



## **COMPENSATION COMMITTEE CHARTER**

### **PURPOSE**

The Compensation Committee is a standing committee appointed by the Board of Directors of DataWind Inc. The Committee will assist the Board in discharging the Board's oversight responsibilities relating to the compensation and retention of key senior management employees with the skills and expertise needed to enable DataWind to achieve its goals and strategies at fair and competitive compensation, including appropriate performance incentives. The Committee is responsible for:

- reviewing compensation payable to the Chief Executive Officer of DataWind and other executives;
- reviewing the compensation payable to directors;
- overseeing the administration of compensation plans;
- reviewing executive and director compensation disclosure to be made in the proxy circular prepared in connection with DataWind's annual meeting of shareholders; and
- reviewing Company compensation standards, along with management's annual recommendations, to ensure each are consistent with each other, and currently appropriate.

### **PROCEDURES**

1. **Composition.** The Committee will be comprised of at least three members and a majority of such members will be an "independent" director (as defined from time to time under applicable securities laws, including the requirements or guidelines for compensation committee service under such laws).
2. **Appointment and Replacement of Committee Members.** Any member of the Committee may be removed or replaced at any time by the Board and will automatically cease to be a member of the Committee upon ceasing to be a director.

The Board may fill vacancies on the Committee by appointing another director to the Committee. The Board will fill any vacancy if the membership of the Committee is less than three directors. Whenever there is a vacancy on the Committee, the remaining members may exercise all of the Committee's powers as long as a quorum remains in office. Subject to the foregoing, the members of the Committee will be appointed by the Board annually and each member of the Committee will remain on the Committee until the next annual meeting of shareholders after his or her appointment or until his or her successor will be duly appointed and qualified.

3. **Committee Chair.** The members of the Committee will designate a Chair of the Committee by majority vote of the full Committee. The Chair will be responsible for leadership of the Committee, including preparing the agenda, presiding over the meetings, making committee assignments and reporting to the Board.
4. **Conflicts of Interest.** If a Committee member faces a potential or actual conflict of interest relating to a matter before the Committee, other than matters relating to the compensation of directors, that member will be responsible for alerting the Chair of the Committee. If the Chair faces a potential or actual conflict of interest, he or she will advise the Chair of the Board. If the Chair of the Committee, or the Chair of the Board, as the case may be, concurs that a potential or actual conflict of interest exists, the member faced with such conflict will disclose to the Committee his or her interest and may not participate in consideration of the matter and may not vote on the matter.
5. **Compensation of Committee Members.** The members of the Committee are entitled to receive such remuneration for acting as members of the Committee as the Board may from time to time determine.
6. **Meetings.** The Committee will meet regularly at times necessary to perform the duties described in this Charter in a timely manner, but not less than two times a year. Meetings may be held at any time deemed appropriate by the Committee. The Committee may meet in person and by telephone or electronic means and may act by means of a written resolution signed by all members entitled to vote on the matter.
7. **Calling of Meetings.** Notice of the time and place of every meeting will be given in writing, by any means of transmitted or recorded communication, including electronic means that produces a written copy, to each member of a Committee at least 24 hours prior to the time fixed for such meeting. However, a member may in any manner waive a notice of a meeting. The attendance of a director at a meeting constitutes a waiver of notice of such meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting has not been lawfully called or convened. Whenever practicable, the agenda for the meeting and the meeting materials will be provided to members before each Committee meeting in sufficient time to provide adequate opportunity for their review.
8. **Quorum.** A majority of the members of the Committee constitute quorum.
9. **Chair of Meetings.** If the Chair of the Committee is not present at any meeting of the Committee, one of the other members of the Committee who is present will be chosen by the Committee to preside at the meeting.
10. **Secretary of Meeting.** The Chair of the Committee will designate a person who need not be a member of the Committee to act as secretary or, if the Chair fails to designate such a person, the corporate secretary of DataWind will be secretary of the Committee. The agenda of the Committee meeting will be prepared by the Chair, working with the secretary of the Committee and, whenever reasonably practicable, circulated to each member prior to each meeting.
11. **Minutes.** Minutes of the proceedings of the Committee will be kept in a minute book provided for that purpose. The minutes of the Committee meetings will accurately record the discussions of and decisions made by the Committee, including all recommendations to be made by the Committee to the Board and will be distributed to all Committee members.
12. **Separate Executive Meetings.** The Committee will meet periodically with the Chief Executive Officer and the head of the human resources department to discuss any matters that the

