



NEWS RELEASE

Quarterhill to Host Virtual AGM on April 21, 2022

2022-03-17

- ***Two new directors to stand for election at the AGM***
- ***Company adopts Board Tenure Policy***

TORONTO, March 17, 2022 /PRNewswire/ - Quarterhill Inc. ("Quarterhill") (TSX: QTRH) (OTCQX: QTRHF), is providing details of its upcoming Annual Meeting of shareholders ("AGM") to be held virtually on Thursday April 21, 2022, at 9:30 a.m. (Eastern Daylight Time).

TO VOTE AHEAD OF THE VIRTUAL AGM

The AGM will be held in a virtual only format this year out of an abundance of caution to proactively deal with the potential issues arising from the continuing unprecedented world-wide public health impact of COVID-19 and to limit and mitigate risks to the health and safety of our communities, shareholders, employees, directors and other stakeholders. Shareholders will have an equal opportunity to participate at the AGM online regardless of their geographic location.

In addition, as permitted by the Canadian Securities Administrators and pursuant to exemptions from the management proxy solicitation and financial statement and management's discussion and analysis delivery requirements received from the Director appointed under the *Canada Business Corporations Act*, **Quarterhill is using "notice and access"** to deliver proxy-related materials including Quarterhill's notice of meeting, management information circular (the "Circular") and related materials (collectively the "Meeting Materials") to both registered and non-registered shareholders. "Notice and access" is a set of rules for reducing the volume of materials that must be physically mailed to shareholders by posting the Meeting Materials online and providing shareholders with a notice stating where they are available. Rather than receiving a paper copy of the Meeting Materials in the mail, shareholders will have access to them online. Shareholders will receive a notice package containing the information prescribed by applicable Canadian securities laws (including a description of the matters to be addressed at the Meeting and of the notice-and-access procedures to access the Meeting Materials), as well as a form of proxy (for registered shareholders) or a voting instruction form (for non-registered shareholders) (collectively, the "Notice Package"). Where a shareholder has previously consented to electronic delivery, the Notice Package will be sent to the shareholder electronically, and otherwise will be mailed to the shareholder.

The Notice Package is being mailed on or about March 17, 2022 (the "Notice"). If you have not received your copy of the Notice Package by March 31, 2022, please contact your broker if you are a non-registered shareholder or contact Computershare if you are a registered shareholder. These materials outline in detail how to participate at the AGM.

The Meeting Materials are available at Quarterhill's profile on SEDAR at www.sedar.com as well as in the Investor Section of Quarterhill's website at www.quarterhill.com.

As in prior years, shareholders have multiple options to cast their vote ahead of the AGM, which include on-line, via telephone or via mail. Details on using each method are included in the Circular and the form of proxy. Shareholders who are planning to vote ahead of the AGM must submit their proxy voting instructions to Computershare no later than 9:30 a.m. (Eastern Daylight Time) on Tuesday, April 19, 2022.

As noted in its press release dated March 3, 2022, **Quarterhill is proposing changes to its Board of Directors at the AGM.** Rusty Lewis and Pamela Steer will be newly standing for election to the Board at the AGM along with current directors, Roxanne Anderson, Dr. Michel Tewfik Fattouche, John Gillberry, Bret Kidd, James Skippen and Anna Tosto. Background detail on all nominees can be found in the Circular.

Quarterhill has also adopted a Board Tenure Policy (the "Tenure Policy"), which sets a 12-year maximum tenure limit for directors. To permit orderly Board renewal, Quarterhill will implement a transition period for directors who have reached the maximum tenure under the Tenure Policy over the next three years starting at the AGM. In particular: (1) current Board members Richard Shorkey and Paul McCarten are not standing for re-election at the AGM this year; and (2) John Gillberry and James Skippen have declared that they will not stand for re-election at Quarterhill's 2023 AGM. Details on the Tenure Policy can be found in the Circular.

LISTENING TO THE VIRTUAL AGM

All shareholders will be able to listen to the AGM and view the Company's slide presentation as guests via audio webcast. To do so, login online at: <https://web.lumiagm.com/429372562>, click "Guest" and then complete the online form. Please log in 30-45 minutes prior to the start time of the AGM on April 21, 2022.

TO VOTE OR ASK QUESTIONS AT THE VIRTUAL AGM

For registered shareholders and duly appointed proxyholders to vote their proxies and/or ask questions at the AGM, please follow the instructions set out in our Circular.

All shareholders wishing to have a question addressed at the virtual AGM can avoid the registration requirements set out in the Circular by submitting them in advance to ir@quarterhill.com. Questions will be collected, organized by theme and posed to management at the AGM. Quarterhill is committed to addressing all appropriate questions submitted by shareholders either live during the AGM or in advance, as timing and circumstances permit.

Shareholders who have questions on how to vote their proxy in advance of the AGM, or on how to

register to vote at the AGM, can contact Quarterhill's strategic shareholder advisor and proxy solicitation agent, Kingsdale Advisors, at 1-855-476-7980 or, from outside North America, by collect call to 1-416-867-2272, or by Email at: contactus@kingsdaleadvisors.com

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

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 11, 2021 annual information form for the year ended December 31, 2021 (the "AIF"). Copies of the AIF may be obtained at 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.

View original content: <https://www.prnewswire.com/news-releases/quarterhill-to-host-virtual-agm-on-april-21-2022-301505391.html>

SOURCE Quarterhill Inc.