

**CHARTER OF THE COMPENSATION, NOMINATION AND GOVERNANCE  
COMMITTEE OF THE BOARD OF DIRECTORS OF BLACKBERRY LIMITED  
AS ADOPTED BY THE BOARD ON MARCH 26, 2015**

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**1. AUTHORITY**

The Compensation, Nomination and Governance Committee (the "**Committee**") of the Board of Directors (the "**Board**") of BlackBerry Limited (the "**Corporation**") is established pursuant to Section 5.01 of the Corporation's Amended and Restated Bylaw No. A3 and Section 127 of the Ontario Business Corporations Act. The Committee shall be comprised of three or more directors as determined from time to time by resolution of the Board. Consistent with the appointment of other Board committees, the members of the Committee shall be appointed by the Board at the annual organizational meeting of the Board or at such other time as may be determined by the Board, and shall serve until the earlier of (i) the death of the member; or (ii) the resignation, disqualification or removal of the member from the Committee or from the Board. The Chair of the Committee shall be a member of the Committee designated by the Board, provided that if the Board does not so designate a Chair, the members of the Committee, by majority vote, may designate a Chair. The duties of the Chair are included in Annex A.

The presence in person or by telephone of a majority of the Committee's members shall constitute a quorum for any meeting of the Committee. All actions of the Committee will require the vote of a majority of its members present at a meeting of the Committee at which a quorum is present. Any decision or determination of the Committee reduced to writing and signed by all members of the Committee who would have been entitled to vote on such a decision or determination at a meeting of the Committee shall be fully as effective as if it had been made at a meeting duly called and held.

**2. PURPOSE OF THE COMMITTEE**

The primary purposes of the Committee are to assist the Board in fulfilling its governance/supervisory responsibilities regarding compensation for senior management of the Corporation and to advise the Board on corporate governance in general, including without limitation: (i) activities related to the selection, appointment and compensation of qualified, effective directors; (ii) matters relating to the stewardship role of the Board in respect of the management of the Corporation, including the size, composition and structure of the Board and its committees and their effectiveness; and (iii) such procedures as may be necessary to allow the Board to carry out its activities independent of management.

### **3. COMPOSITION OF THE COMMITTEE**

Each member of the Committee shall be an "independent" director within the meaning of Section 301 of the Sarbanes-Oxley Act of 2002 ("**Sarbanes-Oxley**"), the rules promulgated thereunder by the Securities and Exchange Commission (the "**SEC**"), the rules of the Nasdaq Stock Market ("**Nasdaq**") and National Instrument 58-101 "Disclosure of Corporate Governance Practices" of the securities regulators in Canada (the "**Canadian Regulators**"), and, as such, shall be free from any relationship that may interfere with the exercise of his or her independent judgment as a member of the Committee.

Committee members will represent a diverse background of experience and will include members with experience in some or all of the following areas: technology industry, human resources and executive compensation experience, corporate governance and financial/management experience.

Committee members, if they or the Board deem it appropriate, may enhance their understanding of compensation and governance issues by participating in educational programs conducted by the Corporation or an outside consultant or firm. At least annually, the Committee shall review its performance and the contribution of each of its members. This review will be completed on a confidential basis in conjunction with the annual Board performance review process.

### **4. MEETINGS OF THE COMMITTEE**

The Committee shall meet at least four times annually and as many additional times and at such intervals as it shall determine is necessary to carry out its duties and responsibilities, and may delegate from time to time as it deems appropriate the carrying out of its duties and responsibilities to individual members. The Chair or any member of the Committee may call meetings of the Committee by notifying the Corporate Secretary of the Corporation. Notice of meetings may be done through any efficient communication medium (i.e. email, facsimile, mail, etc.) provided the notification is capable of being received at least twenty-four (24) hours in advance of the meeting. Each member of the Committee shall be responsible for providing up-to-date contact information to the Corporate Secretary to ensure efficient and timely communication. All independent directors may attend Committee meetings, provided that directors who are not members of the Committee shall not be entitled to vote, nor shall their attendance be counted as part of the quorum of the Committee.

The Chair should work with the Corporate Secretary, or any other person acting in that capacity, and management to establish the agendas for Committee meetings. The Committee will have unrestricted access to management and employees of the Corporation in order to carry out its duties and responsibilities. The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary. In order to foster open communications, the Committee shall meet at least annually with management (together or individually) to discuss any matters that the Committee or management or individuals

believe should be discussed privately. No member of management, including the Executive Chair, may be present during voting or deliberations relating to his/her compensation. At its discretion, the Committee shall determine from time to time which members of management may be present during voting or deliberations relating to the compensation of any member of management (including the Executive Chair). The Committee shall hold a portion of each regularly scheduled meeting in camera, without management being present.

