

MAXAR TECHNOLOGIES LTD.
TERMS OF REFERENCE
GOVERNANCE AND NOMINATING COMMITTEE

1. PURPOSE

The purpose of the Governance and Nominating Committee (the “Committee”) under the powers delegated to it by the Board of Directors (the “Board”), is to provide a focus on corporate governance that will enhance corporate performance and to ensure on behalf of the Board and shareholders of Maxar Technologies Ltd. (the “Company”) that the Company’s corporate governance system is effective. The Committee’s responsibilities include a duty to assess and make recommendations regarding Board effectiveness and to establish a process for identifying, recruiting, appointing, re-appointing and providing ongoing development for directors.

“Corporate governance” means the process and structure used to supervise the business and affairs of the Company with the objective of enhancing shareholder value, including ensuring the financial viability of the business. The process and structure will define the division of authority and responsibilities and establish mechanisms for achieving accountability by the board and management. The direction and management of the business will also take into account the impact of decisions on other stakeholders such as employees, customers, suppliers and communities.

The two primary areas of the Committee responsibilities include the director nominating process and corporate governance.

2. MEMBERSHIP

The Committee shall consist of a minimum of three directors, including the Chair of the Committee, all of whom are independent directors, as defined in accordance with applicable securities laws and standards of stock exchange(s) on which the Company’s securities are listed.

Committee members shall possess such skills and experience as determined to be appropriate and necessary by the Committee, in conjunction with the Committee and Chair of the Board.

The Committee Chair along with other members of the Committee, shall be appointed annually at the first meeting of the Board following the Annual General Meeting to hold office until the next Annual General Meeting.

A casual vacancy may be filled or any additional member of the Committee may be appointed at any time by the Board, such appointee to hold office until the next Annual General Meeting. A member may be removed from the Committee by the Board at any time.

The Committee may delegate any of its duties or responsibilities to an individual Committee member or subcommittee, who shall regularly report on the delegated assignment to the full Committee.

The Committee may engage and terminate outside advisors, at the expense of the Company, to provide advice with respect to a corporate decision or action.

3. MEETINGS

The Committee shall meet at least semi-annually or more frequently as circumstances dictate. Any member of the Committee may call meetings.

The following provides additional guidance with respect to meetings of the Committee:

- (a) A Chairman shall be elected from among the members of the Committee.
- (b) A quorum of a meeting of the Committee shall consist of a simple majority of the members of the Committee.
- (c) The Committee may meet by telephone or videoconference and may take action by unanimous written consent with respect to matters that may be acted upon without a formal meeting.
- (d) The Committee shall appoint a Secretary to the Committee who shall record the proceedings of the meetings and maintain minutes of meetings and activities of the Committee to be reported to the Board following the meetings of the Committee.
- (e) The Committee may request the presence at any meeting, of representatives from senior management, legal counsel, external consultants, or anyone who they feel could contribute to the subject of the meeting.
- (f) The Committee will regularly meet *in camera*.
- (g) The Chair shall, in consultation with management, establish the agenda for the meetings and ensure the properly prepared agenda materials are circulated to members with sufficient time for review prior to the meeting.
- (h) The Committee shall report after each meeting to the Board on significant results of the review of their responsibilities.

4. CHAIR OF THE COMMITTEE

The Chair of the Committee shall:

- (a) call and conduct the meetings of the Committee;
- (b) be entitled to vote to resolve any ties;
- (c) prepare and forward to members of the Committee the agenda for each meeting of the Committee, and include, in the agenda, any items proposed for inclusion in the agenda by any member of the Committee;
- (d) appoint a secretary to take minutes of the meetings of the Committee; and
- (e) act in a manner that the Committee meetings are conducted in an efficient, effective and focused manner.

