

2010 Report to Members

OMERS
IN FOCUS

OMERS

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AT THE END OF 2010, OMERS HAD,

409,746 MEMBERS
...including all members (active, retired, deferred and inactive) and survivors

931 EMPLOYERS
...including municipalities, school boards, libraries, police and fire departments, children's aid societies, and other local agencies throughout Ontario

44 PENSIONERS
...who are over 100 years old

124,885 CALLS
...to OMERS Pension Services

891,517 VISITS
...to OMERS website

33,859 REGISTERED
...for myOMERS

\$79 MILLION
...received from members to purchase or transfer service into OMERS

OMERS IN FOCUS

Welcome to the 2010 issue of In Focus, OMERS Report to Members. In addition to the annual financial performance results, this report contains information on other topics of importance to our members, including:

- Strategic Plan Highlights
- Additional Voluntary Contributions (AVCs)
- OMERS Worldwide
- Sponsors Corporation

The 2010 financial performance results are presented in this document and are also available in greater detail in the 2010 Annual Report, which will be online by March 31 at www.omers.com or www.omerssc.com.

Focus: Today and Tomorrow.

The theme for the 2010 OMERS Annual Report is Focus: Today and Tomorrow. Our team is committed to maintaining the strength of the OMERS Pension Plans today – and tomorrow – through prudent investment decisions, plan administration, design and governance.

STRATEGIC PLAN HIGHLIGHTS

These six drivers form the key action elements of OMERS five-year Strategic Plan and will support us in our efforts to fulfill our obligations to Plan members, regain surplus and ensure the Pension Plan has a stable funding future.

ASSET MIX POLICY

OMERS is continuing to shift its asset mix to increase its private market assets and move toward a long term target ratio of 53 per cent for public market and 47 per cent for private market investments. Our objective over the long term is to lower volatility and generate stable returns in the range of 7 to 11 per cent.

DIRECT DRIVE ACTIVE MANAGEMENT

OMERS believes that managing our assets ourselves will reduce costs and give us more control over our assets. Over time, we have been moving away from using outside fund managers and our goal is to have 90 per cent of total fund assets directly managed by 2012 compared with 85.6 per cent at the end of 2010.

ACCESS TO DOMESTIC CAPITAL

In response to requests from members, OMERS now accepts Additional Voluntary Contributions (AVCs). This new retirement and savings opportunity is exclusive to OMERS members as it is part of the OMERS Primary Pension Plan. As well, fee-based investment management services will be offered to eligible clients through OMERS Investment Management Inc. Capital raised through these initiatives will be invested alongside OMERS other funds.

ACCESS TO FOREIGN CAPITAL

OMERS is working to establish a Global Strategic Investment Alliance (GSIA) which will allow us to invest with other like-minded investors such as public and private pension funds, sovereign wealth funds and insurance companies. Establishment of the GSIA will allow OMERS Investment Entities to originate, acquire and manage large-scale real estate and infrastructure assets that OMERS would not otherwise be able to invest in on our own, and generate surplus wealth.

STRATEGIC INVESTMENT OPPORTUNITIES

The OMERS Worldwide brand has been established through OMERS Strategic Investments to assist the Investment Entities in sourcing global investments through regional relationships and regional offices.

ELIMINATING BARRIERS TO GROWTH

OMERS and other large pension plans are working to remove restrictive rules that act as barriers to growth. In 2010, the federal government agreed that the quantitative limits in respect of real estate and resource properties were cumbersome and no longer required. The Ontario government has announced its intention to follow the federal government's lead.

FINANCIAL OVERVIEW

INVESTMENT PERFORMANCE OVERVIEW

In 2010, the Primary Plan achieved a 12.01 per cent total investment return, exceeding the benchmark of 11.47 per cent by 54 basis points. The continued strong performance of the Plan's investment returns illustrates the effectiveness of the asset mix and direct drive management components of the Strategic Plan. OMERS has earned \$23 billion in investment returns over the past 10 years despite significant losses sustained due to the global financial markets meltdown in 2008. In fact the plan grew by \$9.9 billion to \$53 billion in net assets in the last two years alone. This performance supports our mission of creating surplus wealth to protect plan members and sponsors from significant declines in financial markets.