Minutes of the Committee will be recorded and maintained by the secretary of the meeting and presented to the Committee at the next Committee meeting for approval. The Corporate Secretary, or his/her designate as approved by the Committee Chair, shall act as secretary for the meetings. For in camera sessions of the Committee without management present, minutes will be recorded and maintained by the Chair of the Committee or his/her designate. Each member of the Board will have access to the minutes of the Committee's meetings, regardless of whether he or she is a member of the Committee, and the Chair shall report to the Board at its next meeting on the activities, findings and recommendations of the Committee following each meeting. Minutes relating to in camera sessions may be provided to Board members with the consent of the Chair.

## **5. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE**

The duties and responsibilities of the Committee relating to the compensation for senior management of the Corporation are set forth in Annex B. The duties and responsibilities of the Committee relating to assisting the Board with director nominations and corporate governance are set forth in Annex C.

The Committee will also conduct such other duties as may be assigned by the Board. With respect to the exercise of its duties and responsibilities, the Committee should:

- (1) exercise the care, diligence and skill that a reasonably prudent person would exercise in gathering and considering all material information;
- (2) remain flexible, so that it may be in a position to best react or respond to changing circumstances or conditions;
- (3) understand and weigh alternative courses of conduct that may be available;
- (4) focus on weighing the benefit versus harm to the Corporation and its shareholders when considering alternative recommendations or courses of action;
- (5) if the Committee deems it appropriate, secure independent expert advice and understand the expert's findings and the basis for such findings, including retaining consultants or others to assist the Committee in fulfilling its duties and responsibilities; and

- (6) provide management with appropriate opportunities to meet privately with the Committee.

Nothing in this Charter is intended, or should be determined, to impose on any member of the Committee a standard of care or diligence that is in any way more onerous or extensive than the standard to which all members of the Board are subject at law. The essence of the Committee's responsibilities is to monitor and review the activities described in this Charter to gain reasonable assurance, but not to ensure, that such activities are being conducted properly and effectively by the Corporation.

## **6. ADVISORS - ACCESS AND FUNDING**

The Committee shall have the sole authority to retain, oversee, compensate and terminate compensation consultants, legal counsel or other advisors to assist the Committee in its activities without consulting with or obtaining the approval of the Board or any officer of the Corporation. The Committee shall meet in camera, without management being present, with such advisors as necessary. The Corporation shall provide for appropriate funding, as determined by the Committee, for payment of any compensation to any outside advisors retained by the Committee. The Committee shall review and assess the performance of its outside advisors at least on an annual basis. The Committee will receive, with such frequency as it deems appropriate, notification from its outside advisors on the non-Committee work performed by such advisors to the Corporation.

The Committee may select, or receive advice from, a compensation consultant, legal counsel or other advisor to the Committee, other than in-house legal counsel, only after taking into consideration all factors relevant to that person's independence (including the following six factors and any other factors specified from time to time in the listing standards of Nasdaq):

- (1) the provision of other services to the Corporation by the person that employs the compensation consultant, legal counsel or other advisor;
- (2) the amount of fees received from the Corporation 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;
- (3) 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;
- (4) any business or personal relationship of the compensation consultant, legal counsel or other advisor with a member of the Committee;

- (5) any shares of the Corporation owned by the compensation consultant, legal counsel or other advisor; and
- (6) any business or personal relationship of the compensation consultant, legal counsel, other advisor or the person employing the adviser with an executive officer of the Corporation.

The Committee may select, or receive advice from, any compensation advisor that it considers appropriate, including an advisor that is not independent, after considering the relevant independence factors.

## **7. REVIEW AND DISCLOSURE OF CHARTER**

The Committee shall review and reassess annually the adequacy of this Charter as required by the applicable rules of Nasdaq, the TSX, the SEC or the Canadian Regulators. The Charter shall be posted on the Corporation's website.

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While the Committee has the duties and responsibilities set forth in this Charter, it is not the responsibility of the Committee to ensure that the Corporation complies with all laws and regulations.

