SIERRA WIRELESS®

NOTICE OF 2022 ANNUAL GENERAL MEETING OF SHAREHOLDERS OF

SIERRA WIRELESS, INC.

TO BE HELD ON June 2, 2022

MANAGEMENT INFORMATION CIRCULAR

DATED April 28, 2022

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NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

Notice is hereby given that the annual general meeting (the “Meeting”) of holders of common shares (“Shareholders”) of Sierra Wireless, Inc. (the “Corporation”) will be held at the Corporation’s head office at 13911 Wireless Way, Richmond, British Columbia, Canada and virtually at https://meetnow.global/MAQKN7, on Thursday, June 2, 2022 at 12:00 p.m. (Pacific Time), for the following purposes:

1. to receive the audited consolidated financial statements of the Corporation for the year ended December 31, 2021, and the auditors’ report thereon;
2. to appoint Ernst & Young LLP, Chartered Professional Accountants, as auditors of the Corporation for the ensuing year and to authorize the directors to fix the remuneration of the auditors;
3. to elect directors for the ensuing year;
4. to consider and, if deemed advisable, pass an ordinary resolution to approve certain amendments to the Corporation’s 2011 Treasury Based Restricted Share Unit Plan;
5. to consider and, if deemed advisable, approve an advisory resolution to accept the Corporation’s approach to executive compensation; and
6. to transact such other business as may properly come before the Meeting.

The specific details of the foregoing matters to be put before the Meeting are set forth in the Management Information Circular accompanying this Notice of Meeting.

Given the continuing uncertainty relating to the coronavirus ("COVID-19") pandemic, its public health impact, the associated potential restrictions on and the risk in attending large group gatherings and to mitigate risks to the health and safety of the Corporation’s community, Shareholders, employees and other stakeholders, the

Corporation has made arrangements to enable Shareholders to attend and vote virtually at this year’s Meeting. Registered Shareholders and duly appointed proxyholders will be able to listen to the Meeting, ask questions and vote at the Meeting online in real time. Non-registered shareholders will be able to attend the Meeting virtually as guests, but guests will not be able to vote at the Meeting.

The Meeting will be available online at https://meetnow.global/MAQKN7. A guide to how to login to, and vote at, the Meeting can be found on page 2 of the Management Information Circular accompanying this Notice of Meeting.

Only Shareholders of record at the close of business on April 21, 2022 are entitled to receive notice of the Meeting and to vote at the Meeting.

To ensure your representation at the Meeting, return the enclosed proxy, whether or not you plan to personally attend the Meeting. Sending your proxy will not prevent you from voting in person at the Meeting. All proxies completed by **registered Shareholders** must be returned to the Corporation:

- by delivering the proxy to the Corporation's transfer agent, Computershare Investor Services Inc. ("Computershare") at its office at 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, for receipt not later than Tuesday, May 31, 2022, at 12:00 p.m. (Pacific Time);
- by fax to the Toronto office of Computershare Investor Services Inc., Attention: Proxy Tabulation at 416-263-9524 (outside of North America) or 1-866-249-7775 (within North America) not later than Tuesday, May 31, 2022, at 12:00 p.m. (Pacific Time); or
- by telephone or internet, as instructed in the enclosed form of proxy, not later than Tuesday, May 31, 2022, at 12:00 p.m. (Pacific Time).

Non-registered Shareholders whose shares are registered in the name of an intermediary should carefully follow voting instructions provided by the intermediary. A more detailed description on returning proxies by non-registered Shareholders can be found on page 2 of the Management Information Circular accompanying this Notice of Meeting.

Impact of COVID-19: The Corporation is carefully monitoring the public health impact of the COVID-19 pandemic on a daily basis, and may decide to modify the date, time or location of the Meeting depending on the situation. While we understand this could disrupt the plans of those who plan to attend the Meeting, our first priority is the health and safety of our communities, Shareholders, employees and other stakeholders. In the event we decide to modify the date, time or location of the Meeting, Shareholders will be notified and provided with additional details in a press release, at our website at https://www.sierrawireless.com/company/newsroom/ and pursuant to filings we make with Canadian and United States securities regulatory authorities. As always, we encourage you to vote your shares prior to the Meeting.

DATED at Richmond, British Columbia, this 28th day of April, 2022.

By Order of the Board of Directors

Jennifer A. Farac
Corporate Secretary

April 28, 2022

Dear Shareholder:

On behalf of the Board of Directors (the "Board") and Management of Sierra Wireless, Inc. (the "Corporation"), we cordially invite you to attend the annual general meeting (the "Meeting") of the holders of common shares of the Corporation ("Shareholders") to be held at our Richmond, British Columbia headquarters located at 13911 Wireless Way, Richmond, British Columbia and virtually at https://meetnow.global/MAQKN7 on Thursday, June 2, 2022 at 12:00 p.m. (Pacific Time).

