



CODE OF BUSINESS CONDUCT

Introduction

Sierra Wireless, Inc. and each of its subsidiaries (collectively, the “**Company**”) conducts business ethically, honestly and in full compliance with the laws and regulations of the countries in which we operate. We are committed to conducting business in accordance with the highest standards of business integrity and ethics and to promote sustainability in the communities in which we operate.

Scope

This Code of Business Conduct (the “**Code**”) has been adopted by our Board of Directors as a guide to decision-making and conduct and to ensure that the Company’s values and commitments are being upheld. It explains certain rules and principles of ethical behaviour that support our commitment to the highest levels of customer service and a working environment based on mutual trust and respect.

The Code cannot possibly describe every rule or principle related to honest, ethical and legal conduct. The Code addresses conduct that is particularly important to our business and the proper dealings with the people and entities with which we interact but reflects only a part of our commitment. The Code should be read in conjunction with the Company’s policies, guidelines and agreements (collectively and in addition to any amendments, supplements or additions thereto (the “**Policies**”), which supplement or amplify the Code in certain areas and are incorporated herein by reference. These Policies include, without limitation:

- Reporting Concerns to the Audit Committee;
- Insider Trading Policy;
- Disclosure Policy;
- Privacy Policy;
- Information Security Policy;
- Harassment and Discrimination Prevention Policy;
- Board & Senior Management Diversity Policy;
- Social Media Guidelines;
- Anti-Hedging Policy for Directors and Officers;

- Anti-Bribery and Corruption Policy;
- Travel and Entertainment Policy; and
- Conflict of Interest and Confidentiality Agreements, executed by each employee as a requirement of employment.

In case of a conflict between a provision of this Code and a provision of a local law or regulation, the Company will follow processes that seek ways to honor the provisions of this Code. Any waiver of a provision of the Code shall comply with the “Waivers” section of this Code.

Who is covered under the Code

This Code applies to all employees, officers and members of the Board of Directors of the Company (each such person referred to in this Code as an “**Employee**”). Independent Contractors are also required to comply with, and are bound by, the provisions of this Code to the same extent as if they were “Employees”.

In addition, our subcontractors and suppliers (each, a “**Contractor**”) are expected to comply with the principles set forth in this Code and to adopt policy documents which implement such compliance.

It is the responsibility of each Employee:

- to become familiar with and conduct Company business in compliance with this Code (including the Policies);
- to understand and comply with the relevant laws and regulations that apply to their position and the Company’s business;
- to seek to honour the principles of internationally recognized human rights and apply their highest personal ethical standards in making any decisions and in taking any action;
- to ask for guidance where there is no stated standard in the Code or when faced with a difficult or complex situation where an answer is not clear;
- to report any activity or situation which is inconsistent with, or in violation of the provisions of this Code (including the Policies). Unyielding personal integrity is the foundation of corporate integrity and Employees shall prevent harm to our name and reputation.

When faced with a difficult or complex situation or one where a standard is not stated in this Code (including the Policies), we should ask ourselves the following questions:

- If I do this, would it be consistent with the letter or intent of the Code (including the Policies)?
- If I do this, is it right? Does it comply with applicable laws and regulations? Does it impact human rights? Is it fair? Is it consistent with the Company’s values?
- If I do this, does it benefit the Company/its business as a whole (as opposed to certain individuals or groups within/outside the Company)

- How would I feel if my action became public and was reported in the media?
- How would my colleagues or any executive officer at the Company view my action?

For guidance when in doubt about how to proceed, consult the “Where to Obtain Assistance” section of this Code.

Compliance

To support the culture of ethical business conduct, at least once each calendar year all and Employees of the Company will be asked to review the Code and certify that they have been in compliance with the standards and objectives of the Code at all times during the year. Compliance with the Code includes compliance with all the Policies.

Respect for Human Rights

Underpinning and fundamental to our business conduct and the provision of this Code (including the Policies) is our commitment to uphold and respect human rights and seek to ensure that we are not complicit in human rights abuses.

Our commitment to respect human rights is informed by international standards, including the UN Guiding Principles on Business and Human Rights, the ILO Declaration on Fundamental Principles and Rights at Work and the UN Universal Declaration of Human Rights.

Such commitment is also reflected in the Company’s membership in the Responsible Business Alliance (RBA) and its adherence to the provisions of RBA’s Code of Conduct, as amended from time to time, which also serves to guide the implementation of this Code (including the Policies).

Any potential, suspected or actual violations of human rights shall be reported, as set out in the section “Reporting” of this Code.