Returns for 2010 and 2009 were as follows:

	2010		2009	
	Rate of Return	Benchmark	Rate of Return	Benchmark
OMERS Capital Markets	11.04%	10.11%	11.0%	13.5%
OMERS Private Equity	22.21%	28.05%	13.9%	6.7%
Borealis Infrastructure	10.10%	8.50%	10.9%	9.0%
Oxford Properties	7.51%	6.65%	1.3%	6.7%
OMERS Strategic Investments	7.65%	7.00%	-1.2%	10.7%
Total Primary Plan Fund	12.01%	11.47%	10.6%	12.1%

The net return after investment expenses was 11.37 per cent compared to 10.0 per cent in 2009

As a pension plan, OMERS primary focus is long term in order to pay pensions now and in the future. OMERS 5-year, 7-year and 10-year average rates of return all exceed their benchmark. In the seven years since OMERS adopted a policy shifting our asset mix more heavily into private investments, the Plan has earned an annualized return of 8.11 per cent.

	1-year	5-year	7-year	10-year
Annual rate of return	12.01%	5.83%	8.11%	5.73%
Benchmark	11.47%	5.44%	7.14%	5.19%

OMERS Capital Markets returns were above the benchmark of 10.11 per cent primarily due to the strong returns in Canadian public equity. Oxford Properties Group and Borealis Infrastructure returns exceeded their respective benchmarks as a result of investments that provided strong and stable cash flows and positive investment valuations in 2010. OMERS Private Equity achieved a return of 22.21 per cent, exceeding

\$1 billion in gross investment income for the first time. OMERS Strategic Investments had positive returns, slightly higher than the benchmark due to increased valuations primarily in the energy portfolio.

ASSET MIX STRATEGY

Our asset allocation policy is based on our belief that over the long term, an asset mix with greater exposure to private market investments is better positioned to generate strong, predictable returns and consistent cash flow with reduced risk to meet the Plan's funding requirements. This Board-approved policy sets the focus and parameters of how we invest in public and private markets. Our investment strategy over the long term is to maintain our asset mix exposure to public market investments, such as public equities and interest bearing investments at approximately 53 per cent of the Plan's net investment assets with the remaining 47 per cent representing exposure to private market investments, such as private equity, infrastructure and real estate.

At the end of 2010, the Plan's public markets investments represented 60.1 per cent of net investment assets and private markets investments represented 39.9 per cent of net investment assets. The investment in private markets was up slightly from 39.1 per cent at December 31, 2009.

FUNDING STATUS

Like many other pension plans, OMERS continues to face a funding shortfall caused by the 2008 global economic downturn. The OMERS Pension Plan concluded 2010 with a \$4.5 billion actuarial deficit, versus \$1.5 billion a year earlier. The gap widened for two reasons – actuarial smoothing which saw \$1.2 billion of net losses, primarily from 2008, recognized in 2010, and increasing liabilities as the "baby boom" generation nears retirement age.

Actuarial assumptions indicate OMERS requires an investment return of 6.5% annually to keep assets and liabilities in balance. That rate of return, combined with temporary contribution increases and benefit reductions, will see the Plan return to surplus in 2025. We believe we can reach a funding surplus position sooner than this by generating average returns of 7 per cent to 11 per cent annually over the next five years, based on our active investment management strategy and our current asset mix policy of investing available capital more equally in public and private markets. Achieving this performance range will eliminate the funding deficit and return the Plan to a funding surplus ahead of schedule. This will give the Sponsors Corporation the opportunity to adjust contribution rates or benefits sooner.

OMERS PENSION SERVICES



OMERS Pension Services is proud to provide members and employers with fast and accurate service delivered by a committed team of professionals.

