

QUARTERHILL INC.
ENVIRONMENTAL, SOCIAL & GOVERNANCE AND NOMINATING COMMITTEE CHARTER

1. Establishment and Purpose

- (a) The Board of Directors (the "**Board**") of Quarterhill Inc. ("**Quarterhill**") has established a combined Environmental, Social & Governance and Nominating Committee (the "**Committee**").
- (b) The Committee considers and makes recommendations on certain environmental, social and governance ("**ESG**") matters for Quarterhill and its subsidiaries (collectively, the "**QH Group**") by (1) overseeing and assessing the functioning of the Board and its committees (2) developing, implementing and assessing effective corporate governance processes and practices generally and (3) developing, implementing and assessing effective processes and practices specifically relating to material ESG matters affecting the QH Group from time to time (collectively, "**ESG Matters**").
- (c) The Committee assists in (1) identifying and recommending candidates qualified to be Board members, (2) making recommendations on the composition of the Board and its committees, and (3) Board, committee and individual director assessments (collectively, "**Nominating Matters**").
- (d) The Committee makes recommendations in respect of the overall governance of the QH Group in general and the Board in particular and as further described in this Charter (collectively, "**Corporate Matters**").

2. Composition and Membership

- (a) The Committee will consist of not fewer than two directors (the "**Members**"). The Members will be appointed for one-year terms or such other terms as the Board may determine and will serve until a successor is duly appointed by the Board or until the Member's earlier death, resignation, disqualification or removal. A Member will cease to be a Member upon ceasing to be a member of the Board. The Board may remove any Member from the Committee at any time with or without cause. The Board will fill Committee vacancies by appointing a member of the Board. If a vacancy on the Committee exists, the remaining Members will exercise all of the Committee's powers so long as a quorum exists.
- (b) Unless the Board otherwise determines, all Members will be "independent" in accordance with National Policy 58-201 – *Corporate Governance Guidelines* ("**NP 58-201**").
- (c) The Board may appoint a chair of the Committee (the "**Chair**") from the Members. Subject to Section 2(a), the Board may determine the Chair's term of office.

3. Structure and Reporting

- (a) The Committee will meet as it deems necessary. The presence in person, virtually, or by telephone of a majority of the Committee's members will constitute quorum for any meeting of the Committee. Any Board member who is not otherwise a Committee

member may attend a meeting of the Committee as an observer.

- (b) Minutes will be kept of all meetings of the Committee and will be signed by the Chair and the secretary of the meeting. The Chair will make the minutes of the meetings of the Committee available to all members of the Board. In addition, the Committee will report to the Board on all of its proceedings, deliberations, decisions and recommendations of the Committee, at such times and in such manner as the Board may require or, if the Board permits, as the Committee may, in its discretion, consider advisable.
- (c) The Committee will be governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), resolutions in writing in lieu of a meeting, notice, waiver of notice and voting requirements as are applicable to the Board.

4. Authority

- (a) The Committee will have full access to all QH Group books, records, facilities and personnel. The Committee may require such QH Group officers, directors and employees as it may see fit, from time to time, to provide any information about QH Group as it may deem appropriate to request, and to attend and assist at meetings of the Committee. The Committee may adopt policies and procedures for carrying out its responsibilities.
- (b) The Committee may, at Quarterhill's expense and with prior approval of the Board, appoint, retain or obtain the advice of, and agree to compensate, outside advisors to assist with the performance of its responsibilities under this Charter, including without limitation, director or executive search firms, independent legal counsel or other outside advisors.
- (c) The Committee may delegate from time to time to any person, including any individual Member or subcommittee of Members, any of the Committee's responsibilities that may lawfully be so delegated.

5. Responsibilities

ESG Matters

- (a) The Committee will:
 - (i) review the QH Group's general strategy and direction with respect to ESG Matters including the identification, assessment and prioritization of ESG Matters from time to time, and consider and recommend to the Board and Quarterhill management policies, practices, approaches and disclosures that align with the strategy;
 - (ii) monitor applicable outside regulations, developments, trends and best practices relating to ESG Matters, keep the Board sufficiently informed of such matters and recommend related actions (including amendments to any policies, practices, approaches and disclosures relating to ESG Matters or any

ESG-related shareholder proposals) to the Board as appropriate;

- (iii) review, monitor and report to the Board on actions and initiatives undertaken by the QH Group to prevent, mitigate and manage risks related to ESG Matters which may have the potential to adversely impact the QH Group's business, operations, performance or reputation or are otherwise pertinent to the QH Group and its stakeholders;
- (iv) review, monitor and report to the Board on the findings of any significant examination or audit by regulatory agencies or external auditors concerning ESG Matters and review the audit scope and approach of any external auditors related to ESG Matters; and
- (v) review, and recommend to the Board changes on, all required disclosures relating to ESG Matters, including disclosures in Quarterhill's annual management information circular and annual information form.