5. DUTIES AND RESPONSIBILITIES

Except as specifically authorized by the Board, the Committee shall perform the following functions:

Director Selection, Education, Evaluation and Criteria

- (a) Develop for Board approval, and annually update, a long-term plan for the Board composition that takes into consideration the current strengths, personalities, skills and experience on the Board, retirement dates and the strategic direction of the Company.
- (b) Develop recommendations regarding the essential and desired criteria, experiences and skills for potential new directors, taking into consideration the Board's short-term needs and long-term succession plans.
- (c) As required, review and recommend candidates for appointment to the office of Chair of the Board.
- (d) As required, recommend to the Board, (i) the members of any Board committee, the rotation of directors with respect thereto and candidates to fill any committee vacancies; and (ii) any candidates to fill any Board vacancy.
- (e) Examine the composition of the Board to determine the impact of the number of directors upon the effectiveness of the Board and recommend, if and where appropriate, a program to change the number of directors to a number which facilitates more effective decision-making.
- (f) Annually, together with the chairs of other Board committees, review the scope, duties and responsibilities of those Committees and where advisable, any amendments thereto, as well as the establishment or disbanding of Board committees and changes to their composition, including the chairs thereof.
- (g) Develop and ensure the implementation of orientation processes for new directors that assists them to fully understand the role of the Board and its committees, the contribution individual directors are expected to make and the nature and operation of the Company's business.
- (h) Develop and ensure the implementation of on-going programs that assist existing directors to maintain or enhance their skills and abilities as directors of the Company, and their knowledge and understanding of the Company's business.
- (i) In conjunction with the Chair of the Board, on a periodic basis as determined by the Committee, conduct an evaluation of the performance of individual directors, the Chair of the Board, the Board as a whole and the committees, including its own performance.
- (j) Review, and approve for payment by the Company where determined appropriate, requests from individual directors for the engagement of an outside expert or advisor to assist an individual director in overseeing his or her responsibilities.
- (k) Review the adequacy and form of compensation of directors, and make compensation recommendations to the Board that realistically reflect the responsibilities and risks involved in being an effective director.

- (l) Consider the concerns of individual directors about matters that are not readily or easily discussed at full board meetings, thereby ensuring the Board can operate independently of management and effectively as a group.
- (m) Establish and review as required, a succession plan for the Chair of the Board and the chair of each committee.
- (n) Oversee the Majority Voting Policy of the Company and make recommendations to the Board as a result of any shareholder votes related thereto, and make recommendations to the Board on any amendments thereto.

Corporate Governance

- (a) Develop for Board approval, and review from time to time, the Company's approach to corporate governance, including developing a set of governance principles and guidelines that are specifically applicable to the Company.
- (b) Develop a written code of business conduct and ethics ("Code") applicable to directors, officers and employees, for Board approval and monitor compliance with the Code including recommendations to the Board regarding any waivers of directors or officers of the Code.
- (c) Review and recommend to the Board, periodically, the disclosure and communications policy of the Company and the rules for the trading of securities by insiders of the Company, including appropriate annual disclosure of the Company's approach to corporate governance and measures for receiving feedback from shareholders.
- (d) Review corporate governance disclosure documents being published by the Company and recommend to the Board for approval.
- (e) At the request of the Chair of the Board or the Board, undertake such other corporate governance initiatives as may be necessary or desirable to contribute to the success of the Company.
- (f) The Committee shall receive from management, periodic reports on corporate governance developments relevant to the Company and report to the Board.

Other Matters

- (g) Review procedures for dealing with shareholder proposals received by the Company and as required, assess the merits of any such proposals and develop and recommend the Company's response.
- (h) As required, report to the Board on the necessity or advisability of appointing an independent committee to evaluate and confirm to the Board the fairness of any material transaction involving the Company and a significant shareholder.
- (i) Review the by-laws of the Company and recommend to the Board any changes.
- (j) Review periodically, directors' and officer's third party liability insurance coverage.

- (k) Review and recommend to the Board at least every two years, any changes to the delegation of authority framework between the Board and senior management.
- (l) Approve, annually, the Company's charitable and political contribution policies, budget and practices.
- (m) Approve annually, the Company's policies with respect to public policy and external relations matters.
- (n) Monitor legislation affecting the duties, responsibilities and potential liability of directors
- (o) Perform a review and evaluation annually, of the performance of the Committee and its members, including a review of the compliance of the Committee with this Charter. In addition, the Committee shall evaluate, annually, the adequacy of this Charter and recommend any proposed changes to the Board.

The Committee shall also have such other duties and responsibilities as are delegated to it and review such other matters as are from time to time referred to it by the Board.

6. ACCOUNTABILITY

The Committee shall report to the Board at its next scheduled Meeting the deliberations and recommendations of the Committee since its previous report to the Board. The Secretary shall ensure that the minutes of each committee meeting are prepared in a timely fashion.