

U.S. SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 40-F

- ☐ REGISTRATION STATEMENT PURSUANT TO SECTION 12 OF THE SECURITIES EXCHANGE ACT OF 1934  
OR  
☒ ANNUAL REPORT PURSUANT TO SECTION 13(a) OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2011  
Commission File No.: 0-30718

**SIERRA WIRELESS, INC.**

*(Exact name of Registrant as specified in its charter)*

**Canada**

*(Jurisdiction of incorporation or organization)*

**Primary Standard Industrial Classification Doe (if applicable): 3663**

**I.R.S. Employer Identification Number (if applicable): 94-3338019**

**13811 Wireless Way, Richmond  
British Columbia, Canada V6V 3A4  
(604) 231-1100**

*(Address and telephone number of principal executive offices)*

**CT Corporation  
111 Eighth Avenue  
New York, New York 10011  
(212) 894-8940**

*(Agent for service in the United States)*

Securities registered or to be registered pursuant to Section 12(b) of the Act:

**Common Shares**

*(Title of Class)*

Name of exchange on which securities are registered:  
Toronto Stock Exchange, The Nasdaq Global Market

Securities registered or to be registered pursuant to Section 12(g) of the Act: **None**  
Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: **None**

For annual reports, indicate by check mark the information filed with this Form:

☒ Annual Information Form ☒ Audited Annual Financial Statements

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report: **31,306,692 Common Shares without par value as at December 31, 2011**

Indicate by check mark whether the Registrant, by filing the information contained in this Form, is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934 (the "Exchange Act"). If "yes" is marked, indicate the filing number assigned to the Registrant in connection with such Rule.

☐ Yes 82 - ☒ No

Indicate by check mark whether the Registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files).

Yes [☒] No [☐]

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#### **A. Disclosure Controls and Procedures**

Disclosure controls and procedures are defined by the Securities and Exchange Commission (the “Commission”) as those controls and other procedures that are designed to ensure that information required to be disclosed by the Registrant in reports filed or submitted by it under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), is recorded, processed, summarized and reported within the time periods specified in the Commission’s rules and forms.

The Registrant’s Chief Executive Officer and Chief Financial Officer have evaluated the effectiveness of the Registrant’s disclosure controls and procedures and have determined that such disclosure controls and procedures were effective as of the end of the period covered by this Annual Report. A discussion of the Registrant’s disclosure controls and procedures can be found in its Management’s Discussion and Analysis of Financial Condition and Results of Operations for the fiscal year ended December 31, 2011, filed as Exhibit No. 1.3 to this Annual Report, under the heading “Disclosure Controls”.

#### **B. Management’s Annual Report on Internal Control Over Financial Reporting**

See Management’s Discussion and Analysis of Financial Condition and Results of Operations for the fiscal year ended December 31, 2011, filed as Exhibit No. 1.3 to this Annual Report, under the heading “Internal Control Over Financial Reporting — Management’s Annual Report on Internal Control Over Financial Reporting”.

#### **C. Attestation Report of the Registered Public Accounting Firm**

The attestation report of KPMG LLP (“KPMG”), the independent registered public accounting firm of the Registrant, is included in KPMG’s report, dated March 5, 2012, to the shareholders of the Registrant, which accompanies the Registrant’s audited consolidated financial statements for the fiscal year ended December 31, 2011, filed as Exhibit 1.2 to this Annual Report.

#### **D. Changes in Internal Control Over Financial Reporting**

See Management’s Discussion and Analysis of Financial Condition and Results of Operations for the fiscal year ended December 31, 2011, filed as Exhibit No. 1.3 to this Annual Report, under the heading “Internal Control Over Financial Reporting – Management’s Annual Report on Internal Control Over Financial Reporting”.

#### **E. Notice of Pension Fund Blackout Period**

The Registrant was not required by Rule 104 of Regulation BTR to send any notice to any of its directors or executive officers during the fiscal year ended December 31, 2011.

#### **F. Audit Committee Financial Expert**

The Registrant’s Board of Directors has determined that S. Jane Rowe is the audit committee financial expert, within the meaning of General Instruction B(8)(b) of Form 40-F. Ms. Rowe is independent within the meaning of Rule 10A-3 under the Exchange Act and as that term is defined by the rules and regulations of the Nasdaq Stock Market, Inc. (“Nasdaq”).

The Commission has indicated that the designation of a person as an audit committee financial expert does not make such person an “expert” for any purpose, impose any duties, obligations or liability on such person that are greater than those imposed on members of the Audit Committee and the Board of Directors who do not carry this designation, or affect the duties, obligations or liability of any other member of the Audit Committee or Board of Directors.

#### **G. Code of Ethics**

The Registrant’s Board of Directors has adopted a code of ethics (the “Code”) that applies to all directors, officers and employees. A copy of the Code may be obtained at [www.sierrawireless.com](http://www.sierrawireless.com). The Registrant will provide a copy of the Code

without charge to any person that requests a copy by contacting the Corporate Secretary at the address that appears on the cover of this Annual Report on Form 40-F.

## **H. Principal Accountant Fees and Services**

### ***Audit Fees***

The aggregate fees billed by KPMG, the Registrant's independent auditor, for the fiscal years ended December 31, 2011 and 2010, for professional services rendered by KPMG for the audit of the Registrant's annual financial statements or services that are normally provided by KPMG in connection with statutory and regulatory filings or engagements for such fiscal years were \$1,139,500 and \$1,150,000, respectively.

### ***Audit-Related Fees***

The aggregate fees billed by KPMG for the fiscal years ended December 31, 2011 and 2010, for assurance and related services rendered by KPMG that are reasonably related to the performance of the audit or review of the Registrant's financial statements and are not reported above as audit fees were nil and nil, respectively.

### ***Tax Fees***

The aggregate fees billed by KPMG for the fiscal years ended December 31, 2011 and 2010, for professional services rendered by KPMG for tax compliance, tax advice, transfer pricing services, tax planning and other services were \$74,900 and \$55,350, respectively.

Tax fees for 2011 and 2010 were primarily for tax compliance and transfer pricing services.

### ***All Other Fees***

There were no fees billed by KPMG for the fiscal years ended December 31, 2011 and 2010, except as described above.

### ***Audit Committee Pre-Approval Policies and Procedures***

Since the enactment of the Sarbanes-Oxley Act of 2002 on July 30, 2002, all audit and non-audit services performed by the Registrant's outside auditors are pre-approved by the audit committee of the Registrant.

## **I. Off-Balance Sheet Arrangements**

The Registrant is not a party to any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on its financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors.

## **J. Tabular Disclosure of Contractual Obligations**

See Annual Information Form dated March 5, 2012, filed as Exhibit No. 1.1 to this Annual Report, under the heading "Contractual Obligations".

## **K. Identification of Audit Committee**

The Registrant has a separately designated standing audit committee established in accordance with Section 3(a)(58)(A) of the Exchange Act comprised of three individuals: S. Jane Rowe (Chair), Paul G. Cataford and Charles E. Levine. Each of the members of the audit committee is independent, within the meaning of Rule 10A-3 under the Exchange Act and as that term is defined by the rules and regulations of the Nasdaq.

## **L. Critical Accounting Policies**

A discussion of the Registrant's critical accounting policies can be found in its Management's Discussion and Analysis of Financial Condition and Results of Operations for the fiscal year ended December 31, 2011, filed as Exhibit No. 1.3 to this Annual Report, under the heading "Critical Accounting Policies and Estimates".

## **M. Nasdaq Exemptions**

The rules and regulations of the Nasdaq require each listed issuer to provide that a quorum for its shareholders' meetings be at least 33 1/3 percent of the issuer's outstanding shares. The Registrant has been granted an exemption from this requirement because it is contrary to generally accepted business practices in Canada, the Registrant's country of domicile. The Registrant has had the benefit of this exemption in the current and prior year.

In determining whether a requirement is contrary to generally accepted business practices, the Nasdaq rules generally look to the requirements of the primary market in the issuer's country of domicile. The rules and policies of the Toronto Stock Exchange, the primary market in Canada, do not contain quorum requirements, and the *Canada Business Corporations Act*, the Registrant's governing statute, defers to the quorum requirements contained in an issuer's By-laws. Under the Registrant's By-laws, a quorum for a meeting of the Registrant's shareholders is two persons present in person, each being a shareholder entitled to vote thereat or a duly appointed proxyholder or representative for a shareholder so entitled.

#### **N. Interactive Data File**

Concurrent with this filing, the Registrant has submitted to the Commission and posted on its corporate website, an Interactive Data File.

## UNDERTAKING AND CONSENT TO SERVICE OF PROCESS

### A. Undertaking

The Registrant undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to: the securities registered pursuant to Form 40-F; the securities in relation to which the obligation to file an annual report on Form 40-F arises; or transactions in said securities.

### B. Consent to Service of Process

A Form F-X, as amended, signed by the Registrant and the Registrant's agent for service of process with respect to the Common Shares has previously been filed with the Commission. Any change to the name or address of the Registrant's agent for service shall be communicated promptly to the Commission by amendment to the Form F-X referencing the file number of the Registrant.

## SIGNATURES

Pursuant to the requirements of the Exchange Act, the Registrant certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this annual report to be signed on its behalf by the undersigned, thereto duly authorized.

**SIERRA WIRELESS, INC.**  
*(Registrant)*

/s/ DAVID G. MCLENNAN  
David G. McLennan,  
Chief Financial Officer and Secretary

Date: March 5, 2012

## EXHIBIT INDEX

<b>Exhibit No.</b>	<b>Document</b>
1.1	Annual Information Form for the fiscal year ended December 31, 2011, dated March 5, 2012
1.2	Audited Consolidated Financial Statements for the fiscal year ended December 31, 2011, prepared in accordance with U.S. generally accepted accounting principles
1.3	Management's Discussion and Analysis of Financial Condition and Results of Operations for the fiscal year ended December 31, 2011
23.1	Consent of KPMG LLP
31.1	Certification of the Chief Executive Officer and Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of the Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101	Interactive Data File

**EXHIBIT 1.1**

**SIERRA WIRELESS, INC.**  
**ANNUAL INFORMATION FORM**  
**for the Fiscal Year Ended December 31, 2011**

**Dated: March 5, 2012**

Sierra Wireless, Inc.  
Annual Information Form  
March 5, 2012

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## ***CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS***

Certain statements and information in this Annual Information Form are not based on historical facts and constitute forward-looking statements or forward-looking information within the meaning of the U.S. Private Securities Litigation Reform Act of 1995 and Canadian securities laws (“forward-looking statements”) including our outlook for the short and longer term and our strategy, plans and future operating performance. Forward-looking statements are provided to help you understand our views of our short and longer term prospects. We caution you that forward-looking statements may not be appropriate for other purposes. We will not update or revise our forward-looking statements unless we are required to do so by securities laws.

Forward-looking statements:

- Typically include words and phrases about the future such as “outlook”, “may”, “estimates”, “intends”, “believes”, “plans”, “anticipates” and “expects”;
- Are not promises or guarantees of future performance. They represent our current views and may change significantly;
- Are based on a number of material assumptions, including those listed below, which could prove to be significantly incorrect:
  - Our ability to develop, manufacture and sell new products and services that meet the needs of our customers and gain commercial acceptance;
  - Our ability to continue to sell our products and services in the expected quantities at the expected prices and expected times;
  - Expected transition period to our 4G products;
  - Expected cost of goods sold;
  - Expected component supply constraints;
  - Our ability to “win” new business;
  - That wireless network operators will deploy next generation networks when expected;
  - Our operations are not adversely disrupted by component shortages or other development, operating or regulatory risks;
  - Expected tax rates and foreign exchange rates.
- Are subject to substantial known and unknown material risks and uncertainties. As a result, our actual results, achievements and developments in our business may differ significantly from our current expectations. These risk factors and others are discussed in our Management’s Discussion and Analysis of Financial Condition and Results of Operations, which may be found on SEDAR at [www.sedar.com](http://www.sedar.com) and on EDGAR at [www.sec.gov](http://www.sec.gov) and in our other regulatory filings with the Securities and Exchange Commission in the United States and the Provincial Securities Commissions in Canada. Certain of these material risks are listed below:
  - Actual sales volumes or prices for our products and services may be lower than we expect for any reason including, without limitation, the continuing uncertain economic conditions, price and product competition, different product mix, the loss of any of our significant customers, or competition from new or established wireless communication companies;
  - The cost of products sold may be higher than planned or necessary component supplies may not be available, are delayed or are not available on commercially reasonable terms;
  - We may be unable to enforce our intellectual property rights or may be subject to litigation that has an adverse outcome;
  - The development and timing of the introduction of our new products may be later than we expect or may be indefinitely delayed;

- Transition periods associated with the migration to new technologies may be longer than we expect.

## ***CURRENCY***

Unless otherwise indicated, all figures are stated in U.S. dollars.

## ***CORPORATE STRUCTURE***

Unless the context otherwise indicates, references to “we”, “our”, “us”, “the Company”, “the Corporation” or “Sierra Wireless” in this Annual Information Form means Sierra Wireless, Inc. and its subsidiaries.

Sierra Wireless was incorporated under the *Canada Business Corporations Act* on May 31, 1993. The Articles of Sierra Wireless were amended by a Certificate of Amendment issued March 29, 1999 to remove the private company provisions and restrictions on share transfer. The Articles of the Company were further amended by Certificates of Amendment issued May 13, 1999 and May 14, 1999 to: (i) re-designate and change all existing Common Shares in the capital of the Company to new Common Shares in the capital of the Company (the “Common Shares”); (ii) change the rights attached to all Preference Shares in the capital of the Company (the “Preference Shares”) and to remove each existing series of Preference Shares; and (iii) consolidate the Common Shares on the basis of one post-consolidation Common Share for 1.5 pre-consolidation Common Shares.

The Company’s registered and records office is located at Suite 2600, Three Bentall Centre, 595 Burrard Street, Vancouver, British Columbia, Canada, V7X 1L3 and its head office and principal place of business is located at 13811 Wireless Way, Richmond, British Columbia, Canada, V6V 3A4.

The following table lists subsidiaries of Sierra Wireless and their jurisdictions of incorporation or organization. All such entities are 100% owned, directly or indirectly, by Sierra Wireless.

<b>Name</b>	<b>Jurisdiction of Incorporation or Organization</b>
Sierra Wireless America, Inc.	Delaware, U.S.A.
Sierra Wireless (UK) Limited	United Kingdom
Sierra Wireless (Asia-Pacific) Limited	Hong Kong
Sierra Wireless (Australia) Pty Limited	Australia
Sierra Wireless Technology (Shenzhen) Ltd.	China
Sierra Wireless Japan KK	Japan
Sierra Wireless France SAS	France
Sierra Wireless Luxembourg S.à.r.l.	Luxembourg
Sierra Wireless S.A.	France
Sierra Wireless Hong Kong Limited	Hong Kong
Sierra Wireless Solutions and Services S.A.	France

Sierra Wireless South Africa (Proprietary) Limited	South Africa
Wavecom Korea Co. Ltd.	Korea
Nexgen Software SAS	France
Sierra Wireless Northern Europe Ltd.	United Kingdom
Wavecom Participacoes e Representacoes Ltda	Brazil
Sierra Wireless Deutschland GmbH	Germany

## ***GENERAL DEVELOPMENT OF THE BUSINESS***

### **Overview**

We are a global leader in the development of wireless technologies and solutions. We focus on wireless devices and applications, offering a comprehensive portfolio of products and services that reduce complexity for our customers. With sales, engineering, and research and development teams located in offices around the world, we provide leading edge wireless solutions for the machine-to-machine (“M2M”) and mobile computing markets. We develop and market a range of products that include wireless modems for mobile computers, mobile hotspots, wireless embedded modules and software for original equipment manufacturers (“OEMs”), intelligent wireless gateway solutions for industrial, commercial and public safety applications, and an innovative platform for delivering device management and end-to-end application services. We also offer professional services to OEM customers during their product development and launch process, leveraging our expertise in wireless design, software, integration and certification to provide built-in wireless connectivity for mobile computing devices and M2M solutions. Our products, services and solutions connect people, their mobile computers and machines to wireless voice and data networks around the world.

In the Mobile Computing market, we are recognized as a leader in developing products for new air interface standards, including fourth generation (“4G”) wireless technologies such as Long Term Evolution (“LTE”), Worldwide Interoperability for Microwave Access (“WiMAX”) and High Speed Packet Access Plus (“HSPA+”). We work closely with our operator customers, such as AT&T Inc. (“AT&T”), Sprint Nextel Corporation (“Sprint”), and Telstra Corporation Limited (“Telstra”), and with other carriers and our OEM customers to be first to market with new mobile broadband devices that provide high performance, mobile internet connectivity for their end customers.

While the design and manufacture of mobile computing devices continues to be key to our business, our expansion by acquisition and organic development into M2M over the past few years makes us the global leader in the M2M market, placing us in a strong position to benefit from the anticipated growth in both the wireless M2M and mobile computing markets. Our acquisitions have also diversified our revenue base, broadened our product offerings and increased our scale and capabilities throughout the world. In the M2M market, we are the global market share leader and we continue to invest in our leading product portfolio and global reach to both expand our offering and grow our market share. Our M2M wireless solutions, including our AirPrime™ wireless embedded modules, AirLink™ intelligent gateways and routers, and AirVantage™ M2M cloud platform are used by a wide range of OEMs, enterprises and service providers to wirelessly enable their M2M applications. Our M2M customers cover a broad range of industries, including consumer electronics, networking equipment, automotive, energy, security, sales and payment, industrial control and monitoring, fleet management, field service and healthcare.

We sell our products primarily through indirect channels including wireless operators, distributors and value-added resellers, as well as directly to OEMs and enterprises.

Recent developments that have influenced the general progression of the Company's business include:

*New 4G products.* During 2011, we began shipping our AirCard® W802 Mobile Hotspot, the second generation of the world's first wireless mobile hotspot that combines 3G (EV-DO Rev A) with 4G (WiMax) and Wi-Fi technologies. Also known as the Overdrive Pro™ 3G/4G Mobile Hotspot launched by Sprint, this product turns a single Internet connection into a wireless LAN that can be shared by multiple users. We also launched the Elevate 4G LTE mobile hotspot and USBConnect Momentum 4G LTE USB modem; the first mobile broadband devices on AT&T's new LTE network. During 2011, we also partnered with Telstra when they launched their 4G LTE network; launching the Telstra USB 4G modem and the Ultimate 4G mobile hotspot. In addition, we have provided 4G devices to other carriers for their LTE roll outs, including Rogers Communication and Bell Mobility. We re-established our position as a leading provider of embedded module solutions for PC OEMs, with repeat design wins with our core customers and new design wins with Tier 1 PC OEMs. We also launched a portfolio of LTE embedded modules with support for all major network technologies, targeted at device manufacturers integrating LTE connectivity in mobile computing and M2M applications.

*New product introductions in M2M.* We reinforced our leadership position in M2M with the launch of new products and solutions. During 2011, we commenced shipment of several new AirPrime wireless embedded module products, including:

- The SL Series - offering wireless connectivity in a compact, lightweight LGA form factor for use in high-volume applications and in rugged environments such as security and video surveillance systems, mobile healthcare devices and industrial terminals.
- The WS Series – the world's smallest cellular module for M2M communications. Our AirPrime WS6318 module provides essential M2M connectivity in a smaller, simpler, and highly innovative package, opening the door to wirelessly connecting devices that were previously impractical due to stringent size constraints.
- The MC77XX Series - our first 4G LTE modules, certified on the AT&T, DoCoMo and Verizon networks.
- The GX4XX Series – our next-generation platform for AirLink intelligent gateways and routers that includes cloud-based device management, extensive hardware and software enhancements, ruggedized construction, GPS functionality and associated location-based services, and advanced configuration options with comprehensive expandability. GX4XX products are now certified on many networks worldwide, including AT&T, Sprint and Verizon's 4G LTE network.

We also introduced new software features that accelerate embedded M2M application development, including a new third-party library, an integrated debugging tool and a new user interface for remote device management.

In 2011, our AirVantage™ M2M Cloud Platform gained traction in the market as well, offering solid evidence that our investments in value chain expansion are working. AirVantage is unique in the industry and provides a scalable, secure web-based platform that differentiates our hardware solutions by enabling OEMs and mobile network operators to accelerate and simplify the development, deployment, and on-going management of their M2M applications.

*Expanded software, solution, and service offerings in M2M.* We continue to expand our position in the M2M value chain with the introduction of new software, solutions and services. During 2010 and 2011, we provided enhancements to our OpenAT operating system and Embedded Application

Framework to further accelerate the development of native M2M embedded applications on AirPrime embedded modules. These enhancements included a new release of the M2M Embedded Developer Studio integrated development environment, the integration of the WirelessIDEA library developed by Aplix Corporation to enable Java applications, the release of a new, advanced integrated debugger, and ease-of-use enhancements for remote device management. In 2010 and 2011, we introduced enhancements to our secure cloud platform for M2M applications under the AirVantage brand and announced significant new capabilities including: expanded support for AirLink and AirPrime device management services, enhancements to the web services application programming interface (API), expanded subscription management functionality, and platform integration with eight operator networks worldwide. We also extended the AirVantage platform with the launch of our Smart Automation feature set to simplify the connection to industrial equipment and to enable complete end-to-end solutions for industrial M2M applications.

*Organizational structure.* In September, 2010, we implemented a new organizational structure designed to sharpen our focus on distinct market opportunities. The new organizational structure established three business units – M2M Embedded Solutions, Mobile Computing, and Solutions & Services. Dedicated sales, marketing and research and development (“R&D”) functions within each business unit bring teams closer to their customers. Common wireless platforms, an integrated supply chain, and a strong global presence provide leverage and highly competitive scale. Concurrent with the implementation of the new organizational structure, 60 full time positions, representing approximately 6% of our global workforce, were eliminated as a result of expected improved operating efficiencies. These reductions were substantially completed during the fourth quarter of 2010 and have resulted in an operating expense reduction of approximately \$1.0 million per quarter. In 2010, we incurred a pre-tax charge of \$4.4 million for severance and other costs related to this program, which included \$0.5 million of stock-based compensation expense.

*Acquisition and successful integration of Wavecom S.A.* In December, 2008, we announced an all-cash offer to purchase all of the ordinary shares and OCEANEs convertible bonds (“OCEANEs”) of Wavecom S.A. (“Wavecom”), a global leader in wireless M2M solutions headquartered in Issy-les-Moulineaux, France. The total value of the transaction was approximately €18.0 million and was comprised of cash consideration of €8.50 per share of Wavecom and €1.93 per OCEANE. The transaction was implemented by way of concurrent but separate public tender offers in both France and the United States. On February 27, 2009, we completed our acquisition of 84.32% of the outstanding shares and 99.97% of the outstanding OCEANEs of Wavecom, representing 90.57% of the voting rights of Wavecom. Following a statutory re-opening of the tender offer and our purchase of Wavecom shares on the market, we increased our ownership of the voting rights of Wavecom from 90.57% to 95.4% and, on April 29, 2009, completed our acquisition of all of the remaining Wavecom shares, except for certain shares held by employees that are subject to a hold period, and OCEANEs by way of a squeeze-out. The Wavecom shares and OCEANEs have been delisted from the Euronext and the American Depositary Shares have been delisted from the Nasdaq Stock Market Inc. (“Nasdaq”).

The acquisition and successful integration of Wavecom has significantly expanded and diversified our position in the global M2M market. The addition of Wavecom enhanced our product and service offering in M2M by adding highly sophisticated wireless module platforms and solutions which integrates the necessary software and hardware on embedded devices that can be used for a wide variety of applications. In addition to a broadened product offering, the acquisition increased our scale and capabilities in both Europe and Asia. The result of the combination of Sierra Wireless and Wavecom is a global leader that is uniquely positioned to benefit from the anticipated growth in wireless M2M.

*Cost Reduction Program.* In January, 2009, prior to the acquisition of Wavecom, we implemented an expense reduction program that was completed during the first quarter of 2009 and included the elimination of 56 positions, representing 10% of our workforce. In the first quarter of 2009, we

incurred a pre-tax charge of approximately \$1.6 million related to the program, which included \$0.5 million of stock-based compensation expense. Also prior to our acquisition of Wavecom, Wavecom implemented a cost savings program and reorganization. The first portion of this plan, related to its operations in the United States, began in late 2008. In the second quarter of 2009, the staff reduction program in France related to this reorganization was implemented. A total of 77 positions in France were impacted, and all of these positions were phased out by September 30, 2010. On May 15, 2009, we announced further cost reduction initiatives related to the integration of Wavecom and Sierra Wireless that included combining the R&D and product operations of both organizations. As a result, the Wavecom location in Research Triangle Park, North Carolina, was closed in the fourth quarter of 2009. R&D activities from this location were transitioned primarily to the Sierra Wireless location in Carlsbad, California. In 2010, we included an additional provision for costs of the leased North Carolina location, costs related to subleasing a portion of the Issy-les-Moulineaux location, as well as costs of additional employees in Europe who were terminated. In 2010, restructuring costs related to these programs were \$3.2 million, including \$0.1 million of stock-based compensation expense, compared to \$19.0 million in 2009, including \$0.4 million of stock-based compensation expense.

Highlights of our financial performance include:

In 2009, our revenue was \$526.4 million, compared to \$567.3 million in 2008. The decrease in revenue was primarily a result of a decrease in sales of our AirCards and sales of our embedded modules to portable computing original equipment manufacturers (“PC OEM”) customers, partially offset by an increase in revenue from the Wavecom acquisition. Gross margin was 33.7% in 2009, compared to 28.1% in 2008. The increase resulted primarily from product cost reductions, early synergies from the Wavecom acquisition, as well as the addition of higher margin products from the Wavecom acquisition. Loss from operations was \$37.7 million in 2009, compared to earnings from operations of \$44.6 million in 2008. Our loss from operations included acquisition costs of \$7.8 million, restructuring costs of \$20.0 million, integration costs of \$3.8 million and acquisition related amortization of \$11.8 million. Our net loss was \$39.9 million, or loss per share of \$1.29, in 2009, compared to net earnings of \$62.6 million, or diluted earnings per share of \$2.00, in 2008.

In 2010, we achieved record annual revenue of \$650.3 million, compared to \$526.4 million in 2009. The increase in revenue was driven by a combination of strong performance in our M2M business line, which grew to \$332.4 million in 2010, up 54% from \$216.5 million in 2009, and stable sales in our Mobile Computing business line, which were \$317.9 million in 2010 compared to \$309.9 million in 2009. M2M revenue represented 51% of sales in 2010, proving that our diversification strategy is working. Gross margin was 29.3% in 2010, compared to 33.7% in 2009. The decline resulted primarily from a shift in product mix to include a higher contribution from lower margin consumer M2M customers. Loss from operations was \$10.4 million in 2010, compared to loss from operations of \$37.7 million in 2009. Our loss from operations in 2009 included transaction costs of \$7.8 million, restructuring costs of \$20.0 million, integration costs of \$3.8 million and acquisition related amortization of \$11.8 million. Our net loss was \$14.5 million, or loss per share of \$0.47, in 2010, compared to a net loss of \$39.9 million, or loss per share of \$1.29, in 2009.

We implemented a new organizational structure during the fourth quarter of 2010 and we have two reportable segments effective January 1, 2011.

- (1) *Mobile computing* - includes AirCard mobile broadband devices and AirPrime wireless embedded modules for PC OEM customers.
- (2) *Machine-to-Machine* – includes AirPrime embedded wireless modules (excluding embedded module sales to PC OEMs), AirLink Intelligent Gateways and routers, and AirVantage M2M Cloud Platform.

In 2011, we recorded revenue of \$578.2 million, a reduction of 11.1% from 2010. The reduction of revenue was primarily the result of three significant events:

- The absence of a large e-reader program for Barnes & Noble that generated revenue of \$64.2 million in 2010 compared to \$0.7 million in 2011, after which, the 3G enabled e-book reader program was not continued.
- The absence of revenue from Clearwire. Sales from Clearwire in 2010 totaled \$32.3 million compared to \$8.4 million in early 2011, after which time Clearwire left the dual-mode mobile broadband device market.
- A general transitional period of weakness in our sales of AirCard products as carriers worked through their 4G technology transition, including, in some cases, a concerted inventory reduction focus.

Offsetting these unusual changes during the year was steady year-over year growth in our core M2M business of 9%. Our M2M business has experienced a 19% average annual growth rate over the past three years. The personal computer original equipment manufacturers (“PCOEM”) segment of our Mobile Computing business also experienced considerable growth of about 68% as we continued to expand our share of business with Tier 1 OEMs. We remained well diversified during the year. Our M2M business line (including the Barnes & Noble e-book reader program), which comprised approximately 51% of our revenues, contributed \$293.2 million in revenues during 2011 compared to \$332.4 million in 2010. Our Mobile Computing business line, comprising approximately 49% of our revenues, contributed \$285.0 million in revenues during 2011 compared to \$317.9 in 2010. Gross margin in aggregate, was 28.3% in 2011 comprising of 32.4% and 24.0% from our M2M and Mobile Computing businesses, respectively. The decline in gross margin was largely attributed to product mix changes within our M2M business. Loss from operations was \$29.9 million in 2011, compared to loss from operations of \$10.4 million in 2010. Our loss from operations in 2011 included an after-tax asset impairment charge of \$11.2 million primarily related to a software development program we acquired through the purchase of Wavecom, S.A. in 2009 and which we decided to abandon. Our 2011 loss from operations also included stock-based compensation of \$6.4 million, acquisition amortization of \$12.9 million and certain restructuring and integration costs totaling \$2.3 million. Our net loss attributable to the Company was \$29.3 million, or loss per share of \$0.94, in 2011, compared to a net loss of \$14.5 million, or loss per share of \$0.47, in 2010.

## ***NARRATIVE DESCRIPTION OF THE BUSINESS***

### **Industry Background**

We operate in the wireless communications solutions industry, which involves providing voice and data services using cellular wireless technologies. These technologies include second generation (“2G”) standards such as GSM/GPRS/EDGE and CDMA/1xRTT, third generation (“3G”) standards such as UMTS (including HSPDA and HSUPA) and EV-DO, fourth generation (“4G”) standards such as HSPA+, LTE and WiMAX, and Wi-Fi. The industry typically includes: wireless network operators, who deploy, own and operate wireless networks and provide service to end users; infrastructure vendors, who provide the networking equipment and software to build such networks, including equipment such as base stations, routers and backhaul equipment; device manufacturers, who provide voice and data communication devices that use the network, such as handsets, mobile broadband modems, and embedded modules; and software application vendors, who offer the end user applications to enterprises and consumers that utilize the wireless networks. We primarily participate in the industry as a data device manufacturer, but also increasingly offer software solutions to our enable end customer applications.



Recent market trends in the wireless communications industry include:

*Increased wireless network coverage and data speeds.* Mobile network operators around the world continue to invest in network upgrades to add 3G and, increasingly, 4G technologies, enabling mobile broadband connectivity of up to 100 megabits per second (“Mbps”). The operators also continue to improve network coverage, improving the ubiquity of cellular wireless access around the world.

*Technology improvements in devices and software.* Improvements in wireless chipset technology, including greater integration, higher speeds, and lower power consumption, are driving advances in cellular devices including on-board application processing, faster, more efficient data transfer, smaller form factors, lower hardware costs, and longer battery life. These advances have helped enable the significant growth in new wireless devices such as smartphones, USB modems, mobile hotspots, embedded modules, tablets and myriad other devices seeking to fill a growing demand for connected applications across many segments including automotive, networking, energy, security, sales and payment, industrial control and monitoring, fleet management, filed service, healthcare and consumer electronics.

*Lower, more flexible service pricing.* Mobile network operators are introducing new wireless service pricing models to enable subscriber growth in both Mobile Computing and M2M. These include offerings such as tiered pricing and pre-pay for mobile broadband service and more flexible data packages for M2M applications, as well as generally lower costs for data plans.

We expect these trends, and others, to provide solid growth opportunities in both the M2M and mobile computing markets. With higher speeds and more ubiquitous coverage, the number of business professionals and individual consumers utilizing notebooks, netbooks, tablets and other consumer devices on wireless networks is expected to increase. In addition, lower service costs and more advanced, lower cost devices are expected to unlock many new M2M applications that were previously not feasible.

Effective January 1, 2011, we have two reportable segments as a result of implementing a new organizational structure in the fourth quarter of 2010. Our revenue by reportable segment and by product line for the years ended December 31, 2011 and 2010 is as follows:

<i>(in thousands of U.S. dollars)</i>		
	<b>Year ended December 31</b>	
	<b>2011</b>	<b>2010</b>
<b>M2M</b>		
AirPrime Embedded Wireless Modules (excludes PC OEMs)	\$ 242,791	\$ 274,964
AirLink Intelligent Gateways and Routers	39,013	48,626
AirVantage M2M Cloud Platform and Other	11,415	8,855
	<u>\$ 293,219</u>	<u>\$ 332,445</u>
<b>Mobile Computing</b>		
AirCard Mobile Broadband Devices	\$ 241,454	\$ 291,464
AirPrime Embedded Wireless Modules for PC OEMs	39,422	23,420
Other	4,090	3,012
	<u>\$ 284,966</u>	<u>\$ 317,896</u>

## Products and Solutions

Our M2M business includes our AirPrime™ Embedded Wireless Modules (excluding embedded module sales to PC OEMs), AirLink™ Intelligent Gateways and Routers and AirVantage™ M2M Cloud Platform. We believe that the market for our M2M products offers profitable growth opportunities. The M2M market is competitive and our future success will depend in part on our ability to continue to develop differentiated products and services that meet our customers' evolving technology, design, schedule and price requirements.

*AirPrime Embedded Wireless Modules.* AirPrime Embedded Wireless Modules provide a wide variety of options for OEMs to embed cellular wireless connectivity into their products for M2M applications. The AirPrime embedded module product portfolio includes various air interfaces from 2G to 4G, GSM or CDMA networks and a variety of form factors with various levels of capability from modem-only functionality to fully programmable devices. Our AirPrime Embedded Wireless Module portfolio includes devices designed for specialized applications including those intended for use in rugged environments, automotive and even space limited applications where only the world's smallest cellular module will suffice.

*AirLink Intelligent Gateways and Routers.* The AirLink family of intelligent gateways and routers provides customers the ability to add cellular wireless connectivity in various industrial, enterprise and in-vehicle applications. The product portfolio includes rugged, industrial-grade 2G, 3G and 4G gateways with serial, Ethernet and Wi-Fi connectivity, commercial-grade 3G/4G routers, and low-cost, programmable 2G, 3G and 4G gateways. The AirLink products feature powerful ALEOS embedded intelligence, enabling rapid device configuration and seamless integration with various industrial equipment, and AirLink Management Services, providing easy-to-use web-based remote management and control.

*AirVantage M2M Cloud Platform.* AirVantage is a comprehensive wireless M2M cloud computing platform that helps accelerate and simplify the development, deployment and on-going management of new wireless M2M applications. Key features include: subscription management for managing cellular subscriptions with operators, device management for remotely managing cellular communication devices, and asset management for remotely monitoring and controlling the connected machine or asset. The platform also includes a powerful set of M2M application development tools and an open web services application programming interface ("API") to support rapid development and integration.

Our Mobile Computing business includes our AirCard Mobile Broadband Devices and AirPrime Embedded Wireless Modules for PC OEM customers.

*AirCard Mobile Broadband Devices.* AirCard mobile broadband devices provide a simple way to connect notebooks, tablets and other consumer electronic devices to the Internet from virtually anywhere, over 3G and 4G mobile broadband networks. AirCard products are available in various form factors – including mobile hotspots, and USB modems – to suit a variety of customer needs. In addition, AirCard products support major mobile broadband technologies, including LTE, HSPA+, HSPA, EV-DO, WiMAX and Wi-Fi, across various frequency bands around the world.

*AirPrime Embedded Wireless Modules.* AirPrime Embedded Wireless Modules provide a wide variety of options for OEMs to embed cellular wireless connectivity into their products for Mobile Computing applications. The AirPrime embedded module product portfolio for PC OEMs includes various 3G and 4G air interfaces, and form factor options that fit a variety of computing platforms for different markets and networks around the world.

## Summary

### Machine-to-Machine:

Our M2M revenue was \$293.2 million in 2011, compared to \$332.4 million in 2010, a decrease of \$39.2 million, or 11.8%. The decrease in revenue, primarily due to a significant reduction in embedded module sales to Barnes & Noble for their e-book reader, was partially offset by steady growth in our core M2M embedded modules business. Our core M2M revenue, after excluding the impact of Barnes & Noble, increased 9.0%.

Gross margin was \$94.9 million for M2M in 2011, or 32.4% of M2M revenue. Comparative prior period information is not available as we began reporting segmented information in the first quarter of 2011 following an organizational structure change that we implemented during the fourth quarter of 2010.

### *AirPrime Wireless Embedded Modules for M2M (excludes PC OEM embedded modules)*

With the acquisition of Wavecom in 2009 and subsequent product launches and customer design wins, we have significantly expanded our global position in wireless embedded solutions for M2M. Our line-up of embedded modules is the broadest in the industry and is used by a wide range of OEMs to wirelessly enable their products and solutions. We also have several innovations that we believe further bolster our competitive position, including an internally developed protocol stack tailored to M2M, embedded SIM technology and a powerful Embedded Application Framework. The Sierra Wireless Embedded Application Framework consists of an M2M-specific operating system (“Open AT”), a range of software libraries, and a comprehensive integrated development environment and tool suite. Unique in the market, this framework enables AirPrime embedded modules to natively support a complete embedded application on the module, accelerating M2M application development and lowering total cost for OEMs. Our M2M OEM customers cover a broad range of industries including consumer electronics, networking equipment, automotive, energy, security, sales and payment, industrial control and monitoring, fleet management, field service and healthcare. We believe that there are long-term profitable growth prospects in the embedded M2M market and we plan to continue to invest to expand our leadership position.

In 2011, revenue from our M2M embedded module products was \$242.8 million, compared to \$275.0 million in 2010, a decrease of \$32.2 million, or 11.7%. Higher revenues from increased growth in our core M2M embedded module business partially offset the reduction in embedded module sales to Barnes & Noble. With the completion of embedded module shipments for Barnes & Noble’s first generation NOOK e-book reader, sales of embedded modules to Barnes & Noble in 2011 were \$0.7 compared to \$64.2 million in 2010. Excluding sales to Barnes & Noble, our core M2M embedded module revenue grew 15% in 2011, compared to the same period in 2010.

During 2011, we introduced industrial-grade HSPA+ and EV-DO wireless modules to our award-winning AirPrime SL Series of wireless embedded modules. Our AirPrime SL809x, for HSPA+ networks, and SL501x, for EV-DO networks, are optimized for applications requiring high bandwidth and the ability to operate in rugged environments, such as security and video surveillance systems, mobile healthcare devices and industrial terminals. We also introduced new software features that accelerate embedded M2M application development, including a new third-party library, an integrated debugging tool and a new user interface for remote device management.

In 2011, we achieved an important milestone in our 4G LTE embedded module development programs. Our AirPrime MC7700 embedded wireless module and AirPrime MC7750 embedded wireless module received certification and technical approval on several networks, including AT&T and Verizon. We also commenced initial commercial shipments of both modules late in 2011.

We launched the world's smallest cellular module for M2M communications in November 2011. Our AirPrime WS6318 module provides essential M2M connectivity in a smaller, simpler, and highly innovative package, opening the door to wirelessly connecting devices that were previously impractical due to stringent size constraints.