This past year saw a steady growth in membership, an increase of 2.4 per cent over the previous year, and the launch of Additional Voluntary Contributions (AVCs).

In December 2009 we launched myOMERS and in the first year that service has been available, approximately 34,000 members have registered. It's as convenient and secure as online banking, and gives you access to your pension information 24/7.

Members can use myOMERS to begin contributing to our newest offering – AVCs (Additional Voluntary Contributions). This new retirement savings and investment opportunity is available exclusively to OMERS members, since it is a new provision of the Primary Plan. AVCs are similar in some ways to a registered retirement savings plan, with the benefit of the same investment expertise you have come to expect from OMERS. Members who have an AVC account have their funds invested in OMERS diversified global assets. Members can attend AVC information sessions or call our office to find out more about this exciting new option. See pages 10 and 11 for more information about AVCs.

SERVICE EXCELLENCE

Monthly service statistics for 2010 show service transactions – such as retirement estimates, termination options and disability claims – being routinely completed within one to two business days.

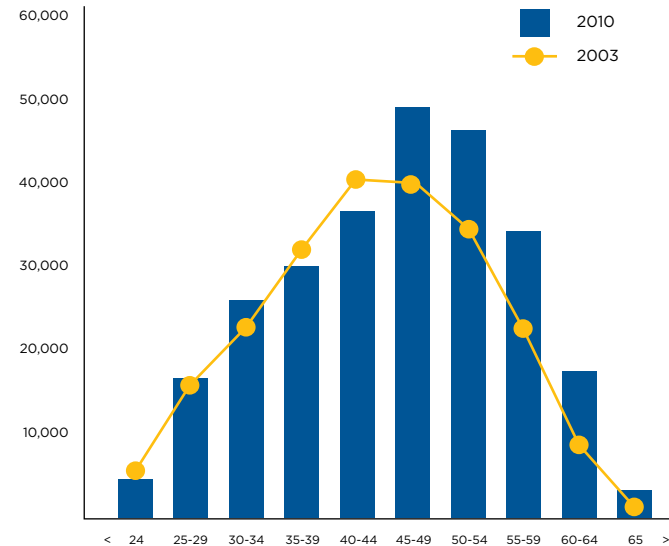
OMERS quarterly client satisfaction survey as at year-end 2010 show:

- 91% of members and employers who had a recent transaction with OMERS, gave a rating of 4 or 5 out of 5 for satisfaction with the overall level of service; and
- 88% who contacted our Client Services gave a rating of 4 or 5 out of 5 for satisfaction with the overall level of service.

We also analyze our service against our peers in the pension industry. In the 2009 CEM Benchmarking Survey, OMERS recorded a total service score of 79, compared to a peer median of 75. The results are based on a comprehensive questionnaire comparing pension services and service providers across plans.

Equal contributions from members and employers finance about 30 per cent of benefits, while the Plan's investment earnings finance the remaining 70 per cent over the long term.

ACTIVE MEMBERS BY AGE



The number of active members 45 years and older has increased from 48 per cent in 2003 to 57 per cent in 2010. This aging membership increases the contributions required to fund retirement benefits earned in the current year.

MEMBERS PROFILE

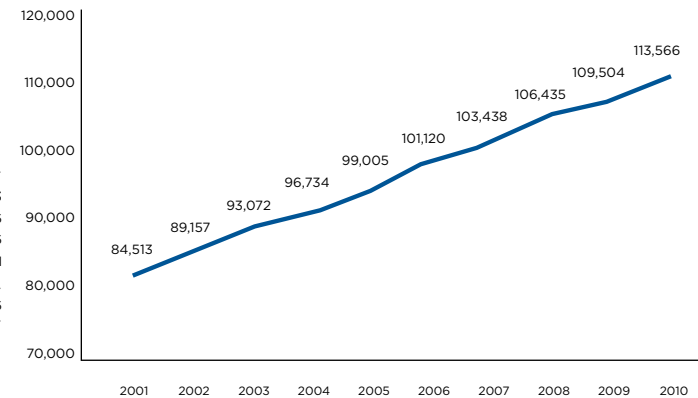


Active	259,273
Deferred	12,886
Retired/Survivor	113,566
Inactive	24,021
Total	409,746

The total number of members in the Plan grew by 2.4% in 2010.