This management information circular (the "Information Circular") contains a description of business that will be conducted at the Meeting, along with materials highlighting our activities and performance during the year.

Your participation in the affairs of the Corporation is important to us. Should you be unable to attend the Meeting, there are instructions included within the Information Circular describing the process for providing your voting instructions to ensure that your voice is heard. The proxy voting instructions can be found on page 2 of this Information Circular.

Given the continuing uncertainty relating to the coronavirus ("COVID-19") pandemic, its public health impact, the associated potential restrictions on and the risk in attending large group gatherings and to mitigate risks to the health and safety of the Corporation's community, Shareholders, employees and other stakeholders, the Corporation has made arrangements to enable Shareholders to attend and vote virtually at this year's Meeting. Registered Shareholders and duly appointed proxyholders will be able to listen to the Meeting, ask questions and vote at the Meeting online in real time. Non-registered Shareholders who have not duly appointed themselves as proxyholder will be able to attend the Meeting virtually as guests, but guests will not be able to vote at the Meeting.

The Meeting will be available online at https://meetnow.global/MAQKN7. In addition to the information below, a detailed guide to how to login to, and vote at, the Meeting can be found on page 4 of this Information Circular.

Shareholders may attend the Meeting virtually using an internet connected device such as a laptop, computer, tablet or mobile phone and the meeting platform will be supported across browsers and devices that are running the most updated version of the applicable software plugins. Those wishing to attend and vote at the Meeting will need to ensure that they remain connected to the Meeting at all times in order to vote when balloting commences, and it is such persons' responsibility to ensure internet connectivity for the duration of the Meeting. The steps that Shareholders will need to follow to access the Meeting will depend on whether they are registered Shareholders or non-registered Shareholders. Please read and follow the applicable instructions below carefully. If Shareholders decide to attend this year's Meeting in person, Shareholders will be required to review the Corporation's COVID-19 protocols upon arrival at the Meeting and sign an acknowledgement of adherence to such protocols in order to be admitted to the Meeting.

The Corporation is carefully monitoring the public health impact of the COVID-19 pandemic on a daily basis, and may decide to modify the date, time or location of the Meeting depending on the situation. While we understand this could disrupt the plans of those who plan to attend the Meeting, our first priority is the health and safety of our communities, Shareholders, employees and other stakeholders. In the event we decide to modify the date, time or location of the Meeting, Shareholders will be notified and provided with additional details in a press release, at our website at https://www.sierrawireless.com/company/newsroom/ and pursuant to filings we make with Canadian and United States securities regulatory authorities. As always, we encourage you to vote your shares prior to the Meeting.

Sincerely,

Philip Brace President and Chief Executive Officer	Russell N. Jones Chair of the Board

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MANAGEMENT INFORMATION CIRCULAR

As at April 28, 2022

GENERAL PROXY INFORMATION

Solicitation of Proxies

This Information Circular is provided in connection with the solicitation of proxies by Management for use at the Meeting. Solicitation of proxies from registered Shareholders will primarily be by mail or courier, supplemented by telephone or other personal contact by employees or agents of the Corporation at nominal cost. All costs of solicitation will be paid by the Corporation.

The Meeting will be held on Thursday, June 2, 2022 at 12:00 p.m. (Pacific Time) at 13911 Wireless Way, Richmond, British Columbia and virtually at https://meetnow.global/MAQKN7 for the purposes set forth in the accompanying Notice of Meeting. The information contained herein is given as at April 28, 2022 except as otherwise indicated.

The Corporation is carefully monitoring the public health impact of the COVID-19 pandemic on a daily basis, and may decide to modify the date, time or location of the Meeting depending on the situation. While we understand this could disrupt the plans of those who plan to attend the Meeting, our first priority is the health and safety of our communities, Shareholders, employees and other stakeholders. In the event we decide to modify the date, time or location of the Meeting, Shareholders will be notified and provided with additional details in a press release, at our website at https://www.sierrawireless.com/company/newsroom/ and pursuant to filings we make with Canadian and United States securities regulatory authorities. As always, we encourage you to vote your shares prior to the Meeting.

In this document, “you” and “your” refer to the Shareholders of the Corporation and “Sierra Wireless”, the “Corporation”, “we”, “us” or “our” refer to Sierra Wireless, Inc.

