

## WI-LAN INC.

### COMPENSATION COMMITTEE CHARTER

#### **Establishment and Purpose**

The Board of Directors (the “**Board**”) of Wi-LAN Inc. (“**Wi-LAN**”) has established a Compensation Committee (the “**Committee**”) to assist the Board in discharging the Board’s oversight responsibilities relating to the compensation, development, succession and retention of the Chief Executive Officer (the “**CEO**”) and key employees, and the establishment of fair and competitive compensation and performance incentive plans.

#### **Appointment and Removal**

The Committee shall consist of two or three directors (the “**Members**”) appointed annually by the Board. Any Member may be removed or replaced at any time by the Board. A Member shall cease to be a Member upon ceasing to be a member of the Board.

A majority of the Members should be both “unrelated” directors and “independent” directors (as such terms are defined under the requirements or guidelines for compensation committee service in applicable securities laws and the rules of any stock exchange on which Wi-LAN’s securities are listed for trading).

#### **Structure and Reporting**

The Committee meets as required, but at least once annually. A majority of the Committee shall constitute quorum. The CEO is expected to attend all Committee meetings. Attendance by the CFO and the General Counsel is desirable.

The Committee shall report to the Board on all proceedings, deliberations, decisions and recommendations of the Committee at the first subsequent meeting of the Board, and at such other times and in such manner as the Board may require or as the Committee may, in its discretion, consider advisable.

#### **Authority**

The Committee shall have full, unrestricted direct access to all Wi-LAN books, records, facilities, and personnel, and shall be provided with the resources necessary to carry out its duties. The Committee may require such Wi-LAN officers, directors and employees as it may see fit from time to time to provide any information about Wi-LAN as it may deem appropriate and to attend and assist at meetings of the Committee. The Committee may adopt policies and procedures for carrying out its responsibilities. The Committee may, in its sole discretion and at Wi-LAN’s expense, retain, and agree to compensate, outside advisors to assist with the performance of its duties. The Committee may delegate from time to time to any person, including any individual member of the Committee, or subcommittee, any of the Committee’s responsibilities that lawfully may be delegated.

## **Responsibilities**

In furtherance of the Committee's purposes, the Committee shall:

- (a) review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those corporate goals and objectives and make recommendations to the Board with respect to the CEO's compensation level based on that evaluation;
- (b) recommend to the Board the appointment/termination of the CEO;
- (c) based on compensation adjustments within the approved annual budget or recommendations from the CEO, recommend to the Board the appointment, promotion, termination and compensation of the CEO's direct reports;
- (d) annually review Wi-LAN's development and succession plans including recruitment, training and evaluations;
- (e) review and recommend to the Board the annual corporate compensation plan and guidelines;
- (f) establish and monitor the terms and conditions of stock option, stock purchase or other equity compensation plans (the "Plans") and any related agreements and amendments to the Plans;
- (g) act as the Board committee responsible for overseeing the administration by Wi-LAN management of the Plans, including reviewing, approving and recommending to the Board awards under the Plans;
- (h) recommend to the Board from time to time the amount, determination and payment of remuneration to be paid by Wi-LAN to the members of the Board in light of their time commitment, fees paid by comparable companies and their responsibilities;
- (i) assist the CEO by reviewing major organizational changes and significant new human resources policies/programs or material changes to existing human resource policies and programs;
- (j) review, approve and monitor, on at least an annual basis, compensation and benefits programs;
- (k) ensure that human resources policies are in compliance with applicable laws and regulations;
- (l) review management's recommendations respecting hirings, firings, transfers and promotions of senior officers and related severance packages;
- (m) review and monitor the overall employment environment and consider any other human resources issues as it considers appropriate or as may be referred to it by the Board;
- (n) annually evaluate the Committee's performance as compared to the requirements of this Charter; and
- (o) annually review the Committee's Charter and any other documents used by the Committee in fulfilling its responsibilities.

## **Chairperson**

The Board shall also appoint annually a Chairperson of the Committee from among the Members. The Chairperson's primary role is to ensure that the Committee functions properly, meets its obligations and responsibilities, fulfills its purpose and that its organization and mechanisms are in place and are working effectively. Specifically, the Chairperson shall:

- (a) chair meetings of the Committee;
- (b) in consultation with the Chairperson of the Board, the Members, the CEO, the Chief Financial Officer and the Corporate Secretary, set the agenda for the meetings of the Committee;
- (c) in collaboration with the Chairperson of the Board, the CEO and the Corporate Secretary, ensure that agenda items for all Committee meetings are ready for presentation and that adequate information is distributed to Members in advance of such meetings in order that Members may properly inform themselves on matters to be acted upon;
- (d) assign work to Members;
- (e) act as liaison and maintain communication with the Chairperson of the Board and the Board to optimize and co-ordinate input from directors and to optimize the effectiveness of the Committee; and
- (f) provide leadership to the Committee with respect to its functions as described in the Committee's Charter and as otherwise may be appropriate.