NUMBER OF PENSIONERS

(Includes retirement and disability pensions and survivor benefits)



ADDITIONAL VOLUNTARY CONTRIBUTIONS

There's value in membership. Starting January 2011 OMERS launch a new feature to the Plan – Additional Voluntary Contributions (AVCs).

AVCs are similar in some ways to a registered retirement savings plan, but they are part of the OMERS Primary Pension Plan. As part of the Plan, members who have an AVC account have their funds invested in the OMERS Fund of diversified global assets.

TRANSFERS

All members (active, deferred or retired) up to age 70 can transfer funds from a registered retirement savings vehicle to their AVC account. Transfers are allowed during the January 1 to April 30 window each year. There are no minimum or maximum transfer amounts imposed by OMERS.

AUTOMATIC CONTRIBUTIONS

If you're an active member, you can make automatic contributions to your AVC account, using pre-authorized debit, either every two weeks or monthly. Active members can make automatic contributions within certain limits (with a minimum of \$20 biweekly or \$40 monthly) and can stop, or modify automatic contributions at any time.

WITHDRAWALS

Active members may withdraw a maximum of 20% per year, subject to a minimum of \$500, during the March/April withdrawal window.

At retirement, or upon leaving their OMERS employer, members may withdraw all or some of their AVC funds within the first six months or during the March/April withdrawal window each year thereafter.

There's still time to transfer funds into an AVC account. The AVC window is open until April 30, 2011 for this year.

FEES AND EXPENSES ON A COST-RECOVERY BASIS

The fees and expenses of an AVC account are calculated on a cost-recovery basis and consist of an administration and an investment component. The administration component is a flat annual fee, which for 2011 is \$23. The investment component of fees is a percentage amount deducted from the rate of return and is a pro-rated share of the investment management expenses of the OMERS Fund. For example, OMERS investment expense for 2010 was 0.64 per cent which means that on a balance of \$10,000 the investment component of fees would be \$64.

DO AVCs FIT WITH YOUR PLANS?

An AVC account may not be the right fit for everyone. While OMERS welcomes all eligible members to participate, you need to consider if the AVC option is best for your personal investment plan, cash flow situation and stage of life. We encourage you to review the AVC guide, "Consider the AVC Option", and the Terms of Participation as well as seek the counsel of a qualified, financial advisor who you trust.

WANT TO GET STARTED?

Visit our website where you can set up an AVC account by completing the AVC registration forms to transfer funds or start automatic contributions. If you need assistance, you can also contact our office and speak to a Client Services representative.

Members can also sign up for myOMERS to make AVC contributions. myOMERS is a state-of-the-art online member tool that gives you safe and secure access to view your OMERS information and reports.



OMERS WORLDWIDE

In recognition of the need for a strong, recognizable and global identity for its Investment Entities, the OMERS Worldwide brand was created in 2008.

Each investment group — OMERS Capital Markets, OMERS Private Equity, Borealis Infrastructure, Oxford Properties Group and OMERS Strategic Investments — is now included under the OMERS Worldwide brand.

Operating under the OMERS Worldwide umbrella allows our Investment Entities to maintain the strong individual brands they have developed over many years, while at the same time becoming more closely aligned with OMERS and one another by name and visual identity.

The shared and easily-recognized OMERS Worldwide brand will be particularly important in today's knowledge-based economy as our talented investment team focuses on unlocking value, attracting domestic and global capital, and using a direct-drive asset management approach forged with our partners around the world.



OMERS CAPITAL MARKETS

A portfolio of publicly traded assets positioned for long-term growth



OMERS Capital Markets manages public market investments, which include Canadian and non-Canadian investments in bonds, other interest bearing assets and publicly traded equities. These investments are often made in combination with a variety of derivative financial instruments.

