

MANDATE OF THE GOVERNANCE AND NOMINATING COMMITTEE OF THE BOARD OF DIRECTORS

1. Purpose and Scope

The Governance and Nominating Committee (the “**Committee**”) was established by the Board of Directors (the “**Board**”) of Sierra Wireless Inc. (the “**Company**”) to assist the Board in all issues relating to:

- Corporate Governance
- Selection of Board members, Board Committee members and the training and development of the Board
- Compliance with all applicable governance and regulatory requirements

2. Organization, Membership and Meetings

- The Committee shall consist of two or more directors, each of whom will be "independent" as defined by applicable law, regulations, stock exchange rules, guidelines and policies.
- The Board, on the recommendation of the Governance and Nominating Committee, must affirmatively determine the independence of any director who will serve on the Committee.
- Members of the Committee shall be appointed annually by the Board. 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 or is currently a part of an interlocking directorate in which the CEO or another executive officer of the Company serves on the compensation committee of another company that employs such directors.
- 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 – Governance

- Ensure complete disclosure of the Company's system of corporate governance and general disclosure of the operation of the system on an annual basis, or as otherwise required.
- Monitor and ensure compliance with applicable legal and regulatory requirements and corporate policy relating to corporate governance and any other matters either within the scope of this mandate or that fall outside the scope of the mandates of other Committees.
- Ensure there are appropriate orientation and ongoing education and training programs in place for directors.
- Propose to the Board the members of each committee of the Board.
- Review and assess the adequacy of this Mandate not less than 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.
- Ensure that the Board and all committees of the Board have documented mandates and that the mandates are reviewed and reassessed at least annually.

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- Carry out a process to assess the effectiveness of the Board and the committees of the Board, relative to their respective mandates, and the contribution of individual directors.
- As necessary to carry out its duties, to retain and release independent legal, governance or other advisors to advise the Committee and set and cause the Company to pay the compensation for any such advisors employed by the Committee.
- As required, and in advance, approve the terms and conditions of engagement of outside advisors by individual Directors.
- Not less than annually, review the engagement of outside advisors by Directors, Committees and the Board and provide a summary report to the Board regarding the terms and conditions of these engagements.
- Establish and amend, as appropriate, a Code of Business Conduct and Ethics and a Board Diversity Policy for the Company.
- Review and discuss with Management social and environmental initiatives undertaken by the Company and related disclosures.
- Ensure a strategic planning process is in place and that the strategic plan is placed before the Board for its approval, annually.
- Ensure the development of communications policies for shareholders and third parties and review and reassess these policies at least annually.
- Determine which directors are "independent" or not and describe basis for the determination.
- Provide a report to the Board at each Board meeting and at such other times as may be necessary or desirable.
- The Committee may delegate its authority where permitted and appropriate.
- Perform any other activities consistent with this Mandate, the Company's By-Laws and governing law as the Committee or the Board deems necessary or appropriate.
- The Committee will have full access to all books, records, facilities and personnel of the Company.
- To honour the spirit and intent of applicable law as it evolves, authority to make minor technical amendments to this mandate, on request of the Chair of the Committee, is delegated to the Chair of the Board, who will report any amendments to the Board at its next meeting.

4. Authorities and Responsibilities – Nomination of Directors

- The Committee shall review, from time to time, the size and composition of the Board with a view to being satisfied that the Board has an appropriate mix of diversity, competencies and skills to facilitate effective decision-making, as well as the capacity to effectively discharge its duties and responsibilities.
- The Committee shall develop and maintain appropriate criteria, including competencies and skills, for the Board as a whole and for potential candidates for the Board.
- The Committee shall recommend to the Board the addition or replacement of one or more directors as may be considered necessary or appropriate from time to time, taking into account the capacity, competencies and skills of the Board and of each existing director and considering diversity criteria, including, but not limited to, the level of representation of women.

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- The Committee shall be satisfied that each Board member has advised the Committee with respect to any other boards of directors on which the members of the Board may serve from time to time, and consider whether such situations may constitute conflicts of interest or compromise the ability of the director to devote the required time and attention to the affairs of the Company.
- The Committee shall be responsible for determining the recruitment process to be followed prior to nominating a new individual as a director and for assessing the effectiveness of such processes at achieving the Company’s diversity objectives.
- The Committee shall be responsible for identifying individuals qualified to become new Board members and recommending to the Board the new director nominees. In making its recommendations, the Committee shall consider, among other things:
 - (a) the competencies and skills that the Board considers to be necessary for the Board, as a whole, to possess;
 - (b) the competencies and skills that the Board considers each existing director to possess;
 - (c) the competencies and skills each new nominee will bring to the Board;
 - (d) the Company’s diversity objectives; and
 - (e) whether or not each new nominee can devote sufficient time and resources to his or her duties as a Board member.

5. External and Internal Linkages

- The Board
- The CEO and Senior Management
- Outside Consultants and Advisors

6. Annual Agenda

	Quarterly	Annually	Ongoing (As needed)
• Disclosure Review			X
• Board Members Recruiting, Training and Orientation			X
• Committee Mandate Review		X	
• Position Description Review (Chair of the Board and Committee Chairs)		X	
• Conduct an Evaluation of Board, Committee, and Director Effectiveness		X	
• Review and Approve the Engagement of Outside Advisors by Board Members			X
• Review Code of Business Conduct and Ethics and Board Diversity Policy		X	
• Review Company compliance with all applicable regulatory requirements			X