Business Practice

Acting with Integrity

Personal integrity, without compromise, is part of our corporate values and forms the foundation for our long-term success. It is everyone’s responsibility to maintain the highest standards of integrity when conducting the Company’s business and dealing with our Contractors, customers, competitors, shareholders and each other. We strive to outperform our competition fairly and honestly. Advantages over our competitors are to be obtained through superior performance of our products and services, not through unethical or illegal business practices.

Complying with the Law

We must all comply with the letter and the spirit of all laws and regulations applicable to our business including, without limitation, laws and regulations applicable to our securities (shares, options and the like) and trading in such securities (in this regard, see our [Insider Trading Policy](#) and our [Disclosure Policy](#)).

We are also subject to laws and regulations dealing with corruption, bribery and dealings with foreign officials and government agencies including, without limitation, Canada’s *Corruption of*

Foreign Public Officials Act, the U.K Anti-Bribery Act; EU Anti-Corruption legislation and the U.S. Foreign Corrupt Practices Act. Further guidance on this topic can be found in the Company's Anti-Bribery and Corruption Policy. If you have a question as to whether an activity is restricted or prohibited, consult the procedures in the "Where to Obtain Assistance" section of this Code.

Treating All People Equally and with Respect

We are committed to a workplace that values the diversity of employees, is free of any type of discrimination and harassment and is an environment in which all employees can work safely.

We will treat all people equally and with respect regardless of race, color, culture, ethnicity, national origin, gender, gender identity and expression, sexual orientation, age, religion, political conviction, union membership, covered veteran status, social background, marital or family status, health condition, pregnancy, physical or mental disability, protected genetic information or any other characteristic protected by law. In addition, we respect the employment rights of employees, such as:

- freedom of choice,
- prohibition of indentured servitude,
- prohibition of unreasonable restriction on the movement of employees or access to basic liberties,
- prohibition of the use of child labour,
- fair remuneration in accordance with applicable minimum wages,
- compliance with the maximum number of working hours as set out in applicable laws and regulations,
- recognition of the right of free association of employees and the rights of workers to freely join labour unions, seek representation and join workers' councils in accordance with local laws, and
- the right to have a workplace that is healthy and safe.

For further guidance please consult the Company's Harassment and Discrimination Prevention Policy and its Board & Senior Management Diversity Policy.

Obligations to the Company

We must all comply with, abide by and uphold all documented Policies of the Company. Our primary duty as an Employee is to protect and promote the best interests of the Company. When acting on behalf of the Company, we must act only in its best interests in keeping with the principles outlined in this Code and only within the limits of the authority given to us. Relationships of any nature with prospective or existing Contractors, customers, competitors or regulators must not affect our independent and sound judgement on behalf of the Company.

Avoiding Conflicts of Interest

A "conflict of interest" occurs when your private interest interferes in any way with the interests of the Company. A conflict situation can arise when you take actions or have interests that make it difficult for you to perform your work for the Company objectively and effectively. It is also a conflict of interest if outside activities affect your judgment to act in the best interests of the Company, our Contractors, customers and shareholders. Conflicts of interest damage the trust between you, the public and the Company. Moreover, even the appearance of a conflict of interest may be harmful to the Company. We must all be vigilant in this regard, and all interactions, relationships or situations that would reasonably give rise to the appearance of a conflict should be avoided. If a conflict of interest or a potential conflict arises, report it immediately to your direct supervisor or by consulting the "Reporting" section of this Code. If you need advice, consult the procedures in the "Where to Obtain Assistance" section of this Code.

The following are some of the most common areas of potential conflict, but other areas of potential conflict may arise.

Use of Position

We should not take advantage of our position to obtain, or provide, personal benefits or personal gain for ourselves, family members, business associates or friends. Benefits will be deemed to be inappropriate if it could be perceived that they were obtained or provided through favouritism or conflict of interest. For example, it is a conflict of interest to be in a supervisory relationship at work with a close family member or a person with whom you have a close personal relationship outside of work if you make decisions regarding the person's job performance, compensation, promotion or demotion.

Offering or Accepting Gifts and Benefits

Soliciting, accepting or giving gifts, gratuities, favours or benefits from or to existing or potential Contractors, customers and other persons interested in our business may compromise or appear to compromise our ability to conduct our business with the highest standards of integrity. Subject to the remainder of this section, do not accept or give cash or gifts that seek to be given to influence a decision/action or are contrary to applicable laws and regulations or are more than modest in value. For example, it is not acceptable to accept travel related benefits such as airfare and/or accommodation that are not directly related to furthering the Company's business goals.

