

Governance and Nominating Committee

Chair Position Description

In addition to any responsibilities and specific duties set out in the mandate of the Governance and Nominating Committee, the Chair of the Governance and Nominating Committee of Sierra Wireless, Inc. has the responsibility and specific duties described below.

1. Appointment

- 1.1 The Chair will be a duly elected member of the Board of Directors (the "**Board**") and be appointed as the GNC Committee Chair, each year, by the Board on recommendation of the Governance and Nominating Committee. The Chair will be "independent" (as defined by applicable law, regulations, guidelines and policies) and will have the competencies and skills determined by the Committee and the Board.

2. Responsibility

- 2.1 The Chair provides independent, effective leadership to the Committee and leads the Committee in fulfilling the duties set out in its Mandate.

3. Specific Duties

The Chair will:

3.1 Leadership

- (i) Provide overall leadership to enhance the effectiveness of the Committee.
- (ii) Take all reasonable steps to ensure that the responsibility and duties of the Committee, as outlined in its Mandate, are well understood by the Committee members and executed as effectively as possible.

3.2 Ethics

- (i) Foster ethical and responsible decision-making by the Committee and its individual members.

3.3 Committee Governance

- (i) Provide effective Committee leadership, overseeing all aspects of the Committee's direction and administration in fulfilling the terms of its Mandate.
- (ii) Oversee the structure, composition, membership and activities delegated to the Committee.
- (iii) Ensure that the Committee is composed of a majority of "independent" directors.

3.4 Committee Meetings

- (i) Ensure that the Committee meets at least four times annually and as many additional times as needed to carry out its duties effectively.

- (ii) With Committee members, members of Management and outside advisors, as appropriate, establish the agenda for each Committee meeting.
- (iii) Chair all meetings of the Committee, including closed sessions and in camera sessions.
- (iv) If the Chair is not present at a meeting, the Committee members present will choose a Committee member to chair the meeting.
- (v) Ensure sufficient time during Committee meetings to fully discuss agenda items.
- (vi) Encourage Committee members to ask questions and express viewpoints during meetings.
- (vii) Deal effectively with dissent and work constructively towards arriving at decisions and achieving consensus.
- (viii) Ensure that the Committee meets in separate, regularly scheduled, non-management, in camera sessions.
- (ix) Ensure that the Committee meets in separate, non-management, closed sessions with internal personnel or outside advisors, as needed and appropriate.

3.5 Committee Reporting

- (i) Following each meeting of the Committee, report to the Board on the activities, findings and any recommendations of the Committee.
- (ii) Ensure that Committee materials are available to any director on request.

3.6 Committee / Management Relationships

- (i) Take all reasonable steps to ensure that Committee members receive written information and presentations from management to fulfill the Committee.

3.7 Mandate

- (i) Facilitate effective communication between Committee members and management, both inside and outside of Committee meetings.
- (ii) Have an effective working relationship with members of management.
- (iii) Lead the annual Board, Committee and director effectiveness and performance evaluations, other than that of the Committee Chair.
- (iv) Ensure that a performance evaluation of the Committee and the Committee Chair is conducted, soliciting input from all Committee members, other directors and appropriate members of management.

3.8 Orientation / Education

- (i) Provide leadership for the Board's director orientation and education programs, soliciting input from the Board.

3.9 Advisors / Resources

- (i) Ensure that resources and expertise are available to the Committee so that it may conduct its work effectively and efficiently.
- (ii) Coordinate with the Committee to retain, oversee, compensate and terminate independent advisors to assist the Committee in its activities.

3.10 Other

- (i) Carry out any other appropriate duties and responsibilities assigned by the Board or delegated by the Committee.
- (ii) To honor the spirit and intent of applicable law as it evolves, authority to make minor technical amendments to this Position Description is delegated to the Secretary, who will report any amendments to the Committee at its next meeting.
- (iii) Once or more annually, as the Committee decides, this Position Description will be fully evaluated and updates recommended to the Board for consideration.