During 2011, several customers selected our wireless embedded modules for use in their products and services. Notably,

- Ambient Corporation selected our embedded wireless module to provide 3G wireless connectivity for its latest X-series smart grid communications node, used by energy and utility companies for real-time monitoring and communication with the grid.
- Lancom Systems GmbH, a German manufacturer of enterprise network solutions, selected our embedded wireless modules to provide 4G wireless connectivity for its new line of cellular broadband virtual private network routers.
- NetComm Limited, an international manufacturer of networking solutions for small business and home users, selected our AirPrime MC7750 and MC7710 embedded modules to provide 4G cellular connectivity for its new router.
- PositiveID Corporation, a developer and marketer of healthcare and information management products, selected our embedded wireless module to power its iGlucose mobile health solution for real-time diabetes management.
- NETGEAR, Inc., an international provider of networking solutions for business and consumers, chose our 4G wireless embedded modules to provide high speed connectivity for a new series of mobile broadband routers that will take advantage of 4G LTE and Dual-Carrier HSPA+ networks.
- Hughes Telematics, Inc., a leader in providing next-generation connected services, selected our SL6087 EDGE module and XM0110 GPS module to support its award-winning In-Drive™ aftermarket telematics solution.
- EDM Limited selected our SL6087 embedded wireless module to provide cellular connectivity for its new Mk7B smart metering solution and together, we were awarded the GSMA Global Mobile Award for Best Mobile Innovation for Utilities at the 2011 Mobile World Congress in Barcelona.
- GeaCom selected our MC8355 embedded wireless module to provide the 3G wireless connection for its Phraser®, a handheld multilingual medical communication system that helps patients and caregivers overcome differences in language, culture, or literacy to exchange critical medical information.
- Gorlitz AG, a leading manufacturer of advanced meter reading and energy information management systems, selected Sierra Wireless to provide wireless connectivity solutions for its Ethernet/GPRS router. The router connects to energy meters, allowing utilities to remotely collect energy usage data. Our solution combines an AirPrime Q2686 embedded wireless module with our Open AT® framework, which includes pre-packaged software libraries that accelerate development and time-to-market.
- Harman, a leading global audio and infotainment group, announced that it is now ready to begin road tests with its 4G connected infotainment systems. Test vehicles will be equipped with the latest Harman infotainment system platform technology integrating our 4G AirPrime embedded wireless module.

- Actia Group, an international provider of value-added electronic equipment for the automotive market, selected our AirPrime AR Series modules to provide high-performance connectivity for its latest in-vehicle technology platform. Actia's new platform uses our AirPrime module to allow drivers to connect and manage various functions of their vehicles through a smartphone application.

### ***AirLink Intelligent Gateways and Routers***

Our AirLink Intelligent Gateways and Routers are sold to customers in a wide variety of vertical markets including public safety, transportation, field service, energy, industrial, and financial organizations. Our broad AirLink product line up is an integral part of our M2M offering, covering multiple form factor needs and wireless technologies. We believe that there are profitable growth prospects for our AirLink intelligent gateway and router solutions and we intend to capture these opportunities through segment, product line and geographical expansion.

In 2011, revenue from AirLink Intelligent Gateways and Routers decreased 19.8% to \$39.0 million from \$48.6 million in 2010 primarily due to deferrals of orders by certain U.S. based public service customers affected by budget constraints and delays caused by technology transitions as customers wait for new AirLink solutions that support 4G LTE.

During 2011, we announced a multi-purpose wireless gateway that defines next-generation intelligent M2M networking. Our powerful AirLink GX400 gateway offers a leading edge combination of features, including cloud-based device management, extensive hardware and software enhancements, mil-spec ruggedness, GPS and associated location-based services and advanced configuration options. The AirLink GX400 offers myriad configuration options and has a variety of hardware interfaces to suit a wide range of M2M applications. This range of software and hardware configuration options allows system integrators to standardize on a single gateway platform to better serve the needs of their customers. In the second quarter of 2011, we began commercial shipments of the GX400 to North American and certain International markets. We also commercially launched AirLink Management Services ("AMS"), a comprehensive cloud-based remote device management service built on top of the AirVantage platform.

In 2011, we also introduced a 4G LTE multi-purpose wireless gateway that leverages the power of 4G LTE networks. The AirLink GX440 delivers the high bandwidth required by applications such as high-quality wireless video surveillance, multi-data stream wireless connections to branch locations and mobile office applications for public safety and field service activities. On January 6, 2012, we announced that the AirLink GX440 4G LTE rugged wireless gateway received certification on the Verizon 4G LTE network.

During 2011, Metsaliitto, an international forestry group, selected our AirLink MP895 rugged in-vehicle router, to provide fast, 3G connections to its heavy machinery and transport vehicles, enabling real-time transmission of critical information.

### ***AirVantage M2M Cloud Platform***

Our AirVantage M2M Cloud Platform provides solutions and services that enable application providers, OEMs and mobile network operators to efficiently develop, deploy, and operate complete M2M solutions for managing remote equipment and assets. These solutions are based on tools that facilitate the development and delivery of applications that are hosted on our AirVantage platform which is scalable, secure and compatible with a broad range of available wireless equipment. The platform includes advanced functionality for subscriber management (including billing and rating), device management and asset management and includes a fully integrated development environment, enabling

our partners and customers to bring end to end M2M solutions to market quickly. We view our AirVantage platform and solutions capability as a strategic technology asset and differentiation enabler.

In 2011, we announced the availability of AirVantage Smart Automation, an extension to our AirVantage M2M Cloud Platform that simplifies the connection to industrial equipment and the creation of embedded business logic without programming. In addition, together with KPN N.V. ("KPN"), the leading mobile network operator in the Netherlands, we are collaborating to bring M2M applications to market faster and at lower cost. KPN and Sierra Wireless are jointly marketing the AirVantage M2M Cloud Platform and KPN's M2M services. We are also collaborating with Verizon Wireless, AT&T, Sprint and Vodafone to co-market our AirVantage M2M Cloud Platform. As at December 31, 2011, the AirVantage M2M Cloud Platform is available on eight networks worldwide.

On February 21, 2012, we announced that Nestle Nespresso SA, the pioneer and market leader in highest-quality portioned premium coffee, has selected Sierra Wireless to provide a comprehensive M2M cloud platform and hardware solution to provide remote connectivity for its range of professional coffee machines.

### **Mobile Computing:**

Our mobile computing revenue decreased by 10.4% to \$285.0 million in 2011 compared to \$317.9 million in 2010. The decline in revenue was largely due to reduction in revenue from Clearwire. This decline was partially offset by revenue from new 4G products, and an increase in revenue from PC OEMs.

Gross margin was 24.0% for the mobile computing segment in 2011. Comparative period information is not available as we began reporting segmented information in the first quarter of 2011 following an organizational structure change that we implemented during the fourth quarter of 2010.

We believe that the key growth enablers for wireless solutions in mobile computing include the continued deployment and upgrade of wireless networks around the world, growth in the number and type of devices being wirelessly connected, and an expanding end customer awareness of the availability of such products and their benefits.

### ***AirCard Mobile Broadband Devices***

Our AirCard mobile broadband device family includes our AirCard-branded USB modems and mobile Wi-Fi hotspots. Our AirCard products, sold to mobile network operators around the world, provide a simple way to connect notebooks, tablets and other electronic devices to the Internet, over 3G and 4G mobile broadband networks.

In 2011, sales of our AirCard products decreased by 17.2% to \$241.5 million, compared to \$291.5 million in 2010 primarily due to loss of revenue from Clearwire. This decline was partially offset by an increase in revenue from sales of 4G products to Telstra.

We believe that the market for our new 4G AirCard products offers profitable growth opportunities. Competition in this market continues to be intense and our future success will depend in part on our ability to continue to develop differentiated products that meet our customers' evolving technology, design, schedule and price requirements.

In 2011, we introduced our first 4G LTE AirCard products. The AirCard 753S and AirCard 754S Mobile Hotspots each connect up to five Wi-Fi enabled devices simultaneously to the internet over Dual-Carrier HSPA+ and LTE networks, respectively. The new 4G Mobile Hotspots are approximately the

size of a deck of cards, lightweight and easy to set up and use. We also introduced the AirCard 319U and AirCard 320U USB modems, with 4G speeds and user friendly design. The AirCard 319U USB modem, launched on the Telus network in Canada in March 2011, is for Dual-Carrier HSPA+ networks and offers download speeds of up to 42 Mbps and upload speeds of up to 5.76 Mbps. The AirCard 320U and AirCard 313U are our first USB modems for LTE networks, offering download speeds of up to 100 Mbps and upload speeds of up to 50 Mbps. We also launched our second generation mobile hotspot with Sprint – the 3G/4G Overdrive Pro (a.k.a AirCard 802S). The Overdrive Pro allows users to connect up to eight Wi-Fi enabled devices simultaneously through a single Wi-Fi connection to Sprint's 4G and 3G wireless networks.

During the third quarter of 2011, AT&T rolled out its first 4G LTE markets and devices. The AT&T Mobile Hotspot Elevate 4G (a.k.a. Sierra Wireless AirCard 754S mobile hotspot) and the AT&T USBConnect Momentum 4G (a.k.a. Sierra Wireless AirCard 313U USB modem) enable mobile consumers and professionals to connect wirelessly from laptops, tablets, and other mobile devices at LTE speeds. The 4G LTE Sierra Wireless 313U offers similar connection speeds in a simple plug and play form factor. We also launched the AirCard 313U with Rogers Communications for use on their new LTE networks in Canada.

We launched our 4G LTE 313U Turbo Stick (a.k.a. Sierra Wireless AirCard 313U) on Bell Mobility's new LTE network in September 2011 and we also announced that the Telstra USB 4G LTE mobile broadband modem (a.k.a. Sierra Wireless AirCard 320U) is now available to Telstra and BigPond customers, providing laptop users with access to the newly launched Telstra 4G LTE network.

### ***AirPrime Wireless Embedded Modules for PC OEMs***

In 2011, revenue from sales of our AirPrime Wireless Embedded Modules to PC OEM customers increased 68.3% to \$39.4 million from \$23.4 million in 2010 primarily due to increased market demand from our existing PC OEM customers and initial shipments of modules in support of design wins with new customers secured in 2010.

During 2011, Lenovo selected our AirPrime embedded wireless modules to provide embedded 3G connectivity in the latest generation of the Lenovo ThinkPad professional-grade laptop computers. Additionally, Fujitsu Limited selected our AirPrime wireless embedded modules to integrate into its new Lifebook series of notebooks and tablets and Hewlett Packard selected our wireless embedded module to provide wireless connectivity to notebook platforms for use on North American wireless networks.

Early in 2012, we announced that Panasonic selected our AirPrime MC series embedded modules to provide 4G LTE mobile-broadband connectivity for its new rugged Toughpad A1 tablet in North America. The tablet is scheduled to start shipping in spring 2012, and targets mission-critical and highly mobile workers in markets like aviation, construction, field sales and the public sector, where exposure to extreme environments is a constant challenge.

Our ability to secure additional design wins in the PC OEM market will depend on our ability to successfully develop products and offer services that meet our customers' technology, design, schedule and price requirements.

**Our machine-to-machine and mobile computing businesses share similar characteristics in types of customers, product development, marketing, manufacturing, and competition:**

**Customers**

Our products are used by a variety of end-users and many end-user applications. The users range from home consumers, to sales people and mobile executives, to police officers and utility workers as well as automotive manufacturers and utility companies. We sell our products primarily through indirect channels including wireless operators, OEMs, distributors and value added resellers. Historically, a majority of our sales have come from North American markets. With the acquisition of Wavecom in 2009, our revenue by geography has become much more diverse. As our wireless technology platforms and customer base have diversified, we have built sales and distribution teams to focus on developing our international business. We have dedicated sales and distribution teams for the Europe, Middle East and Africa (“EMEA”), Asia-Pacific, Latin American and North American regions. Our approach to distribution takes advantage of our existing relationships with wireless operators, resellers and OEMs in order to maximize the productivity of our sales team.

***Wireless Operators***

Wireless operators play two key roles in our distribution strategy. First, wireless operators are resellers for us, purchasing our products (primarily AirCard products) and then reselling them to end-user customers through their business and retail channels. Second, the wireless operator sales team often work with our sales team to jointly sell both Mobile Computing and M2M wireless solutions to OEMs and to enterprise and government end-user customers. The wireless operator channel provides us with extended customer reach, while the operators are able to leverage our wireless data expertise to help sell their products and services. We have invested a great deal of time and resources in cultivating our relationships with wireless operators and view these relationships as a critical success factor.

***Original Equipment Manufacturers***

OEMs are companies that integrate our embedded modules or gateways into devices they manufacture and sell to end-user customers through their own direct sales force and indirect distribution channels. Our embedded modules have been integrated into a range of OEM devices, such as notebooks, e-readers, payment terminals, enterprise and SOHO routers, industrial handhelds, energy meters, and automobiles. We sell to OEMs both directly and indirectly through distributor partners around the world.

***Resellers and Distributors***

Resellers purchase our products either directly from us or from our distributor network and resell them to carriers, OEMs and end-user customers. In order to support our global resellers and OEMs, we have established a global network of distribution partners. Distributors ensure that our products are available to a large number of resellers and OEM customers around the world.

Resellers often combine our products with other elements of an overall solution, such as computer hardware, application software and bundled communication services and deliver a complete solution to the end-user customer. Resellers include IT VARs, system integrators and application solution providers.

**Product Development**

We have built a reputation in the wireless industry for creating state-of-the-art, high-quality products within aggressive timeframes. Our development team of approximately 487 full time employees, located in Richmond, British Columbia, Carlsbad and Newark, California, Issy-Les-Moulineaux, France, Toulouse, France, Hong Kong and Shenzhen, China, is skilled in the areas of radio frequency, hardware, embedded software, host software, web-based software, semiconductor and mechanical design.



Combined, this team is highly experienced in the design of small form factor, high performance, low cost wireless data and voice devices. Our product development team combines leaders with extensive experience in their fields with younger graduates from leading universities. Each of our three business units (M2M Embedded Solutions, Mobile Computing and Solutions and Services) have dedicated development teams.

We take a “core team” approach to product development. Our goal is to develop a “whole” product and to ensure products are managed closely throughout their entire life cycle. As part of this approach, individuals from our product development group form product-specific teams with staff from other functional areas, including product management, operations, technical support and quality. These teams work closely to bring new products through the development phase, while balancing the market requirements of performance, time to market and product cost. Concepts and prototypes are validated by working with lead customers, channel partners and industry consultants. From time to time, projects are outsourced to third parties, who provide product development leverage for our core teams.

Products that result from this process are designed and tested to cellular industry standards and introduced to our high-volume contract manufacturing partners for production and delivery to our customers. Included in the development effort is the certification of our products with industry and regulatory standards bodies and wireless operators.

A group of senior engineers develops and monitors our development processes within an ISO-9001 approved framework or ISOTS16949 for automotive grade products. These processes are applied across all development projects to ensure uniformity. For example, we have adopted a core-wireless engine design approach to leverage development efforts across multiple product variants. This is also intended to help our customers utilize our different products with moderate additional integration effort on their part.

Our product development staff stays current with technology by participating in industry groups such as the Personal Computer Communications Association, the Cellular Telecommunications Industry Association, the Mobile Advisory Council, the USB Forum, the PCI Special Interest Group, the European Telecommunications Standards Institute, the PCS Type Certification Review Board, the Third Generation Partnership Project, the Third Generation Partnership Project 2, the WiMAX Forum and the International Wireless Packaging Consortium, and through ongoing technical education. We maintain close relationships with local universities by hiring co-op students, giving lectures, supporting visiting professorships and participating in regular informal meetings with faculty members.

## **Marketing**

Our marketing team is responsible for providing product management, strategic marketing and marketing communications for our products on a global basis.

### *Product Management & Segment Marketing*

Members of both the product management and segment marketing teams play an active role in our core team approach to developing and managing individual products through their entire product life cycle. Emphasis is placed on understanding customer needs, developing the business case, determining competitive positioning and pricing, and ensuring product completeness, which includes documentation, packaging, collateral, promotional material and marketing programs. This team also develops and manages the portfolio roadmap for our products and interfaces with end customers regarding business opportunities and product requirements.

### *Marketing Communications*

We communicate our corporate and product positioning to channels and customers in our global markets in several ways, including:

- Global corporate and product branding and messaging;
- Supporting products with artwork, collateral and packaging;
- Providing sales and training tools;
- Managing the web site content;
- Supporting the retail activities of our customers and our sales team;
- Actively seeking editorial coverage and placing advertisements in industry, business and trade publications;
- Actively participating in industry associations;
- Meeting with opinion leaders and industry analysts; and
- Participating in targeted conferences and trade shows.

We also work with our channel partners to develop programs to encourage customer adoption and promotion of our products. Through marketing strategies including market analysis, branding, design, packaging and promotions, we launch products into the marketplace that complement customer launch timelines.

## **Manufacturing**

We outsource most of our manufacturing services, including parts procurement, kitting, logistics, assembly and repair. We believe that outsourcing allows us to:

- Focus on our core competencies, including research and development, sales and marketing;
- Participate in contract manufacturer economies of scale;
- Access high quality, lower cost manufacturing resources;
- Achieve rapid production scalability; and
- Control capital costs.

In addition, we perform certain manufacturing related functions in-house, including key component sourcing, manufacturing engineering, and development of manufacturing test software, procedures and fixtures.

We use Flextronics International Ltd., a large global electronics manufacturing services (“EMS”) provider, as our primary contract manufacturer and logistics partner to provide an end-to-end supply chain solution. This includes procurement, low cost manufacturing and repair in China and logistic services. By using its fully integrated supply chain services, we expect to optimize product costs, improve alignment with our increasingly international customer base and achieve increased operating efficiencies and scalability. Our more complex, lower volume products are manufactured by other EMS partners.

## **Competition**

Mobile Computing and M2M are both large and growing markets around the world that continue to attract significant competition. Some of these competitors are large corporations with strong manufacturing scale and financial resources at their disposal. However, our market leadership and expertise, combined with rapidly evolving technology, creates an opportunity for us to effectively differentiate ourselves.

*AirCard Mobile Broadband Devices:* We have established a technology leadership position by being early to market with leading edge, high performance, high quality, reliable products that support the latest

wireless technologies, including LTE, HSPA+ and dual-mode EV-DO/WiMAX. Our primary competitors include ZTE Corporation (“ZTE”), Huawei Technologies Corporation (“Huawei”), Novatel Wireless, Inc. (“Novatel”), and Franklin Wireless Corp.

*AirPrime Wireless Embedded Modules:* We are a global market leader in embedded modules and enjoy significant competitive advantages, including a broad product portfolio, a global footprint, strong relationships with global OEMs and network operators, and unique software differentiation. Our primary competitors include Gemalto NV (who acquired Cinterion Wireless Modules GmbH in June 2010), and Telit Communications Plc in the M2M market and Ericsson, Novatel and Huawei in the Mobile Computing market.

*AirLink Intelligent Gateways and Routers:* The market for wireless intelligent gateways is fragmented from a segment, customer and competition standpoint. In the segments where we compete, we believe that our market share is high, particularly in North America and we are expanding our position globally based on differentiated products and strong channel partnerships. Our competitors in this line of business vary by segment and geography and include Digi International Inc., BlueTree Wireless Data Inc., Cradlepoint, CalAmp Corp., and Multi-Tech Systems, Inc.

*AirVantage M2M Cloud Platform:* Our AirVantage services platform is a strategic differentiator of our M2M solutions overall. Depending on the customers served, our competitors include network operators who have developed their own service delivery systems, Axeda Corporation and Digi International Inc.

## **Employees**

As of December 31, 2011 we had a total of 900 full time employees, 244 of whom are at our head office in Richmond, British Columbia, with the balance being located across the United States, Canada, Europe and Asia. Of the 900 employees, 487 are involved in product development, 87 are involved in manufacturing, 173 are sales and support personnel, 45 are marketing personnel and 108 are in finance and administration. Employees have access to corporate-funded ongoing training and professional development opportunities, both on-the-job and through outside educational programs. Cash compensation, our employee stock option plan, our employee restricted share unit plan and our retirement plan contribution program are complemented by internal recognition programs and career advancement opportunities. We believe our relationships with our employees are positive.

We have entered into non-disclosure agreements and confidentiality agreements with key management personnel and with substantially all of our other employees.

## **Intellectual Property**

We protect our intellectual property through a combination of patent protection, copyright, trademarks, trade secrets, licenses, non-disclosure agreements and contractual provisions. We enter into a non-disclosure and confidentiality agreement with each of our employees, consultants and third parties that have access to our proprietary technology. Pursuant to assignment of inventions agreements, all of our employees and consultants assign to Sierra Wireless all intellectual property rights in the inventions created during such person’s employment or contract with Sierra Wireless.

We currently hold 102 United States patents and 294 international patents. Additional patent applications are pending. When we consider it to be advantageous, we utilize our intellectual property portfolio and access the intellectual property of third parties by entering into commercial licenses and cross-licenses.

## **Governmental Regulation**

Our products are subject to certain mandatory regulatory approvals in the United States, Canada, the European Union (“EU”) and other regions in which we operate. In the United States, the Federal Communications Commission regulates many aspects of communications devices, including radiation of electromagnetic energy, biological safety and rules for devices to be connected to the telephone network. In Canada, similar regulations are administered by the Ministry of Industry, through Industry Canada. EU directives provide the comparable regulatory guidance in Europe.

Wireless modems must be approved under these regulations by the relevant government authority prior to these products being offered for sale. We have obtained all necessary Federal Communications Commission, Industry Canada, EU and other required regulatory approvals for the products we currently sell.

## **Foreign Operations**

We operate research and development facilities in Issy-les-Moulineaux and Toulouse, France; Carlsbad and Newark, California, United States; and Hong Kong and Shenzhen, China.

Our major sales, marketing and support functions are in Issy-les-Moulineaux and Toulouse (France), Carlsbad and Newark, California, United States; and in Hong Kong, China.

We use Flextronics International Ltd., a large global electronics manufacturing services (“EMS”) provider with a factory located in China, as our primary contract manufacturer and logistics partner to provide an end-to-end supply chain solution. We also have some manufacturing operations for our AirLink products in our Newark, California facility.

## **Additional Information Concerning Our Business**

Our operations do not have a significant impact on the environment. We have not made, and are not required to make, any significant capital expenditures to comply with environmental regulations. Working with the contract manufacturers who build our products and relevant component suppliers, we ensure that our products that are sold in the EU comply with the EU directives that restrict the use of certain hazardous substances in electronic equipment sold in the EU after July 1, 2006.

## ***RISK FACTORS***

Our business is subject to significant risks and uncertainties and past performance is no guarantee of future performance. These risks and uncertainties are described in our Management Discussion and Analysis for the year ended December 31, 2011, which can be found on our website at [www.sierrawireless.com](http://www.sierrawireless.com) or at [www.sedar.com](http://www.sedar.com), and filed as Exhibit 1.3 to our Annual Report on Form 40-F.

## ***DIVIDENDS***

Since incorporation, we have not paid any dividends on our Common Shares. Our current intention is to reinvest earnings to finance the growth of our business. We do not anticipate that we will pay any dividends on our Common Shares in the immediate or foreseeable future.

## ***DESCRIPTION OF CAPITAL STRUCTURE***

Our authorized capital consists of an unlimited number of Common Shares, of which, at March 5, 2012, 30,908,926 are issued and outstanding, and an unlimited number of Preference Shares, issuable in series, of which none are issued and outstanding. Our board of directors is authorized to determine the designation, rights and restrictions to be attached to the Preference Shares upon issuance.

Holders of Common Shares are entitled to receive notice of any meeting of shareholders and to attend and vote at those meetings, except those meetings at which only the holders of shares of another class or of a particular series are entitled to vote. Each Common Share entitles its holder to one vote. Subject to the rights of the holders of Preference Shares, the holders of Common Shares are entitled to receive on a proportionate basis such dividends as our board of directors may declare out of funds legally available there for. In the event of the dissolution, liquidation, winding up or other distribution of our assets, the holders of the Common Shares are entitled to receive on a proportionate basis all of our assets remaining after payment of all of our liabilities, subject to the rights of holders of Preference Shares.

The Common Shares carry no pre-emptive or conversion rights other than rights granted to holders of Common Shares under the Shareholders Rights Plan implemented and ratified by our shareholders on April 27, 2000 and re-adopted by our shareholders on April 28, 2003, April 25, 2006 and May 5, 2009. The Shareholder Rights Plan is designed to encourage the fair treatment of our shareholders in connection with any take-over offer for our outstanding Common Shares. The Shareholder Rights Plan provides our board of directors and shareholders with 60 days, which is longer than prescribed by applicable securities laws governing take-over bids, to fully consider any unsolicited take-over bid without undue pressure, to allow our board of directors, if appropriate, to consider other alternatives to maximize shareholder value and to allow additional time for competing bids to emerge. If a bid is made to all shareholders, is held open for at least 60 days and is accepted by shareholders holding more than 50% of the outstanding Common Shares, or is otherwise approved by our board of directors, then the Shareholder Rights Plan will not affect the rights of shareholders. Otherwise, all shareholders, except the parties making a take-over bid, will be able to acquire a number of additional Common Shares at half the market price. Thus, any party making a take-over bid not permitted by the Shareholder Rights Plan could suffer significant dilution.

## **Credit Facilities**

At December 31, 2011, we have a credit agreement (the “Revolving Facility”) with The Toronto-Dominion Bank and Canadian Imperial Bank of Commerce, expiring January 28, 2013, in an amount not to exceed \$10.0 million. The Revolving Facility is to be used for working capital requirements and is secured by a pledge against all of our assets. At December 31, 2011, there were no borrowings under the Revolving Facility and we were in compliance with the covenants associated with the credit facility.

We have entered into a standby letter of credit facility agreement under which we have issued a performance bond to a third party customer in accordance with specified terms and conditions. At December 31, 2011, we had \$0.2 million (2010 – \$0.5 million) outstanding under the letter of credit, which approximates its fair value. The letter of credit expires in May 2012.

## **MARKET FOR SECURITIES**

Our Common Shares are listed on the Toronto Stock Exchange (“TSX”), and trade under the symbol “SW”. Our Common Shares are also listed on Nasdaq and trade under the symbol “SWIR”.

Set out below are the price ranges and volume of Common Shares of Sierra Wireless, Inc. that traded on the TSX for the year ended December 31, 2011.

<b>2011</b>	<b><u>Low</u> <u>Cdn \$</u></b>	<b><u>High</u> <u>Cdn \$</u></b>	<b><u>Total Monthly</u> <u>Volume</u></b>
January .....	13.91	16.26	2,362,300
February .....	10.00	15.44	5,712,600
March .....	9.52	10.98	1,793,400
April .....	10.47	11.84	1,335,100
May .....	9.93	12.09	1,356,800

<b>2011</b>	<b><u>Low Cdn \$</u></b>	<b><u>High Cdn \$</u></b>	<b><u>Total Monthly Volume</u></b>
June .....	10.74	11.82	835,600
July .....	10.19	11.50	551,500
August .....	6.82	9.96	1,348,700
September .....	6.75	7.74	716,600
October .....	6.99	7.70	441,800
November .....	6.12	7.59	714,900
December .....	6.23	7.24	502,300

Set out below are the price ranges and volume of Common Shares of Sierra Wireless, Inc. that traded on Nasdaq for the year ended December 31, 2011.

<b>2011</b>	<b><u>Low US \$</u></b>	<b><u>High US \$</u></b>	<b><u>Total Monthly Volume</u></b>
January .....	13.91	16.50	6,413,300
February .....	10.26	15.52	13,713,100
March .....	9.63	11.21	4,185,900
April .....	10.86	12.50	2,277,000
May .....	10.28	12.37	4,209,400
June .....	11.00	12.20	2,380,100
July .....	10.63	11.88	1,434,200
August .....	6.85	10.82	3,983,900
September .....	6.77	7.75	1,540,800
October .....	6.59	7.74	1,460,600
November .....	6.04	7.44	2,718,300
December .....	6.02	7.08	1,358,200

## ***DIRECTORS AND EXECUTIVE OFFICERS***

The tables set forth below list the directors and executive officers of the Company as at March 5, 2012, indicating their name, municipalities of residence, their respective positions and offices held with the Company, the length of service and their principal occupations within the five preceding years.

Each director is elected at our annual meeting of shareholders to serve until the next annual meeting or until a successor is elected or appointed, unless such director resigns or is removed earlier. To the knowledge of Sierra Wireless, the directors and executive officers as a group, beneficially own, directly or indirectly, or exercise control or discretion over, 773,776 Common Shares (not including Common Shares issuable upon the exercise of stock options or unvested restricted stock units), representing as of March 5, 2012 approximately 2.5% of the issued and outstanding Common Shares.

### **Directors**

<b>Name, Position and Residence</b>	<b>Principal Occupation or Employment in the Preceding Five Years <sup>(1)</sup></b>	<b>Director Since</b>
<b>Jason W. Cohenour</b> President, CEO and Director Washington, U.S.A.	President and Chief Executive Officer of the Company from October 2005 to present; Chief Operating Officer of the Company from August 2004 to October 2005	October 2005
<b>Gregory D. Aasen <sup>(3)</sup></b> Director	Independent Outside Director; Chief Strategy Officer of PMC-Sierra, Inc. (a broadband communications	December 1997

<b>Name, Position and Residence</b>	<b>Principal Occupation or Employment in the Preceding Five Years <sup>(1)</sup></b>	<b>Director Since</b>
British Columbia, Canada	company) from September 2005 to June 2007; Vice-President and General Manager, Communication Products Division of PMC-Sierra, Inc. from 2004 to September 2005	
<b>Robin Abrams</b> Director California, U.S.A.	Independent Outside Director; Interim Chief Executive Officer of ZiLOG Inc. (an embedded solutions company) from August 2006 to February 2007; President and Chief Executive Officer of Firefly Mobile (a mobile communications company for the youth market) from June 2004 to July 2006	February 2010
<b>Paul G. Cataford</b> <sup>(2) (4)</sup> Director Alberta, Canada	Independent Outside Director; President and Chief Executive Officer of Zephyr Sleep Technologies (a developer and manufacturer of sleep-related medical devices) from April 2010 to present; President and Chief Executive Officer of University Technologies International Inc. (a technology transfer and commercialization company) from 2004 to March 2009	July 1998
<b>Charles E. Levine</b> <sup>(2) (3) (4)</sup> Chairman and Director California, U.S.A.	Independent Outside Director	May 2003
<b>S. Jane Rowe</b> <sup>(2)</sup> Director Ontario, Canada	Independent Outside Director; Senior Vice-President, Teachers' Private Capital, Ontario Teachers' Pension Plan from October 2010 to present; Executive Vice-President, Special Accounts Management and Retail Credit Risk of Scotiabank from August 2009 to October 2010; Executive Vice-President, Executive Offices, Scotiabank from August 2008 to August 2009; Executive Vice-President, Domestic Personal Lending and Insurance and President and CEO of Scotia Mortgage Corporation from May 2006 to July 2007, Vice Chairman of Maple Trust Company from May 2006 to July 2007; Vice Chairman of Travelers Leasing Corporation from February 2007 to July 2007; President and Chief Executive Officer of Roynat Capital from August 2004 to May 2006	March 1998
<b>David B. Sutcliffe</b> <sup>(4)</sup> Director British Columbia, Canada	Independent Outside Director; Chief Executive Officer of the Company from May 1995 through October 2005	June 1995
<b>Kent P. Thexton</b> <sup>(3)</sup> Director British Columbia, Canada	Independent Outside Director; Managing Partner, i-wireless LLC (US based Mobile Virtual Network Operator ("MVNO")) from November 2006 to 2011; President and Chief Executive Officer of SEVEN Networks, Inc. (an application software company) from April 2004 to October 2006; Chief Marketing and Products Officer and member of the Board of Directors of O2 PLC (a European Mobile Operator, now part of Telefonica) from November 2001 to March 2004	March 2005

Notes:

- (1) The information as to “principal occupation” has been furnished by the respective directors
- (2) Member of the Audit Committee
- (3) Member of the Human Resources Committee
- (4) Member of the Governance and Nominating Committee

**Executive Officers**

<b>Name, Position and Province or State and Country of Residence</b>	<b>Principal Occupation in the Preceding Five Years</b>	<b>Length of Service</b>
<b>Jason W. Cohenour</b> President and Chief Executive Officer Washington, U.S.A.	President and Chief Executive Officer of the Company since October 2005; Chief Operating Officer of the Company from August 2004 to October 2005	15 years
<b>David G. McLennan</b> Chief Financial Officer and Secretary British Columbia, Canada	Chief Financial Officer of the Company from March 2004 to present	8 years
<b>Philippe Guillemette</b> Chief Technology Officer British Columbia, Canada	Chief Technology Officer of the Company from September 2010 to present; Senior Vice President, Advanced Technology of the Company from March 2009 to September 2010; Chief Technology Officer of Wavecom, Inc. from February 2003 to March 2009	3 years
<b>Bill Dodson</b> Senior Vice President, Operations British Columbia, Canada	Senior Vice President, Operations of the Company from September 2004 to present;	10 years
<b>A. Daniel Schieler</b> Senior Vice President and General Manager, Mobile Computing Business Unit California, U.S.A.	Senior Vice President and General Manager, Mobile Computing Business Unit of the Company from September 2010 to present; Senior Vice President, Worldwide Sales of the Company from January 2005 to September 2010	8 years
<b>Didier Dutronc</b> Senior Vice President and General Manager, M2M Embedded Solutions Business Unit and Regional General Manager, Europe Issy-les-Moulineaux, France	Senior Vice President and General Manager, M2M Embedded Solutions Business Unit and Regional General Manager, Europe of the Company from September 2010 to present; Senior Vice-President, Marketing of the Company from March 2009 to September 2010; Managing Director, Wavecom Asia-Pacific Ltd. from March 2003 to March 2009	3 years



<b>Name, Position and Province or State and Country of Residence</b>	<b>Principal Occupation in the Preceding Five Years</b>	<b>Length of Service</b>
<b>Emmanuel Walckenaer</b> Senior Vice President and General Manager, Solutions and Services Business Unit Issy-les-Moulineaux, France	Senior Vice President and General Manager, Solutions and Services Business Unit of the Company from September 2010 to present; Senior Vice President and General Manager, AirVantage Business Unit of the Company from March 2009 to September 2010; Vice President of Intelligent Device Services of Wavecom, S.A. from 2007 to March 2009; Senior Vice President, Wireless Solution Delivery and Support of Gemalto N.V. from 2006 to 2007; Senior Vice President, Wireless Product – Telecom Business Unit of Gemplus International S.A. from 2003 to 2006.	3 years
<b>Jason L. Krause</b> Senior Vice President, Corporate Development and Marketing British Columbia, Canada	Senior Vice President, Corporate Development and Marketing of the Company from January 2011 to present; Vice President, Corporate Development of the Company from January 2009 to January 2011; Director of Business Development of the Company from July 2007 to January 2009	4 years

None of the directors or executive officers of the Corporation is, as at the date of this Annual Information Form (“AIF”), or was within 10 years before the date of this AIF, a director, chief executive officer or chief financial officer of any company (including the Corporation) that:

- a) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation which, in each case, was in effect for a period of more than 30 consecutive days (each, an “order”) that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer, or
- b) was subject to an order that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

### ***CODE OF BUSINESS CONDUCT***

In 2003, the Board of Directors adopted a Code of Business Conduct applying to all directors, officers, employees and contractors of the Company and each affiliate and subsidiary of the Company, including the Company’s Chief Executive Officer, Chief Financial Officer and other senior officers, to ensure that we conduct our business in accordance with the highest standards of business conduct. The Board of Directors approved an updated version of the Code of Business Conduct in December 2005, October 2008 and March 2011. There have been no waivers granted from the Code of Business Conduct since its adoption. The Code of Business Conduct is available on the Company’s website at [www.sierrawireless.com](http://www.sierrawireless.com) or on SEDAR at [www.sedar.com](http://www.sedar.com).

## ***AUDIT COMMITTEE***

### **Mandate of the Audit Committee**

The full text of the Mandate of the Audit Committee is set out below.

#### **1. Purpose and Scope**

The audit committee (“**Committee**”) was established by the Board of Directors (“**Board**”) of Sierra Wireless Inc. (“**Company**”) to assist the Board in fulfilling its responsibilities for oversight of the following:

- the Company's systems of internal and disclosure controls;
- the Company's financial reporting process including the Company's financial statements and other financial information provided by the company to its shareholders, the public and others in accordance with applicable securities and corporate legislation and the Company's Disclosure Policy;
- the Company's compliance with financial, accounting, legal and regulatory requirements including the Company's Code of Business Conduct;
- the appointment, compensation, independence, oversight, communication with, performance and change of the Company's external and independent auditors (the “Auditors”);
- the Company's process for identification of the principal risks of the Company's business and ensuring that an appropriate process is in place to manage risks across the enterprise; and
- the fulfillment of the other responsibilities set forth in this Mandate.

#### **2. Organization, Membership and Meetings**

- Committee members shall meet the requirements of the Toronto Stock Exchange, the NASDAQ Exchange, the Securities and Exchange Commission, the securities commissions of each of the Provinces of Canada in which the Company is a reporting issuer and any other regulatory agency that may have jurisdiction over the operations of the Company from time to time.
- The Committee shall consist of three or more directors who are “independent” as defined by applicable law, regulations, guidelines and policies, and as determined by the Governance and Nominating Committee (“GNC”) of the Board.
- All members of the Committee shall be “financially literate”, and at least one member of the Committee shall be a “financial expert”. “Financially literate” and “financial expert” will have the respective meanings set out in applicable law, regulations, guidelines and policies.
- Members of the Committee shall be appointed annually by the Board on the recommendation of the GNC. Members may be replaced by the Board at any time, but shall otherwise serve until a successor has been named.
- No committee member may serve on the compensation committee of another company if any director of the Company is, or has been in the past three years, an employee of that other company.
- No member shall be affiliated with the Company or any subsidiary.
- The Committee shall meet from time to time, as it deems necessary, but at least four times per year.
- The presence in person or by telephone of a majority of Committee members shall constitute a quorum for any meeting of the Committee.

- The Committee may include management at its meetings, but shall also hold an executive session at each meeting at which only independent directors are present.
- The Committee shall maintain written minutes of its meetings, which minutes will be filed in the corporate minute book.

### **3. Authority and Responsibilities**

#### **3.1. External Audit:**

- Recommend to the Board the appointment and compensation of the Auditors. Oversee the work of the Auditors (including resolution of disagreements between Management and the Auditors regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company.
- Review in advance and pre-approve all non-audit services to be provided to the Company or its subsidiaries by the Auditors, as permitted by applicable governance rules and in particular Section 10A of the Securities Exchange Act of 1934 and, in connection therewith, to approve all fees and other terms of engagement. The Committee shall also review and pre-approve all disclosures required to be included in any public filings with respect to non-audit services. The Committee may delegate to one or more members the authority to pre-approve non-audit services, provided a report is made to the Committee at its next scheduled meeting. The Committee may consult with Management but shall not delegate these responsibilities to Management.
- Communicate directly with the Auditors.
- Review the performance of the Auditors on at least an annual basis.
- On an annual basis, review and discuss with the Auditors all relationships the Auditors have with the Company in order to evaluate the Auditors' continued independence. The Committee: (i) shall ensure that the Auditors submit to the Committee on an annual basis a written statement delineating all relationships and services that may impact the objectivity and independence of the Auditors; (ii) shall discuss with the Auditors any disclosed relationship or services that may impact the objectivity and independence of the Auditors; and (iii) shall satisfy itself as to the Auditors' independence.
- At least annually, obtain and review an annual report from the Auditors describing (i) the Auditors' internal quality control procedures and (ii) any material issues raised by the most recent internal quality control review, or peer review, of the Auditors, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the Auditors, and any steps taken to deal with any such issues.
- Confirm that the rotation of the lead audit partner or the audit partner responsible for reviewing the audit (the concurring partner), for the Company's Auditors complies with the requirements of the Canadian and US regulatory authorities.
- Review all reports required to be submitted by the Auditors to the Committee particularly including those required by Section 10A of the Securities Exchange Act of 1934.
- Review, based upon the recommendation of the Auditors and Management, the scope and plan of the work to be done by the Auditors for each fiscal year.

#### **3.2. Financial statements:**

- Review and discuss with Management and the Auditors the Company's quarterly financial statements (including disclosures made in Management's Discussion and Analysis, as defined in

Multilateral Instrument 51-102, and interim earnings press releases) prior to submission to shareholders, any governmental body, any stock exchange or disclosure to the public. Subject to delegation from the Board, approve the interim financial statements and footnotes, MD&A and interim earnings press release.

- Review and discuss with Management and the Auditors the Company's annual audited financial statements (including disclosures made in Management's Discussion and Analysis and annual earnings press releases) prior to submission to shareholders, any governmental body, any stock exchange or disclosure to the public. Recommend to the Board approval of the annual audited financial statements and footnotes, MD&A and annual earnings press release.
- Recommend to the Board, if appropriate, that the Company's annual audited financial statements be included in the Company's annual report for filing with appropriate securities regulatory agencies.
- Review and approve any reports required to be included in the Company's annual meeting materials and any other Committee reports required by applicable securities laws or stock exchange listing requirements or rules.