**ANNEX A**  
**(Duties and Responsibilities of the Chair)**

In addition to the duties and responsibilities set out in the Board of Directors Mandate and this Charter, the Chair will:

1. Provide overall leadership to enhance the effectiveness of the Committee, including:
  - a. Recommend and oversee the appropriate structure, composition, membership, and activities delegated to the Committee;
  - b. Chair all meetings of the Committee at which the Chair is in attendance and manage the meeting agenda so that appropriate time and consideration can be given to the agenda items;
  - c. Lead discussions, foster candor among meeting participants and encourage Committee members to ask questions of senior management, its advisors and advisors of the Committee, and express viewpoints during meetings;
  - d. Schedule and set the agenda for Committee meetings with input from other Committee members, the Committee's advisors, the Executive Chair, the Chief Executive Officer, the Corporate Secretary, the Executive Vice-President of Human Resources and other senior management as appropriate and consider, on a proactive basis, emerging matters that should be addressed by the Committee;
  - e. Facilitate the timely, accurate and proper flow of information to and from the Committee and, with input from Committee members, maintain an open dialogue with the Corporate Secretary regarding the timeliness, quantity, quality and completeness of information provided by senior management and advisors to the Committee;
  - f. Arrange for management, internal personnel, external advisors, and others to attend and present at Committee meetings as appropriate;
  - g. Arrange sufficient time during Committee meetings to fully discuss agenda items and, as appropriate, defer matters that require more information or time for discussion to a subsequent meeting;
  - h. In cooperation with the Corporate Secretary, identify, monitor and report back to the Committee on the status of matters requiring action by senior management or the Committee following the meeting with a view to ensuring that matters are acted upon in a timely manner;
  - i. Review draft minutes of Committee meetings prior to their presentation to the Committee for approval and ensure that minutes are reviewed and approved by the Committee in accordance with this Charter;
  - j. Carry out the responsibilities and duties of the Committee, as outlined in this Charter, and
  - k. Review the Committee charter and duties and responsibilities with Committee members at least annually.

2. Foster responsible decision-making by the Committee and its individual members.
3. Provide for in-camera sessions at all scheduled meetings of the Committee without management present and, as appropriate, without the Corporate Secretary present.
4. Following each meeting of the Committee, report to the Board of Directors on the activities, findings and any recommendations of the Committee.
5. Perform such other duties and responsibilities as may be assigned by the Board of Directors.

## ANNEX B

### (Duties and Responsibilities - Compensation)

#### 1. Executive Chair

Section 1 of this Annex B shall apply with respect to any Executive Chair, whether or not the Executive Chair is also the CEO.

- a. Authorities – Together with the Lead Director, the Committee will develop a position description for the Executive Chair, setting out the Executive Chair’s authority and responsibilities;
- b. Compensation – At least annually, the Committee will review, consider, approve (if deemed advisable), and recommend to the Board the compensation package for the Executive Chair, including equity-based compensation grants. The review may include a report on Executive Chair compensation from management and/or an outside advisor. The review will consider the evaluation of the Executive Chair’s performance under section 1(c), below.
- c. Performance goals – At least annually and within the first quarter of each fiscal year, the Committee will review, consider, approve (if deemed advisable), and recommend to the Board the performance goals for the Executive Chair. In the review, the Committee shall consider both financial and non-financial measures, and the Corporation’s short-term and long-term strategies and objectives, as applicable.
- d. Evaluation – At least annually, the Committee shall evaluate the performance of the Executive Chair against the performance goals set at the beginning of the fiscal year and the Executive Chair’s position description. The Committee will consider the overall impact on the shareholders and on the Corporation in its review of his or her performance. The Executive Chair evaluation will be presented to the Board for its review.
- e. Succession planning/Position descriptions – At least annually, the Committee shall review the Executive Chair position description and consider succession planning.

The Executive Chair will not be present during the deliberations or voting relating to his/her authorities, compensation, performance goals, evaluation, or succession planning. The Executive Chair may provide input to the Committee, either in person or by writing, on performance goals, evaluations, and succession planning related to the Executive Chair.

#### 2. Chief Executive Officer (CEO)

Section 2 of this Annex B shall apply with respect to any CEO who is not also the Executive Chair.

- a. Authorities – Together with the Executive Chair and the Lead Director, the Committee will develop a position description for the CEO, setting out the CEO’s authority and responsibilities;



- b. Compensation – At least annually, the Executive Chair or the Committee (in conjunction with the Executive Chair) will review, consider and, if deemed advisable, approve and recommend to the Board the compensation package for the CEO, including equity-based compensation grants. The review may include a report on CEO compensation from management and/or an outside advisor. The review will consider the evaluation of the CEO’s performance under section 2(c), below.
- c. Performance goals – At least annually and within the first quarter of each fiscal year, the Executive Chair or the Committee (in conjunction with the Executive Chair) will review, consider and, if deemed advisable, approve and recommend to the Board the performance goals for the CEO. In the review, the Executive Chair or the Committee, as the case may be, shall consider both financial and non-financial measures, and the Corporation’s short-term and long-term strategies and objectives.
- d. Evaluation – At least annually, the Executive Chair or the Committee (in conjunction with the Executive Chair) shall evaluate the performance of the CEO against the performance goals set at the beginning of the fiscal year and the CEO’s position description. The Executive Chair or the Committee, as the case may be, will consider the overall impact on the shareholders and on the Corporation in its review of his/her performance. Any CEO evaluation will be presented to the Board for its review.
- e. Succession planning/Position descriptions – At least annually, the Committee shall review the CEO position description and consider succession planning.

