

SIERRA WIRELESS, INC.

MANDATE OF THE HUMAN RESOURCES COMMITTEE OF THE BOARD OF DIRECTORS

1. Purpose and Scope

The Human Resources Committee (“HRC”) was established by the Board of Directors (the “Board”) of Sierra Wireless, Inc. (the “Company”) to assist the Board in all issues relating to:

- Human Resources policies
- Compensation for the Company’s officers and directors

2. Organization, Membership and Meetings

- The Committee shall consist of two or more directors, the majority of whom are "independent" as defined by applicable law, regulations, guidelines and policies.
- Members of the Committee shall be appointed annually by the Board on the recommendation of the Governance and Nominating Committee. Members may be replaced by the Board at any time, but otherwise shall serve until a successor has been named.
- No director shall serve as a member of the Committee if that director has been in the past three years or is currently a part of an interlocking directorate in which he or she serves on the compensation committee of another company and any director of the Company is an employee of that other company.
- The Committee shall meet from time to time, as it deems necessary, but at least four times per year. The Committee may include management at its meetings, but shall also hold an executive session at each meeting at which only non-management directors are present.
- The Committee shall maintain written minutes of its meetings, which minutes will be filed in the corporate minute book.

3. Authority and Responsibilities

3.1. Organization Structure and Succession Planning

- Create the CEO job description with input from the Board.
- Review the appropriateness of current and future organizational structure at the request of the CEO.
- Annually review succession planning for senior executives.
- Periodically, but not less than annually, review the quality and effectiveness of members of the senior management team, based on the CEO’s assessment.

3.2. Compliance with Corporate Human Resources policies

- Monitor compliance with legal requirements and corporate policy relating to human resources and compensation.

3.3. Training and Development

- Review, on an annual basis, policies relating to the recruitment, training, development, compensation and evaluation of employees.
- Review and recommend to the Board for approval the executive development programs of the Company.

SIERRA WIRELESS, INC.

MANDATE OF THE HUMAN RESOURCES COMMITTEE OF THE BOARD OF DIRECTORS

- Review and recommend to the Board for approval the long range plans and personnel policies for developing the Company's employees.

3.4. Develop Compensation Philosophy

- Develop compensation policies to attract and retain key employees necessary to support the Company's growth and success, operationally, strategically and from a long term stockholder value perspective.
- The Committee will endeavor to award full and fair compensation to each individual consistent with comparable companies, general economic conditions and the Company's performance.
- In developing and applying its compensation policies and practices to individual compensation decisions, the Committee shall consider the impact of its recommendations on its over-riding goal of enhancing long term stockholder value.

3.5. Executive Compensation

- Review and recommend to the Board annual performance objectives and corporate goals for the CEO. Lead the Board in evaluating the CEO's performance in light of those objectives and corporate goals, and recommend the CEO's compensation (including base salary and incentive-based and equity-based compensation levels) based on this evaluation, for Board review and approval. The Committee will consider matters related to executive development and succession planning, and in addition, it will also obtain input from each director and from other Committees of the Board concerning the CEO's performance, including input from the Audit Committee on matters related to the Company's financial reporting and disclosure controls. The Chair of the Board and Chair of the HR Committee will jointly review the Board's assessment with the CEO.
- In reviewing the CEO's compensation, the Committee will consider, among other factors, the Company's performance and relative shareholder return, the value of compensation to CEO's of comparable companies, and the awards given to the CEO in prior years.
- Review and recommend to the Board for approval annually the compensation levels including fees, salary, bonus and equity of all directors and executive officers.
- Receive a report, as part of its annual review of executive compensation, which discloses non-compensatory "perks" and/or benefits associated with the executives' (including the CEO) employment with the Company. Such report shall include but not be limited to any health, life insurance, travel, residential support, and charitable or political support benefits enjoyed by executives as a result of their employment by the Company.
- Recommend to the Board for approval all employment, severance or change in control agreements with, and any special or supplemental benefits provided to, any executive officers or directors of the Company. The Committee will review the impact of any potential material transaction, such as a merger, acquisition, or spin-off, on compensation plans.

3.6. Benefit Plan Administration

- Ensure the appropriate design, implementation and administration of all Company-wide benefit plans, including equity-based compensation programs. This authority shall include, but not be limited to, the right to: (i) administer the Company's long term incentive plans, including but not limited to stock option plans and restricted share units; (ii) approve all grants made thereunder; and (iii) recommend to the Board procedures to be followed by the Committee in approving awards including, without limitation, the Procedures for Granting Equity Awards, first drafted in February 2011.

SIERRA WIRELESS, INC.

MANDATE OF THE HUMAN RESOURCES COMMITTEE OF THE BOARD OF DIRECTORS

- Make recommendations to the Board regarding the amounts of the bonuses and stock option pool based upon the Company's performance and attainment of corporate goals.
- Periodically review and advise the Board (supported in the discretion of the Committee, by internal or external experts) on (a) current trends in regional and industry-wide compensation practices and (b) how the Company's compensation programs and practices compare to those of comparable companies in the industry.

3.7. General

- Have the authority to retain and terminate any compensation consultant and have the authority to approve the consultant's fees and other retention terms. The Committee shall also have authority to obtain independent advice and assistance from internal or external legal, accounting or other advisors. The fees and costs of such consultants, legal counsel and other advisors shall be borne by the Company.
- Review and reassess the adequacy of this Charter annually, and recommend any proposed changes to the Board for approval. The Committee will also review its own performance, at least annually, for purposes of self-evaluation and to encourage the continuing improvement of the Committee in the execution of its responsibilities.
- Make regular reports to the Board and record summaries of its recommendations to the Board in written form. The Committee shall also review and approve an annual report on executive compensation for inclusion in the Company's proxy statement.
- Perform such other functions and have such other powers as it shall deem necessary to the efficient discharge of the foregoing, including the right to delegate its authority when appropriate.

4. External and Internal Linkages

- The Board
- The CEO and Senior Management
- Outside Consultants and Advisors
- The Governance and Nominating Committee

SIERRA WIRELESS, INC.

MANDATE OF THE HUMAN RESOURCES COMMITTEE OF THE BOARD OF DIRECTORS

5. Annual Agenda

	Quarterly	Annually	Ongoing (As needed)
• Review CEO job description		X	
• Review Organizational Structure			X
• Succession Planning for Senior Executives		X	
• Review Senior Management Assessments (done by CEO)		X	
• Monitor Compliance with Human Resource Policies			X
• Review policies and programs, as required		X	
• Review and Report to Board on Executive Development Plans		X	
• Review Compensation Policies			X
• Recommend Annual Performance Objectives and Goals for CEO to the Board		X	
• Recommend remuneration for all Directors and Executive Officers		X	
• Recommend Annual Bonuses and Stock Option Pool Allocation for Directors and Executive Officers		X	
• Approve equity grants under the terms of the Company's long term incentive plans	X	X	