Equity markets continued their strong performance in 2010 for the second year in a row, continuing to reverse losses experienced in 2008 and early 2009. OMERS Capital Markets' return on public market investments, excluding the impact of currency hedging, was 11.04 per cent — above the benchmark of 10.11 per cent.

In 2010, OMERS Capital Markets generated net investment income of \$3,036 million compared with net investment income of \$2,621 million a year earlier. Equity markets continued their strong performance in 2010 as economic uncertainty eased and investors grew more confident that the economy was recovering from recession.

At December 31, 2010, OMERS Capital Markets' investment assets were \$33,563 million — an increase of \$2,877 million from \$30,686 million at the end of 2009. This increase is primarily attributable to higher market values of public market portfolios due to the recovery in the global equity markets discussed above.

OMERS asset mix exposure to public markets was 60.1 per cent at the end of 2010, compared to the long-term target of 53 per cent.

SIGNIFICANT PUBLIC MARKET INVESTMENTS

Barrick Gold Corp.
Canadian Natural Resources
Royal Bank of Canada
Suncor Energy Inc.
The Toronto-Dominion Bank

RATE OF RETURN AND BENCHMARK

	2010	2009	2008
Rate of return	11.04%	11.0%	-19.5%
Benchmark	10.11%	13.5%	-19.5%

OMERS PRIVATE EQUITY

Actively managing private equity investments for long-term value creation



As an experienced and patient investor, OMERS Private Equity's investment strategy is premised on long-term, active partnership with talented management teams. The strategy focuses on making direct investment in companies with a preference for majority ownership. The current portfolio is broadly diversified by geographic market and industry sector.

OMERS Private Equity achieved a strong return of 22.21 per cent and for the first time in its history achieved gross investment income in excess of \$1 billion.

OMERS Private Equity generated net investment income of \$941 million in 2010, compared with \$474 million in 2009. Net investment income and returns rose significantly in 2010, due to the continued strong operating performance of many investments, combined with the ongoing rebound of global public equity markets in 2010.

During 2010, OMERS Private Equity's investment assets increased to \$5,369 million from \$4,424 million in 2009 reflecting an increase in the carrying value of a number of its portfolio investments and the capital cost of several new investments made in 2010. The new investments made in the year include the acquisition of majority ownership in United States Infrastructure Corporation (USIC), a leading provider of outsourced sub-surface utility locating services in the United States and Logibec, a market leader in North American information systems for the health and social services sector. Susequent to year end, OPE acquired majority ownership of CBI Medical Health Group, a leading provider of outpatient rehabilitation and community health care services in Canada.

SIGNIFICANT ACTIVE DIRECT INVESTMENTS:

Affinia Group Inc.	Logibec
Cari-All Inc.	Marketwire
CBI Health Group	Maxxam Analytics
Cengage Learning	Nelson Education
Constellation Software Inc.	Nordco
Give and Go Prepared Foods Corp.	Public Mobile
Golf Town	USIC

RATE OF RETURN AND BENCHMARK

	2010*	2009**	2008**
Rate of return	22.21 %	13.9 %	-13.7 %
Benchmark	28.05 %	6.7 %	13.5 %

* based on relative return benchmark.
** based on absolute return benchmark.

BOREALIS INFRASTRUCTURE

A world leader in developing infrastructure investment as an asset class



Borealis Infrastructure (Borealis) manages infrastructure investments for OMERS and has been a world leader in developing infrastructure investing as an asset class for institutional investors.

Borealis' investments generated net investment income of \$693 million in 2010, compared with \$731 million a year earlier. The 2010 return, based on investment income before investment management expenses, was 10.10 per cent, compared with a 10.9 per cent return in 2009.

During 2010, Borealis' infrastructure investment assets increased by \$3,091 million. The increase primarily represents significant follow-on investments in Teranet and Bruce Power nuclear power plant as well as a new investment in High Speed 1 (HS1), which operates Britain's only high-speed rail link to the Channel Tunnel. The 109-kilometre rail network connects St. Pancras International Station in central London to the Channel Tunnel. HS1 is used every year by over 9 million international and over 5 million domestic passengers.