Committee or either of these individuals believes should be discussed privately. However, the Committee will also meet without management present at every regular meeting.

13. **Professional Assistance.** The Committee may retain special legal, accounting, financial or other consultants to advise the Committee at DataWind's expense including sole authority to retain and terminate any executive compensation consulting firm and to approve any such firm's fees and other retention terms.
14. **Reporting to the Board.** The Committee will report through the Chair of the Committee to the Board following meetings of the Committee on matters considered by the Committee, its activities and compliance with this Charter.

## **POWERS**

15. **Access.** The Committee is entitled to full access to all books, records, facilities, and personnel of DataWind and its subsidiaries. The Committee may require such officers, directors and employees of DataWind and its subsidiaries and others as it may see fit from time to time to provide any information about DataWind and its subsidiaries it may deem appropriate and to attend and assist at meetings of the Committee.
16. **Delegation.** The Committee may delegate from time to time to any person or committee of persons any of the Committee's responsibilities that lawfully may be delegated.
17. **Adoption of Policies and Procedures.** The Committee may adopt policies and procedures for carrying out its responsibilities.

## **RESPONSIBILITIES**

### **1. Director Compensation and Protection**

- (a) The Committee will recommend to the Board the terms upon which directors will be compensated. The Committee will recommend terms for the compensation of directors, the Chair of the Board and those acting as committee chairs that adequately reflect the responsibilities they are assuming.
- (b) Subject to applicable law and the articles and by-laws of DataWind, the Committee is responsible for administering all policies and practices of DataWind with respect to the indemnification of directors by DataWind and for approving all payments made pursuant to such policies and practices.

### **2. Compensation of Executives**

- (a) The Committee will annually:
  - (i) review and revise the position description of the Chief Executive Officer and recommend annual performance goals and criteria for the Chief Executive Officer, evaluate the performance of the Chief Executive Officer against such position description and applicable performance goals and criteria and set the Chief Executive Officer's level of compensation based on this evaluation;
  - (ii) review the Chief Executive Officer's evaluation of the performance of the other officers of DataWind appointed by the Board and such other employees or executives of DataWind or any subsidiary of DataWind as may be identified to

the Committee by the Board (collectively, the “**Designated Employees**”) and review the Chief Executive Officer’s recommendations with respect to the amount of compensation to be provided to the Designated Employees; and

- (iii) review, assess the competitiveness and appropriateness of and approve the compensation package of the Chief Executive Officer and each of the Designated Employees. In conducting such review, the Committee will consider:
  - (A) the compensation packages of the Chief Executive Officer and the Designated Employees for the prior year;
  - (B) the Committee’s evaluation of the performance of the Chief Executive Officer and the Chief Executive Officer’s evaluation of the performance of the respective Designated Employees;
  - (C) DataWind’s financial and operating performance, including the absolute and relative shareholder return;
  - (D) whether the compensation package reflects an appropriate balance between short and longer-term incentives and alignment with the interests of shareholders;
  - (E) the competitiveness of the compensation package, including the value of similar incentive awards paid to equivalent officers and positions at comparable companies;
  - (F) the awards given to the Chief Executive Officer and Designated Employees in previous years; and
  - (G) total compensation tally sheets and wealth accumulation analyses.
- (b) The Committee will review and approve any employment contracts with the Chief Executive Officer and the Designated Employees and any material change to the terms of such contracts and will review all arrangements that take effect upon the termination of employment of the Chief Executive Officer and the Designated Employees.
- (c) The Committee will review the composition and use of comparator groups used in assessing compensation payable to DataWind executives.