### **3.3. Periodic and annual reviews:**

- Periodically review with each of Management and the Auditors (i) any significant disagreement between Management and the Auditors in connection with the preparation of the financial statements, (ii) any difficulties encountered during the course of the audit or review (including any restrictions on the scope of work or access to required information), and (iii) Management's response to each.
- Periodically discuss with the Auditors, without Management being present (i) their judgments about the quality, appropriateness, and acceptability of the Company's accounting principles and financial disclosure practices, as applied in its financial reporting, and (ii) the completeness and accuracy of the Company's financial statements.
- Consider and approve, if appropriate, significant changes to the Company's accounting principles and financial disclosure practices as suggested by the Auditors or Management. Review with the Auditors and Management, at appropriate intervals, the extent to which any changes or improvements in accounting or financial practices, as approved by the Committee, have been implemented.
- Review with Management, the Auditors and the Company's counsel, as appropriate, any legal, regulatory or compliance matters that could have a significant impact on the Company's financial statements, including significant changes in accounting standards or rules as promulgated by the Canadian Institute of Chartered Accountants, the securities regulators having jurisdiction over the Company or other regulatory authorities with relevant jurisdiction.
- Obtain and review an annual report from Management relating to the accounting principles used in preparation of the Company's financial statements (including those policies for which Management is required to exercise discretion or judgments regarding the implementation thereof).
- On a quarterly basis, obtain and review a report from Management summarizing the Company's investments in cash or cash equivalents and marketable securities.
- On an annual basis, review the Company's Treasury Investment Policy.

### **3.4. Discussions with Management:**

- Review and discuss with Management the Company's annual and interim earnings press releases (including the use of "pro forma" or "adjusted" non-GAAP information), financial information

and earnings guidance provided to analysts and rating agencies as well as all other material public disclosure documents such as the Company's AIF, management information circular and any prospectuses.

- Review and discuss with Management all material off-balance sheet transactions, arrangements, obligations (including contingent obligations) and other relationships of the Company with unconsolidated entities or other persons, that may have a material current or future effect on financial condition, changes in financial condition, results of operations, liquidity, capital resources, capital reserves or significant components of revenues or expenses.
- Inquire about the application of the Company's accounting policies and their consistency from period to period, and the compatibility of these accounting policies with generally accepted accounting principles, and (where appropriate) the Company's provisions for liabilities that may have a material impact on the financial statements of the Company.
- Review and discuss with Management the Company's major financial risk exposures and the steps Management has taken to monitor and control such exposures (including Management's risk assessment and risk management policies).
- Review and discuss with Management all disclosures made by the Company concerning any material changes in the financial condition or operations of the Company.
- The Committee will meet periodically and separately with the Company's counsel to review material legal affairs of the Company and the Company's compliance with applicable law and listing standards.
- Obtain explanations from Management for unusual variances in the Company's annual financial statements from year to year, and review annually the Auditors' letter of the recommendations to Management and Management's response.

### **3.5. Internal controls and disclosure:**

- In consultation with the Auditors and Management: (a) review the effectiveness of the Company's internal control structure and system including information technology security and control, and the procedures designed to ensure compliance with laws and regulations, and (b) discuss the responsibilities, budget and staffing needs of the Company's internal accounting department.
- Establish procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
- Be satisfied that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements and periodically assess the adequacy of those procedures.

### **3.6. Risk Management and Compliance**

- Ensure that in addition to the Committee's oversight of management's process to identify and manage key financial risks, the Company has in place a process for enterprise risk management whereby the Committee reviews the enterprise's most critical risks and tracks management's actions to manage such risks.
- Review with management and the senior risk management executive the charter, activities, staffing and organizational structure of the risk management function.

- On a periodic basis, but not less than once per year, report to the Board on the process for enterprise risk management, the company's most critical risks and management's actions to address such risks.
- Discuss with the senior risk management executive any issues that may have been brought forward concerning compliance with the Company's Code of Business Conduct.
- Ensure that there are no unjustified restrictions or limitations on the activities of the risk management function and review and concur in the appointment, replacement or dismissal of the senior risk management executive.
- On an annual basis, review the effectiveness of the risk management function
- On a regular basis, meet separately with the senior risk management executive to discuss any matters that the Committee or the senior risk management executive believes should be discussed

### **3.7. Reporting obligations:**

- Ensure that all reporting obligations related to the AIF (Form 40-F for US purposes) and management information circular under Part 5 of Multilateral Instrument 52-110 are fully complied with.

### **3.8. Other:**

- Review and approve all related-party transactions.
- Review and approve the Company's hiring policies regarding partners, employees, and former partners and employees of the present and former external auditor of the Company.
- Review any Management decision to seek a second opinion from Auditors other than the Company's regular Auditors with respect to any significant accounting issue.
- Review with Management and the Auditors the sufficiency and quality of the financial and accounting personnel of the Company.
- Review and reassess the adequacy of this Mandate annually and recommend to the Board any changes the Committee deems appropriate.
- Conduct an annual performance evaluation of Committee operations.
- As necessary to carry out its duties, engage independent legal, accounting or other advisors to advise the Committee and set and pay the compensation for any such legal, accounting or other advisors employed by the Committee.
- Perform any other activities consistent with this Mandate, the Company's By-laws and governing law as the Committee or the Board deems necessary or appropriate.
- The Committee will have full access to all books, records, facilities and personnel of the Company.

## **4. External and Internal Linkages**

- The Board
- The CEO and Senior Management
- The senior Risk Management executive
- Outside Consultants and Advisors
- The Corporate Governance and Nominating Committee

## **Composition of the Audit Committee**

We have a separately designated standing audit committee established in accordance with Section 3(a)(58)(A) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). S. Jane Rowe (Chair), Paul G. Cataford and Charles E. Levine are the current members of the Audit Committee. Each of them is an independent director and is financially literate as such terms are defined by applicable Canadian and U.S. securities laws. The Board of Directors has determined that Ms. Rowe is the Audit Committee’s financial expert within the meaning of General Instruction B(8)(b) of Form 40-F. The Securities and Exchange Commission (“SEC”) has indicated that the designation or identification of a person as an audit committee financial expert does not make such person an “expert” for any purpose, impose any duties, obligations or liability on such person that are greater than those imposed on members of the audit committee or board of directors who do not carry this designation or identification, or affect the duties, obligations or liabilities of any other member of the audit committee or board of directors.

## **Relevant Education and Experience**

S. Jane Rowe is an independent director. Ms. Rowe is currently the Senior Vice-President, Teachers’ Private Capital, Ontario Teachers’ Pension Plan. Previously, she was the Executive Vice-President, Special Accounts Management and Retail Credit Risk of Scotiabank from August 2009 until October 2010, the Executive Vice-President, Executive Offices of Scotiabank from August 2008 until August 2009 and the Executive Vice-President, Domestic Personal Lending and Insurance and President and CEO of Scotia Mortgage Corporation, the mortgage subsidiary of Scotiabank from May 2006 until July 2007. Ms. Rowe was also Vice Chairman of Maple Trust Company and Travelers Leasing Corporation, both of which are wholly-owned subsidiaries of Scotiabank. Prior to May 2006, Ms. Rowe was the President and Chief Executive Officer of Roynat Capital. Ms. Rowe has an extensive background in the financial services and banking industry with over 20 years of experience with the Scotiabank Group. Ms. Rowe holds a Bachelor of Commerce degree with honours from Memorial University of Newfoundland, an MBA from York University and has received the Institute of Corporate Directors certified designation (ICD.D).

Paul G. Cataford is an independent director. Mr. Cataford is currently the President and Chief Executive Officer of Zephyr Sleep Technologies. Previously, he was the President and Chief Executive Officer of University Technologies Inc., a wholly-owned subsidiary of the University of Calgary that is responsible for the university’s technology commercialization, from 2004 until March 2009. Mr. Cataford’s other experience includes consulting, Executive Managing Director of BMO Nesbitt Burns Equity Partners Inc. from 2001 to 2002 and Managing Director and President of BCE Capital Inc. from 1997 to 2001. Mr. Cataford is also the Chair of the audit committee for Hemisphere GPS, Inc. (formerly CSI Wireless, Inc.). Mr. Cataford has extensive knowledge of venture capital investing and technology. Mr. Cataford completed a Mechanical Engineering Degree at Queen’s University and an MBA, specializing in finance and international business, at York University. Mr. Cataford has received the Institute of Corporate Directors certified designation (ICD.D) from the Rotman School of Management.

Charles E. Levine is an independent director of technology focused companies, including Openwave Systems and RCN Corporation, and a management consultant. He has a track record of developing brands into large businesses, most notably when he was President and Chief Operating Officer of Sprint PCS (now Sprint Nextel) where he oversaw revenue growth to over \$10 billion in four and a half years and at AT&T, where he turned around the Consumer Products and Small Business Markets, winning Popular Electronics Product of the Year for one video conferencing product. He has held senior management positions at CAD Forms Technology and Octel Communications (now part of Lucent). Mr. Levine was named Marketer of the Year in 1999 by MC Magazine and CEO of the Year in 2001 by Frost & Sullivan for his notable achievements at Sprint PCS. He holds an MBA (Marketing) from the J.L. Kellogg Graduate School of Management-Northwestern University, and a bachelor’s degree in Economics from Trinity College.

## Reliance on Certain Exemptions

At no time since the commencement of the Company's most recently completed financial year has the Company relied upon any exemption from NI 52-110 provided therein.

## Audit Committee Oversight

At no time since the commencement of the Company's most recently completed financial year was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the board of directors of the Company.

## Pre-approval Policies and Procedures

The Audit Committee has the sole authority to review in advance and pre-approve all audit and non-audit services to be provided to the Company or its subsidiaries by the external auditor, as well as all fees and other terms of engagement. The Audit Committee may delegate to one or more members the authority to pre-approve non-audit services, provided a report is made to the Audit Committee at its next scheduled meeting. For the fiscal years ended December 31, 2011 and 2010, all of the audit and non-audit services below were pre-approved by the Audit Committee.

## Auditor Independence

Sierra Wireless's Audit Committee has concluded that KPMG LLP, the Company's independent registered chartered accountants (the "Auditors"), is independent under applicable rules and guidelines and, in particular, that the Auditors are free from conflicts of interest that could impair their objectivity in conducting the audit of the Company's financial statements. The Audit Committee is required to approve all audit and non-audit related services performed by our Auditors, and our Auditors are not permitted to perform services for us prohibited for an independent auditor under applicable Canadian and United States regulations, including the Sarbanes-Oxley Act of 2002.

## Auditors' Fees

	<u>2011</u>	<u>2010</u>
Audit fees.....	\$1,139,500	\$1,150,000
Tax fees.....	74,900	55,350
Audit-related fees.....	-	-
All other fees.....	-	-
Total	<u>\$1,214,400</u>	<u>\$1,205,350</u>

## Audit Fees

Audit fees for 2011 include fees related to the audit of our year-end financial statements, audit of our internal control over financial reporting, review of our interim financial statements, and services that are normally provided by the Auditors in connection with statutory and regulatory filings or engagements for such year. Audit fees for 2010 include fees related to the audit of our year-end financial statements, audit of our internal control over financial reporting, review of our interim financial statements, and services that are normally provided by the Auditors in connection with statutory and regulatory filings or engagements for such year.



## ***Tax Fees***

Tax fees for 2011 and 2010 are primarily for tax compliance and transfer pricing services.

## ***Audit-Related Fees***

Audit-related fees consist of fees for assurance and related services by the Auditors that are reasonably related to the performance of the audit or review of our financial statements and are not reported above as Audit Fees. No audit-related fees were billed by the Auditors in 2011 or 2010.

## ***All Other Fees***

No other fees were billed by the Auditors in 2011 or 2010 for services other than those reported in the preceding paragraphs.

## ***EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES***

### **Disclosure Controls**

Our management is responsible for establishing and maintaining adequate disclosure controls and procedures for the Company. Our disclosure controls and procedures are designed to ensure that information required to be disclosed in our reports filed with securities regulatory authorities is recorded, processed, summarized and reported within time periods specified in applicable securities regulations, and is accumulated and communicated to our management, including our Chief Executive Officer and our Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

We conducted an evaluation of the effectiveness of our disclosure controls and procedures. An evaluation was carried out under the supervision of, and with the participation of, our management, including our Chief Executive Officer and our Chief Financial Officer, as of December 31, 2011. Based on that evaluation, our Chief Executive Officer and our Chief Financial Officer have concluded that our disclosure controls and procedures were effective as of December 31, 2011 to ensure that information required to be disclosed by us in the reports we file or submit under applicable securities laws and regulations is recorded, processed, summarized, and reported within the time periods specified thereby.

We do not expect that our disclosure controls and procedures will prevent all errors and all fraud, if any. Control procedures, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control procedures are met. Because of the inherent limitations in all control procedures, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within our company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the control. We considered these limitations during the development of our disclosure controls and procedures and will periodically re-evaluate them to ensure they provide reasonable assurance that such controls and procedures are effective.

### **Internal Control Over Financial Reporting**

#### **Management's Annual Report on Internal Control Over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rules 13a-15(f) and 15d-15(f) under the U.S. Securities Exchange Act of 1934 and has designed such internal control over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with United States generally accepted accounting principles ("U.S. GAAP").

Our internal control over financial reporting includes those policies and procedures that: (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with U.S. GAAP, and that our receipts and expenditures are being made only in accordance with authorizations of our management and directors; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements on a timely basis. Also, projections of any evaluation of effectiveness of internal control over financial reporting to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Under the supervision and with the participation of our Chief Executive Officer and our Chief Financial Officer, management conducted an evaluation of the effectiveness of our internal control over financial reporting, as of December 31, 2011, based on the framework set forth in *Internal Control-Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on its evaluation under this framework, management concluded that our internal control over financial reporting was effective as of that date.

KPMG LLP (“KPMG”), an independent registered public accounting firm, who audited and reported on our consolidated financial statements as at December 31, 2011 and 2010, has issued an attestation report on management’s assessment of our internal control over financial reporting as of December 31, 2011. The attestation report is included in our consolidated financial statements.

### **Changes in Internal Control Over Financial Reporting**

There were no changes in our internal control over financial reporting during the year ended December 31, 2011 that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. The design of any system of controls and procedures is based in part upon certain assumptions about the likelihood of certain events. There can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions, regardless of how remote.

### **International Financial Reporting Standards (“IFRS”)**

In November 2008, the SEC announced a proposed roadmap for comment regarding the potential use by U.S. registrants of financial statements prepared in accordance with International financial reporting standards (“IFRS”). IFRS is a comprehensive series of accounting standards published by the International Accounting Standards Board. On February 24, 2010, the SEC issued a statement describing its position regarding global accounting standards. Among other things, the SEC stated that it has directed its staff to execute a work plan, which will include consideration of IFRS as it exists today and after completion of various “convergence” projects currently underway between U.S. and international accounting standards setters. By the end of 2012, assuming completion of certain projects and the SEC staff’s work plan, it is expected that the SEC will decide whether to incorporate IFRS into the U.S. financial reporting system. We will continue to monitor the development of the potential implementation of IFRS.

### **LEGAL PROCEEDINGS**

In January 2012, a patent holding company, M2M Solutions LLC, filed a patent litigation lawsuit in the United States District Court for the District of Delaware asserting patent infringement by us. We are currently assessing our obligations and our liability, if any, in respect of this litigation. Although there can

be no assurance that an unfavorable outcome would not have a material adverse effect on our operating results, liquidity or financial position, we believe the claims are without merit and will vigorously defend the lawsuit.

In September 2011, a patent holding company, Wi-Lan, Inc., filed a patent litigation lawsuit in the United States District Court for the Eastern District of Texas asserting patent infringement by a number of parties, including us. We are currently assessing our obligations and our liability, if any, in respect of this litigation. Although there can be no assurance that an unfavorable outcome would not have a material adverse effect on our operating results, liquidity or financial position, we believe the claims are without merit and will vigorously defend the lawsuit.

In September 2011, a patent holding company, Mayfair Wireless, LLC, filed a patent litigation lawsuit in the United States District Court for the District of Delaware asserting patent infringement by one or more of our customers. The litigation makes certain allegations concerning the wireless hotspots sold to certain telecommunication carriers by us and our competitors. We are currently assessing our obligations and our liability, if any, in respect of this litigation. In December 2010, this same plaintiff filed a similar lawsuit in the same court asserting patent infringement by a number of parties, including us. The plaintiff filed a Notice of Voluntary Dismissal Without Prejudice in respect of this earlier lawsuit in March 2011.

In August 2011, a patent holding company, Brandywine Communications Technologies, LLC, filed a patent litigation lawsuit in the United States District Court for the Middle District of Florida asserting patent infringement by a number of parties including Sprint Spectrum L.P. and Sprint Nextel Corporation. Sprint has notified us that the lawsuit makes certain allegations concerning the modems sold to them by us and our competitors. We are currently assessing our obligations and our liability, if any, in respect of this litigation. Although there can be no assurance that an unfavorable outcome would not have a material adverse effect on our operating results, liquidity or financial position, we believe the claims are without merit and will vigorously defend our products.

In July 2011, a patent holding company, GPNE Corp., filed a patent litigation lawsuit in the United States District Court for the District of Hawaii asserting patent infringement by a number of parties including Barnes & Noble Inc., selling e-readers and computerized tablet and communication devices with the ability to function with GPRS. Barnes & Noble has notified us that the lawsuit makes certain allegations concerning the modules sold by us and incorporated in their Nook e-reader. Although there can be no assurance that an unfavorable outcome would not have a material adverse effect on our operating results, liquidity or financial position, we believe the claims are without merit and will vigorously defend the lawsuit.

In October 2010, a patent holding company, Eon Corp. IP Holdings, LLC, filed a patent litigation lawsuit in the United States District Court for the Eastern District of Texas asserting patent infringement by a number of parties including one or more of our customers. In January 2012, the lawsuit was transferred to the United States District Court for the Northern District of California. Also in January 2012, the plaintiff filed a patent litigation lawsuit in the United States District Court for the District of Puerto Rico asserting patent infringement by a number of parties, including one or more of our customers. In each case, the litigation makes certain allegations concerning the wireless modems sold to certain telecommunication carriers by us and our competitors. We are currently assessing our obligations and our liability, if any, in respect of this litigation. Although there can be no assurance that an unfavorable outcome would not have a material adverse effect on our operating results, liquidity or financial position, we believe the claims are without merit and will vigorously defend our products.

In July 2010, Americans for Fair Patent Use, LLC filed a lawsuit in the United States District Court for the Eastern District of Texas asserting false patent marking by a number of device manufacturers, including Sierra Wireless America, Inc., and telecommunication carrier companies, including Sprint Nextel Corporation and Cellco Partnership d/b/a Verizon Wireless. The litigation made certain allegations that products sold by us and our competitors were falsely marked with a number of patents that had

expired or that did not cover the marked products. In April 2011, a mutually agreeable settlement was reached by the parties which will not have a material adverse effect on our operating results.

In May 2010, a patent holding company, Golden Bridge Technology Inc., filed a patent litigation lawsuit in the United States District Court for the District of Delaware asserting patent infringement by a number of telecommunication carrier companies, including AT&T Mobility LLC. AT&T Mobility LLC has since been dismissed from this lawsuit. In February 2011, the plaintiff filed a similar lawsuit in the same court asserting patent infringement by a number of additional parties, including us and certain of our customers. In both cases, the litigation makes certain allegations concerning the wireless modems sold by us and our competitors. Both lawsuits have been stayed pending the outcome of mediation occurring in Q1, 2012. We are currently assessing our obligations and our liability, if any, in respect of this litigation. Although there can be no assurance that an unfavorable outcome would not have a material adverse effect on our operating results, liquidity or financial position, we believe the claims are without merit and will vigorously defend the lawsuit.

In February 2010, a patent holding organization, Commonwealth Scientific and Industrial Research Organization, filed a patent litigation lawsuit in the United States District Court for the Eastern District of Texas asserting patent infringement by a number of telecommunication carriers, including one or more of our customers. The litigation initially made certain allegations concerning the wireless modems sold to the carriers by us; however, these allegations have since been withdrawn.

In September 2009, a patent holding company, Xpoint Technologies Inc., filed a patent litigation lawsuit in the United States District Court for the District of Delaware asserting patent infringement by a number of parties, including AT&T Mobility LLC. In the first quarter of 2011, the plaintiff filed a third amended complaint asserting a number of allegations including certain allegations concerning the wireless modems sold to AT&T Mobility LLC by us. AT&T Mobility LLC has advised us that this litigation has been settled, and we believe that the settlement will have no adverse material effect upon us.

In July 2009, a patent holding company, WIAV Networks, LLC, filed a patent litigation lawsuit in the United States District Court for the Eastern District of Texas asserting patent infringement by a number of wireless device manufacturers, including us. The Texas court has transferred the litigation to the United States District Court for the Northern District of California. The California court has dismissed the litigation against a number of parties, including us, and there is no right of appeal with respect to this decision.

In July 2009, a patent holding company, SPH America, LLC, filed a patent litigation lawsuit in the United States District Court for the Eastern District of Virginia asserting patent infringement by a number of device manufacturers, including us, and computer manufacturers, including one or more of our customers. The litigation, which has been transferred to the United States District Court for the Southern District of California and is in the discovery stage, makes certain allegations concerning the wireless modules sold to the computer manufacturers by us or our competitors. Although there can be no assurance that an unfavorable outcome would not have a material adverse effect on our operating results, liquidity or financial position, we believe the claims are without merit and will vigorously defend the lawsuit.

In July 2009, a patent holding company, Celltrace, LLC, filed a patent litigation lawsuit in the United States District Court for the Eastern District of Texas asserting patent infringement by a number of telecommunication carrier companies including Sprint Spectrum, LP and AT&T Mobility LLC. The litigation makes certain allegations concerning the wireless modems sold to the carriers by us and our competitors. The Court issued a Final Judgment on July 5, 2011 dismissing all claims, counterclaims and third-party claims.

In March and June 2009, a patent holding company, MSTG Inc., filed patent litigation lawsuits in the United States District Court for the Northern District of Illinois asserting patent infringement by a number

of telecommunication carrier companies, including AT&T Mobility LLC and Sprint Spectrum, LP, respectively. The carriers have notified us that the lawsuits make certain allegations concerning the wireless data cards and modems sold to those carriers by us and our competitors. In respect of the first matter, the claim construction process has concluded and discovery in the matter is ongoing. The second matter has been settled by Sprint Spectrum, LP, and we believe that the settlement will have no adverse material effect on our operating results. Although there can be no assurance that an unfavorable outcome would not have a material adverse effect on our operating results, liquidity or financial position, we believe the claims are without merit and will vigorously defend the lawsuit.

In September 2007, a patent holding company, NTP, Inc., filed a patent litigation lawsuit in the United States District Court for the Eastern District of Virginia asserting patent infringement by a telecommunication carrier, AT&T Mobility LLC. In December 2010, AT&T Mobility LLC made certain allegations concerning the wireless modems sold to them by us and we have responded to them. A decision of the Court of Appeal for the Federal Circuit ordered reconsideration by the Patent Office of its re-examination decision regarding the patent that the plaintiff claims has been infringed in this lawsuit. Although there can be no assurance that an unfavorable outcome would not have a material adverse effect on our operating results, liquidity or financial position, we believe the claims are without merit and will vigorously defend the lawsuit.

In November 2007, a patent holding company, Technology Patents LLC, filed a patent litigation lawsuit in the United States District Court for the Southern Division of the District of Maryland asserting patent infringement by companies in the cellular phone industry, including a telecommunication carrier, AT&T Mobility LLC. In August 2010, AT&T Mobility LLC made certain allegations concerning the wireless modems sold to them by us and we have responded to them. On summary judgment, AT&T Mobility LLC was found not to have infringed the asserted patents. In September 2011, Technology Patents LLC filed an appeal to the Federal Circuit. Although there can be no assurance that an unfavorable outcome would not have a material adverse effect on our operating results, liquidity or financial position, we believe the claims are without merit and will vigorously defend the lawsuit.

We are engaged in certain other claims, legal actions and arbitration matters, all in the ordinary course of business, and believe that the ultimate outcome of these claims, legal actions and arbitration matters will not have a material adverse effect on our operating results, liquidity or financial position.

### ***OFF-BALANCE SHEET ARRANGEMENTS***

As of December 31, 2011, the Company did not have any off-balance sheet finance or special purpose entities.

### ***CONTRACTUAL OBLIGATIONS***

The following table specifies our known contractual obligations as of December 31, 2011:

<b>Payments due by period</b> <i>(In thousands of dollars)</i>	<b>Total</b>	<b>Less than 1 year</b>	<b>1 to 3 years</b>	<b>4 to 5 years</b>	<b>Thereafter</b>
Operating lease obligations	\$ 14,133	\$ 2,780	\$ 6,700	\$ 1,351	\$ 3,302
Capital lease obligations	650	261	389	-	-
Purchase obligations <sup>(1)</sup>	85,071	85,071	-	-	-
Other long-term liabilities <sup>(2)</sup>	24,754	-	22,554	1,227	973
<b>Total</b>	<b>\$ 124,608</b>	<b>\$ 88,112</b>	<b>\$ 29,643</b>	<b>\$ 2,578</b>	<b>\$ 4,275</b>

(1) Purchase obligations represent obligations with certain contract manufacturers to buy minimum amount of designated products between January, 2012 and March, 2012. In certain of these arrangements, we may be required to acquire and pay for such products up to the prescribed minimum or forecasted purchases.

(2) Other long-term liabilities include the long-term portions of accrued royalties and marketing development funds.

## ***QUORUM EXEMPTION***

The rules and regulations of the Nasdaq require each listed issuer to provide that a quorum for its shareholders' meetings be at least 33 1/3 percent of the issuer's outstanding shares. The Company has been granted an exemption from this requirement because it is contrary to generally accepted business practices in Canada, the Company's country of domicile. The Company has had the benefit of this exemption in the current and prior year.

In determining whether a requirement is contrary to generally accepted business practices, the Nasdaq rules generally look to the requirements of the primary market in the issuer's country of domicile. The rules and policies of the TSX, the primary market in Canada, do not contain quorum requirements, and the *Canada Business Corporations Act*, the Corporation's governing statute, defers to the quorum requirements contained in an issuer's By-laws. Under the Company's By-laws, a quorum for a meeting of the Company's shareholders is two persons present in person, each being a shareholder entitled to vote thereat or a duly appointed proxyholder or representative for a shareholder so entitled.

## ***REGISTRAR AND TRANSFER AGENT***

The Registrar and Transfer Agent for the Common Shares in Canada is Computershare Investor Services Inc., 3<sup>rd</sup> Floor, 510 Burrard Street, Vancouver, British Columbia, V6C 3B9 and in the United States is Computershare Trust Company, N.A., 350 Indiana Street, Suite 800, Golden, Colorado. These offices and the principal offices of Computershare Investor Services Inc. in the City of Toronto maintain the register of Common Shares and can effect transfers and make deliveries of certificates for Common Shares.

## ***MATERIAL CONTRACTS***

Other than the Shareholder Rights Plan disclosed under the heading "Description of Capital Structure", the Company is not a party to any material contracts as defined in National Instrument 51-102.

## ***EXPERTS***

KPMG LLP, independent registered chartered accountants, have audited the Company's consolidated financial statements as at December 31, 2011 and 2010, and for each of the years in the three year period ended December 31, 2011 as set forth in their reports. KPMG LLP has advised the Company that they are independent with respect to the Company within the meaning of the Rules of Professional Conduct of the Institute of Chartered Accountants of British Columbia and in accordance with the applicable rules and regulations of the SEC.

## ***ADDITIONAL INFORMATION***

Additional information relating to the Company:

- (a) may be found on the System for Electronic Analysis and Retrieval ("SEDAR") at [www.sedar.com](http://www.sedar.com) and on the SEC's Electronic Document and Gathering Retrieval System ("EDGAR") at [www.sec.gov](http://www.sec.gov);
- (b) including directors' and officers' remuneration and indebtedness, principal holders of the Company's securities and securities authorized for issuance under equity compensation plans, is contained in the Company's Information Circular for its most recent annual meeting of shareholders; and
- (c) is provided in the Company's audited financial statements and management discussion and analysis for the years ended December 31, 2011 and 2010.

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**MANAGEMENT'S STATEMENT OF RESPONSIBILITIES**

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The accompanying consolidated financial statements have been prepared by management and approved by the Board of Directors of Sierra Wireless, Inc. The consolidated financial statements were prepared in accordance with accounting principles generally accepted in the United States and, where appropriate, reflect management's best estimates and judgments. Where alternative accounting methods exist, management has chosen those methods deemed most appropriate in the circumstances. Management is responsible for the accuracy, integrity and objectivity of the consolidated financial statements within reasonable limits of materiality. Financial information provided elsewhere in the Annual Report is consistent with that in the consolidated financial statements.

To assist management in the discharge of these responsibilities, the Company maintains a system of internal controls over financial reporting as described in *Management's Annual Report on Internal Control Over Financial Reporting* on page 31 of Management's Discussion and Analysis.

The Company's Audit Committee is appointed by the Board of Directors annually and is comprised exclusively of outside, independent directors. The Audit Committee meets with management as well as with the independent auditors to satisfy itself that management is properly discharging its financial reporting responsibilities and to review the consolidated financial statements and the independent auditors' report. The Audit Committee reports its findings to the Board of Directors for consideration in approving the consolidated financial statements for presentation to the shareholders. The Audit Committee considers, for review by the Board of Directors and approval by the shareholders, the engagement or reappointment of the independent auditors. KPMG LLP has direct access to the Audit Committee of the Board of Directors.

The consolidated financial statements have been independently audited by KPMG LLP, Chartered Accountants, on behalf of the shareholders, in accordance with the standards of the Public Company Accounting Oversight Board (United States) with respect to the consolidated financial statements for the year ended December 31, 2011. Their report outlines the nature of their audit and expresses their opinion on the consolidated financial statements of the Company.



Jason W. Cohenour  
President and  
Chief Executive Officer



David G. McLennan  
Chief Financial Officer

Vancouver, Canada  
March 5, 2012

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and Board of Directors of Sierra Wireless, Inc.

We have audited the accompanying consolidated balance sheets of Sierra Wireless, Inc. (“the Company”) and subsidiaries as at December 31, 2011 and 2010 and the related consolidated statements of operations, comprehensive loss, equity and cash flows for each of the years in the three-year period ended December 31, 2011. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company and subsidiaries as of December 31, 2011 and 2010 and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2011 in conformity with United States generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of December 31, 2011, based on the criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated March 5, 2012 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

A handwritten signature in black ink that reads "KPMG LLP". The signature is written in a cursive, stylized font. Below the signature is a single horizontal line.

“KPMG LLP”  
Chartered Accountants  
Vancouver, Canada

March 5, 2012



## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and Board of Directors of Sierra Wireless, Inc.

We have audited Sierra Wireless, Inc. ("the Company")'s internal control over financial reporting as of December 31, 2011, based on the criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying *Management's Annual Report on Internal Control Over Financial Reporting*. Our responsibility is to express an opinion the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2011, based on the criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of the Company and subsidiaries as of December 31, 2011 and 2010, and the related consolidated statements of operations, comprehensive loss, equity and cash flows for each of the years in the three-year period ended December 31, 2011, and our report dated March 5, 2012 expressed an unqualified opinion on those consolidated financial statements.

A handwritten signature in black ink that reads "KPMG LLP". The signature is written in a cursive, stylized font. Below the signature is a horizontal line that starts under the "K" and ends under the "P", with a small upward tick at the end.

"KPMG LLP"  
Chartered Accountants  
Vancouver, Canada

March 5, 2012


**SIERRA WIRELESS, INC.**  
**CONSOLIDATED BALANCE SHEETS**  
*(In thousands of U.S. dollars)*

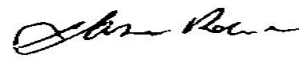
	<i>As at December 31,</i>	
	<i>2011</i>	<i>2010</i>
<b>Assets</b>		
Current assets		
Cash and cash equivalents	\$ 101,375	\$ 85,443
Short-term investments (note 6)	9,347	26,405
Accounts receivable (note 7)	107,367	117,397
Inventories (note 8)	16,168	22,134
Deferred income taxes (note 15)	6,540	9,577
Prepays and other (note 9)	20,674	24,542
	261,471	285,498
Property, plant and equipment (note 10)	22,087	22,635
Intangible assets (note 11)	42,557	69,024
Goodwill (note 12)	89,961	90,953
Deferred income taxes (note 15)	6,205	836
Other assets	606	622
	\$ 422,887	\$ 469,568
<b>Liabilities</b>		
Current liabilities		
Accounts payable and accrued liabilities (note 13)	\$ 123,547	\$ 139,264
Deferred income taxes (note 15)	336	–
Deferred revenue and credits	1,721	987
	125,604	140,251
Long-term obligations (note 14)	25,143	24,987
Deferred income taxes (note 15)	236	1,143
	150,983	166,381
<b>Equity</b>		
Shareholders' equity		
Common stock: no par value; unlimited shares authorized; issued and outstanding: 31,306,692 shares (December 31, 2010 – 31,222,786 shares)	328,440	327,668
Preferred stock: no par value; unlimited shares authorized; Issued and outstanding: nil shares	–	–
Treasury stock: at cost; 877,559 shares (December 31, 2010 – 643,042 shares)	(6,141)	(3,908)
Additional paid-in capital	20,087	16,926
Deficit	(62,482)	(33,167)
Accumulated other comprehensive loss (note 16)	(8,000)	(5,471)
	271,904	302,048
Non-controlling interest (note 24)	–	1,139
	271,904	303,187
	\$ 422,887	\$ 469,568

Commitments and Contingencies (note 27)

The accompanying notes are an integral part of the consolidated financial statements.

On behalf of the Board:

  
Jason W. Cohenour  
Director

  
S. Jane Rowe  
Director

**SIERRA WIRELESS, INC.**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**

*(In thousands of U.S. dollars, except where otherwise stated)*

	<i>Years ended December 31,</i>		
	<i>2011</i>	<i>2010</i>	<i>2009</i>
<b>Revenue</b>	<b>\$ 578,185</b>	<b>\$ 650,341</b>	<b>\$ 526,384</b>
Cost of goods sold	<b>414,735</b>	459,976	349,092
<b>Gross margin</b>	<b>163,450</b>	190,365	177,292
<b>Expenses:</b>			
Sales and marketing	<b>45,499</b>	51,599	54,835
Research and development (note 17)	<b>89,000</b>	88,035	80,066
Administration	<b>34,677</b>	36,357	36,553
Acquisition costs (note 5)	–	–	7,785
Restructuring (note 18)	<b>837</b>	7,640	20,605
Integration (note 19)	<b>1,426</b>	5,110	3,859
Impairment of intangible asset (note 11)	<b>11,214</b>	–	–
Amortization	<b>10,709</b>	11,990	11,313
	<b>193,362</b>	200,731	215,016
<b>Loss from operations</b>	<b>(29,912)</b>	(10,366)	(37,724)
Foreign exchange gain (loss)	<b>(460)</b>	(7,000)	1,261
Other income (expense) (note 20)	<b>35</b>	(241)	(4,399)
<b>Loss before income taxes</b>	<b>(30,337)</b>	(17,607)	(40,862)
Income tax expense (recovery) (note 15)	<b>(965)</b>	(2,808)	340
<b>Net loss</b>	<b>(29,372)</b>	(14,799)	(41,202)
Net loss attributable to non-controlling interest	<b>(57)</b>	(258)	(1,303)
<b>Net loss attributable to the Company</b>	<b>\$ (29,315)</b>	<b>\$ (14,541)</b>	<b>\$ (39,899)</b>
Net loss per share attributable to the Company's common shareholders (in dollars) (note 21)			
Basic	<b>\$ (0.94)</b>	<b>\$ (0.47)</b>	<b>\$ (1.29)</b>
Diluted	<b>\$ (0.94)</b>	<b>\$ (0.47)</b>	<b>\$ (1.29)</b>

The accompanying notes are an integral part of the consolidated financial statements.

**SIERRA WIRELESS, INC.**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS**

*(In thousands of U.S. dollars)*

	<i>Years ended December 31,</i>		
	<i>2011</i>	<i>2010</i>	<i>2009</i>
Net loss	\$ (29,372)	\$ (14,799)	\$ (41,202)
Other comprehensive income (loss), net of taxes:			
Release of foreign currency translation relating to acquisition of non-controlling interest, net of taxes of \$nil	42	32	31
Reclassification adjustment for realized loss on investments, net of taxes of \$nil	—	—	21
Foreign currency translation adjustments, net of taxes of \$nil	(2,571)	(5,466)	587
<b>Total comprehensive loss</b>	<b>(31,901)</b>	<b>(20,233)</b>	<b>(40,563)</b>
Comprehensive loss attributable to non-controlling interest:			
Net loss	(57)	(258)	(1,303)
Foreign currency translation adjustments, net of taxes of \$nil	(49)	228	30
<b>Comprehensive loss attributable to the company</b>	<b>\$ (31,795)</b>	<b>\$ (20,203)</b>	<b>\$ (39,290)</b>

The accompanying notes are an integral part of the consolidated financial statements.

**SIERRA WIRELESS, INC.**  
**CONSOLIDATED STATEMENTS OF EQUITY**

*(in thousands of U.S. dollars)*

	<i>Equity attributable to the Company</i>								
	<b>Common stock</b>		<b>Treasury Shares</b>		<b>Additional paid-in capital</b>	<b>Deficit</b>	<b>Accumulated other comprehensive income (loss)</b>	<b>Non- controlling interest (deficit)</b>	<b>Total</b>
	<b># of shares</b>	<b>\$</b>	<b># of shares</b>	<b>\$</b>					
Balance as at December 31, 2008	31,031,954	\$ 325,893	121,022	\$ (1,487)	\$ 12,518	\$ 21,273	\$ (749)	—	\$ 357,448
Acquisition of non-controlling interest (note 5)	—	—	—	—	—	—	—	13,357	13,357
Exercise of Wavecom S.A. stock options	—	—	—	—	(2,751)	—	166	6,733	4,148
Subsequent tender offer and squeeze-out of Wavecom S.A. (note 5)	—	—	—	—	(1,647)	—	(93)	(17,829)	(19,569)
Purchase of Wavecom S.A. shares	—	—	—	—	(1,568)	—	31	1,537	—
Stock option exercises (note 23)	16,953	150	—	—	(54)	—	—	—	96
Stock-based compensation (note 23)	—	—	—	—	8,097	—	—	—	8,097
Purchase of treasury shares for RSU distribution	—	—	1,141,388	(6,417)	—	—	—	—	(6,417)
Distribution of vested RSUs	—	—	(175,758)	1,462	(1,462)	—	—	—	—
Net loss	—	—	—	—	—	(39,899)	—	(1,303)	(41,202)
Reclassification adjustment for realized loss on investments	—	—	—	—	—	—	21	—	21
Foreign currency translation adjustments, net of tax	—	—	—	—	—	—	587	30	617
Balance as at December 31, 2009	31,048,907	\$ 326,043	1,086,652	\$ (6,442)	\$ 13,133	\$ (18,626)	\$ (37)	\$ 2,525	\$ 316,596
Purchase of Wavecom S.A. shares	—	—	—	—	(229)	—	32	(1,356)	(1,553)
Stock option tax benefit for U.S. employees	—	—	—	—	151	—	—	—	151
Stock option exercises (note 23)	173,879	1,625	—	—	(551)	—	—	—	1,074
Stock-based compensation (note 23)	—	—	—	—	6,956	—	—	—	6,956
Distribution of vested RSUs	—	—	(443,610)	2,534	(2,534)	—	—	—	—
Net loss	—	—	—	—	—	(14,541)	—	(258)	(14,799)
Foreign currency translation adjustments, net of tax	—	—	—	—	—	—	(5,466)	228	(5,238)
Balance as at December 31, 2010	31,222,786	\$ 327,668	643,042	\$ (3,908)	\$ 16,926	\$ (33,167)	\$ (5,471)	\$ 1,139	\$ 303,187
Purchase of Wavecom S.A. shares	—	—	—	—	(796)	—	42	(1,033)	(1,787)
Stock option exercises (note 23)	83,906	772	—	—	(253)	—	—	—	519
Stock-based compensation (note 23)	—	—	—	—	6,449	—	—	—	6,449
Purchase of treasury shares for RSU distribution	—	—	613,638	(4,472)	—	—	—	—	(4,472)
Distribution of vested RSUs	—	—	(379,121)	2,239	(2,239)	—	—	—	—
Net loss	—	—	—	—	—	(29,315)	—	(57)	(29,372)
Foreign currency translation adjustments, net of tax	—	—	—	—	—	—	(2,571)	(49)	(2,620)
Balance as at December 31, 2011	31,306,692	\$ 328,440	877,559	\$ (6,141)	\$ 20,087	\$ (62,482)	\$ (8,000)	\$ —	\$ 271,904

The accompanying notes are an integral part of the consolidated financial statements.

