



NEWS RELEASE

Quarterhill Announces Annual General and Special Meeting Results

2024-05-14

TORONTO, May 14, 2024 /PRNewswire/ - Quarterhill Inc. ("Quarterhill") (TSX: QTRH) (OTCQX: QTRHF) announces results from its Annual General and Special Meeting of shareholders (the "Meeting") that was held on Monday, May 13, 2024, at 10:00 a.m. (Eastern Daylight Time). A replay of the Meeting can be viewed at the [Investors section](#) of Quarterhill's website.

At the Meeting, Quarterhill shareholders (present in person or by proxy) voted on the following, full details of which are set out in Quarterhill's April 4, 2024, Notice of Meeting and Management Information Circular (the "**Circular**") issued in connection with the Meeting:

1. The election of the following nominees to Quarterhill's Board of Directors, which was approved by shareholders as follows:

	Votes For	% Votes For	Votes Against	% Votes Against
Roxanne Anderson	40,273,746	91.38	3,796,812	8.62
Rusty Lewis	43,381,337	98.43	689,744	1.57
William (Bill) Morris	43,332,999	98.33	738,082	1.67
Chuck Myers	43,400,727	98.48	670,354	1.52
Pamela Steer	39,650,435	89.97	4,420,646	10.03
Anna Tosto	38,455,606	87.26	5,615,475	12.74

2. Ordinary resolution appointing Ernst & Young LLP as Quarterhill's auditors to hold office until the next annual meeting of Quarterhill's shareholders and authorizing the Board to fix their remuneration, which was approved by shareholders as follows:

Votes For	% Votes For	Votes Withheld	% Votes Withheld
43,788,418	99.36	282,663	0.64

3. Ordinary resolution to approve, adopt and ratify the proposed amendments to the Company's 2018

Equity Incentive Plan (the "Equity Plan") and approve the grant of unallocated awards under the Equity Plan, which was approved as follows:

Votes For	% Votes For	Votes Against	% Votes Against
40,788,846	92.55	3,282,235	7.45

4. Ordinary resolution to approve, adopt and ratify the Company's employee share purchase plan, which was approved as follows:

Votes For	% Votes For	Votes Against	% Votes Against
41,423,618	93.99	2,647,463	6.01

About Quarterhill

Quarterhill is a leading provider of tolling and enforcement solutions in the Intelligent Transportation System (ITS) industry. Our goal is technology-driven global leadership in ITS, via organic growth of our tolling and enforcement businesses, and by continuing an acquisition-oriented investment strategy that capitalizes on attractive growth opportunities within ITS and its adjacent markets. Quarterhill is listed on the TSX under the symbol QTRH and on the OTCQX Best Market under the symbol QTRHF. For more information: www.quarterhill.com.

Forward-looking Information

This news release contains forward-looking information and forward-looking statements within the meaning of applicable Canadian securities laws (collectively, "forward-looking statements"). Such forward-looking statements relate to future events, conditions or future financial performance of Quarterhill based on future economic conditions and courses of action. All statements other than statements of historical fact may be forward-looking statements. Such forward-looking statements are often, but not always, identified by the use of any words such as "seek", "anticipate", "budget", "plan", "goal", "expect" and similar expressions.

Forward-looking statements involve known and unknown risks, assumptions, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. Material risk factors that could cause actual results to differ materially from the forward-looking statements contained in this news release include, among others, demand for Quarterhill's products and services; general economic and market conditions; competition; risks relating to technological advances and cyber-security; and other risks set forth in the Company's most recent annual information form available on SEDAR+ at www.sedarplus.ca. The Company believes the expectations reflected in the forward-looking statements are reasonable, but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this news release should not be unduly relied upon. Material factors and assumptions used to develop the forward-looking statements contained in this news release include, among others: Quarterhill's

ability to execute on its business plan; demand for Quarterhill's products and services; operating assumptions; and financial projections and cost estimates. Quarterhill has no intention, and undertakes no obligation, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

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