

SIERRA WIRELESS, INC.

MANDATE OF THE HUMAN RESOURCES COMMITTEE OF THE BOARD OF DIRECTORS

1. Purpose and Scope

The Human Resources 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:

- Human Resources policies
- Compensation for the Company’s officers and directors
- Equity granting and other incentive plans for the Company’s employees

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. Further, the Board must consider all factors specifically relevant to determining whether a director has a relationship to the Company which is material to that director’s ability to be independent from management in connection with the duties of a Committee member, including, but not limited to: (a) the source of compensation of such director, including any consulting, advisory or other compensatory fee paid by the listed company to such director; and (b) whether such director is affiliated with the Company or a subsidiary of the Company or an affiliate of a subsidiary of the Company. Members of the Committee shall also qualify as “non-employee directors” within the meaning of Rule 16b-3 promulgated under the Exchange Act and “outside directors” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended.
- 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 the other company.
- No director shall serve as a member of the Committee if that director previously served as Chief Executive Officer or Chief Financial Officer of the Company or its affiliates or of an acquired company within the past five years, other than in the capacity as Interim Chief Executive Officer or Interim Chief Financial Officer for a period of less than one year.
- 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.

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3. Authority and Responsibilities

3.1. Organization Structure and Succession Planning

- Create the Chief Executive Officer (“CEO”) job description with input from the Board. Annually review and maintain the CEO job description.
- 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. Review Human Resources Priorities and Corporate Human Resources Policy Compliance

- Monitor compliance with legal requirements and corporate policy relating to Human Resources and compensation (For example, but not limited to, Executive Diversity, Privacy, Occupational Health & Safety & Harassment).
- Provide recommendations to the GNC on diversity targets and objectives for senior management to be included in the Board and Senior Management Diversity Policy. Review on a regular basis management’s progress against the targets and objectives established in the Corporation’s Diversity Policy
- Review, on an annual basis, Human Resources department priorities and objectives on an on-going basis, review policies relating to the recruitment, training, development, compensation and evaluation of employees.

3.3. Training and Development

- Review and recommend to the Board for approval the executive development programs of the Company.
- Review and recommend to the Board for approval the long-range plans and Human Resources policies for developing the Company’s employees.

3.4. Develop Compensation Philosophy

- Develop compensation policies to attract and retain key employees (including the CEO and executive officers) necessary to support the Company’s growth and success, operationally, strategically and from a long-term stockholder value perspective.
- The Committee will endeavor to ensure that these compensation policies target 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.

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3.5. CEO performance & 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 CEO may not be present during the Board's deliberation or voting.
- 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. The Committee 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 Committee will jointly review the Board's assessment with the CEO.
- Annually determine the compensation levels including fees, salary, bonus and equity of all directors and executive officers (except the CEO whose compensation shall be approved by the Board).
- 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.
- Review the Compensation Discussion and Analysis (CD&A) and other executive compensation disclosure prior to disclosure to the public.

3.6. Benefits & Equity 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: (a) administer the Company's long term incentive plans, including but not limited to stock option plans and restricted share units; (b) approve all grants made thereunder; and (c) recommend to the Board procedures to be followed by the Committee in approving awards including, without limitation, the Procedures for Granting Equity Awards, approved December 13, 2011.
- Determine annually if an audit is required by the internal Risk & Audit function, of the Company's granting of equity awards against the applicable long-term incentive plan (stock option plan or restricted share unit plan) and the Company's Procedures for Granting Equity Awards. Notwithstanding this annual determination, an internal audit must be completed at a minimum every 5 years. Any practices found to be deviations from the applicable long-term incentive plan or the Company's Procedures for Granting Equity Awards must be identified to the Board. Annually review if changes to the long-term incentive plans or the Procedures for Granting Equity Awards are required, those changes should be reviewed and approved by the Board.

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- 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, terminate and oversee any compensation consultant, internal or external legal, accounting or other advisors and have the authority to approve their fees and other retention terms.
- Prior to retaining a compensation consultant, outside counsel or any other advisor the Committee must consider:
 - the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other advisor;
 - the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other advisor, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other advisor;
 - the policies and procedures of the person that employs the compensation consultant, legal counsel or other advisor that are designed to prevent conflicts of interest;
 - any business or personal relationship of the compensation consultant, legal counsel or other advisor to a member of the Committee;
 - any shares of the Company owned by the compensation consultant, legal counsel or other advisor; and
 - any business or personal relationship of the compensation consultant, legal counsel or other advisor or the person employing the advisor with a senior officer of the Company.

The Committee may select, or receive advice from, any compensation advisor it prefers, including ones that are not independent, after considering the independence factors outlined above.

Nothing herein shall be constructed: (a) to require the Committee to implement or act consistently with the advice or recommendations of the compensation consultant, legal counsel or other advisor to the Committee; or (b) to affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties.

- The fees and costs of such consultants, legal counsel and other advisors shall be borne by the Company.
- Annually review Human Resources related governance trends.
- Review and reassess the adequacy of this Mandate 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.

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- 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

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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 for approval by the Board the CEO's compensation (including base salary, incentive and equity).		X	
• Determine compensation (including base salary, fees, incentive and equity) for all directors and executive officers (except the CEO)		X	
• Approve equity grants under the terms of the Company's long-term incentive plans and as per the granting policy	X	X	
• Determine if audit is required of the Company's granting of equity awards to ensure compliance with the Company's long-term incentive plans, policies and procedures. Audit required at least every 5 years.		X	
• Review the CD&A and other executive compensation disclosure prior to public disclosure.			X