**SIERRA WIRELESS, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
*(In thousands of U.S. dollars)*

	<i>Years ended December 31,</i>		
	<i>2011</i>	<i>2010</i>	<i>2009</i>
<b>Cash flows provided (used) by:</b>			
<b>Operating activities</b>			
Net loss	\$ (29,372)	\$ (14,799)	\$ (41,202)
Items not requiring (providing) cash			
Amortization	32,386	34,990	32,704
Stock-based compensation (note 23(a) and (e))	6,449	6,956	8,097
Non-cash restructuring and other	—	(859)	5,911
Tax benefit on stock option deduction	—	151	—
Deferred income taxes	(2,903)	(3,374)	282
Loss (gain) on disposal of property, plant and equipment	40	(95)	204
Impairment of intangible assets	11,214	—	—
Unrealized foreign exchange loss on restricted cash	—	—	15,653
Unrealized foreign exchange loss on term loan	—	—	1,215
Changes in non-cash working capital			
Accounts receivable	9,067	(35,671)	20,175
Inventories	5,664	(11,399)	15,676
Prepaid expenses and other	4,248	7,104	3,888
Accounts payable, accrued liabilities and obligations	(13,783)	12,116	(14,094)
Deferred revenue and credits	733	480	(810)
Cash flows provided (used) by operating activities	23,743	(4,400)	47,699
<b>Investing activities</b>			
Business acquisitions, net of cash acquired (note 5)	—	—	(26,493)
Acquisition of OCEANE convertible bonds (note 5)	—	—	(104,767)
Decrease in restricted cash	—	—	175,820
Purchase of Wavecom S.A. shares (note 24)	(1,787)	(1,553)	—
Additions to property, plant and equipment	(14,268)	(12,580)	(13,296)
Proceeds from sale of property, plant and equipment	31	99	155
Increase in intangible assets	(3,740)	(3,976)	(6,543)
Net change in short-term investments	17,058	489	(8,773)
Cash flows provided (used) by investing activities	(2,706)	(17,521)	16,103
<b>Financing activities</b>			
Proceeds on issuance of term loan	—	—	102,716
Repayment of term loan	—	—	(103,931)
Financing costs	—	—	(3,971)
Issuance of common shares, net of share issue costs	519	1,074	96
Purchase of treasury shares for RSU distribution	(4,472)	—	(6,417)
Proceeds on exercise of Wavecom options	—	—	4,148
Decrease in other long-term obligations	(905)	(2,615)	(2,238)
Cash flows used by financing activities	(4,858)	(1,541)	(9,597)
Effect of foreign exchange rate changes on cash and cash equivalents	(247)	1,414	(9,972)
Cash and cash equivalents, increase (decrease) in the year	15,932	(22,048)	44,233
Cash and cash equivalents, beginning of year	85,443	107,491	63,258
<b>Cash and cash equivalents, end of year</b>	<b>\$ 101,375</b>	<b>\$ 85,443</b>	<b>\$ 107,491</b>
<b>Supplemental disclosures:</b>			
Net income taxes paid (received)	\$ (1,926)	\$ 1,112	\$ 3,514
Net interest paid (received)	32	173	129
Non-cash purchase of property, plant and equipment (funded by obligation under capital lease)	148	227	—

The accompanying notes are an integral part of the consolidated financial statements.

**SIERRA WIRELESS, INC.**

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**SIERRA WIRELESS, INC.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**(Amounts expressed in thousands of U.S. dollars, except where otherwise stated)**

**1. NATURE OF OPERATIONS**

Sierra Wireless, Inc., together with its subsidiaries (collectively, the “company, we, our”) was incorporated under the Canada Business Corporations Act on May 31, 1993. We are a global leader in the development of wireless technologies and solutions. We focus on wireless devices and applications, offering a comprehensive portfolio of products and services that reduce complexity for our customers. With sales, engineering, and research and development teams located in offices around the world, we provide leading edge wireless solutions for the machine-to-machine (“M2M”) and mobile computing markets. We develop and market a range of products that include wireless modems for mobile computers, embedded modules and software for original equipment manufacturers (“OEMs”), intelligent wireless gateway solutions for industrial, commercial and public safety applications, and an innovative platform for delivering device management and end-to-end application services. We also offer professional services to OEM customers during their product development and launch process, leveraging our expertise in wireless design, software, integration and certification to provide built-in wireless connectivity for mobile computing devices and M2M solutions. Our products, services and solutions connect people, their mobile computers and machines to wireless voice and data networks around the world.

We implemented a new organizational structure during the fourth quarter of 2010 and we have two reportable segments effective January 1, 2011.

- |                    |  |
|--------------------|--|
| Mobile Computing   | – includes AirCard mobile broadband devices and AirPrime wireless embedded modules for PC OEM customers.   |
| Machine-to-Machine | – includes AirPrime embedded wireless modules (excluding embedded module sales to PC OEMs), AirLink Intelligent Gateways and routers, and AirVantage M2M Cloud Platform. |

The primary markets for our products is North America, Europe and Asia Pacific.

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

Our consolidated financial statements are prepared in accordance with United States (“U.S.”) generally accepted accounting principles (“U.S. GAAP”).

**(a) Basis of consolidation**

Our consolidated financial statements include the accounts of the company and its wholly-owned subsidiaries from their respective dates of acquisition of control. All inter-company transactions and balances have been eliminated on consolidation. The ownership of the other non-controlling interest holders of consolidated subsidiaries is reflected as non-controlling interest and is not significant.

**(b) Use of estimates**

The consolidated financial statements have been prepared in conformity with U.S. GAAP, which requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the year. On an ongoing basis, management reviews its estimates, including those related to inventory obsolescence, estimated useful lives of assets, valuation of intangible assets, goodwill, royalty and warranty accruals, lease provisions, other liabilities, stock-based compensation, bad debt and doubtful accounts, income taxes, restructuring costs, and commitment and contingencies, based on currently available information. Actual amounts could differ from estimates.

**(c) Translation of foreign currencies**

Our functional or primary operating currency is the U.S. dollar (“US\$”).

Revenue and expense items denominated in foreign currencies are translated at exchange rates prevailing during the period. Monetary assets and liabilities denominated in foreign currencies are



**SIERRA WIRELESS, INC.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**(Amounts expressed in thousands of U.S. dollars, except where otherwise stated)**

translated at the period-end exchange rates. Non-monetary assets and liabilities are translated at exchange rates in effect when the assets are acquired or the obligations are incurred. Foreign exchange gains and losses are reflected in net earnings (loss) for the period.

We have foreign subsidiaries that are considered to be self-contained and integrated within their foreign jurisdiction, and accordingly, use the Euro dollar as their functional currency. The assets and liabilities of the foreign subsidiaries, including goodwill and fair value adjustments arising on acquisition, are translated to US\$ at exchange rates at the balance sheet dates, equity is translated at historical rates, and revenue and expenses are translated at exchange rates prevailing during the period. The foreign exchange gains and losses arising from the translation are reported as a component of other comprehensive income (loss), as presented in note 16, *Accumulated Other Comprehensive loss*.

**(d) Cash and cash equivalents**

Cash and cash equivalents include cash and short-term deposits with original maturities of less than three months. Short-term deposits are valued at amortized cost. The carrying amounts approximate fair value due to the short-term maturities of these instruments.

**(e) Short-term investments**

Short-term investments, categorized as available-for-sale, are carried at fair value. Unrealized holding gains (losses) related to available-for-sale investments, after deducting amounts allocable to income taxes, are recorded as a component of accumulated other comprehensive income (loss). These gains (losses) are removed from comprehensive income (loss) when the investments mature or are sold on an item-by-item basis.

We regularly evaluate the realizable value of short-term investments, and if circumstances indicate that a decline in value is other-than-temporary, we recognize an impairment charge. To determine whether to recognize an impairment charge, we consider various factors, such as the significance of the decline in value, the length of time the investment has been below market value, changes that would impact the financial condition of the investee, and the likelihood that the investment will recover its value before it matures or is disposed of.

**(f) Allowance for doubtful accounts receivable**

We maintain an allowance for our accounts receivable for estimated losses that may result from our customers' inability to pay. We determine the amount of the allowance by analyzing known uncollectible accounts, aged receivables, economic conditions, historical losses, insured amounts, if any, and changes in customer payment cycles and credit-worthiness. Amounts later determined and specifically identified to be uncollectible are charged against this allowance.

If the financial condition of any of our customers deteriorates resulting in an impairment of their ability to make payments, we may increase our allowance.

**(g) Inventories**

Inventories consist of electronic components and finished goods and are valued at the lower of cost or estimable realizable value, determined on a first-in-first-out basis. Cost is defined as all costs that relate to bringing the inventory to its present condition and location under normal operating conditions.

We review the components of our inventory and our inventory purchase commitments on a regular basis for excess and obsolete inventory based on estimated future usage and sales. Write-downs in inventory value or losses on inventory purchase commitments depend on various items, including factors related to customer demand, economic and competitive conditions, technological advances and new product introductions that vary from current expectations. We believe that the estimates used in calculating the inventory provision are reasonable and properly reflect the risk of excess and obsolete inventory. If customer demands for our inventory are substantially less than our estimates, additional inventory write-downs may be required.

**SIERRA WIRELESS, INC.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
(Amounts expressed in thousands of U.S. dollars, except where otherwise stated)

(h) **Property, plant and equipment**

Property, plant and equipment are stated at cost, less accumulated depreciation and amortization. We amortize our property, plant and equipment on a straight-line basis over the following estimated economic lives:

Furniture and fixtures	3-5 years
Research and development equipment	3-10 years
Production equipment	3-5 years
Tooling	1.5-3 years
Computer equipment	1-5 years
Software	1-5 years
Office equipment	3-5 years

Research and development equipment related amortization is included in research and development expense. Tooling and production equipment related amortization is included in cost of good sold. All other amortization is included in amortization expense.

Leasehold improvements and leased vehicles are amortized on a straight-line basis over the lesser of their expected average service life or term of the initial lease.

When we sell property, plant and equipment, we net the historical cost less accumulated depreciation and amortization against the sale proceeds and include the difference in *Other income (expense)*.

(i) **Intangible assets**

The estimated useful life of intangible assets with definite life is the period over which the assets are expected to contribute to our future cash flows. When determining the useful life, we consider the expected use of the asset, useful life of a related intangible asset, any legal, regulatory or contractual provisions that limit the useful life, any legal, regulatory, or contractual renewal or extension provisions without substantial costs or modifications to the existing terms and conditions, the effects of obsolescence, demand, competition and other economic factors, and the expected level of maintenance expenditures relative to the cost of the asset required to obtain future cash flows from the asset.

We amortize our intangible assets on a straight-line basis over the following specific periods:

Patents and trademarks	- three to five years
License fees	- over the shorter of the term of the license or an estimate of their useful life, ranging from three to ten years.
Intellectual property, customer relationships and databases	- over three to nine years
Non-compete covenants	- over the term of the agreement

Amortization related to intangible assets is included in research and development expense.

In-process research and development (“IPRD”) are intangible assets acquired as part of business combinations. IPRD are intangible assets with indefinite life prior to their completion. They are not amortized and are subject to impairment test on an annual basis.

(j) **Goodwill**

Goodwill represents the excess of the purchase price of an acquired enterprise over the fair value assigned to assets acquired and liabilities assumed in a business combination. Prior to January 1, 2011, goodwill was allocated as of the date of the business combination to the reporting units that are expected to benefit from the synergies of the business combination. We implemented a new

**SIERRA WIRELESS, INC.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**(Amounts expressed in thousands of U.S. dollars, except where otherwise stated)**

organization structure during the fourth quarter of 2010 and effective January 1, 2011, we have three reporting units. Goodwill has been allocated to the reporting units affected using a relative fair value allocation approach as at January 1, 2011.

Goodwill has an indefinite life, is not amortized, and is subject to a two-step impairment test on an annual basis. Step (i) compares the fair value of the reporting unit to its carrying amount, which includes the goodwill. When the fair value of a reporting unit exceeds its carrying amount, goodwill of the reporting unit is considered not to be impaired and the second step of the impairment test is unnecessary. If the carrying amount exceeds the implied fair value of the goodwill, step (ii) measures the amount of the impairment loss. If the carrying amount exceeds the fair value of the goodwill, an impairment loss is recognized equal to that excess.

**(k) Impairment of long-lived assets**

Long-lived assets, including property, plant and equipment, and intangible assets other than goodwill, are assessed for potential impairments when there is evidence that events or changes in circumstances indicate that the carrying amount of an asset may not be recovered. An impairment loss is recognized when the carrying amount of the long-lived asset is not recoverable and exceeds its fair value. The carrying amount of a long-lived asset is not recoverable if it exceeds the sum of the undiscounted cash flows expected to result from the use and eventual disposition of the asset. Any required impairment loss is measured as the amount by which the carrying amount of a long-lived asset exceeds its fair value and is recorded as a reduction in the carrying value of the related asset and a charge to operating results. Intangible assets with indefinite lives are tested annually for impairment and in interim periods if certain events occur indicating that the carrying value of the intangible assets may be impaired.

**(l) Research and Development costs**

Research and development costs are expensed as they are incurred. Certain software development costs for costs associated with the development of computer software to be sold, leased or marketed are capitalized once technological feasibility is reached.

We follow the cost reduction method of accounting for government research and development funding, whereby the benefit of the funding is recognized as a reduction in the cost of the related expenditure when certain criteria stipulated under the terms of those funding agreements have been met, and there is reasonable assurance the research and development funding will be received. Certain research and development funding is repayable on the occurrence of specified future events. We recognize the liability to repay research and development funding in the period in which conditions arise that will cause research and development funding to be repayable.

**(m) Warranty costs**

Warranty costs are accrued upon the recognition of related revenue, based on our best estimates, with reference to past and expected future experience. Warranty obligations are included in *accounts payable and accrued liabilities* in our consolidated balance sheet.

**(n) Royalty costs**

We have intellectual property license agreements which generally require us to make royalty payments based on a percentage of the revenue generated by sales of products incorporating the licensed technology. We recognize royalty obligations in accordance with the terms of the respective royalty agreements. Royalty costs are recorded as a component of cost of revenues in the period when incurred.

**(o) Market development costs**

Co-operative advertising costs are accrued at later of the recognition date of the related revenue or the date at which the co-operative advertising is available. Market development costs are charged to *sales and marketing* expense to the extent that the advertising benefit is separable from the revenue transaction and the fair value of that benefit is determinable. To the extent that such allowances either do not provide a separable benefit, or the fair value of the benefit cannot be reliably estimated, such amounts are recorded as a reduction of revenue.

**SIERRA WIRELESS, INC.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**(Amounts expressed in thousands of U.S. dollars, except where otherwise stated)**

**(p) Revenue recognition**

Revenue from sales of products and services is recognized upon the later of transfer of title or upon shipment of the product to the customer or rendering of the service, so long as persuasive evidence of an arrangement exists, delivery has occurred, price is fixed or determinable, and collection is reasonably assured.

Cash received in advance of the revenue recognition criteria being met is recorded as deferred revenue.

Revenues from contracts with multiple-element arrangements are recognized as each element is earned based on the relative fair value of each element and only when there are no undelivered elements that are essential to the functionality of the delivered elements.

Revenue from licensed software is recognized at the inception of the license term. Revenue from software maintenance, unspecified upgrades and technical support contracts is recognized over the period such items are delivered or services are provided. Technical support contracts extending beyond the current period are recorded as deferred revenue.

Funding from research and development agreements, other than government research and development arrangements, is recognized as revenue when certain criteria stipulated under the terms of those funding agreements have been met, and when there is reasonable assurance the funding will be received. Certain research and development funding will be repayable on the occurrence of specified future events. We recognize the liability to repay research and development funding in the period in which conditions arise that would cause research and development funding to be repayable.

**(q) Stock-based compensation and other stock-based payments**

Stock options and restricted share units granted to the company's key officers, directors and employees are accounted for using the fair value-based method. Under this method, compensation cost for stock options is measured at fair value at the date of grant using the Black-Scholes valuation model, and is expensed over the award's vesting period using the straight-line method. Any consideration paid by plan participants on the exercise of stock options or the purchase of shares is credited to *Common stock* together with any related stock-based compensation expense. Compensation cost for restricted share units is measured at fair value at the date of grant which is the market price of the underlying security, and is expensed over the award's vesting period using the straight-line method. Stock-based compensation is described further in note 23.

**(r) Income taxes**

Income taxes are accounted for using the asset and liability method. Future income tax assets and liabilities are based on temporary differences (differences between the accounting basis and the tax basis of the assets and liabilities) and non-capital loss carry-forwards and are measured using the enacted tax rates and laws expected to apply when these differences reverse. Future tax benefits, including non-capital loss carry-forwards, are recognized to the extent that realization of such benefits is considered more likely than not. The effect on future tax assets and liabilities of a change in tax rates is recognized in earnings in the period that enactment occurs.

We include interest and penalties related to income taxes, including unrecognized tax benefits, in income tax expense (recovery).

Liabilities for uncertain tax positions are recorded based on a two-step process. The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates that it is more likely than not that the position will be sustained on audit, including resolution of related appeals or litigation processes, if any. The second step is to measure the tax benefit as the largest amount that is more than 50% likely of being realized upon settlement. We regularly assess the potential outcomes of examinations by tax authorities in determining the adequacy of our provision for income taxes. We continually assess the likelihood and amount of potential adjustments and adjust the income tax provision, income taxes payable and deferred taxes in the period in which the facts that give rise to a revision become known.

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We recognize the windfall tax benefits associated with the exercise of stock options by U.S. employees to additional paid-in capital ("APIC") when realized. This tax benefit is not recognized until the deduction reduces U.S. taxes payable and all U.S. loss carryforwards have been utilized.

(s) **Derivatives**

Derivatives, such as foreign currency forward and option contracts, are occasionally used to hedge the foreign exchange risk on cash flows from commitments denominated in a foreign currency. Derivatives that are not designated as hedging instruments are measured at fair value at each balance sheet date and any resulting gains and losses from changes in the fair value are recorded in *other income (expense)*. Gains and losses from the effective portion of foreign currency forward and option contracts that are designated as cash flow hedges are recorded in *other comprehensive income (loss)*. As at December 31, 2011 and 2010, we had no material contracts in place.

(t) **Earnings (loss) per common share**

Basic earnings (loss) per share is computed by dividing net earnings (loss) attributable to the company for the period by the weighted average number of company common shares outstanding during the reporting period. Diluted earnings (loss) per share is computed using the treasury stock method. When the effect of options and other securities convertible into common shares is anti-dilutive, including when the company has incurred a loss for the period, basic and diluted loss per share are the same.

Under the treasury stock method, the number of dilutive shares, if any, is determined by dividing the average market price of shares for the period into the net proceeds of in-the-money options.

(u) **Comprehensive income (loss)**

Comprehensive income (loss) includes net earnings (loss) as well as changes in equity from other non-owner sources. The other changes in equity included in comprehensive income (loss) are comprised of foreign currency cumulative translation adjustments and unrealized gains or losses on available-for-sale investments. The reclassification adjustment for other-than-temporary losses on marketable securities included in net earnings (loss) results from the recognition of the unrealized losses in the statements of operations when they are no longer viewed as temporary. Comprehensive income (loss) is presented in the consolidated statements of shareholders' equity.

(v) **Investment tax credits**

Investment tax credits are accounted for using the flow-through method whereby such credits are accounted for as a reduction of income tax expense in the period in which the credit arises.

(w) **Comparative figures**

Comparative figures disclosed in the consolidated financial statements have been reclassified to conform to the presentation adopted for the current year.

**3. RECENTLY IMPLEMENTED ACCOUNTING STANDARDS**

In October 2009, the Financial Accounting Standards Board ("FASB") issued an Accounting Standards Update (ASU No. 2009-13) pertaining to multiple-deliverable revenue arrangements. The new guidance affects accounting and reporting for companies that enter into multiple-deliverable revenue arrangements with their customers when those arrangements are within the scope of Accounting Standards Codification (ASC) 605-25 "Revenue Recognition - Multiple-Element Arrangements". The new guidance eliminates the residual method of allocation and requires that arrangement consideration be allocated at the inception of the arrangement to all deliverables using the relative selling price method. The new guidance is effective prospectively for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010. This guidance did not have a material impact on our consolidated financial statements.

In April 2010, the FASB issued ASU No. 2010-17, Revenue Recognition – Milestone Method (ASU 2010-017). ASU 2010-017 provides guidance in applying the milestone method of revenue recognition to research or development arrangements. Under this guidance management may recognize revenue contingent upon the achievement of a milestone in its entirety, in the period in which the milestone is

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achieved, only if the milestone meets all the criteria within the guidance to be considered substantive. This ASU is effective on a prospective basis for research and development milestones achieved in fiscal years, beginning on or after June 15, 2010. This guidance did not have a material impact on our consolidated financial statements as we have no material research and development arrangements which are accounted for under the milestone method.

**4. CHANGES IN FUTURE ACCOUNTING STANDARDS**

In September 2011, the FASB issued ASU 2011-08, Intangibles – goodwill and other. This guidance amends the guidance in ASU 350-20 on testing goodwill for impairment. Entities testing goodwill for impairment now have the option of performing a qualitative assessment before calculating the fair value of the reporting unit (i.e. step 1 of the goodwill impairment test). If entities determine, on the basis of qualitative factors, that the fair value of the reporting unit is more likely than not less than the carrying amount, the two-step impairment test would be required. The ASU does not amend the requirement to test goodwill for impairment between annual tests if events or circumstances warrant; however, it does revise the examples of events and circumstances that an entity should consider. The amendments are effective for annual and interim goodwill impairments tests performed for fiscal years beginning after December 15, 2011 and early adoption is permitted. We early adopted this guidance for our annual goodwill impairment test for year ended December 31, 2011.

In June 2011, the FASB issued ASU 2011-05, Comprehensive Income – Presentation. This guidance increases the prominence of other comprehensive income by requiring comprehensive income to be reported in either a single statement or two consecutive statements. This eliminates the option to report other comprehensive income and its components in the statement of changes in stockholders' equity. The amendments do not change what items are reported in other comprehensive income. This ASU is effective on a retrospective basis for public entities for fiscal years, and interim periods within those years, beginning after December 15, 2011. This guidance is not expected to have an impact on our consolidated financial statements as we currently report comprehensive income as a single statement.

**5. ACQUISITION OF WAVECOM S.A.**

On December 2, 2008, we announced an all-cash offer to purchase all of the ordinary shares and OCEANES convertible bonds ("OCEANES") of Wavecom, a global leader in wireless M2M solutions headquartered in Issy-les-Moulineaux, France. The total value of the transaction was approximately €218,000. Consideration consisted of €8.50 per share of Wavecom and €1.93 per OCEANE. The transaction was implemented by way of concurrent but separate public tender offers in both France and the United States for all Wavecom shares, all American Depositary Shares ("ADSs") representing Wavecom shares and all OCEANES issued by Wavecom.

On February 27, 2009, we completed our acquisition of 84.32% of the outstanding shares and 99.97% of the outstanding OCEANES of Wavecom, representing 90.57% of the voting rights of Wavecom, for cash consideration of \$144,859 (€113,508) and \$104,767 (€82,093), respectively. During March 2009, we purchased 160,643 shares on the open market for cash consideration of \$1,850 (€1,365), resulting in the acquisition of 85.34% of the outstanding shares. Following a statutory re-opening of the tender offer, we increased our ownership of the voting rights of Wavecom from 90.57% to 95.4% for cash consideration of \$11,817 (€8,908). On April 29, 2009, we completed our acquisition of all of the remaining Wavecom shares, except for certain shares held by employees that are subject to a hold period, and OCEANES by way of a squeeze-out for cash consideration of \$7,752 (€5,851). The Wavecom shares and OCEANES were delisted from Euronext and the ADSs were delisted from the NASDAQ Global Market ("Nasdaq").

The results of Wavecom have been included in our consolidated financial statements from February 27, 2009. The financial results for the year ended December 31, 2009 include revenue of \$119,607 and net loss attributable to the Company of \$43,758. Wavecom acquisition and financing costs recognized of \$11,756 were expensed in 2009 as follows: \$7,785 in *acquisition costs* and \$3,971 in *other income (expense)*.

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The following amounts have been assigned to the assets acquired and liabilities assumed, based on an estimate of their fair value at February 27, 2009:

<b>Assets acquired</b>	
Cash and marketable securities	\$139,785
Other current assets	51,753
Property, plant and equipment	9,916
Intangible assets	71,354
Goodwill	56,911
Other long-term assets	5,231
Deferred income tax	1,110
	<u>336,060</u>
<b>Liabilities assumed</b>	
Current liabilities	52,284
OCEANE convertible bonds	104,870
Capital lease obligations	657
Long-term liabilities	18,107
Deferred income tax	76
Non-controlling interest	13,357
	<u>189,351</u>
<b>Fair value of net assets acquired</b>	<u>\$146,709</u>

The fair value of the non-controlling interest at February 27, 2009 of \$13,357 was based on the fair market price determined in the tender offer of \$10.85 (€8.50) per ordinary share.

The following table presents details of the estimated purchased intangible assets:

	<i>Estimated Useful life (in years)</i>	<i>Amount</i>
Intellectual property	3-6	\$ 30,510
In-process research and development	3-9	18,425
Customer relationships	5	16,387
Brand portfolio	5	3,295
Non-compete covenant	2	2,737
		<u>\$ 71,354</u>

**6. SHORT-TERM INVESTMENTS**

Short-term investments, all of which are classified as available-for-sale, were comprised of Canadian federal government issued securities with outstanding maturities less than 60 days.

**7. ACCOUNTS RECEIVABLE**

The components of accounts receivable at December 31 were as follows:

	<i>2011</i>	<i>2010</i>
Trade receivables	\$ 101,130	\$ 113,000
Less: allowance for doubtful accounts	(3,642)	(4,606)
	<u>97,488</u>	108,394
Sales taxes receivable	1,825	2,358
Other receivables	8,054	6,645
	<u>\$ 107,367</u>	<u>\$ 117,397</u>

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The movement in the allowance for doubtful accounts during the years ended December 31 were as follows:

	<i>2011</i>	<i>2010</i>
Balance, beginning of year	\$ 4,606	\$ 6,504
Bad debt expense	(83)	443
Write-offs and settlements	(827)	(2,462)
Foreign exchange	(54)	121
	<u>\$ 3,642</u>	<u>\$ 4,606</u>

**8. INVENTORIES**

The components of inventories at December 31 were as follows:

	<i>2011</i>	<i>2010</i>
Electronic components	\$ 4,826	\$ 5,578
Finished goods	11,342	16,556
	<u>\$ 16,168</u>	<u>\$ 22,134</u>

**9. PREPAIDS AND OTHER**

The components of prepaids and other at December 31 were as follows:

	<i>2011</i>	<i>2010</i>
Supplier prepayment	\$ 16,486	\$ 15,615
Insurance and licenses	2,024	2,585
Other	2,164	6,342
	<u>\$ 20,674</u>	<u>\$ 24,542</u>

**10. PROPERTY, PLANT AND EQUIPMENT**

The components of property, plant and equipment at December 31 were as follows:

	<i>2011</i>		
	<i>Cost</i>	<i>Accumulated amortization</i>	<i>Net book value</i>
Furniture and fixtures	\$ 4,799	\$ 3,856	\$ 943
Research and development equipment	37,106	29,204	7,902
Tooling	44,149	37,298	6,851
Computer equipment	8,390	6,764	1,626
Software	9,352	7,338	2,014
Leasehold improvements	5,141	3,955	1,186
Leased vehicles	1,126	546	580
Office equipment	3,076	2,091	985
	<u>\$ 113,139</u>	<u>\$ 91,052</u>	<u>\$ 22,087</u>



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	2010		
	<i>Cost</i>	<i>Accumulated amortization</i>	<i>Net book value</i>
Furniture and fixtures	\$ 4,570	\$ 3,548	\$ 1,022
Research and development equipment	33,266	24,822	8,444
Tooling	39,095	31,548	7,547
Computer equipment	7,209	5,760	1,449
Software	8,152	6,489	1,663
Leasehold improvements	6,000	4,728	1,272
Leased vehicles	979	521	458
Office equipment	2,535	1,755	780
	<b>\$ 101,806</b>	<b>\$ 79,171</b>	<b>\$ 22,635</b>

Amortization expense relating to property, plant and equipment was \$14,528, \$17,638, and \$18,113 for the years ended December 31, 2011, 2010 and 2009, respectively.

**11. INTANGIBLE ASSETS**

The components of intangible assets at December 31 were as follows:

	2011		
	<i>Cost</i>	<i>Accumulated amortization</i>	<i>Net book value</i>
Patents and trademarks	\$ 10,822	\$ 5,368	\$ 5,454
Licenses	58,842	33,325	25,517
Intellectual property	6,856	6,614	242
Customer relationships	26,565	18,499	8,066
Non-compete	2,764	2,764	-
In-process research and development	5,419	2,141	3,278
	<b>\$ 111,268</b>	<b>\$ 68,711</b>	<b>\$ 42,557</b>

	2010		
	<i>Cost</i>	<i>Accumulated amortization</i>	<i>Net book value</i>
Patents and trademarks	\$ 10,877	\$ 4,250	\$ 6,627
Licenses	58,024	25,309	32,715
Intellectual property	6,856	6,086	770
Customer relationships	26,678	13,520	13,158
Non-compete	2,872	2,632	240
In-process research and development	16,767	1,253	15,514
	<b>\$ 122,074</b>	<b>\$ 53,050</b>	<b>\$ 69,024</b>

During the fourth quarter of 2011, we recorded an impairment charge of \$11,214, primarily related to a software development program we decided not to complete. This asset was acquired through the

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acquisition of Wavecom. We did not record an impairment charge for the years ended December 31, 2010 and 2009.

Amortization expense relating to intangible assets was \$17,858, \$17,352, and \$14,591 for the years ended December 31, 2011, 2010 and 2009, respectively. Annual amortization expense for the future 5 years is estimated to approximate the levels recorded in 2011.

At December 31, 2011, a net carrying amount of \$2,069 included in intangible assets was not subject to amortization.

**12. GOODWILL**

Goodwill of \$89,961 (2010 – \$90,953) primarily relates to the February 2009 acquisition of Wavecom (note 5), the May 2007 acquisition of AirLink Communications, Inc., and the August 2003 acquisition of AirPrime, Inc.

We assessed the realizability of goodwill during the fourth quarter of 2011 and determined that the fair value of each reporting unit exceeded its carrying value. Therefore, the second step of the impairment test that measures the amount of an impairment loss by comparing the implied fair market value with the carrying amount of goodwill for each reporting unit was not required. There was no impairment of goodwill during the years ended December 31, 2011, 2010, and 2009.

**13. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES**

The components of accounts payable and accrued liabilities at December 31 were as follows:

	<i>2011</i>	<i>2010</i>
Trade payables	\$ 60,805	\$ 63,451
Inventory commitments	4,898	9,352
Accrued royalties	15,053	24,551
Accrued payroll and related liabilities	9,770	10,430
Taxes payable (including sales taxes)	9,849	7,159
Product warranties	4,537	4,059
Marketing development funds	5,323	2,378
Other	13,312	17,884
	<b>\$ 123,547</b>	<b>\$ 139,264</b>

**14. OTHER LONG-TERM OBLIGATIONS**

The components of other long-term obligations at December 31 were as follows:

	<i>2011</i>	<i>2010</i>
Accrued royalties	\$ 18,442	\$ 14,756
Marketing development funds	4,668	7,253
Other	2,033	2,978
	<b>\$ 25,143</b>	<b>\$ 24,987</b>

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**15. INCOME TAXES**

The components of earnings (loss) before income taxes consist of the following:

	<i>2011</i>	<i>2010</i>	<i>2009</i>
Canadian	\$ (16,201)	\$ (4,343)	\$ 5,883
Foreign	(14,136)	(13,264)	(46,745)
Loss before income taxes	<u>\$ (30,337)</u>	<u>\$ (17,607)</u>	<u>\$ (40,862)</u>

The income tax expense (recovery) consists of:

	<i>2011</i>	<i>2010</i>	<i>2009</i>
Canadian:			
Current	\$ 123	\$ -	\$ -
Deferred	1,981	(71)	(1,910)
	<u>2,104</u>	<u>(71)</u>	<u>(1,910)</u>
Foreign:			
Current	1,815	379	-
Deferred	(4,884)	(3,116)	2,250
	<u>(3,069)</u>	<u>(2,737)</u>	<u>2,250</u>
Total:			
Current	1,938	379	-
Deferred	(2,903)	(3,187)	340
	<u>\$ (965)</u>	<u>\$ (2,808)</u>	<u>\$ 340</u>

The reconciliation of income taxes calculated at the statutory rate to the actual income tax provision for the years ended December 31 was as follows:

	<i>2011</i>	<i>2010</i>	<i>2009</i>
Income tax recovery at Canadian statutory income tax rates	\$ (8,023)	\$ (6,288)	\$ (11,989)
Increase (decrease) in income taxes for:			
Permanent and other differences	4,167	32	(8,969)
Change in tax legislation	-	-	(20,839)
Change in statutory/foreign tax rates	(1,973)	(1,470)	(1,759)
Change in valuation allowance	3,973	(6,077)	42,801
Stock-based compensation expense	891	1,125	1,095
Adjustment to prior years	-	6,347	-
Foreign exchange gain adjustment	-	3,523	-
Income tax expense (recovery)	<u>\$ (965)</u>	<u>\$ (2,808)</u>	<u>\$ 340</u>

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**Future tax assets and liabilities**

The tax effects of temporary differences that give rise to significant future tax assets and future tax liabilities were as follows at December 31:

	<i>2011</i>	<i>2010</i>
Future income tax assets		
Property, plant and equipment	\$ 3,032	\$ 3,645
Non capital Loss carry-forwards	64,980	62,451
Capital loss carry-forwards	2,607	2,748
Scientific research and development expenses	23,524	20,753
Share issue costs	-	211
Reserves and other	11,075	18,561
	<b>105,218</b>	<b>108,369</b>
Future income tax liabilities		
Acquired intangibles	9,893	11,034
	<b>95,325</b>	<b>97,335</b>
Valuation allowance	83,152	88,065
	<b>\$ 12,173</b>	<b>\$ 9,270</b>
	<i>2011</i>	<i>2010</i>
<b>Classification:</b>		
<b>Assets</b>		
Current	\$ 6,540	\$ 9,577
Non-current	6,205	836
<b>Liabilities</b>		
Current	(336)	-
Non-current	(236)	(1,143)
	<b>\$ 12,173</b>	<b>\$ 9,270</b>

At December 31, 2011, we have provided for a valuation allowance on our future tax assets of \$83,152 (2010 - \$88,065).

At December 31, 2011, we have Canadian allowable capital loss carry-forwards of \$9,676 that are available, indefinitely, to be deducted against future Canadian taxable capital gains. In addition, we have \$64,784 in scientific research and development expenditures available to be deducted against future Canadian taxable income that may be carried forward indefinitely and investment tax credits of \$34,107 available to offset future Canadian federal and provincial income taxes payable. The investment tax credits expire between 2012 and 2031. At December 31, 2011, our US subsidiary has \$1,821 and \$4,589 of federal and California R&D tax credit carried forward which expire between 2029 and 2031.

At December 31, 2011, net operating loss carry-forwards for our foreign subsidiaries were \$14,143 for U.S. income tax purposes that expire in 2023, \$1,074 for Hong Kong income tax purposes, \$55 for Brazil income tax purposes, \$239 for Korea income tax purposes, \$258 for Luxembourg income tax purposes, \$242 for German income tax purpose, and \$166,284 for French income tax purposes. Our foreign subsidiaries may be limited in their ability to use foreign net operating losses in any single year depending on their ability to generate significant taxable income. In addition, the utilization of these net operating losses is also subject to ownership change limitations provided by U.S. federal and specific state income tax legislation. French net operating losses carryforward is limited to 60% of French taxable income in excess of Euro 1,000. Our French subsidiaries also have research tax credit carried forward to \$4,384 as at December 31, 2011. The French research tax credit may be used to offset against corporate income tax and if any credit is not fully utilized within a three year period following the year the research tax credit is earned, it may be refunded by the French tax authorities. Tax loss and research tax credit carry-forwards are denominated in the currency of the

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countries in which the respective subsidiaries are located and operate. Fluctuations in currency exchange rates could reduce the U.S. dollar equivalent value of these tax loss and research tax credit carry forwards in future years.

In assessing the realizability of our future tax assets, management considers whether it is more likely than not that some portion or all of the future tax assets will not be realized. The ultimate realization of future tax assets is dependent upon the generation of future taxable income during periods in which temporary differences become deductible. Management considers projected future taxable income and tax planning strategies in making our assessment.

**Accounting for uncertainty in income taxes**

At December 31, 2011, we had gross unrecognized tax benefits of \$9,464 (2010 – \$8,754). Of this total, \$6,815 (2010 - \$6,909) represents the amount of unrecognized tax benefits that, if recognized, would favourably impact our effective tax rate.

Below is a reconciliation of the total amounts of unrecognized tax benefits for the years ended December 31:

	<i>2011</i>	<i>2010</i>
Unrecognized tax benefits, beginning of year	\$ 8,754	\$ 7,754
Increases – tax positions taken in prior periods	1,508	1227
Increases – tax positions taken in current period	-	-
Settlements and lapse of statute of limitations	(798)	(227)
Unrecognized tax benefits, end of year	\$ 9,464	\$ 8,754

We recognize interest expense and penalties related to unrecognized tax benefits within the provision for income tax expense on the consolidated statement of operations. At December 31, 2011, we had accrued \$1,642 (2010 - \$1,474) for interest and penalties.

In the normal course of business, we are subject to audits by the Canadian federal and provincial taxing authorities, by the U.S. federal and various state taxing authorities and by the taxing authorities in various foreign jurisdictions. Tax years ranging from 2004 to 2011 remain subject to examination in Canada, the United States, the United Kingdom, France, Germany, Australia, China, Hong Kong, Brazil, South Africa, Japan, Korea, and Luxembourg.

**16. ACCUMULATED OTHER COMPREHENSIVE LOSS**

The components of accumulated other comprehensive loss at December 31, net of taxes, were as follows:

	<i>2011</i>	<i>2010</i>
Release of foreign currency translation relating to acquisition of non-controlling interest	\$ 178	\$ 136
Translation adjustment related to change in functional currency	(728)	(728)
Foreign currency translation adjustments	(7,450)	(4,879)
	\$ (8,000)	\$ (5,471)

**17. RESEARCH AND DEVELOPMENT**

The components of research and development costs consist of the following:

	<i>2011</i>	<i>2010</i>	<i>2009</i>
Gross research and development	\$ 91,521	\$ 90,165	\$ 81,382
Government tax credits	(2,521)	(2,130)	(1,316)
	\$ 89,000	\$ 88,035	\$ 80,066

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**18. RESTRUCTURING**

The following table provides the activity in the restructuring liability:

	<i>2011</i>		
	<i>Workforce Reduction</i>	<i>Facilities</i>	<i>Total</i>
Balance, beginning of year	\$ 1,975	\$ 1,771	\$ 3,746
Expensed in year	1,201	(364)	837
Disbursements	(2,321)	(861)	(3,182)
Adjustments	(224)	11	(213)
Foreign exchange	(6)	5	(1)
Balance, end of year	\$ 625	\$ 562	\$ 1,187
<b>Classification:</b>			
Accounts payable and accrued liabilities	\$ 625	\$ 396	\$ 1,021
Other long-term obligations	-	166	166
	\$ 625	\$ 562	\$ 1,187
<b>By restructuring initiative:</b>			
September 2010	\$ 377	\$ -	\$ 377
May 2009	-	562	562
Wavecom S.A. and prior	248	-	248
	\$ 625	\$ 562	\$ 1,187

	<i>2010</i>		
	<i>Workforce Reduction</i>	<i>Facilities</i>	<i>Total</i>
Balance, beginning of year	\$ 5,161	\$ 4,839	\$ 10,000
Expensed in year	7,376	2,296	9,672
Disbursements	(9,512)	(3,281)	(12,793)
Non-cash stock-based compensation	(540)	-	(540)
Adjustments	(317)	(1,771)	(2,088)
Foreign exchange	(193)	(312)	(505)
Balance, end of year	\$ 1,975	\$ 1,771	\$ 3,746
<b>Classification:</b>			
Accounts payable and accrued liabilities	\$ 1,975	\$ 1,028	\$ 3,003
Other long-term obligations	-	743	743
	\$ 1,975	\$ 1,771	\$ 3,746
<b>By restructuring initiative:</b>			
September 2010	\$ 1,487	\$ -	\$ 1,487
May 2009	8	1,554	1,562
Wavecom S.A. and prior	480	217	697
	\$ 1,975	\$ 1,771	\$ 3,746

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**September 2010**

In September 2010, we implemented a new business unit structure that resulted in a reduction of our workforce by 60 employees. These reductions were substantially completed during the fourth quarter of 2010. For the year ended December 31, 2010, we recorded restructuring costs of \$4,420 primarily related to severance and benefits associated with the terminated employees. The remaining liability of \$377 (December 31, 2010 - \$1,487) is expected to be substantially paid by December 31, 2012.

