

**DATA COMMUNICATIONS MANAGEMENT CORP.**  
**formerly DATA GROUP LTD.**

**BOARD OF DIRECTORS**

**CHARTER**

WHEREAS the board of directors (the “**Board**”) of DATA Group Ltd. (the “**Corporation**”) has determined that it would be appropriate for the Board to adopt a written mandate in the form of a charter (“**Charter**”) describing its responsibilities and duties in relation to oversight of the business and affairs of the Corporation and committees of the Board;

AND WHEREAS the Board is appointed by and represents the shareholders of the Corporation and is obligated to act in the best interests of the Corporation;

A. PROCEDURAL MATTERS

1. Members of the Board will serve at the pleasure of the shareholders of the Corporation and the shareholders of the Corporation will elect the Board annually.
2. The Board may appoint such committees from time to time as it considers appropriate in compliance with applicable laws to act on behalf of the Board or make recommendations to the Board with respect to matters to be decided by the Board. If such committees are intended as permanent committees, they will have a charter that defines their responsibilities in relation to the Board and the extent of delegated powers to such committees. The functions of the Board, subject to applicable laws, may be delegated to its committees except where provided otherwise herein.
3. At least a majority in number of the directors will be independent. The Corporate Governance and Compensation Committees of the Board will make recommendations from time to time to the Board as to an appropriate determination of what constitutes an independent director and the Board will annually determine the independent status of each director.
4. The Board will choose a director annually to act as Chair of the Board (the “**Chair**”) who will qualify as an independent director. The Board will provide the Chair with a written mandate.
5. Members of the Board will be entitled to receive such remuneration for acting as members of the Board as may be determined from time to time by the Board on the recommendations of the Corporate Governance Committee of the Board.
6. The Board will, from time to time, evaluate its effectiveness and the effectiveness of its committees with respect to its (and their) contribution to the Corporation and the Board’s representation of the Corporation’s shareholders. The Board will meet *in camera* at each regularly scheduled meeting of the Board and at such other times as the Board may determine for such purpose and for such other purposes as the Board may determine.

7. The Board will consider from time to time its resources, including the adequacy of the information provided to it with respect to oversight of the management of the Corporation and will confer with management with respect to its findings.
8. The functions referred to in sections B1(a), (b), (d), (e), (g), (i), 2 and 4(a) and (b) below will not be delegated.

B. FUNCTIONS

1. General Responsibilities

- (a) The Board will exercise general stewardship responsibilities with respect to the Corporation. Without limitation, stewardship will include the specific responsibilities and duties outlined in this Charter.
- (b) The Board will oversee the management of the Corporation. In doing so, the Board will establish a productive working relationship with the Chief Executive Officer and other officers of the Corporation. On advice from the Corporate Governance Committee, the Board will approve appointment of any person who is to hold an officer position of the Corporation. The Board will receive regular reports from the Chief Executive Officer and Chief Financial Officer of the Corporation on the Corporation's financial performance.
- (c) The officers of the Corporation, headed by the Chief Executive Officer, will be responsible for general day to day management of the Corporation and for making recommendations to the Board with respect to long term strategic, financial, organizational and related objectives.
- (d) The roles and responsibilities of the Board are intended to primarily focus on the formulation of long term strategic, financial and organizational goals for the Corporation. Without limitation, the Board will (i) review and approve the Corporation's financial objectives, short and long-term investment plans for the Corporation and monitor performance in accordance with such plans, (ii) assess the principal risks of the Corporation's investments and ensure appropriate systems are in place to manage such risks, (iii) oversee the communications policies of the Corporation and (iv) monitor the effectiveness of the Corporation's internal control and management information systems to safeguard the Corporation's assets.
- (e) The Board will also approve:
  - (i) dividends for each dividend period in accordance with applicable laws;
  - (ii) significant capital allocations and expenditures;
  - (iii) review and approve all material transactions; and
  - (iv) all matters that would reasonably be expected to have a material impact on shareholders, creditors or employees.

- (f) The Board will oversee ethical behaviour and compliance with laws and regulations (which includes overseeing the choice of critical accounting principles on recommendations from the Audit Committee of the Board).
- (g) With respect to significant risks and opportunities affecting the Corporation, the Board may impose such limits on the investment activity of the Corporation as may be in the interests of the Corporation and its shareholders.
- (h) The Board will annually consider what additional skills and competencies would be helpful to the Board. The identification of specific candidates for consideration will be the responsibility of the Corporate Governance Committee which will be guided by the findings of the Board in relation to competencies and skills. The Board will approve any proposed changes in compensation to be paid to members of the Board on the recommendation of the Corporate Governance Committee.
- (i) The Board will perform such other functions as are prescribed by law and as it may from time to time determine in accordance with the plenary powers of the Board.

2. Relationship with Committees

- (a) The Board will at least once every two years assess the charters of its committees.
- (b) The Board will annually appoint a member of each committee to act as Chair of the committee on the advice of the Chair and the Corporate Governance Committee.
- (c) The Board will receive periodic reports from its committees following committee meetings and, at least once every two years, a report from each committee as to the work undertaken by the committee and the committee's recommendations, if any, for change with respect to its responsibilities and effectiveness.

3. Financial Reporting and Significant Disclosure Documents

- (a) The Board will review on an ongoing basis the financial and underlying operational performance of the Corporation.
- (b) The Board will review and approve the Corporation's annual information form as well as its annual report and related financial statements and annual management discussion and analysis disclosure. In doing so, the Board will consider the quality and usefulness of the information from the perspective of its shareholders.
- (c) The Board has responsibility for reviewing and approving for release quarterly financial statements and related disclosure.
- (d) The Board will periodically review the means by which shareholders can communicate with the Corporation including the opportunity to do so at the annual meeting, communications interfaces through the Corporation's website and the adequacy of resources available within the Corporation to respond to shareholders.

C. RESOURCES, MEETINGS AND REPORTS

1. The Board will have adequate resources to discharge its responsibilities. The Chair will be empowered to engage advisers as may be appropriate from time to time to advise the Chair or the Board with respect to duties and responsibilities.
2. The Board will meet not less than four times per year.
3. The meetings of the Board will ordinarily include the Chief Executive Officer (if not a director) and the Secretary and will periodically include other senior officers as may be appropriate and as may be desirable to enable the Board to become familiar with the Corporation's management team.
4. The Secretary will keep minutes of its meetings in which will be recorded all actions taken by the Board. Such minutes will be made available to Board members at their request and all such minutes will be approved by the Board for entry in the records of the Corporation.
5. Members of the Board will have the right, for the purposes of discharging their respective powers and responsibilities, to inspect any relevant records of the Corporation and its subsidiaries.
6. Members of the Board, subject to approval of the Chair of the Corporate Governance Committee, may retain separate counsel to deal with issues relating to their responsibilities as members of the Board.

**ADOPTED BY THE BOARD OF DIRECTORS WITH IMMEDIATE EFFECT ON JANUARY 20, 2014.**