



MAXAR TECHNOLOGIES INC.
CORPORATE GOVERNANCE GUIDELINES
(As amended February 19, 2019)

The Board of Directors (the “**Board**”) of Maxar Technologies Inc. (the “**Company**”) has adopted the following Corporate Governance Guidelines (the “**Guidelines**”) to assist the Board in the exercise of its responsibilities and to serve the interests of the Company and its stockholders. These Guidelines should be interpreted in the context of all applicable laws and the Company’s certificate of incorporation, bylaws and other corporate governance documents. These Guidelines acknowledge the leadership exercised by the Board’s standing committees and their chairs and are intended to serve as a flexible framework within which the Board may conduct its business and not as a set of legally binding obligations. The Guidelines are subject to modification from time to time by the Board as the Board may deem appropriate and in the best interests of the Company and its stockholders or as required by applicable laws and regulations.

I. THE BOARD

A. Independence of the Board

Except as otherwise permitted by the applicable New York Stock Exchange (“**NYSE**”) and Toronto Stock Exchange (“**TSX**”) rules, the Board will be comprised of a majority of directors who qualify as independent directors (the “**Independent Directors**”) as required under NYSE and TSX rules.

B. Separate Sessions of Independent Directors

The Independent Directors will meet in executive session without non-Independent Directors or management present on a regularly scheduled basis but no less than twice per year.

C. Selection of Chair of the Board, Non-Executive Chair of the Board and Lead Director

The Board does not require the separation of the offices of the Chair of the Board and the Chief Executive Officer. The Board shall be free to choose its Chair of the Board in any way that it deems best for the Stockholders, the Board and the Company at any given point in time. If the Chair of the Board and CEO offices are combined, then the Board will elect a Lead Director from among the Independent Directors. If the Chair of the Board and CEO offices are not combined, then the Board will elect a Non-Executive Chair from among the Independent Directors. Attachments B and C to these Corporate Governance Guidelines contain the duties and responsibilities of a Non-Executive Chair of the Board (Attachment B) and a Lead Director (Attachment C).

D. Independent Directors

A majority of the members of the Board shall be independent. However, the Board is willing to have non-independent persons, including members of management, as directors. Disclosure of the names of the independent directors will be included in the Company's proxy statement.

The Board shall review annually the relationships that each director has with the Company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company). Following such annual review, only those directors who the Board affirmatively determines have no material relationship with the Company will be considered Independent Directors, subject to additional qualifications prescribed under applicable stock exchange rules and under applicable law. The Board may adopt and disclose categorical standards to assist it in determining director independence. In the event that a director becomes aware of any change in circumstances that may result in such director no longer being considered independent under applicable stock exchange rules or under applicable law, the directors shall promptly inform the Chair of the Governance and Nominating Committee.

E. Director Qualification Standards and Additional Selection Criteria

The Nominating and Corporate Governance Committee, in recommending director candidates, and the Board, in nominating director candidates, will evaluate candidates in accordance with the qualification standards set forth in Attachment A to these Corporate Governance Guidelines. In addition, the Nominating and Corporate Governance Committee and the Board may also consider the additional selection criteria listed in Attachment A.

F. Director Orientation and Continuing Education

Management will provide an orientation process for new directors, including background material on the Company and its business. As appropriate, management will provide opportunities for additional educational sessions for directors on matters relevant to the Company and its business.

G. Service on Other Boards

The Board recognizes that its members benefit from service on the boards of other companies and it encourages such service. The Board also believes, however, that it is critical that directors have the opportunity to dedicate sufficient time to their service on the Company's Board. To that end, a director may not serve on the boards of more than four other public companies, *provided that*, any director who also serves as the chief executive officer of a public company or in an equivalent position should not serve on more than one public company boards in addition to the Company's Board. Prior to accepting any position on the board of directors of any organization, whether for-profit or not-for-profit, current directors should notify the Nominating and Corporate Governance Committee. The Chair of the Nominating and Corporate Governance Committee shall review the proposed board membership to ensure compliance with applicable laws and policies.

Service on other boards and/or committees should be consistent with the Company's conflict of interest policies.

H. Directors Who Resign or Materially Change Their Current Positions With Their Own Company or Become Aware of Circumstances that May Adversely Reflect upon the Director or the Company

When a director, including any director who is currently an officer or employee of the Company, resigns or materially changes his or her position with his or her employer or becomes aware of circumstances that may adversely reflect upon the director or the Company, such director should notify the Nominating and Corporate Governance Committee of such circumstances. The Nominating and Corporate Governance Committee will consider the circumstances, and may in certain cases require that the director submit his or her resignation from the Board if, for example, continuing service on the Board by the individual is not consistent with the criteria deemed necessary for continuing service on the Board.

I. Term Limits

As each director is periodically subject to election by stockholders, the Board does not believe it is in the best interests of the Company to establish term limits at this time. Additionally, such term limits may cause the Company to lose the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company's business and therefore can provide an increasingly significant contribution to the Board.