The Borealis follow-on investment in Teranet has been made to secure a 50-year extension of Teranet's exclusive agreement with the Ontario government to operate Ontario's electronic land registry system.

SIGNIFICANT DIRECT INVESTMENTS

Associated British Ports	Express Pipeline
Bruce Power	LifeLabs
Ciel Satellite	Oncor
Confederation Bridge	Scotia Gas Networks
Detroit River Tunnel	Teranet
Enwave Energy Corporation	

RATE OF RETURN AND BENCHMARK

	2010	2009	2008
Rate of return	10.10 %	10.9 %	11.5 %
Benchmark	8.50 %	9.0 %	9.8 %

OXFORD PROPERTIES GROUP

World-class real estate investments that generate strong, sustainable cash flow from operations



Oxford Properties Group (Oxford) is one of North America's largest commercial real estate investment and management firms.

Oxford's focus is to build a global platform for real estate investment, providing superior risk-adjusted returns and secure, sustainable and growing cash flows for the Plan. Oxford's strategy focuses on the ownership and active management of significant assets, diversified by property type, geographic market, partner relationship and risk-reward profile. A diversified real estate portfolio of this nature generates reliable cash flows, facilitating our ability to meet both current and future benefit obligations. Furthermore, actively managed real estate generally appreciates in capital value over time in step with inflation, which helps to offset the inflation exposure of our pension liabilities.

The Oxford return in 2010 was 7.51 per cent compared with a benchmark of 6.65 per cent representing net investment income of \$487 million in 2010 compared to \$127 million in 2009. The primary factors driving the better performance include sustained operating income flows as well as property revaluation gains in 2010 of \$157 million compared to a property revaluation loss of \$312 million in 2009.

SIGNIFICANT INVESTMENTS

- TD Canada Trust Tower, Royal Bank Plaza and the Richmond-Adelaide Complex in Toronto; Centennial Place and Bow Valley Square in Calgary;
- Watermark Place in London, U.K;
- a 50 per cent ownership interest in Yorkdale Shopping Centre, Square One Shopping Centre and Scarborough Town Centre in the Greater Toronto Area;
- Upper Canada Mall in Newmarket, Ontario;
- Southcentre Mall in Calgary; and
- regional shopping centres in the U.S.

RATE OF RETURN AND BENCHMARK

	2010	2009	2008
Rate of return	7.51 %	1.3 %	6.0 %
Benchmark	6.65 %	6.7 %	8.3 %

OMERS STRATEGIC INVESTMENTS

An innovative platform to build long-term strategic relationships and form alliances to access new sources of capital around the world



OMERS Strategic Investments (OSI) is a cross-organizational initiative, aimed at continuing to build OMERS Worldwide's position as a significant global investor. Its investment activities include the incubation of promising and strategically important investments that do not logically fit into the mandates of the other Investment Entities.

A key strategy for OSI involves building long-term strategic relationships with like-minded global institutional investors, to form strategic alliances that will enable OMERS to access new sources of co-investment capital.

In 2010, OSI generated net investment income of \$128 million compared with a net investment loss of \$37 million in 2009. This year's higher return of 7.65 per cent resulted from a combination of factors, including a more diversified portfolio base and the overall solid operating performance of the investment assets. In addition, results were bolstered by strong investment valuations, particularly for energy investments in western Canada.

During 2010, OSI's investment assets increased to \$2,217 million from \$1,352 million in 2009, reflecting a transfer of investment assets from Borealis Infrastructure, significant new oil and gas investments made in western Canada by OMERS Energy, and increases in the fair value of several portfolio investments.

KEY INVESTMENT PLATFORMS

- ADC & HAS Airports
- INKEF Capital
- MMM Group
- OMERS Energy/OMERS Energy Services



The mandate of the Sponsors Corporation (SC) is even more crucial at a time when pension plans around the world are facing funding challenges.