**May 2009**

In May 2009, we implemented further cost reduction initiatives related to the integration of Wavecom with Sierra Wireless that included combining the research and development ("R&D") and product operations of both organizations. As a result, the Wavecom location in Research Triangle Park, North Carolina was closed in the fourth quarter of 2009. R&D activities from this location were transitioned primarily to the location in Carlsbad, California. The cost reduction initiatives related to the workforce reduction were substantially completed during the third quarter of 2010. The facilities related restructuring obligation of \$562 (December 31, 2010 - \$1,554) is expected to be substantially paid by the second quarter of 2014.

In the first quarter of 2010, the Wavecom location in Brazil was closed resulting in \$217 of restructuring charges related to employee terminations. The liability related to this workforce reduction was paid by March 31, 2010.

**Wavecom S.A. and prior restructurings**

In January 2009, we implemented an expense reduction program to reduce labor costs. We reduced our workforce by 56 employees, all of whom were terminated in the first quarter of 2009. The total workforce reduction charges recognized in the first quarter of 2009 of \$1,622 included \$501 for accelerated stock-based compensation and the remainder represented severance and benefits associated with the termination. The liability related to this program was substantially paid by the end of the third quarter of 2009.

In October 2008, prior to our acquisition of Wavecom, Wavecom announced a cost savings program and a proposed reorganization. The first portion of this plan, related to its operations in the United States, began in late 2008. In the second quarter of 2009, the staff reduction program in France related to this reorganization was implemented and a total of 77 positions were phased out by September 2010. In the third quarter of 2009, the restructuring charge of \$4,504 primarily related to the exit of a portion of our building in France. The remaining liability related to the workforce reduction has been substantially paid. The Wavecom facilities restructuring liability is nil as at December 31, 2011.

In the year ended December 31, 2010, additional employees were terminated resulting in restructuring charges of \$2,739, including \$66 of accelerated stock-based compensation. The remaining liability related to employee termination costs is expected to be substantially paid by December 31, 2012.

**19. *INTEGRATION***

During the year ended December 31, 2011, we incurred integration costs related to the acquisition of Wavecom S.A. of \$1,426 (2010 - \$5,110; 2009 - \$3,859), primarily for costs related to the office space optimization in France, implementation of an integrated Customer Relationship Management system, and the integration of our Enterprise Resource Planning system.

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**20. OTHER INCOME (EXPENSE)**

The components of other income (expense) for the years ended December 31 were as follows:

	<i>2011</i>	<i>2010</i>	<i>2009</i>
(Loss) gain on disposal of property, plant and equipment	\$ (40)	\$ 95	\$ (204)
Interest income	199	202	583
Interest expense	(124)	(538)	(4,778)
	<u>\$ 35</u>	<u>\$ (241)</u>	<u>\$ (4,399)</u>

**21. LOSS PER SHARE**

The following table provides the reconciliation between basic and diluted loss per share:

	<i>2011</i>	<i>2010</i>	<i>2009</i>
Net loss attributable to the company	\$ (29,315)	\$ (14,541)	\$ (39,899)
Weighted average shares used in computation of basic earnings per share (in thousands)	31,275	31,083	31,035
Weighted average shares from assumed conversion of dilutive options (in thousands)	—	—	—
Weighted average shares used in computation of diluted earnings per share (in thousands)	31,275	31,083	31,035
Basic and diluted loss per share attributable to the company's common shareholders (in dollars)	\$ (0.94)	\$ (0.47)	\$ (1.29)

**22. SHARE CAPITAL**

On December 13, 2011, we received regulatory approval allowing us to purchase for cancellation up to 1,564,914 of our common shares by of a normal course issuer bid ("the Bid") on the Toronto Stock Exchange and the NASDAQ Global Market. The Bid commenced on December 19, 2011 and will terminate on the earlier of December 18, 2012, the date we complete our purchases, or the date of notice by us of termination. As at December 31, 2011, no shares have been purchased in the open market. As of March 5, 2012, we had purchased 400,000 common shares in the open market at an average price of \$7.59 per share.

**23. STOCK-BASED COMPENSATION PLANS**

(a) **Stock-based compensation expense:**

	<i>2011</i>	<i>2010</i>	<i>2009</i>
Cost of goods sold	\$ 385	\$ 492	\$ 552
Sales and marketing	1,288	1,403	1,411
Research and development	1,574	1,315	1,215
Administration	3,175	3,143	3,131
Restructuring	-	540	905
Integration	-	-	42
	<u>\$ 6,422</u>	<u>\$ 6,893</u>	<u>\$ 7,256</u>
Stock option plan	\$ 2,817	\$ 3,296	\$ 3,989
Restricted stock plan	3,605	3,597	3,267
	<u>\$ 6,422</u>	<u>\$ 6,893</u>	<u>\$ 7,256</u>



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(b) **Stock option plan**

Under the terms of our employee Stock Option Plan (the “Plan”), our Board of Directors may grant options to employees, officers and directors. The maximum number of shares available for issue under the Plan shall be the lesser of a rolling number equal to 10% of the number of issued and outstanding common shares from time to time or 7,000,000 common shares. Based on the number of shares outstanding as at December 31, 2011, stock options exercisable into 832,794 common shares are available for future allocation under the Plan.

The Plan provides that the exercise price of an option will be determined on the date of grant and will not be less than the closing market price of our stock at that date. Options generally vest over four years, with the first 25% vesting at the first anniversary date of the grant and the balance vesting in equal amounts at the end of each month thereafter. We determine the expiry date of each option at the time it is granted, which cannot be more than five years after the date of the grant.

The fair value of share options was estimated on the date of grant using the Black-Scholes option-pricing model with the following assumptions:

	2011	2010	2009
Risk-free interest rate	2.07%	1.90%	1.84%
Annual dividends per share	Nil	Nil	Nil
Expected stock price volatility	60%	60%	57%
Expected option life (in years)	4.0	4.0	4.0
Estimated forfeiture rate	3.5%	3.5%	3.5%
Average fair value of options granted (in dollars)	\$5.11	\$4.21	\$1.89

There is no dividend yield because we do not pay, and do not plan to pay, cash dividends on our common shares. The expected stock price volatility is based on the historical volatility of our average monthly stock closing prices over a period equal to the expected life of each option grant. The risk-free interest rate is based on yields from risk-free instruments with a term equal to the expected term of the options being valued. The expected life of options represents the period of time that the options are expected to be outstanding based on historical data of option holder exercise and termination behavior. We estimate forfeitures at the time of grant and, if necessary, revise that estimate if actual forfeitures differ and adjust stock-based compensation expense accordingly.

Changes in the number of options outstanding during the years ended December 31 was as follows:

	Number of Shares	Weighted Average Exercise Price Cdn.\$	U.S.\$	Weighted Average Remaining Contractual Life In Years	Aggregate Intrinsic Value U.S.\$
Outstanding, December 31, 2008	2,230,970	19.68	16.13	2.5	—
Granted	502,414	4.97	4.05		
Exercised	(16,953)	6.01	5.57		54
Forfeited	(558,343)	25.71	21.47		
Outstanding, December 31, 2009	2,158,088	13.51	12.83	2.5	3,246
Granted	698,972	9.12	8.76		
Exercised	(173,879)	6.38	6.18		792
Forfeited	(423,453)	12.36	11.84		
Outstanding, December 31, 2010	2,259,728	12.51	12.54	2.4	7,878
Granted	658,452	10.88	10.89		
Exercised	(83,906)	6.06	6.19		417
Forfeited	(536,399)	13.91	13.97		
Outstanding, December 31, 2011	2,297,875	12.11	11.86	2.5	705

The intrinsic value of outstanding and exercisable stock options is calculated as the quoted market

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price of the stock at the balance sheet date, or date of exercise, less the exercise price of the option. The aggregate intrinsic value of stock options exercised in the year ended December 31, 2011 was \$417 (year ended December 31, 2010 - \$792; year ended December 31, 2009 - \$54).

The following table summarizes the stock options outstanding and exercisable at December 31, 2011:

<i>Range of Exercise Prices</i>	<i>Options Outstanding</i>				<i>Options Exercisable</i>		
	<i>Number of Options</i>	<i>Weighted Average Remaining Option Life (years)</i>	<i>Weighted Average Exercise Price</i>		<i>Number Of options Exercisable</i>	<i>Weighted Average Exercise Price</i>	
			<i>Cdn.\$</i>	<i>U.S.\$</i>		<i>Cdn.\$</i>	<i>U.S.\$</i>
\$3.98 – \$8.82 U.S. \$4.06 – \$9.00 Cdn	653,755	2.8	6.96	6.82	313,018	6.68	6.54
\$8.83 – \$11.05 U.S. \$9.01 – \$11.29 Cdn	537,865	3.8	10.26	10.05	93,392	9.24	9.05
\$11.06 – \$15.66 U.S. \$11.30 – 15.99 Cdn	466,047	3.0	13.02	12.75	166,549	15.77	15.44
\$15.67 – \$28.49 U.S. \$16.00 – \$29.10 Cdn	640,208	0.7	18.27	17.89	629,545	18.30	17.92
	2,297,875	2.5	12.11	11.86	1,202,504	14.22	13.93

The options outstanding at December 31, 2011 expire between May 2, 2012 and August 22, 2016.

As at December 31, 2011, the unrecognized stock-based compensation cost related to the non-vested stock options was \$3,969 (2010 – \$3,782; 2009 - \$4,412), which is expected to be recognized over a weighted average period of 2.6 years (2010 – 2.2 years; 2009 – 1.9 years).

(c)

**Restricted share units**

We have two market based restricted share unit plans, one for U.S. employees and the other for all non-U.S. employees, and a new treasury based restricted share unit plan, approved May 17, 2011 (collectively, the “RSPs”). The RSPs further our growth and profitability objectives by providing long-term incentives to certain executives and other key employees and also encourage our objective of employee share ownership through the granting of restricted share units (“RSUs”). There is no exercise price or monetary payment required from the employees upon the grant of an RSU or upon the subsequent delivery of shares (or, in certain jurisdictions, cash in lieu at the option of the company) to settle vested RSUs. With respect to the treasury based RSP, the maximum number of common shares which the company may issue from treasury is 1,000,000 common shares. With respect to the two market based RSPs, independent trustees purchase Sierra Wireless common shares over the facilities of the TSX and Nasdaq, which are used to settle vested RSUs. The existing trust funds are variable interest entities and are included in these consolidated financial statements as shares held for RSU distribution.

Generally, RSUs vest over three years, in equal one-third amounts on each anniversary date of the date of the grant. However, RSU grants to employees who are resident in France for french tax purposes will not vest before the second anniversary from the date of grant, and any shares issued are subject to an additional two year tax hold period. All vested RSUs will be settled upon vesting by delivery of one common share of Sierra Wireless, Inc. (or, in certain jurisdictions, cash in lieu at the option of the company) for each vested unit.

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The following table summarizes the RSU activity since the inception of the RSPs:

	<i>Number of RSUs</i>	<i>Weighted Average Grant Date Fair Value Cdn.\$ U.S.\$</i>	<i>Weighted Average Remaining Contractual Life In years</i>	<i>Aggregate Intrinsic Value U.S.\$</i>
Outstanding, December 31, 2008	312,062	19.61 16.08	1.9	1,819
Granted	842,131	5.08 4.18		
Vested	(175,758)	16.54 14.01		1,186
Forfeited	<u>(2,551)</u>	17.18 14.43		
Outstanding, December 31, 2009	975,884	6.88 6.53	1.9	10,349
Granted	328,496	9.10 8.75		
Vested	(443,610)	8.21 7.82		4,159
Forfeited	<u>(32,779)</u>	6.56 6.29		
Outstanding, December 31, 2010	827,991	6.81 6.83	1.3	12,346
<b>Granted</b>	<b>486,343</b>	<b>10.83 10.84</b>		
<b>Vested</b>	<b>(379,121)</b>	<b>11.10 11.11</b>		<b>4,170</b>
<b>Forfeited</b>	<b>(31,184)</b>	<b>8.54 8.43</b>		
<b>Outstanding, December 31, 2011</b>	<b>904,029</b>	<b>8.94 8.76</b>	<b>1.3</b>	<b>6,346</b>

As at December 31, 2011, the total remaining unrecognized compensation cost associated with the RSUs totalled \$4,176 (2010 – \$2,972; 2009 - \$3,812), which is expected to be recognized over a weighted average period of 1.9 years (2010 – 1.6 years; 2009 – 1.7 years).

(d) **Employee stock purchase plan**

On March 31, 2009, we terminated our employee stock purchase plans for U.S. and Canadian and other non-U.S employees (together, the “ESPP Plans”) that enabled eligible employees and directors to acquire common shares over the facilities of the TSX and Nasdaq. In the years ended December 31, 2009 and 2008, participants purchased a total of 10,734 and 36,183 common shares, respectively at a weighted-average price of \$5.51 per share and \$12.27 per share, respectively.

(e) **Wavecom stock options, warrant plans and free shares**

Prior to our acquisition of Wavecom, Wavecom granted founders’ warrants and stock options to its employees, stock options to employees of its subsidiaries, warrants to some members of its board of directors and free shares to its employees of its subsidiaries. Under the terms of the plans, the options and warrants gave the right to purchase one share of Wavecom per option or warrant at an exercise price based either on the stock market price of Wavecom shares on the grant date, or on the average stock market price of Wavecom shares over the twenty trading days prior to the date of grant (in accordance with French Law).

The stock-based compensation related to the pre-acquisition Wavecom plans recognized in the Consolidated Statements of Operations is as follows:

	<i>2011</i>	<i>2010</i>	<i>2009</i>
Cost of goods sold	\$ -	\$ -	\$ 11
Sales and marketing	3	11	150
Research and development	4	14	218
Administration	20	38	462
	<b>\$ 27</b>	<b>\$ 63</b>	<b>\$ 841</b>

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**24. NON-CONTROLLING INTEREST**

The non-controlling interest represents shares held by former Wavecom employees under their long-term incentive plan. The shares had vested, but were subject to a hold period for tax purposes. We had entered into a put/call agreement with these employees to purchase back the shares at €8.50 per share upon expiry of the tax hold period. Until that time, the shares were considered non-controlling interest. On June 8, 2011, the tax hold period expired on these vested shares. For the year ended December 31, 2011, we acquired 142,400 shares, respectively, at €8.50 per share. The obligation for the remaining 4,750 shares at €8.50 per share has been recorded as at December 31, 2011 and is classified under accrued liabilities.

The following table summarizes the effects of changes in our ownership interest of Wavecom on our equity:

	<i>2011</i>	<i>2010</i>	<i>2009</i>
Net income (loss) attributable to the Company	\$ (29,315)	\$ (14,541)	\$ (39,899)
Transfer (to) from non-controlling interest:			
Decrease on exercise of stock options	-	-	(2,751)
Decrease in subsequent tender and squeeze-out	-	-	(1,647)
Increase on issuance of free shares	(796)	(229)	(1,568)
	<b>\$ (30,111)</b>	<b>\$ (14,770)</b>	<b>\$ (45,865)</b>

**25. FAIR VALUE MEASUREMENT**

**(a) Fair value presentation**

An established fair value hierarchy requires the Company to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is available and significant to the fair value measurement. There are three levels of inputs that may be used to measure fair value:

- Level 1 - Quoted prices in active markets for identical assets or liabilities.
- Level 2 - Observable inputs other than quoted prices in active markets for identical assets and liabilities, such as quoted prices for identical or similar assets or liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.
- Level 3 - Inputs that are generally unobservable and are supported by little or no market activity and that are significant to the fair value determination of the assets or liabilities.

The carrying value of cash and cash equivalents, accounts receivable, accounts payable, accrued liabilities and current portions of long-term liabilities, approximate their fair value due to the immediate or short-term maturity of these financial instruments. Short-term investments are recorded at fair value and their carrying value as at December 31, 2011 was \$9,347 (December 31, 2010 – \$26,405). Our short-term investments are classified within Level 1 of the valuation hierarchy. Based on borrowing rates currently available to us for loans with similar terms, the carrying values of our obligations under capital leases, long-term obligations and other long-term liabilities approximate their fair values.

**(b) Credit Facilities**

We signed a credit agreement on December 1, 2008 with The Toronto Dominion Bank and Canadian Imperial Bank of Commerce that provided, among other things, a one-year revolving term credit facility ("Revolving Facility"). The Revolving Facility, not to exceed \$55,000, was to be used for working capital requirements and was secured by a pledge against all of our assets. On January 29, 2010, we signed an amended and restated credit agreement which renewed our Revolving Facility to January 28, 2011, and reduced the maximum amount from \$55,000 to \$10,000. On January 27, 2011, we signed an

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amended and restated credit agreement, on similar terms, which extended our revolving facility to January 28, 2013. As at December 31, 2011, we had \$10,000 available on our revolving facility and were in compliance with the associated covenants.

***(c) Letters of credit***

We have entered into a standby letter of credit facility agreement under which we have issued a performance bond to a third party customer in accordance with specified terms and conditions. At December 31, 2011, we had a performance bond of \$176 (December 31, 2010 – \$315) and the value of this bond approximated its fair market value. The expiry on this letter of credit is May 2012.

**26. FINANCIAL INSTRUMENTS**

***Financial Risk Management***

Financial instruments consist primarily of cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities. Our financial instruments also include derivatives which we occasionally use to reduce our exposure to currency associated with its revenues.

***We have exposure to the following business risks:***

We depend on a small number of customers for a significant portion of our revenue. In 2011, three customers individually accounted for more than 10% of our revenue and, in aggregate, these three customers represented 36% of our revenue. In the years ended 2010 and 2009, two customers individually accounted for more than 10% of our revenue and, in aggregate, represented 26% and 40% of our revenue, respectively.

At December 31, 2011, three customers individually accounted for more than 10% of our accounts receivable (2010 – two customers individually accounted for more than 10% of our accounts receivable).

We maintain substantially all of our cash and cash equivalents with major financial institutions or government instruments. Our deposits with banks may exceed the amount of insurance provided on such deposits.

We outsource manufacturing of our products to third parties and, accordingly, we are dependent upon the development and deployment by third parties of their manufacturing abilities. The inability of any supplier or manufacturer to fulfill our supply requirements could impact future results. We have supply commitments to our contract manufacturers based on our estimates of customer and market demand. Where actual results vary from our estimates, whether due to execution on our part or market conditions, we are at risk.

Financial instruments that potentially subject us to concentrations of credit risk are primarily accounts receivable. We perform on-going credit evaluations of our customer's financial condition and require letters of credit or other guarantees whenever deemed appropriate.

Although substantially all of our revenues are received in U.S. dollars, we incur operating costs and have obligations related to our facilities restructuring that are denominated in other currencies. Fluctuations in the exchange rates between these currencies could have a material impact on our business, financial condition and results of operations.

We are generating an increasing portion of our revenue from sales to customers outside of North America including Europe, the Middle East and Asia. We have experienced increased exposure to Euro fluctuations due to the acquisition of Wavecom. Wavecom, whose functional currency is the Euro, occasionally uses derivatives such as foreign currency forward and options contracts, to reduce the foreign exchange risk on cash flows from firm and highly probable commitments denominated in U.S. dollars. To manage our foreign currency risks, we may enter into more such contracts should we consider it to be advisable to

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reduce our exposure to future foreign exchange fluctuations. As at December 31, 2011 and 2010, we had no such contracts in place.

We are subject to risks typical of an international business including, but not limited to, differing economic conditions, changes in political climate, differing tax structures other regulations and restrictions and foreign exchange rate volatility. Accordingly, our future results could be materially affected by changes in these or other factors.

**27. COMMITMENTS AND CONTINGENCIES**

**(a) Operating leases**

We have entered into operating leases for property, plant and equipment. The minimum future payments under various operating leases in each of the years ended December 31 is as follows:

<b>2012</b> .....	<b>\$ 2,780</b>
<b>2013</b> .....	<b>2,633</b>
<b>2014</b> .....	<b>2,611</b>
<b>2015</b> .....	<b>1,456</b>
<b>2016</b> .....	<b>1,351</b>
<b>Subsequent years</b> .....	<b>3,302</b>
	<b>\$ 14,133</b>

**(a) Contingent liability on sale of products**

- (i) Under license agreements, we are committed to make royalty payments based on the sales of products using certain technologies. We recognize royalty obligations as determinable in accordance with agreement terms. Where agreements are not finalized, we have recognized our current best estimate of the obligation. When the agreements are finalized, the estimate will be revised accordingly.
- (ii) We are a party to a variety of agreements in the ordinary course of business under which we may be obligated to indemnify a third party with respect to certain matters. Typically, these obligations arise as a result of contracts for sale of our products to customers where we provide indemnification against losses arising from matters such as potential intellectual property infringements and product liabilities. The impact on our future financial results is not subject to reasonable estimation because considerable uncertainty exists as to whether claims will be made and the final outcome of potential claims. To date, we have not incurred material costs related to these types of indemnifications.
- (iii) In March 2004, we entered into an agreement with the Government of Canada's Technology Partnerships Canada ("TPC") program, under which we were eligible to receive conditionally repayable research and development funding up to Cdn. \$9,540 to support the development of a range of third generation wireless technologies. Under the terms of the agreement, all or part of the contribution was repayable upon the occurrence of certain prescribed events of default. In March 2009, we signed an amended agreement under which we will repay a total of \$2,155 (Cdn. \$2,500), with payments due on March 1 for each of the next five years beginning March 1, 2009, in full and final satisfaction of all amounts owing, or to be owed, to TPC under this agreement. During the year ended December 31, 2011, we repaid \$500 (Cdn. \$500) (2010 - \$476 or Cdn. \$500; 2009 - \$394 or Cdn. \$500).
- (iv) We accrue product warranty costs, when we sell the related products, to provide for the repair or replacement of defective products. Our accrual is based on an assessment of historical experience and on management's estimates. An analysis of changes in the liability for product warranties follows:

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	<i>2011</i>	<i>2010</i>
Balance, beginning of year	\$ 4,059	\$ 4,630
Provisions	7,254	5,945
Expenditures	(6,776)	(6,516)
Balance, end of year	\$ 4,537	\$ 4,059

**(b) Other commitments**

We have entered into purchase commitments totaling approximately \$85,071, net of related electronic components inventory of \$4,239 (December 31, 2010 – \$79,946, net of electronic components inventory of \$5,578), with certain contract manufacturers under which we have committed to buy a minimum amount of designated products between January and March 2012. In certain of these agreements, we may be required to acquire and pay for such products up to the prescribed minimum or forecasted purchases.

**(c) Legal proceedings**

We are from time to time involved in litigation, certain other claims and arbitration matters arising in the ordinary course of our business. We accrue for a liability when it is both probable that a liability has been incurred and the amount of the loss can be reasonably estimated. Significant judgment is required in both the determination of probability and the determination as to whether a loss is reasonably estimable. These accruals are reviewed at least quarterly and adjusted to reflect the impacts of negotiations, settlements, rulings, advice of legal counsel and technical experts and other information and events pertaining to a particular matter. To the extent there is a reasonable possibility (within the meaning of ASC 450, *Contingencies*) that the losses could exceed the amounts already accrued for those cases for which an estimate can be made, management believes that the amount of any such additional loss would not be material to our results of operations or financial condition.

In some instances, we are unable to reasonably estimate any potential loss or range of loss. The nature and progression of litigation can make it difficult to predict the impact a particular lawsuit will have on the company. There are many reasons that we cannot make these assessments, including, among others, one or more of the following: the early stages of a proceeding, which does not require the claimant to specifically identify the patent that has allegedly been infringed; damages sought that are unspecified, unsupported, unexplained or uncertain; discovery not having been started or incomplete; the complexity of the facts that are in dispute (e.g., once a patent is identified, the analysis of the patent and a comparison to the activities of the Company is a labor-intensive and highly technical process); the difficulty of assessing novel claims; the parties not having engaged in any meaningful settlement discussions; the possibility that other parties may share in any ultimate liability; and the often slow pace of patent litigation.

We are required to apply judgment with respect to any potential loss or range of loss in connection with litigation. While we believe we have meritorious defenses to the claims asserted against us in our currently outstanding litigations, and intend to defend ourselves vigorously in all the cases, in light of the inherent uncertainties in litigation, there can be no assurance that the ultimate resolution of these matters will not significantly exceed the reserves currently accrued by us for those cases for which an estimate can be made, and losses in connection with any litigation for which we are not presently able to reasonably estimate any potential loss or range of loss could be material to our results of operations and financial condition.

In January 2012, a patent holding company, M2M Solutions LLC, filed a patent litigation lawsuit in the United States District Court for the District of Delaware asserting patent infringement by us. We are currently assessing our obligations and our liability, if any, in respect of this litigation. Although there can be no assurance that an unfavorable outcome would not have a material adverse effect on our

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operating results, liquidity or financial position, we believe the claims are without merit and will vigorously defend the lawsuit.

In September 2011, a patent holding company, Wi-Lan, Inc., filed a patent litigation lawsuit in the United States District Court for the Eastern District of Texas asserting patent infringement by a number of parties, including us. We are currently assessing our obligations and our liability, if any, in respect of this litigation. Although there can be no assurance that an unfavorable outcome would not have a material adverse effect on our operating results, liquidity or financial position, we believe the claims are without merit and will vigorously defend the lawsuit.

In September 2011, a patent holding company, Mayfair Wireless, LLC, filed a patent litigation lawsuit in the United States District Court for the District of Delaware asserting patent infringement by one or more of our customers. The litigation makes certain allegations concerning the wireless hotspots sold to certain telecommunication carriers by us and our competitors. We are currently assessing our obligations and our liability, if any, in respect of this litigation. In December 2010, this same plaintiff filed a similar lawsuit in the same court asserting patent infringement by a number of parties, including us. The plaintiff filed a Notice of Voluntary Dismissal Without Prejudice in respect of this earlier lawsuit in March 2011.

In August 2011, a patent holding company, Brandywine Communications Technologies, LLC, filed a patent litigation lawsuit in the United States District Court for the Middle District of Florida asserting patent infringement by a number of parties including Sprint Spectrum L.P. and Sprint Nextel Corporation. Sprint has notified us that the lawsuit makes certain allegations concerning the modems sold to them by us and our competitors. We are currently assessing our obligations and our liability, if any, in respect of this litigation. Although there can be no assurance that an unfavorable outcome would not have a material adverse effect on our operating results, liquidity or financial position, we believe the claims are without merit and will vigorously defend our products.

In July 2011, a patent holding company, GPNE Corp., filed a patent litigation lawsuit in the United States District Court for the District of Hawaii asserting patent infringement by a number of parties including Barnes & Noble Inc., selling e-readers and computerized tablet and communication devices with the ability to function with GPRS. Barnes & Noble has notified us that the lawsuit makes certain allegations concerning the modules sold by us and incorporated in their Nook e-reader. Although there can be no assurance that an unfavorable outcome would not have a material adverse effect on our operating results, liquidity or financial position, we believe the claims are without merit and will vigorously defend the lawsuit.

In October 2010, a patent holding company, Eon Corp. IP Holdings, LLC, filed a patent litigation lawsuit in the United States District Court for the Eastern District of Texas asserting patent infringement by a number of parties including one or more of our customers. In January 2012, the lawsuit was transferred to the United States District Court for the Northern District of California. Also in January 2012, the plaintiff filed a patent litigation lawsuit in the United States District Court for the District of Puerto Rico asserting patent infringement by a number of parties, including one or more of our customers. In each case, the litigation makes certain allegations concerning the wireless modems sold to certain telecommunication carriers by us and our competitors. We are currently assessing our obligations and our liability, if any, in respect of this litigation. Although there can be no assurance that an unfavorable outcome would not have a material adverse effect on our operating results, liquidity or financial position, we believe the claims are without merit and will vigorously defend our products.

In July 2010, Americans for Fair Patent Use, LLC filed a lawsuit in the United States District Court for the Eastern District of Texas asserting false patent marking by a number of device manufacturers, including Sierra Wireless America, Inc., and telecommunication carrier companies, including Sprint Nextel Corporation and Cellco Partnership d/b/a Verizon Wireless. The litigation made certain allegations that products sold by us and our competitors were falsely marked with a number of patents that had expired or that did not cover the marked products. In April 2011, a mutually agreeable



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settlement was reached by the parties which will not have a material adverse effect on our operating results.

In May 2010, a patent holding company, Golden Bridge Technology Inc., filed a patent litigation lawsuit in the United States District Court for the District of Delaware asserting patent infringement by a number of telecommunication carrier companies, including AT&T Mobility LLC. AT&T Mobility LLC has since been dismissed from this lawsuit. In February 2011, the plaintiff filed a similar lawsuit in the same court asserting patent infringement by a number of additional parties, including us and certain of our customers. In both cases, the litigation makes certain allegations concerning the wireless modems sold by us and our competitors. Both lawsuits have been stayed pending the outcome of mediation occurring in Q1, 2012. We are currently assessing our obligations and our liability, if any, in respect of this litigation. Although there can be no assurance that an unfavorable outcome would not have a material adverse effect on our operating results, liquidity or financial position, we believe the claims are without merit and will vigorously defend the lawsuit.

In February 2010, a patent holding organization, Commonwealth Scientific and Industrial Research Organization, filed a patent litigation lawsuit in the United States District Court for the Eastern District of Texas asserting patent infringement by a number of telecommunication carriers, including one or more of our customers. The litigation initially made certain allegations concerning the wireless modems sold to the carriers by us; however, these allegations have since been withdrawn.

In September 2009, a patent holding company, Xpoint Technologies Inc., filed a patent litigation lawsuit in the United States District Court for the District of Delaware asserting patent infringement by a number of parties, including AT&T Mobility LLC. In the first quarter of 2011, the plaintiff filed a third amended complaint asserting a number of allegations including certain allegations concerning the wireless modems sold to AT&T Mobility LLC by us. AT&T Mobility LLC has advised us that this litigation has been settled, and we believe that the settlement will have no adverse material effect upon us.

In July 2009, a patent holding company, WIAV Networks, LLC, filed a patent litigation lawsuit in the United States District Court for the Eastern District of Texas asserting patent infringement by a number of wireless device manufacturers, including us. The Texas court has transferred the litigation to the United States District Court for the Northern District of California. The California court has dismissed the litigation against a number of parties, including us, and there is no right of appeal with respect to this decision.

In July 2009, a patent holding company, SPH America, LLC, filed a patent litigation lawsuit in the United States District Court for the Eastern District of Virginia asserting patent infringement by a number of device manufacturers, including us, and computer manufacturers, including one or more of our customers. The litigation, which has been transferred to the United States District Court for the Southern District of California and is in the discovery stage, makes certain allegations concerning the wireless modules sold to the computer manufacturers by us or our competitors. Although there can be no assurance that an unfavorable outcome would not have a material adverse effect on our operating results, liquidity or financial position, we believe the claims are without merit and will vigorously defend the lawsuit.

In July 2009, a patent holding company, Celltrace, LLC, filed a patent litigation lawsuit in the United States District Court for the Eastern District of Texas asserting patent infringement by a number of telecommunication carrier companies including Sprint Spectrum, LP and AT&T Mobility LLC. The litigation makes certain allegations concerning the wireless modems sold to the carriers by us and our competitors. The Court issued a Final Judgment on July 5, 2011 dismissing all claims, counterclaims and third-party claims.

In March and June 2009, a patent holding company, MSTG Inc., filed patent litigation lawsuits in the United States District Court for the Northern District of Illinois asserting patent infringement by a number of telecommunication carrier companies, including AT&T Mobility LLC and Sprint Spectrum,

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LP, respectively. The carriers have notified us that the lawsuits make certain allegations concerning the wireless data cards and modems sold to those carriers by us and our competitors. In respect of the first matter, the claim construction process has concluded and discovery in the matter is ongoing. The second matter has been settled by Sprint Spectrum, LP, and we believe that the settlement will have no adverse material effect on our operating results. Although there can be no assurance that an unfavorable outcome would not have a material adverse effect on our operating results, liquidity or financial position, we believe the claims are without merit and will vigorously defend the lawsuit.

In September 2007, a patent holding company, NTP, Inc., filed a patent litigation lawsuit in the United States District Court for the Eastern District of Virginia asserting patent infringement by a telecommunication carrier, AT&T Mobility LLC. In December 2010, AT&T Mobility LLC made certain allegations concerning the wireless modems sold to them by us and we have responded to them. A decision of the Court of Appeal for the Federal Circuit ordered reconsideration by the Patent Office of its re-examination decision regarding the patent that the plaintiff claims has been infringed in this lawsuit. Although there can be no assurance that an unfavorable outcome would not have a material adverse effect on our operating results, liquidity or financial position, we believe the claims are without merit and will vigorously defend the lawsuit.

In November 2007, a patent holding company, Technology Patents LLC, filed a patent litigation lawsuit in the United States District Court for the Southern Division of the District of Maryland asserting patent infringement by companies in the cellular phone industry, including a telecommunication carrier, AT&T Mobility LLC. In August 2010, AT&T Mobility LLC made certain allegations concerning the wireless modems sold to them by us and we have responded to them. On summary judgment, AT&T Mobility LLC was found not to have infringed the asserted patents. In September 2011, Technology Patents LLC filed an appeal to the Federal Circuit. Although there can be no assurance that an unfavorable outcome would not have a material adverse effect on our operating results, liquidity or financial position, we believe the claims are without merit and will vigorously defend the lawsuit.

We are engaged in certain other claims, legal actions and arbitration matters, all in the ordinary course of business, and believe that the ultimate outcome of these claims, legal actions and arbitration matters will not have a material adverse effect on our operating results, liquidity or financial position.

**28. SEGMENTED INFORMATION**

Effective January 1, 2010, we integrated the legacy Sierra Wireless and Wavecom segments, and as a result, our reportable segments changed from those reported at December 31, 2009. For 2010, we operated in one segment, and all our products and services were included in this segment.

We implemented a new organizational structure during the fourth quarter of 2010 and we have two reportable segments effective January 1, 2011.

- Mobile Computing
- Machine-to-Machine

Our segments have changed from those reported at December 31, 2010. We have not restated our comparative information as discrete financial information for these two segments is not available for periods prior to January 1, 2011.

We sell certain products through resellers, original equipment manufacturers, and wireless service providers who sell these products to end-users. We had three significant customers during the year ended December 31, 2011 that each accounted for more than 10% of our revenue, comprising sales of \$77,216, \$68,361, and \$66,001 (year ended December 31, 2010 - two significant customers comprising sales of \$105,469 and \$65,691; year ended December 31, 2009 - two significant customers comprising sales of \$119,635 and \$92,489).

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As we do not evaluate the performance of our operating segment based on segment assets, management does not classify asset information on a segmented basis. Despite the absence of discrete financial information we do measure our revenue based on other forms of categorization such as by the products we produce and the geographic distribution in which our products are sold.

