

DATA COMMUNICATIONS MANAGEMENT CORP.
(formerly DATA GROUP LTD.)

**TERMS OF REFERENCE FOR THE CHAIRPERSON OF THE COMPENSATION
COMMITTEE**

Title: Chairperson (the “**Chair**”) of the Compensation Committee (the “**Committee**”)

Appointment: The Chair is an independent (within the meaning of all applicable laws and any other relevant considerations) director of the Corporation who is elected as a director by the Corporation’s shareholders and is appointed by the other directors annually as a member of the Committee. The Chair is elected to the position of Chair by the members of the Committee or the board of directors (the “**Board**”) and serves in this role at the pleasure of the Board and the Committee. The Chair is eligible to sit as a member of or chair of any other Board committee. The Chair will be entitled to receive such remuneration for acting in such capacity as may be determined from time to time by the Board on the advice of the Committee.

Reports: Unless the Chair and the chairperson are the same person, the Chair maintains open communication with the chairperson of the Board. Unfettered two-way communication with all senior officers is also required, although not expected to be frequent.

Function: The Chair’s primary role includes ensuring that the Committee functions properly, that it meets its obligations and responsibilities, and that its organization and mechanisms are in place and are working effectively.

Key Responsibilities:

1. The Chair will provide leadership to the Committee with respect to its functions as described in the Committee’s written mandate and as otherwise may be appropriate, including overseeing the logistics of the operations of the Committee.
2. The Chair calls and chairs meetings of the Committee.
3. The Chair will ensure that the Committee meets on a regular basis and at least two times a year.
4. In consultation with the chairperson of the Board and the Committee members, establishes a calendar for holding meetings of and sets the agendas for the meetings of the Committee.
5. In collaboration with the chairperson of the Board and the Chief Executive Officer of the Corporation, ensures that agenda items for all Committee meetings are ready for presentation and that adequate information is distributed to Committee members in advance of such meetings in order that Committee members may properly inform themselves on matters to be acted upon.
6. Assigns work to Committee members.

7. The Chair will act as liaison and maintains communication with the chairperson of the Board and the Board to optimize and coordinate input from directors, and to optimize effectiveness of the Committee. This includes reporting to the full Board on all proceedings and deliberations of the Committee at the first meeting of the Board after each Committee meeting and at such other times and in such manner as the Board or the articles or by-laws of the Corporation may require or as the Committee considers advisable.
8. Ensures that the Committee receives adequate and regular updates from the Chief Executive Officer of the corporation or the Vice-President, Human Resources of the Corporation on all issues relating to compensation.
9. The Chair will meet periodically with management to optimize the Chair's liaison function and to ensure efficient communication between management and the Committee.
10. Reports annually to the Committee on the role of the Chair and the effectiveness of the Chair role in contributing to the objectives and responsibilities of the Committee as a whole.
11. Reports annually to the Board on the role of the Committee and the effectiveness of the Committee's role in contributing to the objectives and responsibilities of the Board as a whole.