Nominating Matters

- (b) The Committee will:
 - (i) in light of the provisions of this Charter, any board diversity policy adopted by the Board, applicable law and other relevant market and business considerations, develop and recommend to the Board for its consideration and approval, the criteria deemed necessary or advisable to identify and select prospective Board candidates including any prospective candidates proposed by Quarterhill shareholders;
 - (ii) develop a recommended succession plan for the Board and, in particular and in light of the provisions of this Charter and any board diversity policy adopted by the Board, identify individuals qualified to become new Board and/or committee members, taking into consideration the competencies and skills that each such candidate will bring to the Board or committee and whether or not each new candidate can devote sufficient time and resources to their duties as a Board member, and make recommendations to the Board for appropriate candidates;
 - (iii) make recommendations to the Board on Board size and on establishing criteria for retirement from the Board;
 - (iv) consider the performance of individual members of the Board to determine whether to recommend they be nominated for re-election at each annual meeting of Quarterhill's shareholders;
 - (v) at least annually ensure that a majority of the members of the Board are "independent" (as such term is defined in NP 58-201 and applicable stock exchange rules);
 - (vi) monitor any actual or perceived malfeasance by members of the Board;

- (vii) make recommendations to the Board with respect to the appointment of the Chairperson of the Board and, if deemed advisable, an independent Lead Director;
- (viii) facilitate effective and comprehensive orientation opportunities for new Board members, and continuing education opportunities for existing Board members, with a goal to enhancing their skills and abilities as directors of Quarterhill and to strengthen their knowledge and understanding of Quarterhill's business;
- (ix) develop a review process for periodic assessment of the effectiveness of each member of the Board, of the Board as a whole, and of each Board committee, and co-ordinate, supervise and assess that process and report all results to the Board;
- (x) consider resignations by any director or candidate for director submitted pursuant to the Board's Majority Voting Policy, and make a recommendation to the Board as to whether or not to accept any such resignation;
- (xi) review all required Board nomination and candidate disclosures, including disclosures in Quarterhill's annual management information circular;
- (xii) take such other ancillary actions regarding the composition of the Board and its committees that the Committee or the Board will reasonably deem to be appropriate and in the best interests of Quarterhill or as will otherwise be required by applicable laws, regulations and policies and/or the rules of the Toronto Stock Exchange.

Corporate Matters

- (c) The Committee will:
 - (i) make recommendations to the Board concerning general corporate governance matters, including the roles and responsibilities of directors and the recommendation of appropriate policies and procedures to facilitate directors carrying out their duties;
 - (ii) make recommendations to the Board on advisable corporate governance policies, procedures and systems, and monitor compliance with such matters;
 - (iii) annually monitor, review and make recommendations on any Quarterhill policies regarding confidentiality and disclosure;
 - (iv) monitor outside corporate governance regulations, developments, trends and best practices, keep the Board sufficiently informed of such matters and recommend related actions (including amendments to any corporate governance documents and/or policies) to the Board as appropriate;
 - (v) periodically review and recommend updates to the Board on Quarterhill's Code of Business Conduct and Ethics (the "**Code**"), and monitor compliance with the Code, investigate any alleged breach of the Code, and take

appropriate steps to enforce the provisions of the Code;

- (vi) review and recommend to the Board for approval all required corporate governance disclosures, including disclosures in Quarterhill's annual management information circular;
- (vii) annually review this Charter and any other documents relied upon by the Committee in fulfilling its responsibilities together with their adequacy in respect of such responsibilities;
- (viii) on an annual basis, review the position descriptions of the Chairperson of the Board, the Lead Director (if any), and of Quarterhill's Chief Executive Officer, and recommend any appropriate changes to the Board; and
- (ix) take such other ancillary actions regarding Quarterhill's corporate governance that the Committee or the Board will reasonably deem to be appropriate and in the best interests of Quarterhill or as will otherwise be required by applicable laws, regulations and policies and/or the rules of the Toronto Stock Exchange.

6. Chairperson

The Chair's role is to ensure the Committee functions properly, meets its obligations and responsibilities, fulfils its purpose and is working effectively. Specifically, the Chair will:

- (a) chair meetings of the Committee;
- (b) together with the Chairperson of the Board, Quarterhill's Chief Executive Officer and such other Quarterhill executives as deemed necessary, set the agenda for meetings of the Committee and ensure that adequate information is distributed to Members in advance of such meetings in order that Members may properly inform themselves on matters to be acted upon
- (c) assign work to Members;
- (d) act as liaison and maintain communications with the Board and its Chairperson to optimize and co-ordinate input from directors and to optimize the effectiveness of the Committee; and
- (e) provide leadership to the Committee with respect to its functions as set out in this Charter and as may otherwise be appropriate.