

MANDATE OF THE BOARD OF DIRECTORS

The board of directors of Sierra Wireless will explicitly assume responsibility for the stewardship of the Company and, as part of the overall stewardship responsibility, will assume responsibility for the following matters:

- (a) selecting the CEO for the Company, setting the parameters within which the CEO operates, coaching the CEO, setting the CEO compensation and taking remedial action where warranted;
- (b) monitoring and assessing the performance of the CEO and ensuring that succession planning is in place;
- (c) approving choices of the CEO for the executive management team, ensuring that appropriate training of the executive management team occurs, monitoring the performance of the executive management, and ensuring that succession planning is in place for executive management positions;
- (d) to the extent feasible, taking reasonable steps to satisfy itself: (i) as to the integrity of the CEO and executive management; and (ii) that the CEO and executive management create a culture of integrity throughout the Company;
- (e) adopting a strategic planning process for the Company and approving, on at least an annual basis, a strategic plan that takes into account an identification of business opportunities and business risks;
- (f) identifying principal risks of the Company's business and ensuring that the Company has in place appropriate systems for risk assessment and risk management;
- (g) ensuring that the Company has in place appropriate systems for internal controls and management information systems, monitoring performance against agreed benchmarks and assuring the integrity of financial reports;
- (h) adopting a communications policy for the Company;
- (i) developing the Company's approach to corporate governance including developing a set of corporate governance principles and guidelines that are specifically applicable to the Company; and
- (j) providing assurance to shareholders and stakeholders concerning the integrity of the Company's reported financial performance.

The board shall establish measures to receive feedback from shareholders and stakeholders. The designated Company contacts will be the CEO, the CFO and, where appropriate, the Chair of the board.

The board accepts full responsibility for its own growth and development, education and training, conduct and discipline of individual members and for regular performance reviews and relevant actions.

The board shall be convened not less frequently than five times per year. Individual board members are expected to attend all meetings in their entirety, to prepare as directed by the published agenda, and to serve on committees as appropriate/requested.