

## **NEULION, INC.**

### **MANDATE OF THE CORPORATE GOVERNANCE COMMITTEE**

The Board of Directors (the “Board”) of NeuLion, Inc. (the “Company”) has established a corporate governance committee (the “Committee”) to assist the Board in fulfilling its governance responsibilities.

The Company will include reference to the Committee in its public disclosure, including its composition of members from time to time.

The Corporate Governance Committee shall be comprised of a minimum of three and a maximum of five members.

#### **Corporate Governance**

The Committee will advise the Board with respect to corporate governance matters relevant to the Company. These matters include:

- Taking all reasonable measures to satisfy itself as to the integrity of management and that management creates a culture of integrity throughout the Company.
- Ongoing evaluation of the Company's corporate governance structures and procedures.
- Reviewing, on a regular basis, the Company's Code of Conduct and Team Ethics, which code applies to the Company's directors, CEO, officers and employees, and monitoring compliance with such code.
- Assessing the Board's relationship with management and recommending, where necessary, limits on management's authority to act without explicit Board approval or identification of decisions requiring approval of the Board,
- Evaluating, where appropriate, measures for receiving stakeholder feedback.

#### **Board Performance and Education**

The responsibilities of the Committee with respect to Board performance, composition, succession planning and director oversight are as follows:

- Assessing and ensuring on an annual basis the effectiveness of the Board as a whole, of each committee of the Board and of the contributions of individual directors, including the Chairman.
- Monitoring the size and composition of the Board to ensure effective decision-making.
- Developing and reviewing criteria for selecting directors by regularly assessing the qualifications, personal qualities, business background and diversified experience of the Board and the Company's needs.
- Designing orientation and continuing education programs for directors.
- Assisting the Board in determining Board committee membership.

- Reviewing and monitoring the organization and conduct of Board and committee meetings.
- Reviewing periodically the mandates of the Board and its committees.
- Developing and monitoring appropriate processes for the periodical performance assessment of the Board and its committees.
- Supervising the management representatives charged with implementing the Company's corporate governance procedures.

Meetings of the Committee will be held as required and attended in person or conducted via teleconference. The chair of the Committee shall develop the agenda for each meeting of the Committee in consultation with the Board chair. The chair of the Committee shall report regularly to the Board on the business of the Committee. The Committee may, in appropriate circumstances, engage external advisors and set and pay their compensation, subject to advising the Board chair thereof. The Committee shall review its mandate from time to time and report to the Board on its adequacy.

Nothing contained in this mandate is intended to expand applicable standards of conduct under statutory or regulatory requirements for the directors of the Company or the members of the Corporate Governance Committee.