**BUSINESS SEGMENT INFORMATION**

<i>Year ended December 31, 2011</i>			
	<b>Mobile Computing</b>	<b>Machine-to -Machine</b>	<b>Consolidated</b>
<b>Revenue</b>	<b>\$ 284,966</b>	<b>\$ 293,219</b>	<b>\$ 578,185</b>
<b>Cost of goods sold</b>	<b>216,464</b>	<b>198,271</b>	<b>414,735</b>
<b>Gross Margin</b>	<b>68,502</b>	<b>94,948</b>	<b>163,450</b>
<b>Gross Margin %</b>	<b>24.0%</b>	<b>32.4%</b>	<b>28.3%</b>
<b>Expenses</b>	<b>n/a</b>	<b>n/a</b>	<b>193,362</b>
<b>Loss from operations</b>	<b>n/a</b>	<b>n/a</b>	<b>(29,912)</b>
<b>Total assets</b>	<b>n/a</b>	<b>n/a</b>	<b>422,887</b>

<i>Year ended December 31, 2010</i>			
	<b>Mobile Computing</b>	<b>Machine –to- Machine</b>	<b>Consolidated</b>
Revenue	\$ 317,896	\$ 332,445	\$ 650,341
Cost of goods sold	n/a	n/a	459,976
Gross Margin	n/a	n/a	190,365
Gross Margin %	n/a	n/a	29.3%
Expense	n/a	n/a	200,731
Loss from operations	n/a	n/a	(10,366)
Total assets	n/a	n/a	469,568

<i>Year ended December 31, 2009</i>			
	<b>Mobile Computing</b>	<b>Machine –to- Machine</b>	<b>Consolidated</b>
Revenue	\$ 309,916	\$ 216,468	\$ 526,384
Cost of goods sold	n/a	n/a	349,092
Gross Margin	n/a	n/a	177,292
Gross Margin %	n/a	n/a	33.7%
Expenses	n/a	n/a	215,016
Loss from operations	n/a	n/a	(37,724)
Total assets	n/a	n/a	422,887

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**REVENUE BY GEOGRAPHICAL REGION**

	<b>2011</b>	2010	2009
Americas	\$ <b>252,762</b>	\$ 303,311	\$ 312,991
Europe, Middle East and Africa	<b>100,078</b>	89,048	87,547
Asia-Pacific	<b>225,345</b>	257,982	125,846
	<b>578,185</b>	650,341	526,384

**REVENUE BY PRODUCT**

	<b>2011</b>	2010	2009
<b>Mobile Computing</b>			
AirCard Mobile Broadband Devices	\$ <b>241,454</b>	\$ 291,464	\$ 294,981
AirPrime Wireless Embedded Modules for PC OEMs	<b>39,422</b>	23,420	12,506
Other	<b>4,090</b>	3,012	2,429
	<b>284,966</b>	317,896	309,916
<b>Machine-to-Machine</b>			
AirPrime Embedded Wireless Modules (excludes PC OEMs)	\$ <b>242,791</b>	\$ 274,964	\$ 168,873
AirLink Intelligent Gateways and Routers	<b>39,013</b>	48,626	41,005
Airvantage and other	<b>11,415</b>	8,855	6,590
	<b>293,219</b>	332,445	216,468
	<b>578,185</b>	650,341	526,384

**PROPERTY, PLANT AND EQUIPMENT BY GEOGRAPHICAL REGION**

	<b>2011</b>	2010	2009
Americas	\$ <b>14,108</b>	\$ 14,609	\$ 13,281
Europe, Middle East and Africa	<b>5,197</b>	4,831	5,718
Asia-Pacific	<b>2,782</b>	3,195	8,957
	<b>22,087</b>	22,635	27,956

**Management's Discussion and Analysis****Table of Contents**

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## **MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

*The following Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") provides information for the year ended December 31, 2011, and up to and including March 5, 2012. This MD&A should be read together with our audited consolidated financial statements and the accompanying notes for the year ended December 31, 2011 (the "consolidated financial statements"). The consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States ("U.S. GAAP"). Except where otherwise specifically indicated, all amounts in this MD&A are expressed in United States dollars.*

*We have prepared this MD&A with reference to National Instrument 51-102 "Continuous Disclosure Obligations" of the Canadian Securities Administrators. Under the U.S./Canada Multijurisdictional Disclosure System, we are permitted to prepare this MD&A in accordance with the disclosure requirements of Canada, which requirements are different than those of the United States.*

*Certain statements in this MD&A constitute forward-looking statements or forward-looking information within the meaning of applicable securities laws. You should carefully read the cautionary note in this MD&A regarding forward-looking statements and should not place undue reliance on any such forward-looking statements. See "Cautionary Note Regarding Forward-Looking Statements".*

*Throughout this document, references are made to certain non-GAAP financial measures that are not measures of performance under U.S. GAAP. Management believes that these non-GAAP financial measures provide useful information to investors regarding the Company's financial condition and results of operations as they provide additional measures of its performance. These non-GAAP financial measures do not have any standardized meaning prescribed by U.S. GAAP and are therefore unlikely to be comparable to similar measures presented by other issuers. These non-GAAP financial measures are defined and reconciled to their nearest GAAP measure in "Non-GAAP Financial Measures".*

*Additional information about the Company, including our most recent consolidated financial statements and our Annual Information Form, is available on our website at [www.sierrawireless.com](http://www.sierrawireless.com), or on SEDAR at [www.sedar.com](http://www.sedar.com) and on EDGAR at [www.sec.gov](http://www.sec.gov).*

### ***Cautionary Note Regarding Forward-looking Statements***

*Certain statements and information in this MD&A are not based on historical facts and constitute forward-looking statements or forward-looking information within the meaning of the U.S. Private Securities Litigation Reform Act of 1995 and Canadian securities laws (“forward-looking statements”), including our business outlook for the short and longer term and our strategy, plans and future operating performance. Forward-looking statements are provided to help you understand our views of our short and longer term prospects. We caution you that forward-looking statements may not be appropriate for other purposes. We will not update or revise our forward-looking statements unless we are required to do so by securities laws. Forward-looking statements:*

- *Typically include words and phrases about the future such as “outlook”, “may”, “estimates”, “intends”, “believes”, “plans”, “anticipates” and “expects”;*
- *Are not promises or guarantees of future performance. They represent our current views and may change significantly;*
- *Are based on a number of material assumptions, including those listed below, which could prove to be significantly incorrect:*
  - *Our ability to develop, manufacture and sell new products and services that meet the needs of our customers and gain commercial acceptance;*
  - *Our ability to continue to sell our products and services in the expected quantities at the expected prices and expected times;*
  - *Expected transition period to our 4G products;*
  - *Expected cost of goods sold;*
  - *Expected component supply constraints;*
  - *Our ability to “win” new business;*
  - *That wireless network operators will deploy next generation networks when expected;*
  - *Our operations are not adversely disrupted by component shortages or other development, operating or regulatory risks; and*
  - *Expected tax rates and foreign exchange rates.*
- *Are subject to substantial known and unknown material risks and uncertainties. Many factors could cause our actual results, achievements and developments in our business to differ significantly from those expressed or implied by our forward-looking statements, including, without limitation, the following factors, most of which are discussed in greater detail under “Risks and Uncertainties” and in our other regulatory filings with the U.S. Securities and Exchange Commission (the “SEC”) in the United States and the provincial securities commissions in Canada.*
  - *Actual sales volumes or prices for our products and services may be lower than we expect for any reason including, without limitation, the continuing uncertain economic conditions, price and product competition, different product mix, the loss of any of our significant customers, or competition from new or established wireless communication companies;*
  - *The cost of products sold may be higher than planned or necessary component supplies may not be available, are delayed or are not available on commercially reasonable terms;*
  - *We may be unable to enforce our intellectual property rights or may be subject to litigation that has an adverse outcome;*
  - *The development and timing of the introduction of our new products may be later than we expect or may be indefinitely delayed; and*
  - *Transition periods associated with the migration to new technologies may be longer than we expect.*

*Investors are cautioned not to place undue reliance on these forward-looking statements. No forward-looking statement is a guarantee of future results.*

## **OVERVIEW**

### **Business Overview**

Sierra Wireless Inc. (“Sierra Wireless” or the “Company”) is a global leader in the development of wireless technologies and solutions. We focus on wireless devices and applications, offering a comprehensive portfolio of products and services that reduce complexity for our customers. With sales, engineering, and research and development teams located in offices around the world, we provide leading edge wireless solutions for the machine-to-machine (“M2M”) and mobile computing markets. We develop and market a range of products that include wireless modems for mobile computers, embedded modules and software for original equipment manufacturers (“OEMs”), intelligent wireless gateway solutions for industrial, commercial and public safety applications, and an innovative platform for delivering device management and end-to-end application services. We also offer professional services to OEM customers during their product development and launch process, leveraging our expertise in wireless design, software, integration and certification to provide built-in wireless connectivity for mobile computing devices and M2M solutions. Our products, services and solutions connect people, their mobile computers and machines to wireless voice and data networks around the world.

We believe that the markets for wireless solutions in mobile computing and M2M have strong growth prospects. We believe that the key growth enablers for these markets include the continued deployment and upgrade of wireless networks around the world, growth in the number and type of devices being wirelessly connected, a growing strategic focus on M2M services by wireless operators, and an expanding end customer awareness of the availability of such services and their benefits.

While the design and manufacture of mobile computing devices continues to be important to our business, our expansion by acquisition and organic development into M2M now makes us a global leader in this market, placing us in a strong position to benefit from the anticipated growth in both the wireless M2M and mobile computing markets. Our acquisitions have also diversified our revenue base, broadened our product offerings and increased our scale and capabilities throughout the world.

Our line-up of M2M wireless solutions is used by a wide range of OEMs and enterprises to wirelessly enable their products and solutions. Our M2M customers cover a broad range of industries, including automotive, networking equipment, energy, security, sales and payment, industrial control and monitoring, fleet management, field service, healthcare and consumer electronics. Our mobile computing products are used by businesses and consumers to enable mobile broadband access to the Internet, e-mail, remote databases and corporate and consumer applications.

We sell our products primarily through indirect channels including wireless operators, distributors and value-added resellers, as well as directly to OEMs and enterprises.

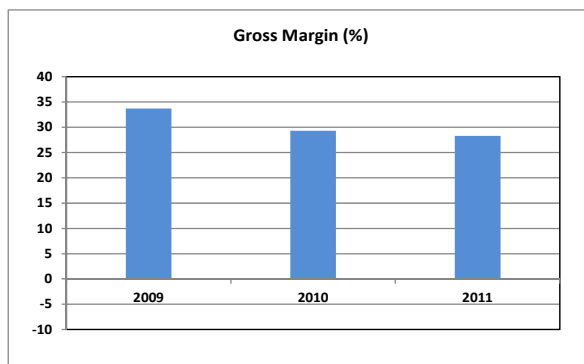
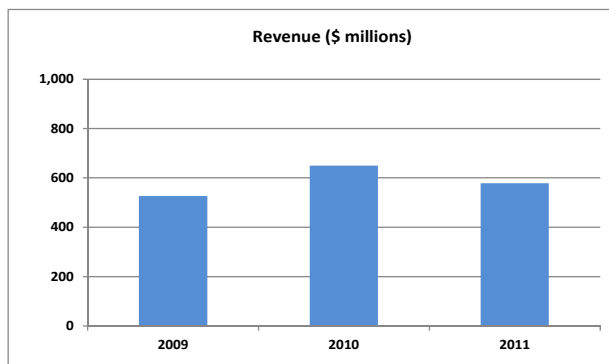


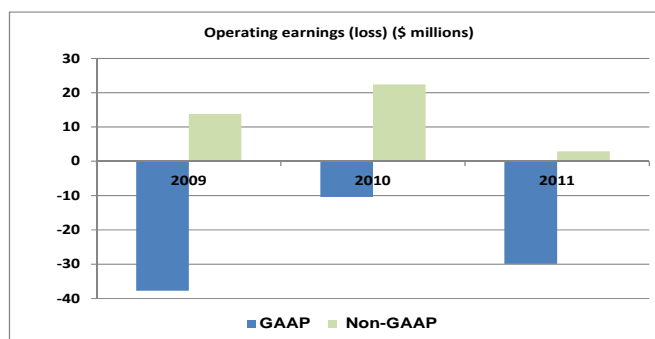
## Annual Overview - 2011

Our revenue and profitability in 2011 declined compared to 2010. This was mainly a result of a reduction in revenue from several large customers including Barnes & Noble and Clearwire. We recorded a net loss attributable to the Company of \$29.3 million, including an asset impairment charge of \$11.2 million primarily related to the write-down of an intangible asset acquired through the purchase of Wavecom, S.A. (“Wavecom”), and non-GAAP net earnings attributable to the Company of \$3.6 million in 2011. This compares to a net loss of \$14.5 million and non-GAAP net earnings of \$20.0 million, respectively, in 2010. The decline in 2011 profitability was partially mitigated by continued steady growth in our core M2M embedded modules business and lower operating expenditures resulting largely from cost reduction initiatives.

### Financial results and highlights for 2011:

- Revenue decreased \$72.2 million, or 11.1% to \$578.2 million. Included in the 2011 revenue result is a reduction in revenue of \$87.7 million, compared to 2010, from Barnes & Noble and Clearwire, as we completed shipments of our 3G and 4G products to these customers
- Gross margin decreased slightly to 28.3% from 2010
- Cash flow from operations increased by \$28.1 million from 2010
- Non-GAAP earnings from operations of \$2.9 million and diluted earnings per share of \$0.12 decreased from Non-GAAP earnings of \$22.4 million and diluted earnings per share of \$0.64 in 2010
- Solid year-over-year growth in core M2M revenue
- Successful launches of many new products, including the Company’s first 4G LTE AirCards and wireless embedded modules
- Strong year-over-year revenue growth of 61% in our PC OEM business
- Completed the integration of Sierra Wireless and Wavecom and reduced operating expenses by 9.1% compared to 2010, excluding an impairment charge related to intangible assets.





### Selected annual financial information:

(in thousands of U.S. dollars, except where otherwise stated)			
	2011	2010	2009
Revenue (GAAP and Non-GAAP)	\$ 578,185	\$650,341	\$526,384
Gross Margin	\$ 163,450	\$190,365	\$177,292
- Non-GAAP <sup>(1)</sup>	163,835	190,856	177,799
Gross Margin %	28.3%	29.3%	33.7%
- Non-GAAP <sup>(1)</sup>	28.3%	29.3%	33.8%
Earnings (loss) from operations	\$ (29,912)	\$ (10,366)	\$ (37,724)
- Non-GAAP <sup>(1)</sup>	2,902	22,399	13,808
Net earnings (loss)	\$ (29,315)	\$ (14,541)	\$ (39,899)
- Non-GAAP <sup>(1)</sup>	3,633	19,996	13,138
Total assets	\$ 422,887	\$469,568	\$484,519
Total long-term liabilities	\$ 25,143	\$ 24,987	\$ 36,105
Basic and diluted earnings (loss) per share (in dollars)	\$ (0.94)	\$ (0.47)	\$ (1.29)
- Non-GAAP <sup>(1)</sup>	0.12	0.64	0.42
Common shares (in thousands)			
At period-end	31,307	31,223	31,049
Weighed average - basic and diluted	31,275	31,083	31,035

(1) Non-GAAP results exclude the impact of stock-based compensation expense, acquisition amortization, impairment, integration costs, restructuring costs, foreign exchange gains or losses on translation of balance sheet accounts, and certain tax adjustments. Refer to the section on "Non-GAAP financial measures" for additional details.

See discussion under "Consolidated Annual Results of Operations" for factors that have caused period to period variations.

### Outlook

In the first quarter of 2012, we expect revenue to be relatively flat compared to the fourth quarter of 2011, which is consistent with typical seasonal patterns. We expect gross margin to increase, returning to approximately the same level experienced in the third quarter of 2011 and we expect operating expenses to increase slightly on a sequential basis from the fourth quarter of 2011.

Gross margin percentage may fluctuate from quarter to quarter depending on product mix, competitive selling prices and our ability to reduce product costs.

Key factors that we expect will affect our results in the near term are the relative competitive position of our products within sales channels in any given period, the relative competitive position of our customers versus their direct competitors, the availability of components from key suppliers, timing of deployment of mobile broadband networks by wireless operators, wireless technology transitions, the rate of adoption by end-users, the timely launch and ramp up of sales of our new products currently under development, the level of success our OEM customers achieve with sales of embedded solutions to end users, our ability to secure future design wins with both existing and new OEM customers, general economic conditions in the markets we serve and seasonality in demand. We expect that product and price competition from other wireless device manufacturers will continue to be intense. As a result of these factors, we may experience volatility in our results on a quarter to quarter basis.

## CONSOLIDATED ANNUAL RESULTS OF OPERATIONS

<i>(in thousands of U.S. dollars)</i>						
	<b>2011</b>		<b>2010</b>		<b>2009</b>	
Revenue	\$ 578,185	100.0%	\$650,341	100.0%	\$526,384	100.0%
Cost of goods sold	414,735	71.7%	459,976	70.7%	349,092	66.3%
Gross margin	163,450	28.3%	190,365	29.3%	177,292	33.7%
Expenses						
Sales and marketing	45,499	7.9%	51,599	7.9%	54,835	10.4%
Research and development	89,000	15.4%	88,035	13.5%	80,066	15.2%
Administration	34,677	6.0%	36,357	5.6%	36,553	7.0%
Transaction costs	-	-	-	-	7,785	1.5%
Restructuring costs	837	0.1%	7,640	1.2%	20,605	3.9%
Integration costs	1,426	0.2%	5,110	0.8%	3,859	0.7%
Impairment of intangible asset	11,214	1.9%	-	-	-	-
Amortization	10,709	1.9%	11,990	1.9%	11,313	2.2%
	193,362	33.4%	200,731	30.9%	215,016	40.9%
Loss from operations	(29,912)	-5.2%	(10,366)	-1.6%	(37,724)	-7.2%
Foreign exchange gain (loss)	(460)		(7,000)		1,261	
Other income (expense)	35		(241)		(4,399)	
Loss before income taxes	(30,337)		(17,607)		(40,862)	
Income tax expense (recovery)	(965)		(2,808)		340	
Net loss before non-controlling interest	(29,372)		(14,799)		(41,202)	
Less: non-controlling interest	(57)		(258)		(1,303)	
Net loss attributable to the Company	\$ (29,315)		\$ (14,541)		\$ (39,899)	
Basic and diluted net loss per share attributable to the Company	\$ (0.94)		\$ (0.47)		\$ (1.29)	

### **Year ended December 31, 2011 Compared to Year Ended December 31, 2010**

#### **Revenue**

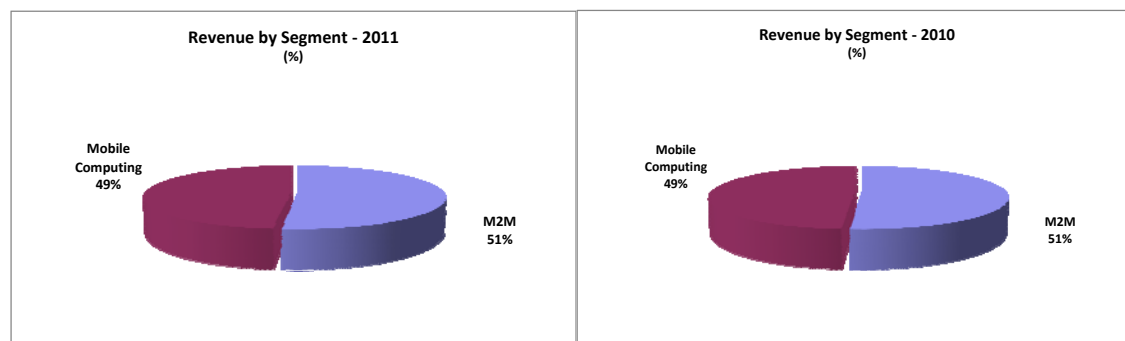
Revenue in 2011 decreased by 11.1% as a result of a significant reduction in embedded module sales to Barnes & Noble for their e-book reader (\$0.7 million in 2011 compared to \$64.2 million in 2010), and loss of revenue from Clearwire (\$8.4 million in 2011 compared to \$32.3 million in 2010). This was

partially offset by increased revenue from higher sales of 4G products to Telstra and continued growth in our core M2M business.

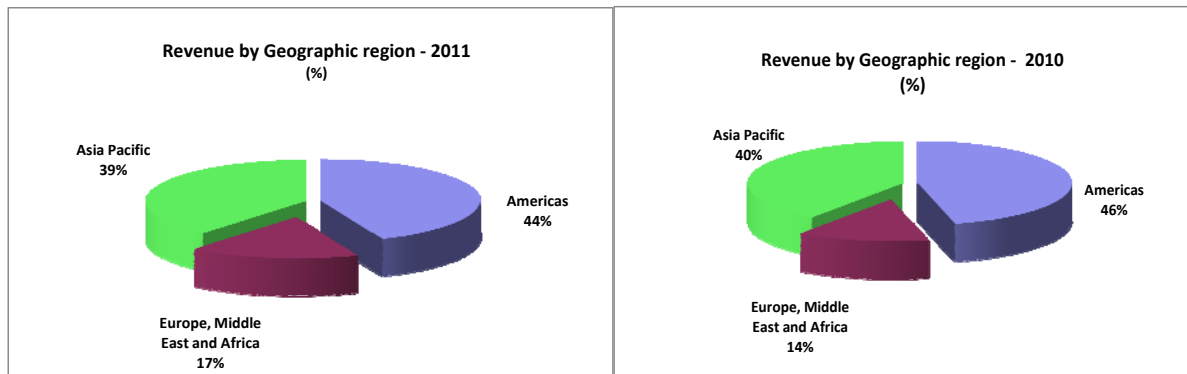
In 2011, Sprint, AT&T, and Telstra each accounted for more than 10% of our revenue, representing approximately 36% of our revenue in aggregate. In 2010, AT&T and Sprint each accounted for more than 10% of our revenue, and in aggregate, these two customers represented approximately 26% of our revenue.

Our segment revenue mix between mobile computing and M2M in 2011 remained unchanged from 2010 at 49% and 51%, respectively.

Our segment revenue mix for the years ended December 31, 2011 and 2010 was as follows:



Our geographic revenue mix for the years ended December 31, 2011 and 2010 was as follows:



### ***Gross margin***

Gross margin was 28.3% of revenue for the year ended December 31, 2011, compared to 29.3% of revenue in 2010. The decrease in gross margin percentage was primarily related to product mix within our M2M business. Gross margin included \$0.4 million of stock-based compensation expense in 2011, compared to \$0.5 million in 2010.

### ***Sales and marketing***

Sales and marketing expenses decreased by \$6.1 million, or 11.7%, and were 7.9% of revenue in both 2011 and 2010. The decrease in sales and marketing expenses was due primarily to cost reduction initiatives, including the final stages of integration of Sierra Wireless and Wavecom. Sales and marketing expenses included \$1.3 million of stock-based compensation expense in 2011, compared to \$1.4 million in 2010.

***Research and development***

Research and development expenses increased by \$1.0 million, or 1.2% in 2011, compared to 2010. The increase in 2011 was primarily related to additional investment in new product development, including those products incorporating new 4G LTE technology. Research and development expenses for 2011 included stock-based compensation expense of \$1.6 million and acquisition amortization of \$6.9 million, compared to stock-based compensation expense of \$1.3 million and acquisition amortization of \$6.3 million in 2010.

***Administration***

Administration expenses decreased by \$1.7 million, or 4.3%, in 2011, compared to 2010. The decrease was primarily due to cost reduction initiatives that were implemented in 2011. Included in administration expenses was \$3.2 million of stock-based compensation expense in each of 2011 and 2010.

***Restructuring***

Restructuring costs decreased by \$6.8 million, or 89.0%, during 2011, compared to 2010. Restructuring costs in 2011 primarily represented the additional costs incurred for reductions in our workforce resulting from the implementation of the new organizational structure announced in September 2010. Restructuring costs in 2010 were related to reductions in our workforce resulting from the September 2010 organizational structure change.

***Impairment of intangible asset***

We recorded an \$11.2 million impairment charge in 2011, primarily related to a software development program we acquired through the acquisition of Wavecom which we decided to abandon. The program is not part of the Company's strategic plan and its termination has no impact on our future operations. There was no impairment charge recorded in 2010.

***Integration costs***

Integration costs decreased by \$3.7 million, or 72.1%, in 2011 compared to 2010. Integration costs in 2011 were primarily related to office space optimization in France and for IT consultants retained to implement an integrated CRM system. Integration costs in 2010 included costs for the integration of our Enterprise Resource Planning ("ERP") system, and employees retained for integration activities.

***Amortization***

Amortization expense decreased \$1.3 million or 10.7%, in 2011 compared to 2010. Amortization expense in 2011 included \$6.0 million of acquisition amortization compared to \$7.3 million in 2010.

***Foreign exchange gain (loss)***

Foreign exchange loss decreased \$6.5 million in 2011 to \$0.5 million. Foreign exchange loss for 2011 includes a net foreign exchange loss of \$0.1 million on intercompany balances. Foreign exchange loss for 2010 included a loss of \$4.7 million on an intercompany balance that the parent company had with its self-sustaining foreign operations that arose as a result of the Wavecom acquisition.

Foreign exchange rate changes also impact our Euro and Canadian dollar denominated operating expenses. We estimate that changes in exchange rates between 2010 and 2011 negatively impacted operating expenses by approximately \$5.0 million in 2011.

***Income tax recovery***

Income tax recovery decreased by \$1.8 million, or 65.6%, in 2011, compared to 2010, primarily driven by changes in the effective tax rate as a result of a shift in earnings among our numerous tax jurisdictions.

***Non-controlling interest***

Non-controlling interest decreased by \$0.2 million in 2011, compared to 2010. The non-controlling interest represented the interest in Wavecom's loss attributable to the 147,150 vested shares that were held by Wavecom employees under their long-term incentive plan. The vested shares were subject to a hold period for tax purposes that expired June 8, 2011. We exercised our rights under a put/call agreement and as at December 31, 2011 we have purchased 142,400 vested shares at €8.50 per share. The obligation for the remaining 4,750 shares at €8.50 per share has been recorded as at December 31, 2011.

***Net earnings (loss) attributable to the Company***

Net loss attributable to the Company increased by \$14.8 million in 2011, compared to 2010. This was primarily due to a higher after-tax loss from operations of \$29.9 million in 2011, compared to \$10.4 million in 2010. Net loss for the year ended December 31, 2011 included stock-based compensation of \$6.5 million, acquisition amortization of \$12.9 million, and an after-tax impairment charge of \$11.2 million. Net loss for the year ended December 31, 2010 included stock-based compensation of \$7.0 million, acquisition amortization of \$13.6 million, and no after-tax impairment charge.

***Weighted average number of shares***

The weighted average diluted number of shares outstanding was 31.3 million for the year ended December 31, 2011, compared to 31.1 million for the year ended December 31, 2010. The number of shares outstanding was 31.3 million at December 31, 2011, compared to 31.2 million at December 31, 2010.

***Year ended December 31, 2010 Compared to Year Ended December 31, 2009******Revenue***

Revenue increased by \$123.9 million, or 24% in 2010 compared to 2009, primarily as a result of an increase in sales of our embedded M2M products to consumer, payment and automotive OEM customers and the inclusion of Wavecom products for the full twelve months of 2010, compared to ten months in 2009, following the acquisition on February 27, 2009.

In 2010, AT&T and Sprint each accounted for more than 10% of our revenue, representing approximately 26% of our revenue, in aggregate. In 2009, these two customers each accounted for more than 10% of our revenue and, in aggregate, represented approximately 40% of our revenue.

***Gross margin***

Gross margin in 2010 decreased to 29.3% of revenue from 33.7% of revenue in 2009. The decrease resulted primarily from our newer AirCard products that had a lower gross margin in their early stages of the product cycle, lower selling prices for some of our products and a greater mix of lower margin consumer OEM embedded module sales. Gross margin included \$0.5 million of stock-based compensation expense in each of 2010 and 2009.

***Sales and marketing***

Sales and marketing expenses decreased by \$3.2 million, or 6%, in 2010 from 2009. The decrease was primarily due to cost reductions related to the integration of Sierra Wireless and Wavecom. Sales and marketing expenses included \$1.4 million of stock-based compensation expense in 2010 and \$1.6 million in 2009.

***Research and development***

Research and development expenses increased \$7.9 million, or 9.9%, in 2010 compared to 2009. The increase was primarily due to the inclusion of costs from the Wavecom acquisition for the full year, as well as increased investment in new product development, partially offset by cost reductions related to the integration of Sierra Wireless and Wavecom. Included in research and development expenses was \$1.3 million of stock-based compensation expense and \$6.3 million of acquisition amortization in 2010, compared to \$1.4 million of stock-based compensation expense and \$4.8 million of acquisition amortization in 2009.

***Administration***

Administration expenses decreased by \$0.2 million, or 0.5%, in 2010 compared to 2009. The cost reductions related to the integration of Wavecom were largely offset by the inclusion of staff and costs from the Wavecom acquisition for a full year in 2010, compared to ten months in 2009. Included in administration expenses was \$3.2 million of stock-based compensation expense in 2010, compared to \$3.6 million in 2009.

***Restructuring costs***

Restructuring costs decreased to \$7.6 million in 2010, compared to \$20.6 million in 2009. Restructuring costs in 2010 were primarily related to the implementation of a new organizational structure in September 2010 which established three business units – M2M Embedded Solutions, Mobile Computing, and Solutions & Services and the elimination of 60 full time positions as a result of expected improved operating efficiencies. We recorded a pre-tax charge of approximately \$4.4 million for severance and other costs related to this new organizational structure, including \$0.5 million of stock-based compensation expense. Restructuring costs in 2009 were primarily related to cost reduction initiatives related to the integration of Sierra Wireless and Wavecom.

***Integration costs***

Integration costs increased \$1.2 million in 2010, compared to 2009. Integration costs included the cost of IT consultants for the integration of our ERP system, employees retained for integration activities and related travel expenses.

***Amortization***

Amortization expense increased \$0.7 million in 2010, compared to 2009. Amortization expense included \$7.3 million of acquisition amortization in 2010 compared to \$7.0 million in 2009.

***Foreign exchange gain (loss)***

Foreign exchange loss was \$7.0 million in 2010, compared to a foreign exchange gain of \$1.3 million in 2009. Our foreign exchange loss for 2010 included a net foreign exchange loss of \$4.7 million on an intercompany balance that the parent company had with its self-sustaining foreign operations that arose as a result of the Wavecom acquisition. Our foreign exchange gain for 2009 included a net foreign exchange gain of \$19.5 million on an intercompany balance that the parent company had with its self-sustaining foreign operations that arose as a result of the Wavecom acquisition, partially offset by a

realized foreign exchange loss of \$15.7 million on Euros that had been held for the Wavecom transaction.

### ***Other expense***

Other expense, which includes interest expense and interest income, decreased by \$4.2 million in 2010, compared to 2009. Other expense in 2009 included \$4.1 million of financing costs and \$0.9 million of interest expense, of which \$0.7 million related to the credit facilities that were set up in connection with the Wavecom acquisition. Interest income decreased to \$0.2 million in 2010, from \$0.6 million in 2009 due to a decrease in our cash and short-term investment balances that were used to fund the Wavecom acquisition, as well as a decline in interest rates.

### ***Income tax expense***

Income tax recovery increased by \$3.1 million in 2010 compared to 2009, due primarily to changes in tax assets as well as a favorable tax provision adjustment relating to actual taxes filed.

### ***Non-controlling interest***

Non-controlling interest decreased by \$1.0 million in 2010, compared to 2009. The non-controlling interest represented the interest in Wavecom's loss that resulted from the shares held by Wavecom employees under their long-term incentive plan. The vested shares were subject to a hold period for tax purposes. We had entered into a put/call agreement with these employees to purchase back the shares at €8.50 per share upon expiry of the tax hold period. Until that time, the shares were considered the non-controlling interest. During 2010, the tax hold period expired for 152,672 shares, and we purchased those shares for \$1.6 million.

### ***Net earnings (loss) attributable to the Company***

Our net loss attributable to the Company decreased by \$25.4 million in 2010, compared to 2009. Included in our net loss was \$7.0 million of stock-based compensation expense and \$13.6 million of acquisition amortization in 2010, compared to \$8.1 million and \$11.8 million, respectively, in the same period of 2009.

### ***Weighted average number of shares***

The weighted average diluted number of shares outstanding increased to 31.1 million for the year ended December 31, 2010, compared to 31.0 million in 2009. The number of shares outstanding at December 31, 2010 was 31.2 million, compared to 31.0 million at December 31, 2009.

## **SEGMENTED ANNUAL RESULTS**

Revenue and gross margin by segment for the years ending December 31 was as follows:

<i>(in thousands of U.S. dollars)</i>			
	<b>2011</b>	<b>2010</b>	<b>2009</b>
<b>M2M</b>			
Revenue	\$ 293,219	\$ 332,445	\$ 216,468
Cost of goods sold	198,271	N/A	N/A
Gross margin	\$ 94,948	N/A	N/A
Gross margin %	32.4%	N/A	N/A
<b>Mobile Computing</b>			
Revenue	\$ 284,966	\$ 317,896	\$ 309,916
Cost of goods sold	216,464	N/A	N/A
Gross margin	\$ 68,502	N/A	N/A
Gross margin %	24.0%	N/A	N/A



Product line revenue by segment for the years ending December 31 was as follows:

<i>(in thousands of U.S. dollars)</i>			
	2011	2010	2009
<b>M2M</b>			
AirPrime Embedded Wireless Modules (excludes PC OEMs) (1)	\$ 242,791	\$ 274,964	\$ 168,873
AirLink Intelligent Gateways and Routers	39,013	48,626	41,005
AirVantage M2M Cloud Platform and Other	11,415	8,855	6,590
	<u>\$ 293,219</u>	<u>\$ 332,445</u>	<u>\$ 216,468</u>
<b>Mobile Computing</b>			
AirCard Mobile Broadband Devices (2)	\$ 241,454	\$ 291,464	\$ 294,981
AirPrime Embedded Wireless Modules for PC OEMs	39,422	23,420	12,506
Other	4,090	3,012	2,429
	<u>\$ 284,966</u>	<u>\$ 317,896</u>	<u>\$ 309,916</u>

(1) Barnes & Noble contributed \$0.7 million in M2M revenue in 2011 compared to \$64.2 million in 2010 and \$10.5 million in 2009.

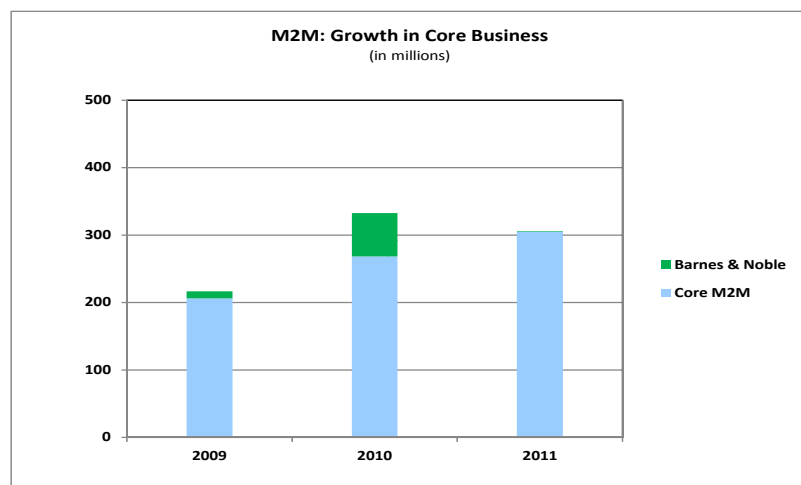
(2) Clearwire contributed \$8.4 million in mobile computing revenue in 2011 compared to \$32.3 million in 2010 and \$nil in 2009.

## Machine-to-Machine

Our M2M business includes our AirPrime™ Embedded Wireless Modules (excluding embedded module sales to PC OEMs), AirLink™ Intelligent Gateways and Routers and our AirVantage™ M2M Cloud Platform. We believe that the market for our M2M products offers profitable growth opportunities. The M2M market is competitive and our future success will depend in part on our ability to continue to develop differentiated products and services that meet our customers' evolving technology, design, schedule and price requirements.

Our M2M revenue decreased \$39.2 million, or 11.8%, in 2011 compared to 2010. The decrease in revenue, primarily due to a significant reduction in embedded module sales to Barnes & Noble for their e-book reader, was partially offset by steady growth in our core M2M embedded modules business. Our core M2M revenue, after excluding the impact of Barnes & Noble, increased 9.0%.

Gross margin was \$94.9 million for M2M in 2011, or 32.4% of M2M revenue. Comparative prior period information is not available as we began reporting segmented information in the first quarter of 2011 following an organizational structure change that we implemented during the fourth quarter of 2010.



## **AirPrime™ Embedded Wireless Modules (excludes PC OEM embedded modules)**

We believe that there are long-term profitable growth prospects in the embedded M2M market and we plan to continue to invest to expand our leadership position. Our expanded line-up of AirPrime Embedded Wireless Modules is used by a wide range of OEMs to wirelessly enable their products and solutions. Our M2M OEM customers cover a broad range of industries including automotive, networking equipment, energy, security, sales and payment, industrial control and monitoring, fleet management, field service, healthcare and consumer electronics.

Sales of our M2M embedded module products decreased \$32.2 million, or 11.7%, in 2011 compared to 2010. Higher revenues from increased growth in our core M2M embedded module business partially offset the reduction in embedded module sales to Barnes & Noble. With the completion of embedded module shipments for Barnes & Noble's first generation NOOK e-book reader, sales of embedded modules to Barnes & Noble in 2011 were \$0.7 compared to \$64.2 million in 2010. Excluding sales to Barnes & Noble, our core M2M embedded module revenue grew 15% in 2011, compared to the same period in 2010.

During 2011, we introduced industrial-grade HSPA+ and EV-DO wireless modules to our award-winning AirPrime SL Series of wireless embedded modules. Our AirPrime SL809x, for HSPA+ networks, and SL501x, for EV-DO networks, are optimized for applications requiring high bandwidth and ability to operate in rugged environments, such as security and video surveillance systems, mobile healthcare devices and industrial terminals. We also introduced new software features that accelerate embedded M2M application development, including a new third-party library, an integrated debugging tool and a new user interface for remote device management.

We achieved an important milestone in our 4G LTE embedded module development programs. Our AirPrime MC7700 embedded wireless module and AirPrime MC7750 embedded wireless module received certification and technical approval for AT&T and Verizon networks, respectively. We also commenced initial commercial shipments of both modules late in 2011.

In November 2011, we launched the world's smallest cellular module for M2M communications. Our AirPrime WS6318 module provides essential M2M connectivity in a smaller, simpler, and highly innovative package, opening the door to wirelessly connecting devices that were previously impractical due to stringent size constraints.

During 2011, several customers selected our wireless embedded modules for use in their products and services. Notably,

- Ambient Corporation selected our embedded wireless module to provide 3G wireless connectivity for its latest X-series smart grid communications node, used by energy and utility companies for real-time monitoring and communication with the grid.
- Lancom Systems GmbH, a German manufacturer of enterprise network solutions, selected our embedded wireless module to provide 4G wireless connectivity for its new line of cellular broadband virtual private network routers.

- NetComm Limited, an international manufacturer of networking solutions for small business and home users, selected our AirPrime MC7750 and MC7710 embedded modules to provide 4G cellular connectivity for its new router.
- PositiveID Corporation, a developer and marketer of healthcare and information management products, selected our embedded wireless module to power its iglucose mobile health solution for real-time diabetes management.
- NETGEAR, Inc., an international provider of networking solutions for business and consumers, chose our 4G wireless embedded modules to provide high speed connectivity for a new series of mobile broadband routers that will take advantage of 4G LTE and Dual-Carrier HSPA+ networks.
- Hughes Telematics, Inc., a leader in providing next-generation connected services, selected our SL6087 EDGE module and XM0110 GPS module to support its award-winning In-Drive™ aftermarket telematics solution.
- EDM I Limited selected our SL6087 embedded wireless module to provide cellular connectivity for its new Mk7B smart metering solution and together, we were awarded the GSMA Global Mobile Award for Best Mobile Innovation for Utilities at the 2011 Mobile World Congress in Barcelona.
- GeaCom selected our MC8355 embedded wireless module to provide the 3G wireless connection for its Phraser®, a handheld multilingual medical communication system that helps patients and caregivers overcome differences in language, culture, or literacy to exchange critical medical information.
- Gorlitz AG, a leading manufacturer of advanced meter reading and energy information management systems, selected Sierra Wireless to provide wireless connectivity solutions for its Ethernet/GPRS router. The router connects to energy meters, allowing utilities to remotely collect energy usage data. Our solution combines an AirPrime Q2686 embedded wireless module with our Open AT® framework, which includes pre-packaged software libraries that accelerate development and time-to-market.
- Harman, a leading global audio and infotainment group, announced that it is now ready to begin road tests with its 4G connected infotainment systems. Test vehicles will be equipped with the latest Harman infotainment system platform technology integrating our 4G AirPrime embedded wireless module.
- Actia Group, an international provider of value-added electronic equipment for the automotive market, selected our AirPrime AR Series modules to provide high-performance connectivity for its latest in-vehicle technology platform. Actia's new platform uses our AirPrime module to allow drivers to connect and manage various functions of their vehicles through a smartphone application.

### **AirLink™ Intelligent Gateways and Routers**

Our AirLink Intelligent Gateways and Routers are sold to public safety, transportation, field service,

energy, industrial, and financial organizations. We believe that there are profitable growth prospects for our AirLink intelligent gateway and router solutions and we intend to capture these opportunities through segment, product line and geographic expansion.

Revenue from AirLink Intelligent Gateways and Routers decreased \$9.6 million, or 19.8%, in 2011 compared to 2010. The decrease was largely related to deferrals of orders by certain U.S. based public service customers affected by budget constraints and delays caused by technology transitions as customers wait for AirLink solutions that support 4G LTE.

Early in 2011, we announced a multi-purpose wireless gateway that defines next-generation intelligent M2M networking. Our powerful AirLink GX400 gateway offers a leading edge combination of features, including cloud-based device management, extensive hardware and software enhancements, ruggedized construction, GPS and associated location-based services and advanced configuration options. The AirLink GX400 offers myriad configuration options and has a variety of hardware interfaces to suit a wide range of M2M applications. This range of software and hardware configuration options allows system integrators to standardize on a single gateway platform to better serve the needs of their customers. In the second quarter of 2011, we began commercial shipments of the GX400 to Verizon and Sprint, as well as Europe, Middle East and Africa-based customers, and we commercially launched AirLink Management Services (“AMS”), a comprehensive cloud-based remote device management service built on top of the AirVantage platform.

We also introduced a 4G LTE multi-purpose wireless gateway that leverages the power of the Verizon Wireless 4G LTE network. The AirLink GX440 delivers a high bandwidth as required by applications such as high-quality wireless video surveillance, multi-data stream wireless connections to branch locations and mobile office applications for public safety and field service activities. On January 6, 2012, we announced that the AirLink GX440 4G LTE rugged wireless gateway received certification on the Verizon 4G LTE network.

During 2011, Metsaliitto, an international forestry group, selected our AirLink MP895 rugged in-vehicle router to provide fast, 3G connections to its heavy machinery and transport vehicles, enabling real-time transmission of critical information.

### **AirVantage™ M2M Cloud Platform**

Our AirVantage M2M Cloud Platform provides solutions and services that enable application providers, OEMs and mobile network operators to efficiently develop, deploy, and operate complete M2M solutions for managing remote equipment and assets. These solutions are based on tools that facilitate the development and delivery of applications that are hosted on our AirVantage platform which is scalable, secure and compatible with a broad range of available wireless equipment.

Early in 2011, we announced the availability of AirVantage Smart Automation, an extension to our AirVantage M2M Cloud Platform that simplifies the connection to industrial equipment and the creation of embedded business logic without programming. In addition, together with KPN N.V. (“KPN”), the leading mobile network operator in the Netherlands, we are collaborating to bring M2M applications to market faster and at lower cost. KPN and Sierra Wireless are jointly marketing the AirVantage M2M Cloud Platform and KPN’s M2M services. We are also collaborating with Verizon Wireless, AT&T, Sprint and Vodafone to co-market our AirVantage M2M Cloud Platform. As at December 31, 2011, the AirVantage M2M Cloud Platform is available on eight networks worldwide.

On February 21, 2012, we announced that Nestle Nespresso SA, the pioneer and market leader in highest-quality portioned premium coffee, has selected Sierra Wireless to provide a comprehensive M2M cloud platform and hardware solution to provide remote connectivity for its range of professional coffee machines.

