

In this Governance Manual (save and except for documents that have their own glossaries), the following capitalized terms shall have the following meanings throughout:

aCPP	The additional Canada Pension Plan, as defined in section 91 of the CPP Act
Ad Hoc Committee	A Board Committee which is established for a specific period of time to undertake a specific task in accordance with its terms of reference, and is then disbanded
Annual Report	A report on the operations of CPP Investments which is prepared annually in accordance with the requirements of the CPPIB Act and CPPIB Regulations
Appropriate Provincial Minister	In respect of a province, means the province's minister of the Crown who has primary responsibility for that province's finances
Audit Committee Mandate	A document designed to clarify the Audit Committee's responsibilities, which document is reviewed by the Audit Committee and the Governance Committee annually and reviewed and approved by the Board annually
Authorities Policy	Policy that reflects authorities in connection with the management and investment of the assets of CPP Investments, and in the approval of expenditures, which policy has been approved by the Board
bCPP	The base Canada Pension Plan, as defined in section 91 of the CPP Act
Board	The board of directors of CPP Investments
Board Committee	A committee of the Board which is comprised of Directors and operates in accordance with a Board approved mandate
Board Mandate	A document designed to clarify the Board's responsibilities, which document is reviewed by the Governance Committee annually and reviewed and approved by the Board annually

Business Plan	Plan (including budget) prepared by Management for the fiscal year for review and approval by the Board
By-laws	By-laws of CPP Investments
CEO	The President & Chief Executive Officer of CPP Investments
CFO	The Senior Managing Director & Chief Financial Officer of CPP Investments
Chairperson	The Chairperson of the Board
Code of Conduct	A document establishing a code of conduct for Directors, Officers and Employees and procedures for identifying potential conflicts of interest and resolving such conflicts of interest, which document is reviewed and approved by the Board from time to time
Committee Chair	The chairperson of a Board Committee
Conduct Review Advisor	A part-time external contact for and advisor to Directors, Officers and Employees, and relevant third parties, with respect to issues arising under the Code of Conduct on the basis contemplated therein
COO	The Senior Managing Director & Chief Operations Officer of CPP Investments
Corporate Secretary	The Senior Managing Director, General Counsel & Corporate Secretary of CPP Investments
CPP	Canada Pension Plan
CPP Act	The <i>Canada Pension Plan</i> , R.S.C., 1985, c. C-8, as amended
CPP Investments	Canada Pension Plan Investment Board

CPPIB Act	The <i>Canada Pension Plan Investment Board Act</i> , 1997, c. 40, as may be amended, supplemented or restated from time to time;
CPPIB Group Companies	All wholly-owned subsidiaries of CPP Investments with the limited exception of any wholly-owned subsidiaries of CPP Investments that have been determined by CPP Investments Legal Department not to be a subsidiary as defined by the Act
CPPIB Regulations	Canada Pension Plan Investment Board Regulations, SOR/99-190, as amended
CTO	The Senior Managing Director & Chief Talent Officer of CPP Investments
Director	A member of the board of directors of CPP Investments
Employee Benefits	Benefits provided to Employees as part of their employment with CPP Investments
Employee Pension Plans	Two defined contribution pension plans for Employees, the RPP and the SPP, the details of each of which are found in their respective plan texts
Employee(s)	Individual(s) employed by CPP Investments
Enterprise Risk Management	A process designed to assist the Board and the Board Committees to discharge their responsibilities with respect to risk management and to provide CPP Investments with a framework for risk assessment
External Nominating Committee	The external nominating committee composed of federal and provincial representatives envisaged by the CPPIB Act to assist the Minister of Finance in undertaking Director appointments

Fund or Total Fund	Refers to the sum of the bCPP Account (the account representing the assets managed by CPP Investments that are derived from bCPP amounts transferred to CPP Investments pursuant to section 108.1 of the CPPIB Act . The total bCPP assets managed by CPP Investments consist of the bCPP Investment Portfolio plus the bCPP Cash for Benefits Portfolio); and aCPP Account (the account representing the assets managed by CPP Investments that are derived from aCPP amounts transferred to CPP Investments pursuant to section 108.3 of the CPPIB Act . The total aCPP assets managed by CPP Investments consist of the aCPP Investment Portfolio plus the aCPP Cash for Benefits Portfolio)
General Counsel	The Senior Managing Director, General Counsel & Corporate Secretary of CPP Investments
Governance Committee Mandate	A document designed to clarify the Governance Committee’s responsibilities, which document is reviewed by the Governance Committee annually and reviewed and approved by the Board annually
Governance Policy for CPPIB Group Companies	Policy relating to governance of CPPIB Group Companies, which policy is reviewed and approved by the Governance Committee
Governor in Council	The Governor General acting on the advice of the Committee of Council. Orders and Minutes of Council are signed by the Governor General and thus give legal force to Cabinet decisions taken pursuant to a statutory authority
Human Resources and Compensation Committee Mandate	A document designed to clarify the Human Resources and Compensation Committee’s responsibilities, which document is reviewed by the Human Resources and Compensation Committee and the Governance Committee annually and reviewed and approved by the Board annually

Incentive Compensation Awards	Awards made to Employees pursuant to a short-term incentive plan and a long-term incentive plan based upon performance measures and compensation framework recommended by the Human Resources and Compensation Committee and approved by the Board annually
Investment Statements	Written statements of investment objectives, policies, return expectations and risk management for the aCPP and bCPP investment portfolios of and the aCPP and bCPP cash for benefits portfolios, established under section 35 of the Act
Investment Strategy Committee Mandate	A document designed to clarify the Investment Strategy Committee’s responsibilities, which document is reviewed by the Investment Strategy Committee and the Governance Committee annually and reviewed and approved by the Board annually
Management	President, and all Senior Managing Directors and such other officers as the Board may designate from time to time
Management Authorities	President approved authorities whereby the President delegates to Management the authorities delegated to the President under Policies
Minister of Finance	Minister of Finance for the government of Canada
Officer	Employees who are either the President or a Senior Managing Director
Participating Province	A province other than: <ul style="list-style-type: none"> (a) a territory; and (b) a province providing a comprehensive pension plan as defined in subsection 3(1) of the <i>Canada Pension Plan</i>
Pension Committee	Committee comprised of plan members appointed in accordance with the guidelines in the plan text for the RPP and the SPP

Policies	Board or Board Committee approved policies, many of which specify matters reserved to the Board and Board Committees and delegate all other authorities to Management
President	The President & and Chief Executive Officer of CPP Investments
President & CEO	The President & and Chief Executive Officer of CPP Investments
Proxy Voting Principles and Guidelines	” The policy that provides transparency into portfolio company directors and officers on how CPP Investments is likely to vote on matters put to shareholders and communicates views on other important matters that boards will deal with in the normal course of business. Primarily applies to publicly listed companies
Risk Policy	The policy that sets out CPPIB’s integrated approach to risk management and oversight, and defines the limits and risk management provisions approved by the Board to manage and mitigate risks associated with the bCPP Account and the aCPP Account;
RPP	A defined contribution pension plan for which all Employees are eligible for membership
SPP	A supplementary pension plan for which Employees exceeding the covered earnings threshold of the RPP may accrue entitlements
Strategy	The Board approved strategy of CPP Investments