

**BY-LAW NO. 2**  
**(amended and restated)**

A By-Law to establish the  
remuneration of the directors of the

**PUBLIC SECTOR PENSION INVESTMENT BOARD**

1. Definitions - All terms used but not defined in this amended and restated By-Law (this “By-Law”) shall have the meanings ascribed thereto by By-Law No. 1.
2. Directors’ Remuneration - In accordance with section 12 of the Act, each member of the Board of Directors (a “Director”) shall receive as remuneration during each fiscal year of PSP Investments, the aggregate of the following amounts, as applicable:
  - a) an annual retainer of \$125,000 for the Chairperson who shall not be entitled to receive a fee for any meetings of the Board of Directors or any committee of the Board of Directors that he attends;
  - b) an annual retainer of \$27,500 for each Director other than the Chairperson;
  - c) an annual retainer of \$8,750 for each Chair of a committee of the Board of Directors;
  - d) a fee of \$1,500 for each meeting of the Board of Directors attended by a Director, or, for a meeting of less than one hour, a fee of \$500, provided that only a single meeting fee will be paid to a Director who attends meetings of the Board of Directors and the Investment Committee held concurrently;
  - e) a fee of \$1,250 for each meeting of any standing or special committees of the Board of Directors attended by a Director, or for a meeting of less than one hour, a fee of \$500; and
  - f) an additional meeting fee of \$1,500 for each Director who attends a meeting in person if the Director’s primary residence is outside the province of Québec or Ontario at the time of the meeting, or in any case where a board or committee meeting is held in a location outside of the province of Québec, and requires for the Director to travel for more than 3 hours away from his or her primary residence.

3. Timing of Payment - The retainers and meeting fees contemplated by paragraph 2 of this By-Law shall be paid quarterly in arrears or on such other basis as the Board of Directors may determine from time to time.
4. Amendment - Subject to the provisions of the Act, this By-Law may be amended or repealed at any time by the Board of Directors and such amendment or repeal shall be effective as soon as it is approved by the Board of Directors or on such later date as may be determined by the Board of Directors.
5. Effective Date - This amended and restated By-Law shall be effective as of February 9, 2010 and shall supersede the prior version of this By-Law which was passed at the meeting of the Board of Directors held on February 10, 2009.

IN WITNESS WHEREOF this By-Law No. 2 has been duly passed at the meeting of the Board of Directors held on February 9, 2010.

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Corporate Secretary