## **Mobile Computing**

Our mobile computing business includes our AirCard® Mobile Broadband Devices and AirPrime Embedded Wireless Modules for PC OEM customers.

Our mobile computing revenue decreased by \$32.9 million, or 10.4%, in 2011, compared to 2010. The year-over-year decline in revenue was largely due to reduction in revenue from Clearwire. This decline was partially offset by the launch of new 4G products, and an increase in revenue of \$16.0 million, or 68.3%, from PC OEMs.

Gross margin was 24.0% for the mobile computing segment in 2011. Comparative period information is not available as we began reporting segmented information in the first quarter of 2011 following an organizational structure change that we implemented during the fourth quarter of 2010.

### **AirCard® Mobile Broadband Devices**

Our AirCard mobile broadband device family includes our AirCard-branded USB modems and mobile Wi-Fi hotspots. Our AirCard products, sold to mobile network operators around the world, provide a simple way to connect notebooks, tablets and other electronic devices to the Internet, over 3G and 4G mobile broadband networks.

In 2011, sales of our AirCard products decreased by \$50.0 million, or 17.2%, compared to 2010, primarily due to loss of revenue from Clearwire (\$8.4 million in 2011 compared to \$32.3 million in 2010). This decline was partially offset by an increase in revenue from sales of 4G products to Telstra.

Early in 2011, we introduced our first 4G LTE AirCard products. The AirCard 753S and AirCard 754S Mobile Hotspots each connect up to five Wi-Fi enabled devices simultaneously to the internet over Dual-Carrier HSPA+ and LTE networks, respectively. The new 4G Mobile Hotspots are approximately the size of a deck of cards, lightweight and easy to set up and use. We also introduced the AirCard 319U and AirCard 320U USB modems, with 4G speeds and user friendly design. The AirCard 319U USB modem, launched on the Telus network in Canada in March 2011, is for Dual-Carrier HSPA+ networks and offers download speeds of up to 42 Mbps and upload speeds of up to 5.76 Mbps. The AirCard 320U and AirCard 313U are our first USB modems for LTE networks, offering download speeds of up to 100 Mbps and upload speeds of up to 50 Mbps. We also launched our second generation mobile hotspot with Sprint – the 3G/4G Overdrive Pro (a.k.a AirCard 802S). The Overdrive Pro allows users to connect up to eight Wi-Fi enabled devices simultaneously through a single Wi-Fi connection to Sprint's 4G and 3G wireless networks.

During the third quarter of 2011, AT&T rolled out its first 4G LTE markets and devices. The AT&T Mobile Hotspot Elevate 4G (a.k.a. Sierra Wireless AirCard 754S mobile hotspot) and the AT&T USBConnect Momentum 4G (a.k.a. Sierra Wireless AirCard 313U USB modem) enable mobile consumers and professionals to connect wirelessly from laptops, tablets, and other mobile devices at LTE

speeds. The 4G LTE Sierra Wireless 313U offers similar connection speeds in a simple plug and play form factor. We also launched the AirCard 313U with Rogers Communications for use on their new LTE networks in Canada.

We launched our 4G LTE 313U Turbo Stick (a.k.a. Sierra Wireless AirCard 313U) on Bell Mobility's new LTE network in September 2011 and we also announced that the Telstra USB 4G LTE mobile broadband modem (a.k.a. Sierra Wireless AirCard 320U) is now available to Telstra and BigPond customers, providing laptop users with access to the newly launched Telstra 4G LTE network.

We believe that the market for our new 4G AirCard products offers profitable growth opportunities. Competition in this market continues to be intense and our future success will depend in part on our ability to continue to develop differentiated products that meet our customers' evolving technology, design, schedule and price requirements.

### **AirPrime™ Embedded Wireless Modules for PC OEMs**

In 2011, revenue from sales of our AirPrime Wireless Embedded Modules to PC OEM customers increased \$16.0 million, or 68.3%, compared to 2010, primarily due to increased market demand from our existing PC OEM customers and initial shipments of modules in support of design wins with new customers secured in 2010.

During 2011, Lenovo selected our AirPrime embedded wireless modules to provide embedded 3G connectivity in the latest generation of the Lenovo ThinkPad professional-grade laptop computers. Additionally, Fujitsu Limited selected our AirPrime wireless embedded modules to integrate into its new Lifebook series of notebooks and tablets and Hewlett Packard selected our wireless embedded module for use on several North American networks.

Early in 2012, we announced that Panasonic selected our AirPrime MC series embedded modules to provide 4G LTE mobile-broadband connectivity for its new rugged Toughpad A1 tablet in North America. The tablet is scheduled to start shipping in spring 2012, and targets mission-critical and highly mobile workers in markets like aviation, construction, field sales and the public sector, where exposure to extreme environments is a constant challenge.

Our ability to secure additional design wins in the PC OEM market will depend on our ability to successfully develop products and offer services that meet our customers' technology, design, schedule and price requirements.

### **FOURTH QUARTER OVERVIEW**

Fourth quarter 2011 revenue remained unchanged from third quarter levels. Increased revenue from our new 4G AirCard® product launches with leading mobile network operators was offset by a decline in revenue from our M2M business, primarily driven by supply challenges related to floods in Thailand and customer product development and launch delays. Gross margins decreased primarily due to a greater mix of mobile computing revenues which typically have a lower gross margin, combined with the impact of a weakening Euro on our Euro denominated revenues. Fourth quarter operating expenses were negatively impacted by an impairment charge of \$11.2 million related to intangible assets.

Highlights for the fourth quarter:

- Revenue was \$147.2 million, comparable to the third quarter
- Gross margin was 28.2%, down from 29.5% in the third quarter
- Non-GAAP earnings from operations of \$3.4 million and diluted earnings per share of \$0.08 decreased from non-GAAP earnings of \$4.0 million and diluted earnings per share of \$0.15 in the third quarter
- Net loss of \$13.8 million and diluted loss per share was \$0.44 increased from the net loss of \$1.0 million and diluted loss per share of \$0.03 in the third quarter, primary a result of an impairment charge of \$11.2 million related to intangible assets

Selected Fourth Quarter Consolidated financial information:

<i>(in thousands of U.S. dollars)</i>				
	Three months ended December 31			
	2011	% of Revenue	2010	% of Revenue
Revenue	\$147,195	100.0%	\$167,176	100.0%
Cost of goods sold	105,643	71.8%	118,309	70.8%
Gross margin	41,552	28.2%	48,867	29.2%
Expenses				
Sales and marketing	10,747	7.3%	12,123	7.3%
Research and development	21,521	14.6%	23,782	14.3%
Administration	7,934	5.4%	9,073	5.4%
Restructuring costs	(19)	0.0%	132	0.1%
Integration costs	-	0.0%	906	0.5%
Impairment of intangible asset	11,214	7.6%	-	0.0%
Amortization	2,620	1.8%	3,026	1.8%
	54,017	36.7%	49,042	29.3%
Loss from operations	(12,465)	-8.5%	(175)	-0.1%
Foreign exchange loss	(507)		(241)	
Other income (expense)	20		(20)	
Earnings (loss) before income taxes	(12,952)		(436)	
Income tax loss (recovery)	810		(1,221)	
Net earnings (loss) before non-controlling interest	(13,762)		785	
Less: non-controlling interest	-		(40)	
Net earnings (loss) attributable to the Company	\$ (13,762)		\$ 825	
Basic and diluted net earnings (loss) per share attributable to the Company	\$ (0.44)		\$ 0.03	

**Three Months Ended December 31, 2011 Compared to Three Months Ended December 31, 2010**

**Revenue**

Revenue for the three months ended December 31, 2011 decreased \$20.0 million, or 12.0%, compared to the same period of 2010. The decrease in revenue was primarily related to the absence of embedded

module revenue from Barnes & Noble for its e-book reader (nil for the three months ended December 31, 2011 compared to \$8.4 million in the same period of 2010), and loss of revenue from Clearwire (nil for the three months ended December 31, 2011 compared to \$6.4 million in the same period of 2010).

In the fourth quarter of 2011, AT&T, Sprint and Telstra each accounted for more than 10% of our revenue, representing approximately 42% of our revenue in aggregate. In the fourth quarter of 2010, Sprint and Telstra each accounted for more than 10% of our revenue, and in aggregate, these two customers represented approximately 25% of our revenue.

### ***Gross margin***

Gross margin decreased to 28.2% for the three months ended December 31, 2011 compared to 29.2% in the same period of 2010. The decrease in gross margin percentage was primarily driven by changes in product mix within our M2M segment along with generally higher sales of mobile computing products which have lower margins than our M2M products. Gross margin included \$0.1 million of stock-based compensation expense in each of the fourth quarters of 2011 and 2010.

### ***Operating expenses***

Operating expenses increased by \$5.0 million, or 10.1%, in the three months ended December 31, 2011, from the same period of 2010. The increase was a result of an \$11.2 million impairment charge in the fourth quarter of 2011 primarily related to a software development program we acquired in the purchase of Wavecom which we decided to abandon. This program had no impact on our operations in prior periods nor do we expect it to have an impact on our future operations. The negative impact of this impairment on our operating expenses in the current quarter was partially offset by lower sales and marketing, research and development, administration, and integration expenses, all related to focused cost reductions, including those from the final stages of integration of Sierra Wireless and Wavecom. Operating expenses for the three months ended December 31, 2011 included stock-based compensation expense of \$1.5 million, and acquisition amortization of \$3.1 million. Operating expenses for the three months ended December 31, 2010 included stock-based compensation expense of \$1.3 million and acquisition amortization of \$3.5 million.

### ***Net earnings (loss) attributable to the Company***

Net loss attributable to the Company increased by \$14.6 million, or \$0.47 per share, in the three months ended December 31, 2011, from the same period in 2010. The increase in net loss was largely related to an after-tax impairment charge of \$11.2 million related to the impairment of intangible assets and \$2.0 million in lower tax recoveries in the current three-month period as a result of a shift in earnings across numerous tax jurisdictions. Included in our net loss was \$1.5 million of stock-based compensation expense, and \$3.1 million of acquisition amortization in the three months ended December 31, 2011. Net earnings for three months ended December 31, 2010 included stock-based compensation expense of \$1.4 million, and acquisition amortization of \$3.5 million.

## **SUMMARY OF QUARTERLY RESULTS OF OPERATIONS**

The following tables highlight selected financial information for each of the eight most recent quarters that, in management's opinion, have been prepared on a basis consistent with the audited consolidated financial statements for the year ended December 31, 2011. The selected financial information presented below reflects all adjustments, consisting primarily of normal recurring adjustments, which are, in the opinion of management, necessary for a fair presentation of results for the interim periods. These results are not necessarily indicative of results for any future period. You should not rely on them to predict



future performance.

<i>(in thousands of U.S. dollars, except per share amounts and number of shares)</i>										
	2011					2010				
	TOTAL	Q4	Q3	Q2	Q1	TOTAL	Q4	Q3	Q2	Q1
Revenue	\$578,185	\$147,195	\$146,827	\$139,888	\$144,275	\$650,341	\$167,176	\$172,732	\$159,116	\$ 151,317
Cost of goods sold	414,735	105,643	103,493	100,788	104,811	459,976	118,309	123,778	112,906	104,983
Gross margin	163,450	41,552	43,334	39,100	39,464	190,365	48,867	48,954	46,210	46,334
Gross margin %	28.3%	28.2%	29.5%	28.0%	27.4%	29.3%	29.2%	28.3%	29.0%	30.6%
Expenses										
Sales and marketing	45,499	10,747	11,158	11,326	12,268	51,599	12,123	12,137	13,183	14,156
Research and development	89,000	21,521	21,942	22,025	23,512	88,035	23,782	22,178	21,534	20,541
Administration	34,677	7,934	8,548	8,810	9,385	36,357	9,073	8,865	8,835	9,584
Restructuring costs	837	(19)	881	(350)	325	7,640	132	4,316	1,581	1,611
Integration costs	1,426	-	121	765	540	5,110	906	727	1,631	1,846
Amortization of intangible asset	11,214	11,214	-	-	-	-	-	-	-	-
Amortization	10,709	2,620	2,447	2,794	2,848	11,990	3,026	2,939	2,919	3,106
	193,362	54,017	45,097	45,370	48,878	200,731	49,042	51,162	49,683	50,844
Loss from operations	(29,912)	(12,465)	(1,763)	(6,270)	(9,414)	(10,366)	(175)	(2,208)	(3,473)	(4,510)
Foreign exchange gain (loss)	(460)	(507)	(154)	(221)	422	(7,000)	(241)	2,359	(5,460)	(3,658)
Other income (expense)	35	20	68	(13)	(40)	(241)	(20)	12	(103)	(130)
Earnings (loss) before income taxes	(30,337)	(12,952)	(1,849)	(6,504)	(9,032)	(17,607)	(436)	163	(9,036)	(8,298)
Income tax expense (recovery)	(965)	810	(851)	275	(1,199)	(2,808)	(1,221)	(499)	(399)	(689)
Net earnings (loss) before non-controlling interest	(29,372)	(13,762)	(998)	(6,779)	(7,833)	(14,799)	785	662	(8,637)	(7,609)
Net loss attributable to non-controlling interest	(57)	-	-	(13)	(44)	(258)	(40)	(48)	(82)	(88)
Net earnings (loss) attributable to the Company	\$ (29,315)	\$ (13,762)	\$ (998)	\$ (6,766)	\$ (7,789)	\$ (14,541)	\$ 825	\$ 710	\$ (8,555)	\$ (7,521)
Earnings (loss) per share:										
Basic	\$ (0.94)	\$ (0.44)	\$ (0.03)	\$ (0.22)	\$ (0.25)	\$ (0.47)	\$ 0.03	\$ 0.02	\$ (0.28)	\$ (0.24)
Diluted	\$ (0.94)	\$ (0.44)	\$ (0.03)	\$ (0.22)	\$ (0.25)	\$ (0.47)	\$ 0.03	\$ 0.02	\$ (0.28)	\$ (0.24)
Weighted average number of shares (in thousands):										
Basic	31,275	31,298	31,297	31,267	31,237	31,083	31,151	31,077	31,054	31,050
Diluted	31,275	31,298	31,297	31,267	31,237	31,083	31,493	31,208	31,054	31,050

The impact of significant items incurred during the first three interim periods of year ended December 31, 2011 are discussed in more detail and disclosed in our quarter reports and management's discussion and analysis. Factors affecting our quarterly results in 2011 were as follows:

In the first quarter of 2011, our net loss attributable to the company increased \$8.6 million, or \$0.28 per common share, from the fourth quarter of 2010, due largely to reduction in revenue from Barnes & Noble, lower gross margin resulting from change in mix between higher margin M2M products and lower margin mobile computing products, and unusually high warranty costs.

In the second quarter of 2011, our net loss attributable to the company decreased by \$1.0 million, or \$0.03 per common share, from the first quarter of 2011. Lower revenues in the second quarter largely due to the loss of revenue from Clearwire, were largely offset by higher gross margin, lower new product development and launch costs, and our intense focus on cost management.

In the third quarter of 2011, our net loss attributable to the company decreased by \$5.8 million, or \$0.19 per common share, from the second quarter of 2011. Revenue improved as a result of new 4G AirCard launches with leading mobile network operators, we experienced higher gross margins due to product cost reductions and lower operating expenditures.

In the fourth quarter of 2011, our net loss attributable to the company increased \$12.8 million, or \$0.41 per common share, from the third quarter of 2011. Fourth quarter 2011 revenue remained unchanged from third quarter levels and gross margins decreased due to product mix. Fourth quarter operating

expenses were also negatively impacted by an impairment charge of \$11.2 million related to intangible assets.

## LIQUIDITY AND CAPITAL RESOURCES

### Selected Annual Financial Information

<i>(in thousands of U.S. dollars, except where otherwise stated)</i>			
	<b>2011</b>	<b>2010</b>	<b>2009</b>
Cash flows provided (used) before changes in non-cash working capital:	<u>\$ 17,814</u>	<u>\$ 22,970</u>	<u>\$ 22,864</u>
Changes in non-cash working capital			
Accounts receivable	9,067	(35,671)	20,175
Inventories	5,664	(11,399)	15,676
Prepaid expense and other	4,248	7,104	3,888
Accounts payable and accrued liabilities	(13,783)	12,116	(14,094)
Deferred revenue and credits	733	480	(810)
	<u>5,929</u>	<u>(27,370)</u>	<u>24,835</u>
<b>Cash flows provided by (used in):</b>			
<b>Operations</b>	<b>23,743</b>	<b>(4,400)</b>	<b>47,699</b>
<b>Investing activities</b>	<b>(2,706)</b>	<b>(17,521)</b>	<b>16,103</b>
Business acquisition	-	-	(26,493)
Acquisition of OCEANE convertible bonds	-	-	(104,767)
Decrease in restricted cash	-	-	175,820
Capital expenditures and increase in intangible assets	(18,008)	(16,556)	(19,839)
Net change in short-term investments	17,058	489	(8,773)
Purchase of Wavecom S.A. shares	(1,787)	(1,553)	-
<b>Financing activities</b>	<b>(4,858)</b>	<b>(1,541)</b>	<b>9,597</b>

### ***Operating Activities***

Cash provided by operating activities increased \$28.1 million during the year ended December 31, 2011 compared to the same period of 2010. The increase in cash was largely the result of lower accounts receivable and inventory levels in 2011 compared to draws on cash due to higher accounts receivable and inventories in 2010. The positive impact on cash was partially offset by lower accounts payable in 2011 compared to 2010.

During 2011, we made modifications to an agreement with our contract manufacturer which resulted in altering the mix of working capital between *Inventories* and *Prepaid expenses and other* on our consolidated balance sheets. Further details can be found in Notes 8 and 9 of our annual consolidated financial statements for the year ended December 31, 2011.

### ***Investing Activities***

Cash used by investing activities decreased \$14.8 million during the year ended December 31, 2011 compared to the same period of 2010. The decrease was largely related to higher net proceeds from short-term investments.

Cash used for the purchase of capital equipment was primarily for production and tooling equipment, research and development equipment, computer equipment and software, while cash used for intangible

assets was driven primarily by patent registration costs and software licenses.

### ***Financing Activities***

Cash used for financing activities increased \$3.3 million during year ended December 31, 2011 compared to the same period in 2010. The use of cash in 2011 was primarily related to purchases on the TSX and NASDAQ, in the amount of \$4.5 million, of the Company's common shares to satisfy existing obligations under our restricted share unit plan. This was offset by lower use of cash for repayments of our long-term obligations in 2011 compared to 2010.

### ***Cash Requirements***

Our near-term cash requirements are primarily related to funding our operations, capital expenditures, IP licenses, and other obligations discussed below. We believe our *cash and cash equivalents* and *short-term investments* balance of \$110.7 million and cash generated from operations will be sufficient to fund our expected working capital requirements for at least the next twelve months based on current business plans. Our capital expenditures during the first quarter of 2012 are expected to be primarily for research and development equipment, tooling, leasehold improvements, software licenses and patents. However, we cannot assure you that our actual cash requirements will not be greater than we currently expect.

The following table presents the aggregate amount of future cash outflows for contractual obligations as of December 31, 2011:

<b>Payments due by period</b> <i>(In millions of dollars)</i>	Total	Less than 1 year	1 to 3 years	4 to 5 years	Thereafter
Operating lease obligations	\$ 14,133	\$ 2,780	\$ 6,700	\$ 1,351	\$ 3,302
Capital lease obligations	650	261	389	-	-
Purchase obligations <sup>(1)</sup>	85,071	85,071	-	-	-
Other long-term liabilities <sup>(2)</sup>	24,754	-	22,554	1,227	973
<b>Total</b>	<b>\$ 124,608</b>	<b>\$ 88,112</b>	<b>\$ 29,643</b>	<b>\$ 2,578</b>	<b>\$ 4,275</b>

*(1) Purchase obligations represent obligations with certain contract manufacturers to buy minimum amount of designated products between January, 2012 and March, 2012. In certain of these arrangements, we may be required to acquire and pay for such products up to the prescribed minimum or forecasted purchases.*

*(2) Other long-term liabilities include the long-term portions of accrued royalties and marketing development funds.*

### ***Capital Resources***

<i>(in thousands of dollars)</i>								
	<b>2011</b>				<b>2010</b>			
	<b>31-Dec</b>	<b>30-Sep</b>	<b>30-Jun</b>	<b>31-Mar</b>	<b>31-Dec</b>	<b>30-Sep</b>	<b>30-Jun</b>	<b>31-Mar</b>
Cash and cash equivalents	\$ 101,375	\$ 100,662	\$ 101,685	\$ 86,197	\$ 85,443	\$ 102,573	\$ 102,009	\$ 111,257
Short-term investments	9,347	-	17,470	24,559	26,405	2,413	13,428	11,099
	110,722	100,662	119,155	110,756	111,848	104,986	115,437	122,356
Unused credit facilities	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000
<b>Total</b>	<b>\$ 120,722</b>	<b>\$ 110,662</b>	<b>\$ 129,155</b>	<b>\$ 120,756</b>	<b>\$ 121,848</b>	<b>\$ 114,986</b>	<b>\$ 125,437</b>	<b>\$ 132,356</b>

### ***Credit Facilities***

On January 27, 2011, we signed an amended and restated credit agreement with The Toronto-Dominion Bank and Canadian Imperial Bank of Commerce, extending our revolving term, \$10.0 million credit facility (the "Revolving Facility") to January 28, 2013 at similar terms to the expiring facility. The Revolving Facility is for working capital requirements and is secured by a pledge against all of our assets.

At December 31, 2011, there were no borrowings under the Revolving Facility and we were in compliance with the covenants associated with the credit facility.

At December 31, 2011 we had \$0.3 million (December 31, 2010 – \$0.5 million) outstanding under a standby letter of credit facility agreement, which approximates its fair value. The letter of credit expires in June 2012.

### ***Normal Course Issuer Bid***

On December 13, 2011, we received approval from the Toronto Stock Exchange (“TSX”) of our Notice of Intention to make a Normal Course Issuer Bid (the “Bid”). Pursuant to the Bid, we may purchase for cancellation up to 1,564,914 of our common shares, or approximately 5% of the common shares outstanding as of the date of the announcement. The Bid will terminate on the earlier of: (i) December 18, 2012, (ii) the date Sierra Wireless completes its purchases pursuant to the notice of intention filed with the TSX, or (iii) the date of notice by Sierra Wireless of termination of the Bid.

The actual number of common Shares that are purchased for cancellation under the Bid, if any, and the timing of such purchases will be determined by the Company. As of March 5, 2012, we had purchased 400,000 common shares in the open market at an average price of \$7.59 per share.

### **NON-GAAP FINANCIAL MEASURES**

Our consolidated financial statements are prepared in accordance with U.S. GAAP on a basis consistent for all periods presented. In addition to results reported in accordance with U.S. GAAP, we use non-GAAP financial measures as supplemental indicators of our operating performance. The term “non-GAAP financial measure” is used to refer to a numerical measure of a company’s historical or future financial performance, financial position or cash flows that: (i) excludes amounts, or is subject to adjustments that have the effect of excluding amounts, that are included in the most directly comparable measure calculated and presented in accordance with U.S. GAAP in a company’s statement of earnings, balance sheet or statement of cash flows; or (ii) includes amounts, or is subject to adjustments that have the effect of including amounts, that are excluded from the most directly comparable measure so calculated and presented.

Our non-GAAP financial measures include non-GAAP revenue, non-GAAP gross margin, non-GAAP earnings (loss) from operations, EBITDA (earnings before interest, taxes, depreciation and amortization and before impairment charges), non-GAAP net earnings (loss) and non-GAAP diluted earnings (loss) per share, respectively. We disclose non-GAAP amounts as we believe that these measures provide better information on actual operating results and assist in comparisons from one period to another. Readers are cautioned that non-GAAP financial measures do not have any standardized meaning prescribed by U.S. GAAP and therefore may not be comparable to similar measures presented by other companies. Non-GAAP results exclude the impact of stock-based compensation expense, amortization related to acquisitions, restructuring costs, integration costs, impairment, unrealized foreign exchange gains or losses on translation of balance sheet accounts and certain tax adjustments.

EBITDA as defined equates earnings (loss) from operations plus stock-based compensation, restructuring, integration, transaction costs, amortization and impairment. EBITDA can also be calculated as non-GAAP earnings (loss) from operations plus amortization excluding acquisition related amortization.

The following table provides a reconciliation of the non-GAAP financial measures to our U.S. GAAP

results by year:

<i>(in thousands of U.S. dollars, except where otherwise stated)</i>			
	2011	2010	2009
<b>Revenue - GAAP and Non-GAAP</b>	<b>\$ 578,185</b>	<b>\$ 650,341</b>	<b>\$526,384</b>
<b>Gross Margin - GAAP</b>	<b>\$ 163,450</b>	<b>\$ 190,365</b>	<b>\$177,292</b>
Stock-based compensation	385	491	507
<b>Gross Margin - Non-GAAP</b>	<b>\$ 163,835</b>	<b>\$ 190,856</b>	<b>\$177,799</b>
<b>Loss from operations - GAAP</b>	<b>\$ (29,912)</b>	<b>\$ (10,366)</b>	<b>\$ (37,724)</b>
Stock-based compensation	6,449	6,957	8,096
Restructuring	837	7,100	19,700
Integration	1,426	5,110	3,817
Transaction costs	-	-	7,784
Impairment of intangible asset	11,214	-	332
Acquisition related amortization	12,888	13,598	11,803
<b>Earnings (loss) from operations - Non-GAAP</b>	<b>\$ 2,902</b>	<b>\$ 22,399</b>	<b>\$ 13,808</b>
Amortization (excluding acquisition related amortization)	19,498	21,392	20,901
<b>EBITDA</b>	<b>\$ 22,400</b>	<b>\$ 43,791</b>	<b>\$ 34,709</b>
<b>Net loss - GAAP</b>	<b>\$ (29,315)</b>	<b>\$ (14,541)</b>	<b>\$ (39,899)</b>
Stock -based compensation, restructuring and other, integration, and acquisition related amortization, net of tax	32,713	31,129	50,268
Unrealized foreign exchange loss (gain)	267	7,000	(1,261)
Interest expense	-	-	4,382
Non-controlling interest	(32)	(182)	(900)
Tax adjustments	-	(3,410)	548
<b>Net earnings - Non-GAAP</b>	<b>\$ 3,633</b>	<b>\$ 19,996</b>	<b>\$ 13,138</b>
Loss per share - GAAP (in dollars)	\$ (0.94)	\$ (0.47)	\$ (1.29)
Diluted earnings per share - Non-GAAP (in dollars)	\$ 0.12	\$ 0.64	\$ 0.42

The following table provides a reconciliation of the non-GAAP financial measures to our U.S. GAAP results by quarter:

<i>(in thousands of U.S. dollars, except where otherwise stated)</i>										
	2011					2010				
	TOTAL	Q4	Q3	Q2	Q1	TOTAL	Q4	Q3	Q2	Q1
<b>Revenue - GAAP and Non-GAAP</b>	<b>\$ 578,185</b>	<b>\$147,195</b>	<b>\$146,827</b>	<b>\$139,888</b>	<b>\$144,275</b>	<b>\$650,341</b>	<b>\$167,176</b>	<b>\$172,732</b>	<b>\$ 159,116</b>	<b>\$151,317</b>
<b>Gross Margin - GAAP</b>	<b>\$ 163,450</b>	<b>\$ 41,552</b>	<b>\$ 43,334</b>	<b>\$ 39,100</b>	<b>\$ 39,464</b>	<b>\$190,365</b>	<b>\$ 48,867</b>	<b>\$ 48,954</b>	<b>\$ 46,210</b>	<b>\$ 46,334</b>
Stock-based compensation	385	86	89	97	113	491	121	111	124	135
<b>Gross Margin - Non-GAAP</b>	<b>\$ 163,835</b>	<b>\$ 41,638</b>	<b>\$ 43,423</b>	<b>\$ 39,197</b>	<b>\$ 39,577</b>	<b>\$190,856</b>	<b>\$ 48,988</b>	<b>\$ 49,065</b>	<b>\$ 46,334</b>	<b>\$ 46,469</b>
<b>Loss from operations - GAAP</b>	<b>\$ (29,912)</b>	<b>\$ (12,465)</b>	<b>\$ (1,763)</b>	<b>\$ (6,270)</b>	<b>\$ (9,414)</b>	<b>\$ (10,366)</b>	<b>\$ (175)</b>	<b>\$ (2,208)</b>	<b>\$ (3,473)</b>	<b>\$ (4,510)</b>
Stock-based compensation	6,449	1,533	1,587	1,697	1,632	6,957	1,403	2,108	1,751	1,695
Restructuring and other	837	(19)	881	(350)	325	7,100	132	3,776	1,581	1,611
Integration	1,426	-	121	765	540	5,110	906	727	1,631	1,846
Transaction costs	-	-	-	-	-	-	-	-	-	-
Impairment of intangible asset	11,214	11,214	-	-	-	-	-	-	-	-
Acquisition related amortization	12,888	3,090	3,198	3,312	3,288	13,598	3,516	3,403	3,194	3,485
<b>Earnings (loss) from operations - Non-GAAP</b>	<b>\$ 2,902</b>	<b>\$ 3,353</b>	<b>\$ 4,024</b>	<b>\$ (846)</b>	<b>\$ (3,629)</b>	<b>\$ 22,399</b>	<b>\$ 5,782</b>	<b>\$ 7,806</b>	<b>\$ 4,684</b>	<b>\$ 4,127</b>
Amortization (excluding acquisition related amortization)	19,498	4,772	4,258	5,144	5,324	21,392	5,298	5,289	5,569	5,236
<b>EBITDA</b>	<b>\$ 22,400</b>	<b>\$ 8,125</b>	<b>\$ 8,282</b>	<b>\$ 4,298</b>	<b>\$ 1,695</b>	<b>\$ 43,791</b>	<b>\$ 11,080</b>	<b>\$ 13,095</b>	<b>\$ 10,253</b>	<b>\$ 9,363</b>
<b>Net earnings (loss) - GAAP</b>	<b>\$ (29,315)</b>	<b>\$ (13,762)</b>	<b>\$ (998)</b>	<b>\$ (6,766)</b>	<b>\$ (7,789)</b>	<b>\$ (14,541)</b>	<b>\$ 825</b>	<b>\$ 710</b>	<b>\$ (8,555)</b>	<b>\$ (7,521)</b>
Stock -based compensation, restructuring and other, integration, impairment of intangible asset and acquisition related amortization, net of tax	32,713	15,915	5,570	5,503	5,725	31,129	5,919	9,616	7,518	8,076
Unrealized foreign exchange loss (gain)	267	330	34	238	(335)	7,000	241	(2,359)	5,460	3,658
Interest expense	-	-	-	-	-	-	-	-	-	-
Non-controlling interest	(32)	-	-	-	(32)	(182)	(23)	(34)	(40)	(85)
Tax adjustments	-	-	-	-	-	(3,410)	(2,022)	(1,388)	-	-
<b>Net earnings (loss) - Non-GAAP</b>	<b>\$ 3,633</b>	<b>\$ 2,483</b>	<b>\$ 4,606</b>	<b>\$ (1,025)</b>	<b>\$ (2,431)</b>	<b>\$ 19,996</b>	<b>\$ 4,940</b>	<b>\$ 6,545</b>	<b>\$ 4,383</b>	<b>\$ 4,128</b>
Loss per share - GAAP (in dollars)	\$ (0.94)	\$ (0.44)	\$ (0.03)	\$ (0.22)	\$ (0.25)	\$ (0.47)	\$ 0.03	\$ 0.02	\$ (0.28)	\$ (0.24)
Diluted earnings (loss) per share - Non-GAAP (in dollars)	\$ 0.12	\$ 0.08	\$ 0.15	\$ (0.03)	\$ (0.08)	\$ 0.64	\$ 0.16	\$ 0.21	\$ 0.14	\$ 0.13

## **OFF-BALANCE SHEET ARRANGEMENTS**

We did not have any off-balance sheet arrangements during the years ended December 31, 2011 and 2010.

## **TRANSACTIONS BETWEEN RELATED PARTIES**

We did not undertake any transactions with related parties during the years ended December 31, 2011 and 2010.

## **CRITICAL ACCOUNTING POLICIES AND ESTIMATES**

We prepare our consolidated financial statements in accordance with U.S. GAAP and we make certain estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, expenses and the related disclosure of contingent liabilities. Note 2, *Summary of significant accounting policies*, in the December 31, 2011 consolidated financial statements includes a summary of the significant accounting policies used in the preparation of our consolidated financial statements. While all of the significant accounting policies are important to the annual consolidated financial statements, some of these policies may be viewed as involving a high degree of judgment. On an ongoing basis, we evaluate our estimates and judgments, including those related to revenue recognition, adequacy of allowance for doubtful accounts, adequacy of inventory reserve, valuation of goodwill and intangible assets, income taxes, adequacy of warranty reserve, royalty obligations, contingencies, stock-based compensation, and fair value measurement. We base our estimates on historical experience, anticipated results and trends and on various other assumptions that we believe are reasonable under the circumstances. By their nature, estimates are subject to an inherent degree of uncertainty. Actual results could differ from our estimates.

The following critical accounting policies require management's most difficult, subjective and complex judgements, and are subject to measurement uncertainty.

### Revenue recognition

We recognize revenue from sales of products and services upon the later of transfer of title or upon shipment of the product to the customer or rendering of the service, so long as collectibility is reasonably assured. Customers include resellers, original equipment manufacturers, mobile network operators and end-users. We record deferred revenue when we receive cash in advance of the revenue recognition criteria being met. A significant portion of our revenue is generated from sales to resellers. We recognize revenue on the portion of sales to certain resellers that are subject to contract provisions allowing various rights of return and stock rotation, upon the earlier of when the rights have expired or the products have been reported as sold by the resellers. Revenues from contracts with multiple-element arrangements, such as those including technical support services, are recognized as each element is earned based on the relative fair value of each element and only when there are no undelivered elements that are essential to the functionality of the delivered elements. Revenue from licensed software is recognized at the inception of the license term. Revenue from software maintenance, unspecified upgrades and technical support contracts is recognized over the period such items are delivered or services are provided. Technical support contracts extending beyond the current period are recorded as deferred revenue.

Funding from research and development agreements, other than government research and development arrangements, is recognized as revenue when certain criteria stipulated under the terms of those funding agreements have been met and when there is reasonable assurance the funding will be received. Certain research and development funding will be repayable only on the occurrence of specified future events. If

such events do not occur, no repayment would be required. We recognize the liability to repay research and development funding in the period in which conditions arise that would cause research and development funding to be repayable. Government research and development arrangements are recognized as a reduction of the related expense when the criteria stipulated under the terms of the agreements have been met and when there is reasonable assurance the funding will be received.

#### Allowance for doubtful accounts

We maintain an allowance for doubtful accounts for estimated losses that may arise if any of our customers are unable to make required payments. We consider the following factors when determining whether collection is reasonably assured: customer credit-worthiness, past transaction history with the customer, insured amounts, if any, current economic industry trends and changes in customer payment terms. If we have no previous experience with the customer, we typically obtain reports from credit organizations to ensure that the customer has a history of paying its creditors. We may also request financial information, including financial statements, to ensure that the customer has the means of making payment. If these factors indicate collection is not reasonably assured, revenue is deferred until collection becomes reasonably assured, which is generally upon receipt of cash. If the financial condition of any of our customers deteriorates, we may increase our allowance.

As at December 31, 2011, *Accounts receivable* comprised 25.4% of total assets. Included in this balance was a provision of \$3.6 million for doubtful accounts, or 3.4% of accounts receivable (as at December 31, 2010 - \$4.6 million for doubtful accounts, or 3.9% of accounts receivable). We believe our allowance for doubtful accounts as at December 31, 2011 is adequate to provide for probable losses existing in accounts receivable.

#### Inventory

We value our inventory at the lower of cost, determined on a first-in-first-out basis, and estimated net realizable value. We assess the need for an inventory write-down and/or an accrual for estimated losses on inventory purchase commitments based on our assessment of estimated market value using assumptions about future demand and market conditions. Our reserve requirements generally increase as our projected demand requirements decrease, due to market conditions, technological and product life cycle changes and longer than previously expected usage periods. If market conditions are worse than our projections, we may further write-down the value of our inventory or increase the accrual for estimated losses on inventory purchase commitments.

#### Goodwill and intangible assets

We currently have goodwill and intangible assets generated primarily from our acquisitions of Wavecom in February 2009, AirLink in May 2007 and AirPrime in August 2003. Goodwill and intangible assets with indefinite life are assessed for impairment on an annual basis and between annual tests whenever circumstances indicate that the carrying value of the goodwill and intangible assets might be impaired. Circumstances may include an adverse change in business climate or a more likely than not expectation that a reporting unit will be sold or disposed. On at least a quarterly basis, we assess whether such circumstances exist.

An evaluation of recoverability of goodwill requires judgment, including the identification of reporting units, assigning assets and liabilities to reporting units, assigning goodwill to reporting units, and determining the estimated fair value of each reporting unit. Significant judgments that are required on our part to estimate the fair value of reporting units include estimating future cash flows, determining appropriate discount rates, consideration of appropriate control premium, market conditions, and other

assumptions. Changes in these estimates and assumptions could materially affect the determination of fair value for each reporting unit and may result in impairment charges in future periods.

Effective January 1, 2011, we have two reportable segments as a result of implementing a new organizational structure. We determined that we had three reporting units and tested for goodwill impairment as at December 31, 2011. As the fair value in each reporting unit exceeded the respective carrying amounts, the second step of the impairment test that measures the amount of an impairment loss by comparing the implied fair market value of the reporting unit with the carrying amount of the goodwill of the reporting unit was not required. No impairment of goodwill was recorded during the years ended December 31, 2011 and 2010.

At December 31, 2011, our consolidated goodwill balance was \$90.0 million, of which approximately \$48 million, \$27 million and \$15 million was allocated to our Machine-to-Machine, Mobile Computing and Solutions and Services reporting units, respectively.

We determined that there was no impairment as the fair values of our Machine-to-Machine, Mobile Computing, and Solutions and Services reporting units exceeded their respective carrying values by a significant amount. Our analysis took into consideration an income valuation approach using the expected discounted cash flows for each reporting unit. The principal factors used in the discounted cash flow analysis were the projected results of operations, the discount rate based on our estimated weighted average cost of capital, and terminal value assumptions for each reporting unit. The discounted cash flow model used was based on our three year business plan, as approved by our Board of Directors. For years subsequent to those contained in our business plan, we analyzed third party forecasts and other macro-economic indicators that impact our reporting units to provide a reasonable estimate of revenue growth in future periods. Our gross margins and operating expense estimates were consistent with those generated in recent historical periods. We also developed assumptions for the amount of working capital and capital expenditures needed to support each reporting unit.

In addition to the income valuation approach noted above, we also considered the current market capitalization of the Company which was approximately \$223 million at December 31, 2011. Although the Company's book value of \$271.9 million exceeds the market capitalization, we do not believe that market capitalization appropriately reflects the value of the Company for the purposes of the goodwill impairment test. We have reconciled our determination of fair value with the market capitalization amount for the purposes of the goodwill impairment test.

During the fourth quarter of 2011, we recorded an impairment charge of \$11.2 million related to intangible assets primarily related to a software development program that was acquired during the Wavecom acquisition in 2009. During the fourth quarter of 2011, we determined that this software development program no longer met the long-term objectives of the Company and the program was abandoned. The program had no impact on our operations in prior periods nor do we expect it to have an impact on our future operations.

#### Income taxes

We recognize and measure each tax position related to income tax positions taken or expected to be taken in a tax return. We have reviewed our tax positions to determine which should be recognized and measured according to the more likely than not threshold requirement. The tax benefits recognized in the financial statements are measured based on the largest benefit that has a greater than fifty percent likelihood of being realized upon ultimate resolution. If the realization of a tax position is not considered more likely than not, we provide for a valuation allowance. The ultimate realization of our deferred tax



assets is dependent upon the generation of future taxable income during the periods in which temporary differences become deductible. We consider projected future taxable income and tax planning strategies in making our assessment. If our assessment of our ability to realize our deferred tax assets changes, we may make an adjustment to our deferred tax assets that would be charged to income (loss).

