

By- Law No. 2

a by-law to establish the
remuneration of the directors of

CANADA PENSION PLAN 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 subsection 10(10) of the Act, each member of the Board of Directors (a “Director”) other than the Chairperson shall receive as remuneration during each fiscal year of the Investment Board, the aggregate of the following amounts:
 - (a) an annual retainer of \$25,000;
 - (b) an annual retainer of \$7,500 for each committee of the Board of Directors of which a Director is the Chair;
 - (c) a fee of \$1,500 if attendance is in person, for each meeting of the Board of Directors attended by a Director;
 - (d) a fee of \$1,500 if attendance is in person, for each meeting of the Investment Committee attended by a Director;
 - (e) a fee of \$1,250 if attendance is in person, for each meeting of any of the other standing or ad hoc committees of the Board of Directors attended by a Director;
 - (f) a fee of \$750 if attendance is by way of a teleconference for each meeting of the Board of Directors or any of its standing or ad hoc committees attended by a Director;
 - (g) in addition to the meeting fees outlined in subparagraph 2 (c), (d), (e) and (f) above, a travel time allowance for each occasion when travel to attend a meeting of the Board of Directors or any of its standing or ad hoc committees is required, based upon the distance between the Director’s residence and the head office of the Investment Board, as follows:

Distance (km)	Fee
300 km to 1,000 km (i.e. Montreal)	\$250
1,000 km to 2,500 km (i.e. Winnipeg, Charlottetown, Halifax)	\$500

Distance (km)	Fee
Over 2,500 km (i.e. Edmonton, Vancouver)	\$1,000

; and

- (h) in relation to public meetings held by the Investment Board in accordance with subsection 52(1) of the Act, a fee of \$2,000 for each such meeting chaired by a Director and a fee of \$1,000 for each such meeting attended by a Director, and a fee of \$1,000 for each non-meeting day of travel in conjunction therewith.
- 3. Chairperson's Remuneration - In accordance with subsection 12(5) of the Act, a Director appointed as Chairperson shall receive as remuneration during each fiscal year of the Investment Board the aggregate of the following amounts:
 - (a) an annual retainer of \$120,000; and
 - (b) in relation to public meetings held by the Investment Board in accordance with subsection 52(1) of the Act, a fee of \$2,000 for each such meeting chaired by the Chairperson and a fee of \$1,000 for each such meeting attended by the Chairperson, and a fee of \$1,000 for each non-meeting day of travel in conjunction therewith.
- 4. Timing of Payment - The annual retainers and fees contemplated by paragraphs 2 and 3 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.
- 5. 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.
- 6. Effective Date - This By-Law shall come into force on April 1, 2010.

IN WITNESS WHEREOF this By-Law No. 2 was duly passed at a meeting of the board of directors on February 11, 2010.

DATED February 11, 2010



Chairperson