Employees should consider the circumstances, timing and nature of the business gift or benefit when deciding whether it is appropriate. When in doubt, seek the opinion of your supervisor or refer to the Where to Obtain Assistance section of this policy. By way of example, in appropriate circumstances you may do the following:

- participate in or sponsor events/activities with existing or potential customers and Contractors where the purpose is to strengthen business relationships, subject to the Company's Travel & Entertainment Expenses Policy. Be sensitive to a customer or Contractor's code of conduct in this regard;
- accept business entertainment in the form of meals, so long as they are infrequent, reasonable in amount and done on a reciprocal basis; or
- accept or offer nominal value mementos that are customary or business related.

These rules do not change during traditional gift giving seasons.

Relationships with Others

We should not place ourselves in situations where we are, or appear to be, under the obligation or influence of anyone who is or may be doing business with the Company including our customers, Contractors, competitors or family members and others with whom we have close personal relationships.

Business Relationship with the Company

We should not, directly or indirectly, provide products or services to the Company or enter into any business contract with the Company outside of our relationship as Employees of the Company. Some exceptions may be acceptable but must first be documented as to the full extent of our interest and must receive prior written approval by an executive officer of the Company.

Other Employment and Business

Contractors who also are self-employed, work for another employer, or are involved in other businesses must ensure these activities do not interfere with their Company job duties or conflict with the interests of the Company.

Corporate Opportunities

Employees may not take personal advantage of opportunities that are presented or discovered as a result of the Employee's position with the Company or through use of the Company's property or information. Opportunities that are developed privately by Employees may be in conflict if they are related to our existing or proposed lines of business.

Conflicts of Interest – Directors and Officers

As a further protection to minimize the risk of conflicts of interest, and as required by applicable law, all directors and officers of the Company must disclose to the Company, in writing, the nature and extent of any interest that he or she has in a material contract or material transaction, whether made or proposed to be made with the Company, if the director or officer: (i) is a party to the contract or transaction; (ii) is a director or officer of a party to the contract or transaction; or (iii) has a material interest in a party to the contract or transaction. The required time for disclosure is prescribed by law and each director and officer of the Company will ensure appropriate and timely disclosure.

Respecting Company Property

Use of Company Property

The property of the Company, including our premises, equipment, materials, software intellectual property, branding materials and data is to be used only for legitimate Company business purposes. We should exercise all reasonable care to protect the Company's property against loss or damage. Subject to laws or regulations affecting an employee's rights, Employees should be mindful of the fact that the Company retains the right to access, review, monitor and disclose any information transmitted, received or stored using our electronic equipment, with or without an Employee's or third party's knowledge, consent or approval.

Misuse of Computer Equipment

You may not, while acting on behalf of the Company or while using our computing or communications equipment or facilities either:

- access the internal computer system (also known as “hacking”) or other resource of another entity without express written authorization from the entity responsible for operating that resource; or
- commit any unlawful or illegal act, including harassment, libel, fraud, sending of unsolicited bulk e-mail (also known as “SPAM”) in violation of applicable law, trafficking in contraband of any kind, or espionage.

For further guidance please consult the Company’s IT Security Policy.

Property Rights of Others

We must protect and honour the ownership rights of others in their products, software and information, keeping such information confidential and using such products, software and information only for authorized purposes.

Confidentiality

It is our policy that the business affairs of the Company are confidential and should not be discussed with anyone outside the organization except for information that has already been made available to the public. As a condition of employment or contract work with the Company all employees must sign a written agreement confirming this obligation. In addition, acting in good faith and in accordance of their fiduciary duties, our directors also sign a written agreement confirming this obligation.

Community Involvement

Employees are encouraged to be involved in the community, as long as the activities do not conflict with the best interests of the Company and as long as our job responsibilities receive our full business attention and commitment.

Political Contributions

Employees are free to support political organizations and causes of their choice so long as they make it clear that their views and actions are not those of the Company. No Employee may make any political contribution for the Company or use the name, funds, property, equipment or services of the Company for the support of political parties, initiatives, committees or candidates, without the prior approval of the Chief Executive Officer.

Media/Public Discussions

It is our policy to disclose material information concerning the Company to the public only through specific limited channels to avoid inappropriate publicity and to ensure that all those with an interest in the Company will have equal access to material information. Refer to the Company’s Disclosure Policy and Social Media Guidelines for further guidance on these matters.

Accuracy of Records and Reports

We require honest and accurate recording and reporting to ensure that the Company's legal, financial and management obligations are met. Therefore, never misstate facts, omit critical information, or modify records or reports in any way that will mislead others and never assist others in doing so.

