

Wi-LAN Inc.  
Board of Directors – Majority Voting Policy  
Implemented – March 5, 2013

The Board of Directors (the “Board”) of Wi-LAN Inc. (“WiLAN”) believes that each Director should have the confidence and support of the holders (the “Shareholders”) of WiLAN’s common shares (“Common Shares”). To this end, the Board has unanimously adopted this Policy and future nominees for election to the Board will be required to confirm that they will abide by this Policy.

Consistent with WiLAN’s current practice, all members of the Board must be elected or re-elected annually. Forms of proxy for the election of Directors will permit Shareholders to vote in favour of, or to withhold from voting, separately for each Director nominee. The Chairman of the Board will ensure that the number of Common Shares voted in favour or withheld from voting for each Director nominee is recorded and promptly made public after the meeting at which the vote is held. If the vote was by a show of hands, WiLAN will disclose the number of Common Shares voted by proxy in favour or withheld for each Director.

If a Director nominee has more votes withheld than are voted in favour of him or her, the nominee will be considered by the Board not to have received the support of the Shareholders, even though duly elected as a matter of corporate law. Such a nominee will be expected to forthwith submit his or her resignation to the Board, effective on acceptance by the Board. The Board will refer the resignation to the Board’s Governance and Nominating Committee for consideration.

The Board will promptly accept the resignation unless the Governance and Nominating Committee determines that there are extraordinary circumstances relating to the composition of the Board or the voting results that should delay the acceptance of the resignation or justify rejecting it. In any event, it is expected that the resignation will be accepted (or in rare cases rejected) within 90 days of the meeting at which the vote is held.

Subject to any corporate law restrictions, the Board may (1) leave a vacancy in the Board unfilled until the next annual meeting of Shareholders, (2) fill the vacancy by appointing a new Director whom the Board considers to merit the confidence of Shareholders or (3) call a special meeting of Shareholders to consider new nominees to fill the vacant position(s).

This Policy does not apply where an election involves a proxy battle (i.e. where proxy material is circulated in support of one or more nominees who are not part of the Director nominees supported by the Board).