The CEO will not be present during the deliberations or voting relating to his/her authorities, compensation, performance goals, evaluation, or succession planning. The CEO may provide input to the Executive Chair or the Committee, either in person or by writing, on performance goals, evaluations, and succession planning related to the CEO.

### **3. CEO Senior Management Direct Reports**

- a. Compensation – At least annually, the Executive Chair or the Committee (in conjunction with the Executive Chair) shall review, consider and, if deemed advisable, approve the compensation packages for the direct reports to the CEO. The CEO may provide to the Executive Chair or the Committee his/her recommendations for annual compensation for the direct reports to the CEO and the Executive Chair or the Committee may request a review of their compensation by an external advisor. Any compensation packages for the direct reports to the CEO that are approved by the Executive Chair will be presented to the Committee for its review.
- b. Performance goals – At least annually and within the first quarter of the fiscal year, the Executive Chair or the Committee (in conjunction with the Executive Chair) will review, consider and, if deemed advisable, approve the performance goals for the direct reports to the CEO. In the review, the Executive Chair or the Committee, as the case may be, shall consider both financial and non-financial measures, and the Corporation’s short-term and long-term strategies and objectives. The CEO may provide to the Executive Chair or the Committee his/her recommendations for performance goals for the direct reports to the CEO. Any performance goals for the

direct reports to the CEO that are approved by the Executive Chair will be presented to the Committee for its review.

- c. Succession planning – At least annually, the Committee will review with the CEO, the succession plan for the senior management team.

#### **4. Compensation Policies and Programs**

- a. Compensation principles and policies – At least annually, the Committee in consultation with the Executive Chair and the CEO shall review, consider, and approve (if deemed advisable) the Corporation's compensation philosophy, principles, and policies. The Committee shall oversee the development, any revisions, and implementation of these policies. In its review, the Committee will assess the linkage of the executive compensation philosophy and incentive plans to the Corporation's financial and non-financial performance, support of the Corporation's business strategy and alignment with the Corporation's overall employee compensation philosophy.
- b. Incentive compensation plans – At least annually, the Committee in consultation with the Executive Chair and the CEO shall review, consider, and approve (if deemed advisable) the Corporation's incentive plans impacting Vice-Presidents and above. The Committee will review these plans in relation to the Corporation's compensation principles and policies.
- c. Benefit plans for executives – At least annually, the Committee in consultation with the Executive Chair and the CEO shall review, consider, and approve (if deemed advisable) any new benefit plans or amendments to existing benefit plans impacting Vice-Presidents and above. In addition, the Committee shall be responsible for the oversight of any pension or savings plans on the part of the Board that may be required by the applicable legislation.
- d. New plans and material amendments – The Committee will review, consider, and approve (if deemed advisable) any new compensation plans or material amendments to the existing compensation plans for senior management.

#### **5. Equity-Based Compensation Plans**

At least annually, the Committee in consultation with the Executive Chair and the CEO will review, consider, approve (if deemed advisable), and recommend to the Board any equity-based compensation plans in use by the Corporation. In addition, the Committee will review, consider, and approve (if deemed advisable) management's proposals for grants of equity-based incentives in accordance with the Corporation's then-current Policy on Granting Equity Awards.

## **6. Risk Management and Controls**

The Committee shall at least once a year review, with the Corporation's equity award administrator, internal auditor, Chief Financial Officer and Chief Legal Officer, or any of their respective designates, the administration of the Corporation's equity-based compensation plans, including, but not limited to:

- The internal controls over the issuance of stock options;
- The security of the data and record-keeping system;
- The capturing and reconciliation of transactions;
- The appropriateness and timeliness of the grant approval process; and
- The related risk management controls and procedures.

In addition, the Committee shall at least once a year review, with the Corporation's internal auditor, Chief Financial Officer, and Executive Vice-President of Human Resources, or any of their respective designates, the risk management and controls of the Corporation's other compensation and benefit arrangements.

