

MANDATE OF THE BOARD OF DIRECTORS OF RESEARCH IN MOTION LIMITED

The Board of Directors (the “**Board**”) of Research In Motion Limited (the “**Corporation**”) is responsible for supervising the management of the Corporation’s business and affairs. The Board makes major policy decisions, delegates to management the authority and responsibility for the day-to-day affairs of the Corporation and reviews management’s performance and effectiveness on an ongoing basis.

From time to time, the Board may delegate certain duties and responsibilities to committees comprised of its member directors (“**Directors**”). The Board has formed four standing committees, an Audit & Risk Management Committee, Compensation, Nomination & Governance Committee, Strategic Planning Committee and Innovation Committee, to perform certain delegated duties and responsibilities in accordance with their respective charters. From time to time, the Board may also establish special committees to review and make recommendations on specific matters. Any delegation to a standing or special committee does not relieve the Board of its overall responsibilities.

The Board may engage the services of independent advisors to assist the Board in fulfilling its duties and responsibilities. Committees of the Board also may engage the services of independent advisors in accordance with their respective charters.

1. RESPONSIBILITIES OF THE BOARD

In its supervision and management of the Corporation’s business and affairs, the Board has the following responsibilities:

- 1) promoting a culture of integrity throughout the organization;
- 2) overseeing and approving the Corporation’s strategic initiatives and the implementation of such initiatives;
- 3) assessing the principal business risks of the Corporation;
- 4) overseeing the Company’s compliance activities, including in the areas of legal/regulatory compliance and corporate policies within the purview of the Board;
- 5) reviewing the Corporation’s organizational structure and succession planning;
- 6) monitoring the Chief Executive Officer’s performance (including his or her monitoring of other senior management), approving his or her compensation and reviewing the Corporation’s overall compensation policy for senior executives;
- 7) adopting and monitoring a disclosure policy for the Corporation;
- 8) monitoring the integrity of internal control and management information systems; and
- 9) developing the Corporation’s approach to corporate governance.

2. BOARD CHAIR AND RESPONSIBILITIES

The Directors will elect one of the Directors to be the Board Chair. The Chair will be “independent” within the meaning of applicable securities laws and stock exchange rules. The Chair will facilitate the effective functioning of the Board independently of management of the Corporation and will provide independent leadership to the Board. The responsibilities of the Chair will include, among other things, the following:

- 1) Assume primary responsibility for the independent and effective operation of the Board while maintaining a close working relationship with senior management of the Corporation;
- 2) Act as liaison between the Board and the Chief Executive Officer;
- 3) In consultation with the Chief Executive Officer, take appropriate steps to foster an effective relationship between senior management personnel and the Board;
- 4) Lead the Board in monitoring and influencing strategic management;
- 5) Ensure that the responsibilities of the Board are well understood by both the Board and management of the Corporation and the boundaries between the Board and management of the Corporation are clearly understood and respected;
- 6) Together with the other members of the Board, develop and maintain appropriate processes for the evaluation of the Chief Executive Officer and other senior management;
- 7) Lead and oversee compliance with the governance policies of the Board;

- 8) Ensure that the independent Directors have the opportunity, at each quarterly scheduled meeting, to meet without management personnel and non-independent Directors present;
- 9) Together with the other members of the Board, develop and maintain procedures to regularly assess the effectiveness of the Board, its committees and individual Directors, and ensure that the Board has sufficient resources to conduct its business independently in accordance with the principles set out in this Mandate and applicable law;
- 10) Consult with the Board, the Chief Executive Officer and the Corporate Secretary to set board agendas that are based on the responsibilities of the Board and reflect current priorities and require that materials and any information sent to the Board are appropriate and timely;
- 11) Oversee and facilitate the proper flow of information to the Board from Management;
- 12) Convene and chair meetings of the Board and sessions of the Board consisting exclusively of independent directors in a manner that facilitates debate and encourages Director participation;
- 13) Attend committee meetings as appropriate;
- 14) Communicate with Directors between meetings as appropriate;
- 15) Be available for consultation and direct communication with shareholders and other stakeholders, as considered appropriate;
- 16) Chair annual and special meetings of the shareholders of the Corporation; and
- 17) Perform such other duties and responsibilities as may be determined by the Board from time to time.

In the event of a temporary absence of the Chair, one of the independent Chairs of a Board standing committee, as determined by a majority of the independent Directors, will perform the responsibilities of the Chair.

3. VICE-CHAIR AND RESPONSIBILITIES

The Corporation has one Vice-Chair who is not an officer or employee of the Corporation. In addition to the Vice-Chair's other responsibilities as a Director of the Corporation as described in Section 4 below, the Vice-Chair will provide strategic counsel and advice to the Chief Executive Officer as may be determined from time to time by the Board and the Vice-Chair taking into consideration, among other things, the scope and nature of counsel/advice requested by the Chief Executive Officer from time to time.

4. INDIVIDUAL MEMBER RESPONSIBILITIES

In order to facilitate the Board fulfilling its role, each Director of the Board will:

- 1) ***Time and Attention:*** Attend, to the best of their ability, all Board and committee meetings, review materials in advance of those meetings and take an active part in Board discussions.
- 2) ***Best Practices:*** Strive to perform his or her duties in keeping with current and emerging corporate governance practices for directors of publicly traded corporations and the policies of the Corporation.
- 3) ***Continuing Education:*** Seek to participate in at least one director education program every twenty-four (24) months to remain current in, or expand upon, areas relevant to the duties of the Director on the Board. The frequency of Director education should be reviewed from time to time to address changing standards in good corporate governance relating to continuing director education.
- 4) ***Change of Employment Notification:*** Promptly notify the Board of any change in the Director's employer or employment status to ensure that the impact on the Board, if any, and its ability to fulfill its role, can be evaluated by the Board.
- 5) ***Limit on Board Service:*** Refrain from serving concurrently on more than six (6) public company boards of directors, without the prior consideration and approval of the Board.
- 6) ***Conflicts of Interest:*** Advise the Board of any conflicts, or potential conflicts, of interest in accordance with the Corporation's Code of Business Standards and Principles.

5. METHOD OF OPERATION OF THE BOARD

- 1) Meetings of the Board are held at least quarterly and as otherwise required.
- 2) Independent Directors meet regularly without management of the Corporation and other non-independent Directors present.

6. CONTACTING THE BOARD

Members of the Board can be contacted through the Corporate Secretary of the Corporation who may be contacted through the Corporation's head office at:

295 Phillip Street
Waterloo, Ontario
Canada N2L 3W8
Tel: (519) 888-7465

7. ANNUAL REVIEW OF BOARD MANDATE

This Mandate of the Board will be reviewed annually and updated as the Board deems appropriate.