#### Warranty costs

We accrue product warranty costs in accrued liabilities to provide for the repair or replacement of defective products. Our accrual is based on an assessment of historical experience and management's estimates. If there is a change in the quality of our products, we adjust our accrual accordingly.

#### Royalty obligations

We are committed to royalty payments based on the sales of products using certain technologies under license agreements. We recognize royalty obligations as determinable in accordance with agreement terms. Where agreements are not finalized, we have recognized our current best estimate of the obligation in accrued liabilities and other long-term liabilities. When the agreements are finalized, the estimates are revised accordingly.

#### Contingencies

We are from time to time involved in litigation, certain other claims and arbitration matters arising in the ordinary course of our business. We accrue for a liability when it is both probable that a liability has been incurred and the amount of the loss can be reasonably estimated. Significant judgment is required in both the determination of probability and the determination as to whether a loss is reasonably estimable. These accruals are reviewed at least quarterly and adjusted to reflect the impacts of negotiations, settlements, rulings, advice of legal counsel and technical experts and other information and events pertaining to a particular matter. To the extent there is a reasonable possibility (within the meaning of ASC 450, *Contingencies*) that the losses could exceed the amounts already accrued for those cases for which an estimate can be made, management believes that the amount of any such additional loss would not be material to our results of operations or financial condition.

In some instances, we are unable to reasonably estimate any potential loss or range of loss. The nature and progression of litigation can make it difficult to predict the impact a particular lawsuit will have on the company. There are many reasons that we cannot make these assessments, including, among others, one or more of the following: the early stages of a proceeding, which does not require the claimant to specifically identify the patent that has allegedly been infringed; damages sought that are unspecified, unsupportable, unexplained or uncertain; discovery not having been started or incomplete; the complexity of the facts that are in dispute (e.g., once a patent is identified, the analysis of the patent and a comparison to the activities of the Company is a labor-intensive and highly technical process); the difficulty of assessing novel claims; the parties not having engaged in any meaningful settlement discussions; the possibility that other parties may share in any ultimate liability; and the often slow pace of patent litigation.

We are required to apply judgment with respect to any potential loss or range of loss in connection with litigation. While we believe we have meritorious defenses to the claims asserted against us in our currently outstanding litigations, and intend to defend ourselves vigorously in all the cases, in light of the inherent uncertainties in litigation, there can be no assurance that the ultimate resolution of these matters will not significantly exceed the reserves currently accrued by us for those cases for which an estimate can be made, and losses in connection with any litigation for which we are not presently able to reasonably estimate any potential loss or range of loss could be material to our results of operations and financial condition.

### Stock-based compensation

We recognize stock-based compensation expense for all stock-based compensation awards based on the fair value at grant date. We recognize stock-based compensation expense for those shares expected to vest on a straight-line basis over the requisite service period of the award.

Determining the appropriate fair value model and calculating the fair value of share-based payment awards requires the input of subjective assumptions. The assumptions used in calculating the fair value of share-based payment awards represent management's best estimates, but these estimates involve inherent uncertainties and the application of management's judgment. As a result, if factors change and we use different assumptions, our stock-based compensation expense could be materially different in the future.

### Fair value measurement

We measure our short-term investments at fair value, defined as the price that would be received from selling an asset or that would be paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining fair value measurements, we consider the principal or most advantageous market in which it would transact and consider assumptions that market participants would use when pricing the asset or liability, such as inherent risk, transfer restrictions and risk of non-performance.

An established fair value hierarchy requires the company to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is both available and significant to the fair value measurement. Three levels of inputs may be used to measure fair value:

*Level 1* - Quoted prices in active markets for identical assets or liabilities.

*Level 2* - Observable inputs other than quoted prices in active markets for identical assets and liabilities, such as quoted prices for identical or similar assets or liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

*Level 3* - Inputs that are generally unobservable and are supported by little or no market activity and that are significant to the fair value determination of the assets or liabilities.

The determination of fair value requires judgments, assumptions and estimates and may change over time.

## **OUTSTANDING SHARE DATA**

As of the date of this MD&A, the Company had 30,908,926 common shares issued and outstanding, stock options exercisable into 2,279,314 common shares and 415,005 restricted share units outstanding.

## **IMPACT OF ACCOUNTING PRONOUNCEMENTS AFFECTING FUTURE PERIODS**

In September 2011, the FASB issued ASU 2011-08, *Intangibles – goodwill and other*. This guidance amends the guidance in ASU 350-20 on testing goodwill for impairment. Entities testing goodwill for impairment now have the option of performing a qualitative assessment before calculating the fair value of the reporting unit (i.e. step 1 of the goodwill impairment test). If entities determine, on the basis of qualitative factors, that the fair value of the reporting unit is more likely than not less than the carrying amount, the two-step impairment test would be required. The ASU does not amend the requirement to test goodwill for impairment between annual tests if events or circumstances warrant; however, it does

revise the examples of events and circumstances that an entity should consider. The amendments are effective for annual and interim goodwill impairments tests performed for fiscal years beginning after December 15, 2011 and early adoption is permitted. We early adopted this guidance for our annual goodwill impairment test for the year ended December 31, 2011.

In June 2011, the FASB issued ASU 2011-05, *Comprehensive Income – Presentation*. This guidance increases the prominence of other comprehensive income by requiring comprehensive income to be reported in either a single statement or two consecutive statements. This eliminates the option to report other comprehensive income and its components in the statement of changes in stockholders' equity. The amendments do not change what items are reported in other comprehensive income. This ASU is effective on a retrospective basis for public entities for fiscal years, and interim periods within those years, beginning after December 15, 2011. This guidance is not expected to have an impact on our consolidated financial statements as we currently report comprehensive income as a single statement.

In November 2008, the SEC announced a proposed roadmap for comment regarding the potential use by U.S. registrants of financial statements prepared in accordance with International financial reporting standards ("IFRS"). IFRS is a comprehensive series of accounting standards published by the International Accounting Standards Board. On February 24, 2010, the SEC issued a statement describing its position regarding global accounting standards. Among other things, the SEC stated that it has directed its staff to execute a work plan, which will include consideration of IFRS as it exists today and after completion of various "convergence" projects currently underway between U.S. and international accounting standards setters. By the end of 2012, assuming completion of certain projects and the SEC staff's work plan, it is expected that the SEC will decide whether to incorporate IFRS into the U.S. financial reporting system. We will continue to monitor the development of the potential implementation of IFRS.

## **DISCLOSURE CONTROLS**

Our management is responsible for establishing and maintaining adequate disclosure controls and procedures for the Company. Our disclosure controls and procedures are designed to ensure that information required to be disclosed in our reports filed with securities regulatory authorities is recorded, processed, summarized and reported within time periods specified in applicable securities regulations, and is accumulated and communicated to our management, including our Chief Executive Officer and our Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

We conducted an evaluation of the effectiveness of our disclosure controls and procedures. An evaluation was carried out under the supervision of, and with the participation of, our management, including our Chief Executive Officer and our Chief Financial Officer, as of December 31, 2011. Based on that evaluation, our Chief Executive Officer and our Chief Financial Officer have concluded that our disclosure controls and procedures were effective as of December 31, 2011 to ensure that information required to be disclosed by us in the reports we file or submit under applicable securities laws and regulations is recorded, processed, summarized, and reported within the time periods specified thereby.

We do not expect that our disclosure controls and procedures will prevent all errors and all fraud, if any. Control procedures, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control procedures are met. Because of the inherent limitations in all control procedures, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within our company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can

occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the control. We considered these limitations during the development of our disclosure controls and procedures and will periodically re-evaluate them to ensure they provide reasonable assurance that such controls and procedures are effective.

## **INTERNAL CONTROL OVER FINANCIAL REPORTING**

### **Management's Annual Report on Internal Control over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rules 13a-15(f) and 15d-15(f) under the U.S. Securities Exchange Act of 1934 and has designed such internal control over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with United States generally accepted accounting principles ("U.S. GAAP").

Our internal control over financial reporting includes those policies and procedures that: (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with U.S. GAAP, and that our receipts and expenditures are being made only in accordance with authorizations of our management and directors; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements on a timely basis. Also, projections of any evaluation of effectiveness of internal control over financial reporting to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Under the supervision and with the participation of our Chief Executive Officer and our Chief Financial Officer, management conducted an evaluation of the effectiveness of our internal control over financial reporting, as of December 31, 2011, based on the framework set forth in *Internal Control-Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on its evaluation under this framework, management concluded that our internal control over financial reporting was effective as of that date.

KPMG LLP ("KPMG"), an independent registered public accounting firm, who audited and reported on our consolidated financial statements as at December 31, 2011 and 2010, has issued an attestation report on management's assessment of our internal control over financial reporting as of December 31, 2011. The attestation report is included in our consolidated financial statements.

There were no changes in our internal control over financial reporting during the year ended December 31, 2011 that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. The design of any system of controls and procedures is based in part upon certain assumptions about the likelihood of certain events. There can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions, regardless of how remote.

## LEGAL PROCEEDINGS

In January 2012, a patent holding company, M2M Solutions LLC, filed a patent litigation lawsuit in the United States District Court for the District of Delaware asserting patent infringement by us. We are currently assessing our obligations and our liability, if any, in respect of this litigation. Although there can be no assurance that an unfavorable outcome would not have a material adverse effect on our operating results, liquidity or financial position, we believe the claims are without merit and will vigorously defend the lawsuit.

In September 2011, a patent holding company, Wi-Lan, Inc., filed a patent litigation lawsuit in the United States District Court for the Eastern District of Texas asserting patent infringement by a number of parties, including us. We are currently assessing our obligations and our liability, if any, in respect of this litigation. Although there can be no assurance that an unfavorable outcome would not have a material adverse effect on our operating results, liquidity or financial position, we believe the claims are without merit and will vigorously defend the lawsuit.

In September 2011, a patent holding company, Mayfair Wireless, LLC, filed a patent litigation lawsuit in the United States District Court for the District of Delaware asserting patent infringement by one or more of our customers. The litigation makes certain allegations concerning the wireless hotspots sold to certain telecommunication carriers by us and our competitors. We are currently assessing our obligations and our liability, if any, in respect of this litigation. In December 2010, this same plaintiff filed a similar lawsuit in the same court asserting patent infringement by a number of parties, including us. The plaintiff filed a Notice of Voluntary Dismissal Without Prejudice in respect of this earlier lawsuit in March 2011.

In August 2011, a patent holding company, Brandywine Communications Technologies, LLC, filed a patent litigation lawsuit in the United States District Court for the Middle District of Florida asserting patent infringement by a number of parties including Sprint Spectrum L.P. and Sprint Nextel Corporation. Sprint has notified us that the lawsuit makes certain allegations concerning the modems sold to them by us and our competitors. We are currently assessing our obligations and our liability, if any, in respect of this litigation. Although there can be no assurance that an unfavorable outcome would not have a material adverse effect on our operating results, liquidity or financial position, we believe the claims are without merit and will vigorously defend our products.

In July 2011, a patent holding company, GPNE Corp., filed a patent litigation lawsuit in the United States District Court for the District of Hawaii asserting patent infringement by a number of parties including Barnes & Noble Inc., selling e-readers and computerized tablet and communication devices with the ability to function with GPRS. Barnes & Noble has notified us that the lawsuit makes certain allegations concerning the modules sold by us and incorporated in their Nook e-reader. Although there can be no assurance that an unfavorable outcome would not have a material adverse effect on our operating results, liquidity or financial position, we believe the claims are without merit and will vigorously defend the lawsuit.

In October 2010, a patent holding company, Eon Corp. IP Holdings, LLC, filed a patent litigation lawsuit in the United States District Court for the Eastern District of Texas asserting patent infringement by a number of parties including one or more of our customers. In January 2012, the lawsuit was transferred to the United States District Court for the Northern District of California. Also in January 2012, the plaintiff filed a patent litigation lawsuit in the United States District Court for the District of Puerto Rico asserting patent infringement by a number of parties, including one or more of our customers. In each case, the litigation makes certain allegations concerning the wireless modems sold to certain

telecommunication carriers by us and our competitors. We are currently assessing our obligations and our liability, if any, in respect of this litigation. Although there can be no assurance that an unfavorable outcome would not have a material adverse effect on our operating results, liquidity or financial position, we believe the claims are without merit and will vigorously defend our products.

In July 2010, Americans for Fair Patent Use, LLC filed a lawsuit in the United States District Court for the Eastern District of Texas asserting false patent marking by a number of device manufacturers, including Sierra Wireless America, Inc., and telecommunication carrier companies, including Sprint Nextel Corporation and Cellco Partnership d/b/a Verizon Wireless. The litigation made certain allegations that products sold by us and our competitors were falsely marked with a number of patents that had expired or that did not cover the marked products. In April 2011, a mutually agreeable settlement was reached by the parties which will not have a material adverse effect on our operating results.

In May 2010, a patent holding company, Golden Bridge Technology Inc., filed a patent litigation lawsuit in the United States District Court for the District of Delaware asserting patent infringement by a number of telecommunication carrier companies, including AT&T Mobility LLC. AT&T Mobility LLC has since been dismissed from this lawsuit. In February 2011, the plaintiff filed a similar lawsuit in the same court asserting patent infringement by a number of additional parties, including us and certain of our customers. In both cases, the litigation makes certain allegations concerning the wireless modems sold by us and our competitors. Both lawsuits have been stayed pending the outcome of mediation occurring in Q1, 2012. We are currently assessing our obligations and our liability, if any, in respect of this litigation. Although there can be no assurance that an unfavorable outcome would not have a material adverse effect on our operating results, liquidity or financial position, we believe the claims are without merit and will vigorously defend the lawsuit.

In February 2010, a patent holding organization, Commonwealth Scientific and Industrial Research Organization, filed a patent litigation lawsuit in the United States District Court for the Eastern District of Texas asserting patent infringement by a number of telecommunication carrier, including one or more of our customers. The litigation initially made certain allegations concerning the wireless modems sold to the carriers by us; however, these allegations have since been withdrawn.

In September 2009, a patent holding company, Xpoint Technologies Inc., filed a patent litigation lawsuit in the United States District Court for the District of Delaware asserting patent infringement by a number of parties, including AT&T Mobility LLC. In the first quarter of 2011, the plaintiff filed a third amended complaint asserting a number of allegations including certain allegations concerning the wireless modems sold to AT&T Mobility LLC by us. AT&T Mobility LLC has advised us that this litigation has been settled, and we believe that the settlement will have no adverse material effect upon us.

In July 2009, a patent holding company, WIAV Networks, LLC, filed a patent litigation lawsuit in the United States District Court for the Eastern District of Texas asserting patent infringement by a number of wireless device manufacturers, including us. The Texas court has transferred the litigation to the United States District Court for the Northern District of California. The California court has dismissed the litigation against a number of parties, including us, and there is no right of appeal with respect to this decision.

In July 2009, a patent holding company, SPH America, LLC, filed a patent litigation lawsuit in the United States District Court for the Eastern District of Virginia asserting patent infringement by a number of device manufacturers, including us, and computer manufacturers, including one or more of our customers.

The litigation, which has been transferred to the United States District Court for the Southern District of California and is in the discovery stage, makes certain allegations concerning the wireless modules sold to the computer manufacturers by us or our competitors. Although there can be no assurance that an unfavorable outcome would not have a material adverse effect on our operating results, liquidity or financial position, we believe the claims are without merit and will vigorously defend the lawsuit.

In July 2009, a patent holding company, Celltrace, LLC, filed a patent litigation lawsuit in the United States District Court for the Eastern District of Texas asserting patent infringement by a number of telecommunication carrier companies including Sprint Spectrum, LP and AT&T Mobility LLC. The litigation makes certain allegations concerning the wireless modems sold to the carriers by us and our competitors. The Court issued a Final Judgment on July 5, 2011 dismissing all claims, counterclaims and third-party claims.

In March and June 2009, a patent holding company, MSTG Inc., filed patent litigation lawsuits in the United States District Court for the Northern District of Illinois asserting patent infringement by a number of telecommunication carrier companies, including AT&T Mobility LLC and Sprint Spectrum, LP, respectively. The carriers have notified us that the lawsuits make certain allegations concerning the wireless data cards and modems sold to those carriers by us and our competitors. In respect of the first matter, the claim construction process has concluded and discovery in the matter is ongoing. The second matter has been settled by Sprint Spectrum, LP, and we believe that the settlement will have no adverse material effect on our operating results. Although there can be no assurance that an unfavorable outcome would not have a material adverse effect on our operating results, liquidity or financial position, we believe the claims are without merit and will vigorously defend the lawsuit.

In September 2007, a patent holding company, NTP, Inc., filed a patent litigation lawsuit in the United States District Court for the Eastern District of Virginia asserting patent infringement by a telecommunication carrier, AT&T Mobility LLC. In December 2010, AT&T Mobility LLC made certain allegations concerning the wireless modems sold to them by us and we have responded to them. A decision of the Court of Appeal for the Federal Circuit ordered reconsideration by the Patent Office of its re-examination decision regarding the patent that the plaintiff claims has been infringed in this lawsuit. Although there can be no assurance that an unfavorable outcome would not have a material adverse effect on our operating results, liquidity or financial position, we believe the claims are without merit and will vigorously defend the lawsuit.

In November 2007, a patent holding company, Technology Patents LLC, filed a patent litigation lawsuit in the United States District Court for the Southern Division of the District of Maryland asserting patent infringement by companies in the cellular phone industry, including a telecommunication carrier, AT&T Mobility LLC. In August 2010, AT&T Mobility LLC made certain allegations concerning the wireless modems sold to them by us and we have responded to them. On summary judgment, AT&T Mobility LLC was found not to have infringed the asserted patents. In September 2011, Technology Patents LLC filed an appeal to the Federal Circuit. Although there can be no assurance that an unfavorable outcome would not have a material adverse effect on our operating results, liquidity or financial position, we believe the claims are without merit and will vigorously defend the lawsuit.

We are engaged in certain other claims, legal actions and arbitration matters, all in the ordinary course of business, and believe that the ultimate outcome of these claims, legal actions and arbitration matters will not have a material adverse effect on our operating results, liquidity or financial position.

## RISKS AND UNCERTAINTIES

Our business is subject to significant risks and uncertainties and past performance is no guarantee of future performance. The risks and uncertainties described below are those which we currently believe to be material, and do not represent all of the risks that we face. Other risks and uncertainties may become material in the future or ones we currently believe to be immaterial may become material in the future. If any of the following risks actually occurs, our business, financial condition and results of operations, as well as the market price of our common shares, could be materially adversely affected.

*Our financial results are subject to fluctuations that could affect the market price of our common shares.*

Our revenue, gross margin, operating earnings and net earnings may vary from quarter to quarter and could be significantly impacted by a number of factors, including:

- Price and product competition, which may result in lower selling prices for some of our products or lost market share;
- Price and demand pressure on our products from our customers as they experience pressure in their businesses;
- Concentration in our customer base;
- The development and timing of the introduction of our new products;
- Transition periods associated with the migration of new technologies;
- The securing of channel slots for new products and the timing of sales orders and OEM and carrier customer sell through;
- Design win cycles in our embedded module business;
- Potential commoditization and saturation in certain markets;
- The ability to accurately forecast demand in order to properly align the purchase of components and the appropriate level of manufacturing capability;
- Product mix of our sales. Our products have different gross margins – for example the embedded module product line has lower gross margins than the higher margin rugged mobile product line;
- Possible delays or shortages in component supplies;
- Possible delays in the manufacture or shipment of current or new products;
- Possible product quality or factory yield issues that may increase our cost of goods sold;
- Seasonality in demand;
- The amount of inventory held by our channel partners;
- Possible fluctuations in certain foreign currencies relative to the U.S. dollar affect foreign denominated revenue, cost of goods sold and operating expenses;
- The achievement of milestones related to our professional services contracts; and
- Possible cyclical fluctuations related to the evolution of wireless technologies;



- Operating expenses are generally fixed in the short-term and therefore difficult to rapidly adjust to different levels of business.

Any of the factors listed above could cause significant variations in our revenues, gross margin and earnings in any given quarter. Therefore, our quarterly results are not necessarily indicative of our overall business, results of operations, and financial condition.

Quarterly variations in operating results or any of the other factors listed above, changes in financial estimates by securities analysts, or other events or factors may result in wide fluctuations in the market price of our common shares. In addition, the global financial markets have experienced significant price and volume fluctuations that have particularly affected the market prices of equity securities of many technology companies and that often have been unrelated to the operating performance of these companies or have resulted from the failure of the operating results of such companies to meet market expectations in a particular quarter. Broad market fluctuations or any failure of the Company's operating results in a particular quarter to meet market expectations may adversely affect the market price of our common shares.

***Competition from new or established wireless communication companies or from those with greater resources may prevent us from increasing or maintaining our market share and could result in price reductions and/or loss of business with resulting reduced revenues and gross margins.***

The wireless communications industry is highly competitive and we have experienced and expect to continue to experience intense competition. More established and larger companies with different business models, strong brands and greater financial, technical and marketing resources sell products that compete with ours and we expect this competition to intensify. Business combinations by our competitors or the network carriers could weaken our competitive position. We also may introduce new products that will put us in direct competition with major new competitors. Existing or future competitors may be able to respond more quickly to technological developments and changes and introduce new products before we do, or may independently develop and patent technologies and products that are superior to ours or achieve greater acceptance due to factors such as more favourable pricing, more desired or better quality features or more efficient sales channels. If we are unable to compete effectively with our competitors' pricing strategies, technological advances and other initiatives, we may lose customer orders and market share and we may need to reduce the price of our products, resulting in reduced revenue and reduced gross margins.

***The loss of any of our significant customers could adversely affect our revenue and profitability, and therefore shareholder value.***

We sell our products through network carriers, resellers and OEMs and we are dependent on a limited number of customers for a significant portion of our revenue. Most of these network carriers, resellers and OEMs also sell products of our competitors. Accordingly, our business and future success depends on our ability to maintain and build on existing relationships and develop new relationships with network carriers, resellers and OEMs. If any of our significant customers, for any reason, discontinues their relationship with us or reduces or postpones current or expected purchase orders for products, or suffers from business failure, our revenues and profitability could decline, perhaps materially. We expect that a limited number of significant customers will account for a significant portion of our revenues for the foreseeable future. In the year ended December 31, 2011, three customers individually accounted for more than 10% of our revenue and represented approximately 36% of our revenue. In the year ended December 31, 2010, two customers individually accounted for more than 10% of our revenue, and in aggregate, these two customers represented approximately 26% of our revenue.

In addition, our current customers purchase our products under purchase orders. Our customers have no contractual obligation to continue to purchase our products following our fulfillment of current purchase orders and if they do not continue to make purchases, our revenue and our profitability could decline, perhaps materially.

***We may infringe on the intellectual property rights of others.***

Our business success depends on us not infringing on the intellectual property rights owned by others. The industry in which we operate has many participants that own, or claim to own, proprietary intellectual property. In the past we have received, and in the future may receive assertions or claims from third parties alleging that our products violate or infringe their intellectual property rights. We may be subject to these claims directly or through indemnities against these claims which we have provided to certain customers and other third parties. Our component suppliers and technology licensors do not typically indemnify us against these claims and therefore we do not have recourse against them in the event a claim is asserted against us or a customer we have indemnified. Activity in this area by third parties, particularly those with tenuous claims, is increasing, resulting in us taking a more aggressive defensive approach, which may result in increased litigation. In the last few years, patent claims have been brought against us by third parties whose primary (or sole) business purpose is to acquire patents and other intellectual property rights, and not to manufacture and sell products and services. These entities aggressively pursue patent litigation, resulting in increased litigation costs for us. We expect that this recent development will continue for the foreseeable future. Rights to intellectual property can be difficult to verify and litigation may be necessary to establish whether or not we have infringed the intellectual property rights of others. In many cases, these third parties are companies with substantially greater resources than us, and they may be able to, and may choose to, pursue complex litigation to a greater degree than we could. Regardless of whether these infringement claims have merit or not, we may be subject to the following:

- We may be liable for potentially substantial damages, liabilities and litigation costs, including attorneys' fees;
- We may be prohibited from further use of our intellectual property and may be required to cease selling our products that are subject to the claim;
- We may have to license third party intellectual property, incurring royalty fees that may or may not be on commercially reasonable terms. In addition, there is no assurance that we will be able to successfully negotiate and obtain such a license from the third party;
- We may have to develop a non-infringing alternative, which could be costly and delay or result in the loss of sales. In addition, there is no assurance that we will be able to develop such a non-infringing alternative;
- Management's attention and resources may be diverted;
- Our relationships with customers may be adversely affected; and
- We may be required to indemnify our customers for certain costs and damages they incur in such a claim.

In addition to being liable for substantial damages in the event of an unfavourable outcome in such a claim and our inability to either obtain a license from the third party on commercial terms or develop a non-infringing alternative, our business, operating results and financial condition may be materially adversely affected and we may have to cease the sale of certain products and restructure our business.

We license technology, intellectual property and software from third parties for use in our products and from time to time may be required to license additional intellectual property. In some cases, these licenses provide us with certain pass-through rights for the use of other third party intellectual property. There is no assurance that we will be able to maintain our third party licenses or obtain new licenses when required and this inability could materially adversely affect our business and operating results and the quality and functionality of our products. In addition, there is no assurance that third party licenses we execute will be on commercially reasonable terms.

Under purchase orders and contracts for the sale of our products we may provide indemnification to our customers for potential intellectual property infringement claims for which we may have no corresponding recourse against our third party licensors. This potential liability, if realized, could materially adversely affect our business, operating results and financial condition.

***We depend on a limited number of third parties to purchase certain components and manufacture our products. If they do not manufacture our products properly or cannot meet our needs in a timely manner, we may be unable to fulfill our product delivery obligations and our costs may increase, and our revenue and margins could decrease.***

We outsource the purchase of certain components and the manufacturing of our products to a limited number of third parties and depend heavily on the ability of these manufacturers to meet our needs in a timely and satisfactory manner at a reasonable cost. We primarily rely on one manufacturer, who may terminate the manufacturing contract with us at the end of any contract year. Our reliance on third party manufacturers subjects us to a number of risks, including the following:

- The absence of guaranteed or adequate manufacturing capacity;
- Reduced control over delivery schedules, production levels, manufacturing yields, costs and product quality;
- Potential business interruption due to unexpected events such as natural disasters, labor unrest or geopolitical events;
- Their inability to secure adequate volumes of components in a timely manner at a reasonable cost; and
- Unexpected increases in manufacturing costs.

If we are unable to successfully manage any of these risks or to locate alternative or additional manufacturers or suppliers in a timely and cost-effective manner, we may not be able to deliver products in a timely manner. In addition, our results of operations could be harmed by increased costs, reduced revenues and reduced margins.

Under our manufacturing agreements, in many cases we are required to place binding purchase orders with our manufacturers well in advance of our receipt of binding purchase orders from our customers. In this situation, we consider our customers' good faith, non-binding forecasts of demand for our products. As a result, if the number of actual products ordered by our customers is materially different from the number of products we have instructed our manufacturer to build (and purchase components in respect of), then, if too many components have been purchased by our manufacturer, we may be required to purchase such excess component inventory, or, if an insufficient number of components have been purchased by our manufacturer, we may not be in a position to meet all of our customers' requirements. If we are unable to successfully manage our inventory levels and respond to our customers' purchase

orders based on their forecasted quantities, our business, operating results and financial condition could be adversely affected.

***We depend on single source suppliers for some components used in our products and if these suppliers are unable to meet our demand the availability of our products may be materially adversely affected.***

Our products are comprised of components some of which are procured from single source suppliers, including where we have licensed certain software embedded in a component. From time to time, certain components used in our products have been, and may continue to be in short supply worldwide and shortages in allocation of components may result in a delay in filling orders from our customers, which may adversely affect our business. In addition, our single source suppliers may experience damage or interruption in their operations, become insolvent or bankrupt, or experience claims of infringement, all of which could delay or stop their shipment of components to us, which may adversely affect our business, operating results and financial condition. Alternate sources of components may not be available. If there is a shortage of any such components and we cannot obtain an appropriate substitute, we may not be able to deliver sufficient quantities of our products, we may lose business or customers and our operating results and financial condition may be materially adversely affected.

***We may have difficulty responding to changing technology, industry standards and customer requirements, which could cause us to be unable to develop new products in a timely manner which meet the needs of our customers.***

The wireless communications industry is subject to rapid technological change. Our business and future success will depend, in part, on our ability to accurately predict and anticipate evolving wireless technology standards and develop products that keep pace with the continuing changes in technology, evolving industry standards and changing customer and end-user preferences and requirements. Our products embody complex technology that may not meet those standards, preferences and requirements. Our ability to design, develop and commercially launch new products depends on a number of factors, including, but not limited to the following:

- Our ability to attract and retain skilled technical employees;
- The availability of critical components from third parties;
- Our ability to successfully complete the development of products in a timely manner;
- The ability of third parties to complete and deliver on outsourced product development engagements; and
- Our ability to design and manufacture products at an acceptable cost and quality.

A failure by us, or our suppliers, in any of these areas, or a failure of new products to obtain commercial acceptance, could mean we receive less revenue than we anticipate and we may be unable to recover our research and development expenses, and such a failure may result in a decrease in the market price for our shares.

We develop products to meet our customers' requirements. OEM customers award design wins for the integration of wide area wireless embedded modules on a platform by platform basis. Current design wins do not guarantee future design wins. If we are unable or choose not to meet our customers' future needs, we may not win their future business and our revenue and profitability may decrease.

In addition, wireless communications service providers require that wireless data systems deployed on their networks comply with their own standards, which may differ from the standards of other providers. We may be unable to successfully address these developments on a timely basis or at all. Our failure to respond quickly and cost-effectively to new developments through the development of new products or enhancements to existing products could cause us to be unable to recover significant research and development expenses and reduce our revenues.

***Continued difficult or uncertain economic conditions could adversely affect our revenue and profitability.***

A significant portion of our business is in the United States, Europe and the Asia-Pacific region and we are particularly exposed to the downturns and current uncertainties in those economies. The global market turmoil could lead to an increased level of commercial and consumer delinquencies, lack of consumer confidence, increased market volatility and widespread reduction of business activity generally. To the extent that we experience further global economic deterioration, or deterioration in one of our large markets in the United States, Europe or the Asia-Pacific region, the resulting economic pressure on our customers may cause them to end their relationship with us, reduce or postpone current or expected purchase orders for our products, or suffer from business failure, resulting in a decline in our revenues and profitability that could be material.

It is difficult to estimate or project the level of economic activity, including economic growth, in the markets we serve. As our budgeting and forecasting is based on the demand for our products and services, these economic uncertainties result in it being difficult for us to estimate future revenue and expenses.

***Fluctuations in exchange rates between the U.S. dollar and other currencies, including the Canadian dollar, Euro and Australian dollar may affect our operating results.***

We are exposed to currency fluctuations and exchange rate risk on all operations conducted in currencies other than the United States dollar. We cannot accurately predict the future effects of foreign currency fluctuations on our financial condition or results of operations.

The majority of our revenues are denominated in U.S. dollars while a significant amount of our research and development, marketing and administration costs are denominated in currencies other than the U.S. dollar; primarily the Canadian dollar and the Euro. To the extent that exchange rates between the U.S. dollar and the Canadian dollar and Euro fluctuate, we will experience an impact on our earnings.

***As our business expands internationally, we will be exposed to additional risks relating to international operations.***

We intend to continue to grow our international business. Our expansion into international operations exposes us to additional risks unique to such international markets, including the following:

- Increased credit management risks and greater difficulties in collecting accounts receivable;
- Unexpected changes in regulatory requirements, wireless communications standards, exchange rates, trading policies, tariffs and other barriers;
- Uncertainties of international laws and enforcement relating to the protection of intellectual property;

- Economic or political instability;
- Potential adverse tax consequences;
- Difficulty in managing a worldwide workforce in compliance with local laws, that vary from country to country; and
- Consumer protection laws that impose additional requirements on us or restrict our ability to provide limited warranty protection.

***We may be unable to attract or retain key personnel which may harm our ability to compete effectively.***

Our success depends in large part on the abilities and experience of our executive officers and other key employees. Competition for highly skilled management, technical, research and development and other key employees is intense in the wireless communications industry. We may not be able to retain our current executive officers or key employees and may not be able to hire and transition in a timely manner experienced and highly qualified additional executive officers and key employees as needed to achieve our business objectives. We do not have fixed-term employment agreements with our key personnel. The loss of executive officers and key employees could disrupt our operations and our ability to compete effectively could be adversely affected.

***We rely on certain internal processes, networks and systems to efficiently operate and report on our business.***

Failure of these internal processes, networks or systems could negatively impact our ability to operate or accurately report on our business.

***Acquisitions of companies or technologies may result in disruptions to our business or may not achieve the anticipated benefits.***

As part of our business strategy, we have acquired and may continue to acquire additional assets and businesses principally relating to or complementary to our current operations. On February 27, 2009, we completed our acquisition of Wavecom. Any acquisitions and/or mergers by us will be accompanied by the risks commonly encountered in acquisitions of companies. These risks include, among other things:

- Exposure to unknown liabilities of acquired companies, including unknown litigation related to acts or omissions of our acquired company and/or its directors and officers prior to the acquisition;
- Higher than anticipated acquisition and integration costs and expenses;
- Effects of costs and expenses of acquiring and integrating new businesses on our operating results and financial condition;
- The difficulty and expense of integrating the operations and personnel of the acquired companies;
- Possible use of cash to support the operations of an acquired business;
- Possible increase in foreign exchange translation risk depending on the denomination of the revenue and expenses of the acquired business;
- Disruption of our ongoing business;

- Diversion of management's time and attention away from our existing business during the integration process;
- Failure to maximize our financial and strategic position by the successful incorporation of acquired technology;
- The inability to implement uniform standards, controls, procedures and policies;
- The loss of key employees and customers as a result of changes in management;
- A possible decrease in our share price, if, as a result of the growth of the Company, we decide to raise additional capital through an offering of common shares, preference shares or debt; and
- Possible dilution to our shareholders if the purchase price is paid in common shares or securities convertible into common shares.

In addition, geographic distances may make integration of businesses more difficult. We may not be successful in overcoming these risks or any other problems encountered in connection with any acquisitions. If realized, these risks could reduce shareholder value.

***Misappropriation of our intellectual property could place us at a competitive disadvantage.***

Our intellectual property is important to our success. We rely on a combination of patent protection, copyrights, trademarks, trade secrets, licenses, non-disclosure agreements and other contractual agreements to protect our intellectual property. Third parties may attempt to copy aspects of our products and technology or obtain information we regard as proprietary without our authorization. If we are unable to protect our intellectual property against unauthorized use by others it could have an adverse effect on our competitive position.

Our strategies to deter misappropriation could be inadequate due to the following risks:

- Non-recognition of the proprietary nature or inadequate protection of our methodologies in the United States, Canada, France or other foreign countries;
- Undetected misappropriation of our intellectual property;
- The substantial legal and other costs of protecting and enforcing our rights in our intellectual property; and
- Development of similar technologies by our competitors.

In addition, we could be required to spend significant funds and our managerial resources could be diverted in order to defend our rights, which could disrupt our operations.

***We have been subject to, and may in the future be subject to, certain class action lawsuits, which if decided against us, could require us to pay substantial judgments, settlements or other penalties.***

In addition to being subject to litigation in the ordinary course of business, in the future, we may be subject to class actions and other securities litigation and investigations. We expect that this type of litigation will be time consuming, expensive and distracting from the conduct of our daily business. It is possible that we will be required to pay substantial judgments, settlements or other penalties and incur expenses that could have a material adverse effect on our operating results, liquidity or financial position. Expenses incurred in connection with these lawsuits, which include substantial fees of lawyers and other professional advisors and our obligations to indemnify officers and directors who may be parties to such actions, could materially adversely affect our operating results, liquidity or financial position. We do not

know if any of this type of litigation and resulting expenses will be covered by insurance. In addition, these lawsuits may cause our insurance premiums to increase in future periods.

***We depend on wireless network carriers to offer acceptable wireless data and voice communications services for our products to operate.***

Our products can only be used over wireless data and voice networks operated by third parties. Our business and future growth depends, in part, on the successful deployment by network carriers of next generation wireless data and voice networks and the network carriers' ability to grow their subscriber base. If these network carriers delay the deployment or expansion of next generation networks or fail to offer effective and reliable service, or fail to price and market their services effectively, sales of our products will decline and our revenues will decrease.

***Government regulation could result in increased costs and inability to sell our products.***

Our products are subject to certain mandatory regulatory approvals in the United States, Canada, the European Union, the Asia-Pacific region and other regions in which we operate. For example, in the United States, the Federal Communications Commission regulates many aspects of communications devices. In Canada, similar regulations are administered by the Ministry of Industry, through Industry Canada. European Union directives provide comparable regulatory guidance in Europe. Although we have obtained all the necessary Federal Communications Commission, Industry Canada and other required approvals for the products we currently sell, we may not obtain approvals for future products on a timely basis, or at all. In addition, regulatory requirements may change or we may not be able to obtain regulatory approvals from countries in which we may desire to sell products in the future.



**CONSENT OF INDEPENDENT REGISTERED  
PUBLIC ACCOUNTING FIRM**

The Board of Directors  
Sierra Wireless, Inc.

We consent to the inclusion in this annual report on Form 40-F of:

- Our Report of Independent Registered Public Accounting Firm dated March 5, 2012 on the consolidated balance sheets of Sierra Wireless, Inc. ("the Company") and subsidiaries as at December 31, 2011 and 2010, and the related consolidated statements of operations, equity, comprehensive loss and cash flows for each of the years in the three-year period ended December 31, 2011; and
- our Report of Independent Registered Public Accounting Firm dated March 5, 2012 on the Company's internal control over financial reporting as of December 31, 2011

each of which is contained in this annual report on Form 40-F of the Company for the year ended December 31, 2011. We also consent to the incorporation by reference of each of the above reports into the Company's Registration Statement on Form S-8, File No. 333-147872.

/s/ KPMG LLP

Chartered Accountants

Vancouver, Canada  
March 5, 2012

**CERTIFICATION PURSUANT TO  
RULE 13a-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED**

I, Jason W. Cohenour, certify that:

1. I have reviewed this annual report on Form 40-F of Sierra Wireless, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this report;
4. The issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the issuer and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the issuer's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the issuer's internal control over financial reporting; and

5. The issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the issuer's auditors and the audit committee of the issuer's board of directors (or persons performing the equivalent functions):
- a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the issuer's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the issuer's internal control over financial reporting.

Date: March 5, 2012

/s/ JASON W. COHENOUR  
Jason W. Cohenour  
Chief Executive Officer

**CERTIFICATION PURSUANT TO  
RULE 13a-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED**

I, David G. McLennan, certify that:

1. I have reviewed this annual report on Form 40-F of Sierra Wireless, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this report;
4. The issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the issuer and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the issuer's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the issuer's internal control over financial reporting; and

5. The issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the issuer's auditors and the audit committee of the issuer's board of directors (or persons performing the equivalent functions):
- a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the issuer's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the issuer's internal control over financial reporting.

Date: March 5, 2012

/s/ DAVID G. MCLENNAN

David G. McLennan  
Chief Financial Officer

**CERTIFICATE OF THE CHIEF EXECUTIVE OFFICER  
PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the annual report of Sierra Wireless, Inc. (the "Corporation") on Form 40-F for the fiscal year ending December 31, 2011, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Jason W. Cohenour, Chief Executive Officer of the Corporation, certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in this Report fairly presents, in all material respects, the financial condition and results of operations of the Corporation.

Dated at Richmond, British Columbia, Canada this March 5, 2012.

/s/ JASON W. COHENOUR  
Jason W. Cohenour  
Chief Executive Officer

This certification accompanies the Report pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by the Sarbanes-Oxley Act of 2002, be deemed filed by the Corporation for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

**CERTIFICATE OF THE CHIEF FINANCIAL OFFICER  
PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the annual report of Sierra Wireless, Inc. (the "Corporation") on Form 40-F for the fiscal year ending December 31, 2011, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, David G. McLennan, Chief Financial Officer of the Corporation, certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in this Report fairly presents, in all material respects, the financial condition and results of operations of the Corporation.

Dated at Richmond, British Columbia, Canada this March 5, 2012.

/s/ DAVID G. MCLENNAN  
David G. McLennan  
Chief Financial Officer

This certification accompanies the Report pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by the Sarbanes-Oxley Act of 2002, be deemed filed by the Corporation for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.