J. Board Duties and Responsibilities

In accordance with the Company's Certificate of Incorporation and Bylaws, the business and affairs of the Company will be managed by or under the direction of the Board, including through one or more of its committees. Additional responsibilities of the Board include but are not limited to:

- Operating at the highest level of integrity and in accordance with best practices for boards;

- Selecting the Chief Executive Officer;
- Fulfilling fiduciary responsibilities;
- Ensuring the business of the Company is conducted so as to further the long-term interests of its stockholders;
- Engaging in shaping and approving the Company's strategy;
- Evaluating the Chief Executive Officer's performance annually;
- Reviewing succession plan for Company's corporate and executive officers; and
- Providing oversight of those areas which the Board has responsibility

K. Director Duties and Responsibilities

Each director is expected to spend the time and effort necessary to properly discharge his or her responsibilities. These responsibilities include but are not limited to:

- Exercising their business judgment in good faith;
- Acting in what they reasonably believe to be the best interest of all stockholders;
- Becoming and remaining well-informed about the Company's business and operations and general business and economic trends affecting the Company; and
- Ensuring that the business of the Company is conducted so as to further the long-term interests of its stockholders.

L. Compensation

The Board believes that director compensation should fairly pay directors for work required in a business of the Company's size and scope, and that compensation should align directors' interests with the long-term interests of stockholders. The Compensation Committee will review and make recommendations to the Board regarding the cash and equity compensation of the directors. The Company's executive officers do not receive additional compensation for their service as directors.

Except as otherwise permitted by applicable securities laws and the rules of applicable stock exchanges upon which the Company's securities are listed, members of the Audit Committee and Compensation Committee may not directly or indirectly receive any compensation from the Company other than their directors' compensation, including any compensation for service on committees of the Board and the receipt of equity incentive awards.

M. Board Access to Senior Management

The Board will have complete access to Company management in order to ensure that directors can ask any questions and receive all information necessary to perform their duties. Any meetings or contacts that a director wishes to initiate may be arranged through the Chief Executive Officer or the Chair of the Board, or if neither is available or neither is appropriate, directly by the director. To the extent appropriate, if a director contacts a member of management by any means, he/she will notify the Company's Chief Executive Officer.

N. Board Access to Independent Advisors

The Board committees may hire independent advisors as set forth in their applicable charters. The Board as a whole shall have access to any independent advisor retained by the Company, and the Board may hire any independent advisor it considers necessary to discharge its responsibilities.

O. Classified Matters

The Board will delegate authority for oversight of classified matters to those directors (“**Cleared Directors**”) that have been cleared by the appropriate government authorities to review such matters. Cleared Directors shall be responsible for providing unclassified updates to non-Cleared Directors as appropriate.

P. Self-Evaluation

The Nominating and Corporate Governance Committee will oversee an assessment of the Board and its committees every second year. In addition, in the years between the assessments of the Board and its committees, the Nominating and Corporate Governance Committee will oversee an individual and peer performance assessment process.

II. **BOARD MEETINGS**

A. Frequency of Meetings

The Board will meet at least four (4) times annually. In addition, special meetings may be called from time to time as determined by the needs of the business. It is the responsibility of the directors to attend meetings.

B. Director Attendance

A director is expected to spend the time and effort necessary to properly discharge his or her responsibilities. Accordingly, a director is expected to regularly prepare for and attend meetings of the Board and all committees on which the director sits (including separate meetings of the Independent Directors), with the understanding that, on occasion, a director may be unable to attend a meeting. A director who is unable to attend a meeting of the Board or a committee of the Board is expected to notify the Chair of the Board or the Chair of the appropriate committee in advance of such meeting, and, whenever possible, participate in such meeting via teleconference in the case of an in-person meeting.

C. Attendance of Non-Directors

The Board encourages the Chair of the Board or of any committee to invite Company management and outside advisors or consultants from time to time to participate in Board and/or committee meetings to (i) provide insight into items being discussed by the Board which involve the manager, advisor or consultant, (ii) make presentations to the Board on matters which involve the manager, advisor or consultant, and (iii) bring managers with high potential into contact with the Board. Attendance of non-directors at Board meetings is at the discretion of the Board.

D. Advance Receipt of Meeting Materials

Information regarding the topics to be considered at a meeting is essential to the Board's understanding of the business and the preparation of the directors for a productive meeting. To the extent feasible, the meeting agenda and any written materials relating to each Board meeting will be distributed to the directors sufficiently in advance of each meeting to allow for meaningful review of such agenda and materials by the directors. Directors are expected to have reviewed and be prepared to discuss all materials distributed in advance of any meeting.

III. COMMITTEE MATTERS

The Board currently has four (4) standing committees: (i) the Audit Committee, (ii) the Compensation Committee, (iii) the Nominating and Corporate Governance Committee, (iv) the Risk Committee. Each committee will perform its duties as assigned by the Board in compliance with the Company's bylaws and the committee's charter. It is the responsibility of the directors to attend the meetings of the committees on which they serve.

IV. SUCCESSION PLANNING

The Board (or a committee delegated by the Board) will (i) work on a periodic basis with the Chief Executive Officer to evaluate the Company's succession plans upon the Chief Executive Officer's retirement and in the event of an unexpected occurrence, and (ii) periodically review the performance of the Chief Executive Officer.

