



NEWS RELEASE

## Quarterhill Announces Annual Meeting Results

2022-04-25

TORONTO, April 25, 2022 /PRNewswire/ - Quarterhill Inc. ("Quarterhill") (TSX: QTRH) (OTCQX: QTRHF), announces results from its Annual and Special Meeting of shareholders ("AGM") that was held on Thursday April 21, 2022, at 9:30 a.m. (Eastern Daylight Time).

At the AGM, Quarterhill shareholders (present in person or by proxy) voted on the following matters, full details of which are set out in Quarterhill's March 10, 2022 Notice of Meeting and Management Information Circular (the "**Circular**") issued in connection with the AGM:

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

	<b>Votes For</b>	<b>% Votes For</b>	<b>Votes Withheld</b>	<b>% Votes Withheld</b>
Roxanne Anderson	38,939,058	91.77%	3,493,602	8.23%
Michel Tewfik Fattouche	37,907,573	89.34%	4,525,087	10.66%
John Kendall Gillberry	34,109,888	80.39%	8,322,772	19.61%
Bret Kidd	41,202,622	97.10%	1,230,038	2.90%
Rusty Lewis	41,001,454	96.63%	1,431,206	3.37%
James Douglas Skippen	34,292,034	80.82%	8,140,626	19.18%
Pamela Steer	40,663,365	95.83%	1,769,295	4.17%
Anna Tosto	38,772,719	91.37%	3,659,941	8.63%

2. an 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:

<b>Votes For</b>	<b>% Votes For</b>	<b>Votes Withheld</b>	<b>% Votes Withheld</b>
44,978,362	99.37%	287,054	0.63%

3. an ordinary resolution approving an addendum relating to certain United States taxation matters to Quarterhill's 2018 Equity Incentive Plan, as set out in Exhibit A to the Circular, which was approved by shareholders as follows:

<b>Votes For</b>	<b>% Votes For</b>	<b>Votes Against</b>	<b>% Votes Against</b>
37,408,197	88.16%	5,024,463	11.84%

4. a special resolution approving an amendment to Quarterhill's current Articles of Incorporation to permit the Board to call and hold meetings of Quarterhill's shareholders in Canada or in any state in the United States in which Quarterhill or any of its subsidiaries has a physical office, as set out in Exhibit B to the Circular, which was approved by shareholders as follows:

<b>Votes For</b>	<b>% Votes For</b>	<b>Votes Against</b>	<b>% Votes Against</b>
39,448,124	92.97%	2,984,536	7.03%

5. a shareholder proposal that "Quarterhill Inc. adopt, with immediate effect, director term limits of 12 years", as set out in Exhibit C to the Circular, which was voted against by shareholders as follows:

<b>Votes For</b>	<b>% Votes For</b>	<b>Votes Against</b>	<b>% Votes Against</b>	<b>Votes Abstain</b>	<b>% Votes Abstain</b>
6,714,994	15.83%	33,472,541	78.88%	2,245,125	5.29%

## About Quarterhill

Quarterhill is a leading provider of tolling and enforcement solutions in the Intelligent Transportation

System (ITS) industry, as well as, through its Wi-LAN Inc. subsidiary, a leader in Intellectual Property licensing. Our goal is global leadership in ITS, via organic growth of the Electronic Transaction Consultants, LLC (ETC) and International Road Dynamics, Inc. (IRD) platforms, 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, visit [www.quarterhill.com](http://www.quarterhill.com)

## **Forward-looking Information**

This news release contains forward-looking statements regarding Quarterhill and its business. Forward-looking statements are based on estimates and assumptions made by Quarterhill in light of its experience and its perception of historical trends, current conditions, expected future developments and the expected effects of new business strategies, as well as other factors that Quarterhill believes are appropriate in the circumstances. The forward-looking events and circumstances discussed herein may not occur and could differ materially as a result of known and unknown risk factors and uncertainties affecting Quarterhill, including: potential risks and uncertainties relating to the ultimate geographic spread of the novel coronavirus ("COVID-19"); the severity of the disease; the duration of the COVID-19 outbreak; actions that may be taken by governmental authorities to contain the COVID-19 outbreak or to treat its impact; the potential negative impacts of COVID-19 on the global economy and financial markets and any resulting impact on Quarterhill and/or its business. Other factors include, without limitation, the risks described in Quarterhill's March 20, 2022 annual information form for the year ended December 31, 2021 (the "AIF"). In addition, readers are also urged to review the additional risk factors disclosed in our Management's Discussion and Analysis for our three months and year ended December 31, 2021 and 2020 filed on [www.sedar.com](http://www.sedar.com). Quarterhill recommends that readers review and consider all of these risk factors and notes that readers should not place undue reliance on any of Quarterhill's forward-looking statements. 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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