### 3. **Compensation Policies**

- (a) The Committee will review and recommend to the Board compensation policies and processes and any new incentive compensation and equity compensation plans of DataWind or changes to such plans and in particular, the compensation policies, processes and plans respecting the Chief Executive Officer and the Designated Employees.
- (b) The Committee will administer all incentive plans of DataWind, including approving grants under incentive plans that do not provide for the issuance of securities of DataWind, and making recommendations to the Board for its approval respecting grants under other incentive plans that do provide for the issuance of securities of the company, including recommending who should receive such grants and the terms of those grants, and the overall level of outstanding awards under such plans.

- (c) The Committee will review and approve any performance measures respecting incentive compensation payable to the Designated Employees and make recommendations to the Board on any performance measures respecting incentive compensation payable to the Chief Executive Officer.

4. **Compensation Risks**

- (a) The Committee will periodically review the alignment of DataWind's compensation programs, including incentive compensation programs, with (i) DataWind's strategic plans and risk profile, (ii) desired performance measures, (iii) DataWind's overall performance and (iv) risk management principles, and will consider stress test analyses in connection with such review.
- (b) The Committee may consider requirements respecting executive ownership of DataWind shares and their equivalents and the levels of ownership achieved and policies against monetization of such holdings, and may approve any changes to such requirements.

5. **Compensation Consultant**

- (a) If a compensation consultant is retained to assist the Committee in determining the compensation payable to the Chief Executive Officer and the Designated Employees:
  - (i) the Committee will conduct an annual review of the compensation consultant's independence;
  - (ii) the Committee will approve in advance the terms of engagement and the compensation to be paid by DataWind to the compensation consultant;
  - (iii) any other services to be provided by the compensation consultant to DataWind will be subject to pre-approval by the Committee; and
  - (iv) the Committee will review the disclosure to be made in the proxy circular prepared in connection with DataWind's annual meeting of shareholders respecting the fees paid to the compensation consultant for such assistance as well as the nature of any other work performed by the compensation consultant to DataWind and the fees paid for such other work.

6. **Succession Planning**

- (a) The Committee will periodically review with the Chair of the Board and the Chief Executive Officer the succession plans relating to the position of the Chief Executive Officer and other senior positions and make recommendations to the Board with respect to the selection of individuals to occupy these positions.
- (b) The Committee will review plans in respect of an unexpected incapacitation of the Chief Executive Officer.

7. **Loans to Directors and Senior Officers.** The Committee will review management's policies and practices respecting DataWind's compliance with applicable legal prohibitions, disclosure requirements or other requirements on making or arranging for personal loans to directors and senior officers or amending or extending any such existing personal loans or arrangements.

8. **Human Resource Programs**

- (a) The Committee will review material human resource policies, plans and programs.
- (b) The Committee will consider employee communication practices and management's employee relations programs.

9. **Disclosure Requirements.** The Committee will annually review and approve DataWind's compensation disclosure to be made in the proxy circular prepared in connection with DataWind's annual meeting of shareholders.

10. **General.** The Committee may undertake on behalf of the Board such other compensation initiatives as may be necessary or desirable to contribute to the success of DataWind and enhance shareholder value.

**THIS CHARTER**

11. **Review.** The Committee will review and reassess the adequacy of this Charter periodically and as it deems appropriate and recommend changes to the Board. The performance of the Committee will be evaluated with reference to this Charter annually.

12. **Disclosure.** The Committee will ensure that this Charter is disclosed as deemed necessary and that this Charter or a summary of it that has been approved by the Committee is disclosed in accordance with all applicable securities laws or regulatory requirements.

**Last updated: ●, 2014.**