As one of Canada's largest pensions plans, OMERS continues to exemplify the very best of the defined benefit model. That being said, we can always improve and in 2010 many achievements and decisions were made that set the foundation for the future. Over the past year the Sponsors Corporation has been actively engaged in two areas of major focus, namely:

- considering short term and long term strategies to address the Plan's funding deficit; and
- looking at innovative ideas and strategic initiatives such as AVCs to further enhance and strengthen OMERS while also considering the implications of, and participation in, pension reform initiatives.

Following careful consideration and discussion, the SC decided that the best course of action to address the growing deficit was to act now and implement a plan that balanced the needs of stakeholders with the ongoing security of the Plan. In June, the SC board approved a multi-year, phased approach consisting of contribution rate increases and benefit reductions to address the deficit. These changes are intended to be temporary until the Plan returns to a surplus position.

Recognizing the need for a strategic approach to managing the Plan over the longer term, the SC also developed and approved a Statement of Plan Design Objectives and Strategy – or SPDOS. This document provides the methodology for future decision-making regarding the funding of the Plan, and includes concepts such as deficit management, surplus management and establishment of a reserve.

The combined impact of the plan changes approved in June, and the SPDOS document approved in January 2011, ensures that a funding strategy exists to address existing and future funding requirements for the OMERS Primary Plan.



The SC also considered a number of creative and innovative initiatives that were brought forward by the OAC and are intended to grow OMERS membership and increase assets under management. They include managing third party assets, expanding OMERS membership base, and providing members with an opportunity to invest through Additional Voluntary Contributions (AVCs). Both the OAC and SC will continue to work together to ensure they can be pursued without imposing undue risk on the existing members or on the Plan.

OMERS is a unique jointly-sponsored plan, which means our partnership with our stakeholders is key to our success. For the SC, that means transparency and open communication. It also means working closely with the OAC. The work of both the SC and the OAC is critical to ensuring the health and long-term viability of the Plan.

STATEMENT OF FINANCIAL POSITION

As at December 31	2010	2009
Total Assets	\$ 2,683,338	\$ 2,665,877
Total liabilities	249,885	228,026
Net assets	2,433,453	2,437,851
Total Liabilities and Net Assets	\$ 2,683,338	\$ 2,665,877

STATEMENT OF OPERATIONS

For the year ended December 31	2010	2009
OAC expense reimbursement and interest income	\$ 2,020,470	\$ 1,861,412
Expenses	2,024,868	1,864,663
Deficit of Revenues Over Expenses from Operations	\$ (4,398)	\$ (3,251)

OMERS ON THE WEB

Did you know that if 75,000 OMERS members e-subscribed for the Pension Report, the Plan could save \$100,000 per year on paper, envelopes and postage costs?

YOUR NEW WEBSITE

WWW. OMERS .com

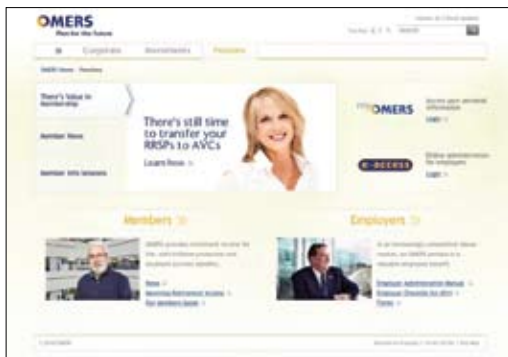
THE OMERS WEBSITE HAS A NEW LOOK.

In early March we launched the new www.omers.com and we are very excited to update our site with information and tools that our members and employers need. As a company that prides itself on our service, we'd like to hear your feedback. Stop by and check out myOMERS, AVCs, and our expanded investments section.

OMERS Homepage
Redesigned to illustrate
OMERS three areas of
responsibility.



Pensions Homepage
A new landing page
designed to better
serve our members and
employers.



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www.omers.com

OMERS