



Shareholder Proposal

Research In Motion Separation of Chair of the Board and Chief Executive Officer

Be it resolved that:

The Board of Directors adopt a policy on corporate governance that divides the role of Chair of the Board of Directors (Chair) from the position of Chief Executive Officer (CEO), and to amend any bylaws to reflect that the Chair is to be an independent Board member. The policy should describe how the selection of a Chair will occur between annual meetings of shareholders should the Chair's status as independent cease during this period. The policy can allow for a non-independent director to serve as Chair only when no independent director is available or willing to serve in the position. The policy should be adopted prior to December 31, 2011.

Supporting Statement

To support the high performance of the Board of Directors it is crucial that the position of Chair of the Board (Chair) be separate from the position of Chief Executive Officer (CEO).

Research In Motion (RIM) acknowledged that the division of these roles is "consistent with current best practices in corporate governance" in a news release dated March 5, 2007. The division of roles undertaken at that time was part of a suite of measures in response to an Ontario Securities Commission investigation into the backdating of stock options at RIM.

Securities regulators in Canada acknowledge the superior governance structure of a separate Chair and CEO. According to the Corporate Governance guidelines of National Policy 58-201, the Chair of the Board should be an independent director except where it is not deemed appropriate.

The practice of separating the role of Chair and CEO is also supported by the Canadian Coalition for Good Governance (CCGG). The CCGG states that the separation of these two positions is vital to ensuring good oversight of a company's affairs. The CCGG specifies that a corporate governance structure with separate representatives in these roles "resolves inherent conflicts of interest and clarifies accountability – the Chair to the shareholders and the CEO to the Board."¹

RIM's recent appointment (December 2010) of co-CEOs Mr. Balsillie and Mr. Lazardis to the additional role of co-Chairs contradicts the company's own statement, widely acknowledged best practice and regulatory expectations.

¹ See "Guideline Three" of the document: *Building High Performance Board*. Canadian Coalition for Good Governance. Mar 2010. [online] http://www.ccg.ca/site/ccgg/assets/pdf/CCGG_Building_High_Performance_Boards_Final_March_2010.pdf

NEI INVESTMENTS

T: 604.633.0615 F: 604.633.0619

NEIinvestments.com Toll Free: 1.866.888.0615

500 - 1111 West Georgia Street Vancouver, British Columbia V6E 4T6