT) facilities include:

- sharing passwords or participating in unauthorized file sharing networks;
- using trivial (easy to guess) passwords and being careless about password secrecy;
- connecting any non-OAC approved equipment to the network or connecting internal networked computers to external networks using a device, such as dial-up modem or broadband link, that bypasses normal security control points;
- intentionally interfering with the normal operation of IT facilities such as preventing others from accessing services or attempting to disrupt services, or probing security mechanisms at either the OAC's or other Internet sites;
- using another person's user-id to send messages under someone else's identity; and
- accessing or attempting to access information without authorization.

7.1 Personal Use

While the OAC's facilities are intended for business use (i.e., for activities related to job functions), limited personal use may be permitted for personal communications and interests; however, any personal use of the OAC's facilities, personnel or other resources must:

- be conducted on personal time and with minimal resource use;
- not interfere with the OAC's business operations or create risk to the OAC's reputation;
- never be used for:
 - political or personal lobbying purposes;
 - commercial or profit-making purposes unrelated to the OAC;
 - unethical or illegal activities, including viewing or transmitting obscene, racist or otherwise objectionable material;
 - accessing, downloading or sending games, chain letters, or gambling sites; and
 - activities such as posting to newsgroups, use of "chat" facilities, and participation in mail lists, that may associate the OAC with controversial issues.

7.2 Copyright

Copyright is the legal right that persons may claim to limit use of their work-product by others. All original material is automatically subject to copyright. Generally, copyrighted material that is published (including being posted electronically) may be copied and used by an Individual who buys or downloads the publication, or obtains permission from the owner; however, it must not be re-distributed or re-posted by the Individual for use by others without permission.

The OAC purchases or licenses computer software for business use. You should not make, acquire or use unauthorized copies of computer software, or download any software without prior approval from the Service Desk as the software may contain viruses or be subject to licensing requirements or copyright protection.

The OAC retains ownership of the copyright in any work-product created in the performance of your job, including documents and computer programs. The OAC's work-product may not be distributed to outsiders unless authorized.

7.3 Asset Ownership and Access

The OAC retains ownership of all physical assets and IT resources (hardware, software, information, etc.) that it provides to Individuals. To ensure proper and effective functioning of its facilities, the OAC may need to examine both usage of facilities and contents of files and communications at any time. So while limited personal use of the OAC's facilities is permitted, there should be no expectation of privacy on the part of users.

8. MEDIA CONTACT AND PUBLIC STATEMENTS

In order to ensure that the OAC's reputation is maintained and that messages are consistent, all media inquiries must be directed to the Public Affairs team, who will answer the inquiry or direct the media representative to the appropriate person. Similarly, you must not make the OAC's material public or post it to the Internet without prior approval from Public Affairs.

You must present your personal opinions, ideas, or questions on issues that may affect the OAC as your own and not those of the OAC. To the extent possible, you should discuss them with a subject matter expert within the OAC or legal counsel in advance of making any public statement that may be controversial. When giving presentations at conferences and seminars, Individuals should generally avoid commenting on specific investment situations.

9. REPORTING VIOLATIONS

If you are aware of inappropriate or unethical behaviour by others that violates or appears to violate the Code, you must report it to your manager or to Senior Management. There will be no reprisal against

any Individual for making a report in good faith; however, failure to report a violation may lead to disciplinary action.

Matters involving a Director must be reported to the Board Chair. Where the Board Chair is involved, reports must be directed to the Chair of the Audit Committee. Reports may be sent to the Board Chair or Audit Committee Chair in confidence via any of the COO, Corporate Secretary, or the Chief Auditor (collectively the Oversight Committee). All reports, including those involving Directors or Senior Management, must be investigated in accordance with the [Investigation of Complaints Policy](#).

9.1 Ethics Hotline

As an alternative to direct reporting, the OAC has established an [Ethics Hotline](#) (1-866-696-6377 or www.clearviewconnects.com) which is an external reporting service to allow Employees and others to report circumstances of unethical or inappropriate behavior anonymously. Individuals are encouraged to use internal channels wherever possible; however, we recognize that there may be situations where an Individual is either afraid to do so or feels that the matter will not be addressed by the Employee's manager. In those circumstances, you may report through the Ethics Hotline, which creates an anonymous external report that is referred to the Oversight Committee. The process is completely confidential. The Oversight Committee is responsible for ensuring the matter is investigated and appropriate action is taken.

10. ANNUAL ACKNOWLEDGEMENT OF COMPLIANCE

All Individuals are required, as a condition of their appointment or employment, to annually complete an acknowledgement of compliance with the Code. The OMERS online Code of Conduct Course includes an electronic acknowledgement of compliance. New Individuals must complete this course within 30 days of their start date.

HISTORY

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