Employees are prohibited from directly or indirectly taking any action to fraudulently influence, coerce, manipulate or mislead the external or internal auditors for the Company.

Where to Obtain Assistance

Since we cannot anticipate every situation that will arise, it is important that we have a way to approach questions and concerns. If you are unsure of what to do in any situation, seek guidance before you act. Speak to your manager, your local Human Resources representative, the legal Department or the Risk Management Department if you have doubts, questions or concerns about a particular situation or business practice or have questions about potential conflicts of interest.

The Business Conduct Helpline is available at all times to all Employees worldwide to help answer your questions on business conduct issues, policies, regulations and compliance with legal requirements. It also provides an avenue for you to advise the appropriate people at the Company of situations that may require investigation or management attention. Your identity and issues will be kept completely confidential and will only be shared with those who have a need to know. If you are more comfortable doing so, you may contact the Business Conduct Helpline anonymously. Please note that if your information involves accounting practices, internal control or audit matters, local laws and regulations may require that the information is shared with the Audit Committee of the Board of Directors.

The Business Conduct Helpline, which offers toll-free telephone and web access, is available through the following link: sierrawireless.ethicspoint.com

Due to legal restrictions, anonymous reporting and use of the Business Conduct Helpline is not encouraged in certain countries (for example, in France, employees are encouraged to report matters relating to accounting, internal control or auditing to the local Compliance Committee).

Reporting

Taking action to prevent problems is part of the Company's culture; complacency is not part of our culture. It is in our best interests to address problems early and take corrective action, where appropriate. Without limitation, we require our Employees to report any problematic situation including any:

- suspected or potential unethical, fraudulent or illegal conduct involving the Company or its Employees;
- violation or potential violation of any provisions of this Code (including the provisions of any Policies);
- instruction given by a manager to depart from a Company policy that the Employee believes may be a contravention of a Policy or this Code;

- contravention of any law or regulation applicable to the Company's business or Employees or of any human rights; or
- concerns with respect to accounting practices, internal accounting controls, or audit matters in accordance with the Company's Procedures for Reporting Concerns to the Audit Committee.

If you know about a possible violation you are required to notify your manager or other appropriate management representative. This is the preferred way of directly addressing any concern, however, there may be certain cases where it is more appropriate (for example, if your manager is involved in the violation) to notify a member of the Board of Directors, a member of the Executive team, Human Resources, Legal or Risk Management. Reports may be made directly to one of these team members or using the Business Conduct Helpline which offers the alternatives of making a written report through the EthicsPoint website or a verbal report through an EthicsPoint contact center in the language of your choice. Subject to certain limitations, the EthicsPoint service also offers the option of providing your report anonymously. Additional information about accessing the Business Conduct HelpLine can be found on the Company's Intranet site on the Policy homepage.

Retaliation against any Employee who honestly and in good faith reports a concern about unethical, fraudulent or illegal conduct will not be tolerated.

Compliance monitoring

The Board of Directors of the Company is responsible for monitoring compliance with this Code. In compliance with applicable laws and regulations, we have established procedures for the receipt, retention and treatment of Employee concerns regarding accounting practices, internal controls and auditing matters, as set out in the procedure for [Reporting Concerns to the Audit Committee](#). This procedure also provides for the confidential, anonymous submission of concerns.

Updates and Amendments

The Board of Directors, with the recommendation of the Governance and Nominating Committee, has the authority to approve this policy and any updates and amendments.

Violations

Violations of the Code will not be tolerated. Any Employee who violates the standards in the Code may be subject to disciplinary action, up to and including termination of employment, and, in appropriate cases, civil legal action or referral for criminal prosecution. Directors who breach this Code may be asked to resign from the Board of Directors.

Waivers

Any waiver of this Code will be granted only in very exceptional circumstances. All waivers must be documented in writing. Any waiver for Employees, other than executive officers or members of the Board of Directors, may be made only by the Chief Executive Officer and the Chief Financial Officer, acting together. Any waiver for executive officers and members of the Board of Directors may be made only by the Board of Directors of the Company on the recommendation of the Audit

Committee. Waivers will be promptly reported to the Audit Committee and disclosed as required by law or any applicable regulatory authority or stock exchange.

Further Information

For any questions related to this Code of Business Conduct please send an e-mail to: businessconduct@sierrawireless.com

Date	Action by the Board of Directors
2003	Adoption of the Code
December 2005	Code Update
October 2008	Code Update
March 2011	Code Update
February 2014	Code Update
April 2016	Code Update
May 2017	Code Update
April 2020	Latest Code Update