## **7. Automatic Securities Disposition Plans**

The Committee will review, consider, approve (if deemed advisable) and recommend to the Board any proposed Automatic Securities Disposition Plans and any related changes to the Corporation's Insider Trading Policy.

## **8. Regulatory Compliance and Disclosure**

- a. Regulatory compliance – At least annually, the Committee shall review management's assessment of compliance with the laws and regulations as they pertain to responsibilities under this Charter, report any material findings to the Board and recommend any appropriate changes.
- b. Disclosure – At least annually, review and recommend approval to the Board (if deemed advisable) the disclosure of the Corporation's executive compensation in the annual management information circular.
- c. Sarbanes-Oxley – The Committee shall provide oversight specifically related to compliance with the Sarbanes-Oxley Act of 2002 as required for executive compensation purposes, including but not limited to, the recoupment of incentive and equity compensation payments made to the CEO and the Chief Financial Officer based on accounting results that are restated due to misconduct.

## **9. Share Ownership Guidelines**

The Committee shall establish, and review at least annually, share ownership guidelines for the senior management of the Corporation, as appropriate.

## **10. Employment Agreements**

The Committee will review, consider, and recommend to the Board (if deemed advisable) any proposed executive employment agreement, and any executive severance or similar termination payment, for the Executive Chair.

With respect to any CEO who is not also the Executive Chair, the Executive Chair or the Committee (in conjunction with the Executive Chair) will review, consider and, if deemed advisable, approve and recommend to the Board any proposed executive employment agreement, and any executive severance or similar termination payment, for the CEO.

The Executive Chair or the Committee (in conjunction with the Executive Chair) will review, consider and, if deemed advisable, approve any proposed executive employment agreement, and any executive severance or similar termination payment or payments, for direct reports to the CEO. Any such payment and a summary of any such agreement that is approved by the Executive Chair will be presented to the Committee for its review.

## **ANNEX C**

### **(Duties and Responsibilities – Nominations and Corporate Governance)**

#### **1. Board Nominee Identification**

The Committee shall establish processes for identification, interview and recommendation of suitable nominees for appointment to the Board as additional members or to succeed existing Directors, guided by the following general principles in deciding upon such appointments: (i) the specific skill set required on the Board at a given time taking into account the skill sets of the remaining Board members; (ii) the academic and employment-related qualifications of the individual; (iii) relevant industry experience; (iv) alignment with the philosophies of the Corporation, including a commitment to promote the implementation of the policies adopted by the Corporation; and (v) the diversity of representation on the Board, including the effective transition of new and departing Board members and succession planning. In connection with such processes, the Committee shall from time to time consider the appropriate size of the Board with a view to facilitating effective decision-making.

#### **2. Committee Chair Recommendations**

The Committee shall recommend to the Board a member of each committee to serve as Chair of such committee.

#### **3. Board Independence**

The Committee shall formulate and administer all procedures required to ensure that the Board functions independently of management.

#### **4. Monitoring Effectiveness**

The Committee shall monitor the effectiveness of the relationship between management of the Corporation and the Board and the effectiveness of the operation of the Board, Board committees and individual Directors.

#### **5. Continuing Education**

The Committee shall develop and review Director orientation and continuing education programs for Directors.

#### **6. Director Compensation**

The Committee shall be responsible for reviewing the level and form of compensation of the Corporation's independent directors and Committee Chairs, considering peer practices and the duties and responsibilities of the directors.

## **7. Board Stewardship**

The Committee shall make recommendations to the Board, on an ongoing basis, concerning corporate governance in general and regarding the Board's stewardship role in the management of the Corporation; including the roles and responsibilities of Directors and the recommendation of appropriate policies and procedures to ensure Directors carry out their duties with due diligence and in compliance with all legal requirements. In particular, the Committee will monitor and ensure compliance with any rules, regulations or guidelines promulgated by regulatory authorities relating to corporate governance.

## **8. Committee Structure and Membership**

The Committee shall review the roles and mandates of the Board's committees and any recommendations received from the committees, and recommend appropriate changes. It will also assess and provide recommendations on an annual basis to the Board on the effectiveness of the committees of the Board. The Committee shall consider on a regular basis whether and to what extent the contribution of each of the Corporation's Directors on the Board's committees should be assessed.

## **9. Establish Policies**

The Committee shall review and recommend the adoption of strategic corporate policies such as disclosure policies, insider trading policies, and other relevant policies associated with ensuring an effective system of corporate governance and compliance with applicable laws and regulatory requirements. The Committee shall, in consultation with senior management and the Audit and Risk Management Committee, monitor compliance with and the effectiveness of these policies.