



**POSITION DESCRIPTIONS FOR THE CHAIR OF THE BOARD OF DIRECTORS
AND THE CHAIR OF EACH BOARD COMMITTEE**

A. POSITION DESCRIPTION FOR THE CHAIR OF THE BOARD OF DIRECTORS FUNCTION:

The Chair of the Board of Directors (the “Board”) of DataWind Inc. (“DataWind”) is elected by the Board (the “Chair of the Board”). The primary responsibility of the Chair of the Board is to provide leadership to the Board to enhance Board effectiveness. The Board has ultimate accountability for the supervision of management of DataWind. Critical to meeting this accountability is the relationship between the Board, management, shareholders and other stakeholders. The Chair of the Board, as the presiding member, must oversee that these relationships are effective, efficient and further the best interests of DataWind.

SPECIFIC RESPONSIBILITIES:

In fulfilling his or her responsibility, the Chair of the Board will:

1. oversee the Board’s discharge of its duties assigned to it by law and in any other of DataWind’s governance documents;
2. take steps to foster the Board’s understanding of its responsibilities and boundaries with management;
3. oversee the responsibilities and functions delegated to the committees including, but not limited to, compensation, performance evaluations and internal control systems;
4. review and monitor the policies of DataWind;
5. approve procedures to govern the effective and efficient conduct of the Board’s work;
6. schedule meetings of the Board and work with committee chairs to co-ordinate the schedule of meetings for committees;
7. organise and present agenda for Board meetings based on input from trustees and management;
8. oversee the distribution of information to the Board in a manageable form, sufficiently in advance of the meeting;

9. preside over Board meetings and conduct the meetings in an efficient, effective and focussed manner;
10. help the Board fulfill the goals it sets by assigning specific tasks to members of the Board;
11. together with the respective chairs of the Governance and Compensation Committee and the Nominating Committee, hold individual discussions with the directors of the Governance and Compensation Committee and Nominating Committee, respectively, or the Board so requests;
12. work with the committees appointed by the Board, so that they have a proper structure and appropriate assignments;
13. monitor the committees' work to see that their responsibilities and functions are carried out and results are reported to the Board;
14. oversee the appropriate communication of management strategy, plans and performance to the Board;
15. act as a liaison between the Board and management;
16. communicate with the senior officers of DataWind so that they are aware of concerns of the Board, unitholders and other stakeholders;
17. chair meetings of the unitholders; and
18. carry out other duties as requested by the Board, as needs and circumstances arise.

B. POSITION DESCRIPTION FOR COMMITTEE CHAIRS

To fulfill his or her responsibilities and duties, the chair of each committee shall:

1. facilitate the effective operation and management of, and provide leadership to, the committee;
2. chair meetings of the committee;
3. set the agenda for each meeting of the committee and in otherwise bringing forward for consideration matters within the mandate of the committee;
4. facilitate the committee's interaction with management, the Board and other committees of the Board;
5. act as a resource and mentor for other members of the committee;
6. report to the Board on matters considered by the committee, its activities and compliance with the committee's charter; and

7. perform such other duties and responsibilities as may be delegated to the chair by the committee from time to time.

The Governance and Compensation and the Nominating Committee, respectively, shall review and reassess the adequacy of the position descriptions annually and otherwise as it deems appropriate and recommend changes to the Board.