

QUARTERHILL INC.  
LEAD DIRECTOR OF THE BOARD OF DIRECTORS  
POSITION DESCRIPTION

REPORTS TO                      The Lead Director of the Board of Directors (the “Lead Director”) is an independent director of Quarterhill Inc. (“Quarterhill”) who is elected annually as a director by Quarterhill’s shareholders and is subsequently elected Lead Director by Quarterhill’s Board of Directors (the “Board”) if the chairman of the Board (the “Chair”) is a Quarterhill executive officer. The Lead Director serves in this role at the pleasure of the Board.

POSITION SUMMARY            The Lead Director facilitates the functioning of the Board independently from Quarterhill’s management.

RESPONSIBILITIES

1.        The Lead Director shall ensure that the Board functions independently of Quarterhill’s management.
2.        The Lead Director shall be available to the chairman of the Board and Quarterhill’s chief executive officer to provide guidance and advice.
3.        Where the Chair is a Quarterhill executive officer, subject to the responsibilities of the Compensation Committee of the Board, the Lead Director shall manage the ongoing performance management program and the compensation plan for each of the Chair and Quarterhill’s Chief Executive Officer.
4.        The Lead Director shall maintain communication with all members of the Board to ensure that any questions and/or concerns from directors are heard and addressed.
5.        The Lead Director shall be available to shareholders who may have concerns that cannot be addressed through the chairman of the Board or Quarterhill’s management.
6.        The Lead Director shall recommend, if and where necessary, the holding of special meetings of the Board.
7.        The Lead Director shall chair meetings of the independent members of the Board and, in the absence of the Chair, act as chair of meetings of the Board.
8.        The Lead Director shall promote best practices and high standards of corporate governance.
9.        The Lead Director shall perform such other functions as may be reasonably requested by the Board.