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Attachment A

Director Qualification Standards and Additional Selection Criteria

Director Qualification Standards:

The Nominating and Corporate Governance Committee, in recommending director candidates for election to the Board, and the Board, in nominating director candidates, will consider candidates who have a high level of personal and professional integrity, strong ethics and values and the ability to make mature business judgments.

Additional Selection Criteria:

In evaluating director candidates, the Nominating and Corporate Governance Committee and the Board may also consider the following criteria as well as any other factor that they deem to be relevant:

- A. The candidate's experience in corporate management, such as serving as an officer or former officer of a publicly held company;
- B. The candidate's experience as a board member of another publicly held company;
- C. The candidate's professional and academic experience relevant to the Company's industry;
- D. The strength of the candidate's leadership skills;
- E. The candidate's experience in finance and accounting and / or executive compensation practices;
- F. Whether the candidate has the time required for preparation, participation and attendance at Board meetings and committee meetings, if applicable;
- G. The candidate's skills, regional and industry experience, background, diversity and other distinctions; and
- H. The candidate's experience within the Department of Defense and/or Intelligence Community and eligibility for higher level (TS/SCI) security clearance

In addition, the Board will consider whether there are potential conflicts of interest with the candidate's other personal and professional pursuits.

The Nominating and Corporate Governance Committee and the Board are committed to actively seeking out highly qualified women and individuals from minority groups to include in the pool from which new Board candidates are chosen. Each individual will be evaluated in the context of the Board as a whole, with the objective of recommending a group that can best perpetuate the success of the Company's business. The Nominating and Corporate Governance

Committee and the Board shall consider the Company's *Board Diversity Policy* in such evaluations.

Attachment B

Duties and Responsibilities - Non-Executive Chair of the Board

Board Effectiveness and Operations:

- Provides leadership to the board;
- Ensures that the Board is effectively structured and operated according to the Company's Certificate of Incorporation, Bylaws, Corporate Governance Guidelines, and applicable laws;
- Ensures that the Board committees are operated pursuant to the Company's Bylaws and Corporate Governance Guidelines, as well as the committees' respective charters;
- Takes steps to foster the Board's understanding of its responsibilities and boundaries with management;
- Presides over meetings of the Board of Directors;
- Schedules meetings of the full board and works with committee chairs to coordinate the schedules of meetings for committees in coordination with the Chief Executive Officer;
- Organizes and presents the agenda for regular and special board meetings in coordination with the Chief Executive Officer and with input from the independent board directors;
- Ensures board pre-read materials are appropriate to matters being considered by the Board and are received by directors with adequate time to prepare for Board meeting discussions;
- Ensures that the Board is reviewing and monitoring the Company's long-term business plan, strategies and policies and the achievement of its objectives;
- Helps the Board fulfill the goals it sets by assigning specific tasks to members of the Board as necessary;
- Coordinates and communicates regularly with the Chief Executive Officer;
- Coordinates with independent directors to address the concerns of the independent directors;
- Conveys the consensus views of the independent directors to the Chief Executive Officer; and
- Works with the Governance and Nomination Committee in recommending for the Board's approval: (1) Board composition and succession planning and (2) the appointment of committee chairs and directors to committees.

Board Member Effectiveness:

- Coordinates and communicates with and solicits opinions of all directors during and

between Board meetings;

- Ensures all directors are actively engaged in and contribute to executing the Board's responsibilities;
- Oversees the implementation of measures stemming from Board, committee and individual director annual evaluations; and
- Oversees new Board member assimilation.

Stockholder Interface:

- Presides over stockholder meetings (unless the Chief Executive Officer has been otherwise designated by Board resolution to preside over a particular meeting); and
- Maintains relationships, communicates and meets with key stockholders and stockholder interest groups as appropriate and in coordination with the Chief Executive Officer.

Other:

- Other matters as deemed appropriate by the Board.

Attachment C

Duties and Responsibilities - Lead Independent Director

- Presides over meetings of the Board at which the Chair of the Board/CEO is not present;
- Provides input from the Independent Directors to the Chair of the Board/CEO on the scheduling of and the agenda for regular and special Board meetings;
- Coordinates the activities of the Independent Directors and serves as a liaison between the Independent Directors, as a group, and the Chair of the Board/CEO;
- Calls, sets the agenda for and presides over meetings of Independent Directors;
- Conveys feedback from the meetings of Independent Directors to the Chair of the Board/CEO;
- Coordinates with Independent Directors to address the concerns of the Independent Directors;
- Assists the Chair of the Board/CEO in the assimilation of new Board directors;
- Leads, with the Chair of the Nominating and Corporate Governance Committee, discussion of the Board regarding the annual evaluation of the effectiveness of Board processes;
- Leads, with the Chair of the Compensation Committee, Board review and discussion of the Chief Executive Officer's performance;
- Provides feedback to individual directors following their periodic evaluation by the Nominating and Corporate Governance Committee (except for feedback on the evaluation of the Lead Director, which will be provided by the Chair of the Nominating and Corporate Governance Committee); and
- Other matters as deemed appropriate by the Board.