Accessing and Voting at the Virtual Meeting

Given the continuing uncertainty relating to the COVID-19 pandemic, its public health impact, the associated potential restrictions on and the risk in attending large group gatherings and to mitigate risks to the health and safety of the Corporation's community, Shareholders, employees and other stakeholders, the Corporation has made arrangements to enable Shareholders to attend and vote virtually at this year's Meeting. Registered Shareholders and duly appointed proxyholders will be able to listen to the Meeting, ask questions and vote at the Meeting online in real time. Non-registered Shareholders who have not duly appointed themselves as proxyholder will be able to attend the Meeting virtually as guests, but guests will not be able to vote at the Meeting.

Registered Shareholder: You are a Registered Shareholder if your name appears on a share certificate or a Direct Registration System statement confirming your holdings. If you are a Registered Shareholder, you have received a "Form of Proxy" for this meeting.

Non-Registered Shareholder: You are a Non-Registered Shareholder if your shares are held through an intermediary (broker, trustee or other financial institution). If you are a Non-Registered Shareholder, you have received a "voting instruction form" for this meeting. Please make sure to follow instructions on your voting instruction form to be able to attend and vote at this meeting.

The Meeting will be available online at https://meetnow.global/MAQKN7.

Shareholders may attend the Meeting virtually using an internet connected device such as a laptop, computer, tablet or mobile phone and the meeting platform will be supported across browsers and devices that are running the most updated version of the applicable software plugins. Those wishing to attend and vote at the Meeting will need to ensure that they remain connected to the Meeting at all times in order to vote when balloting commences, and it is such persons' responsibility to ensure internet connectivity for the duration of the Meeting. The steps that shareholders will need to follow to access the Meeting will depend on whether they are registered Shareholders or non-registered Shareholders. Please read and follow the applicable instructions below carefully. If Shareholders decide to attend this year's Meeting in person, Shareholders will be required to review the Corporation's COVID-19 protocols upon arrival at the Meeting and sign an acknowledgement of adherence to such protocols in order to be admitted to the Meeting.

Registered Shareholders and Duly Appointed Proxyholders

Registered Shareholders and duly appointed proxyholders can participate in the Meeting by clicking "**Shareholder**" and entering a control number or an invite code before the start of the Meeting.

- Registered Shareholders - The 15-digit control number is located on the form of proxy or in the email notification you received.
- Duly appointed proxyholders – Computershare will provide the proxyholder with an invite code by email after the voting deadline has passed.

Shareholders who wish to appoint a third-party proxyholder to represent them at the online Meeting **must submit their proxy or voting instruction form (as applicable) prior to registering their proxyholder. Registering the proxyholder is an additional step once a Shareholder has submitted their proxy/voting instruction form. Failure to register a duly appointed proxyholder will result in the proxyholder not receiving an invite code to participate in the online Meeting.** To register a proxyholder, Shareholders MUST visit **https://www.computershare.com/SierraWireless** by 12:00 p.m. (Pacific Time) on May 31, 2022 and provide Computershare with their proxyholder's contact information, so that Computershare may provide the proxyholder with an invite code via email.

It is important that you are connected to the internet at all times during the Meeting in order to vote when balloting commences.

To participate online, Shareholders must have a valid 15-digit control number and proxyholders must have received an email from Computershare containing an invite code.

Participating at the Virtual Meeting

The Meeting will be hosted online by way of a live audiocast. A summary of the information shareholders will need to attend the online Meeting is provided below. The Meeting will begin at 12:00 p.m. (Pacific Time) on Thursday, June 2, 2022.

- Registered Shareholders that have a 15-digit control number, along with duly appointed proxyholders who were assigned an invite code by Computershare (see details under the heading "Registered Shareholders and Duly Appointed Proxyholders"), will be able to vote and submit questions during the meeting. To do so, please go to https://meetnow.global/MAQKN7 prior to the start of the meeting to login. Click on "**Shareholder**" and enter your 15-digit control number or click on "**Invitation**" and enter your invite code.
- Non-Registered Shareholders wishing to attend the meeting virtually who do not have a 15- digit control number or invite code will only be able attend as a guest by clicking "**Guest**" and completing the online form which allows them to listen to the meeting however you will not be able to vote or submit questions.
- United States Beneficial holders: To attend and vote at the Meeting virtually, you must first obtain a valid legal proxy from your broker, bank or other agent and then register in advance to attend the Meeting. Follow the instructions from your broker or bank included with these proxy materials, or contact your broker or bank to request a legal proxy form. After first obtaining a valid legal proxy from your broker, bank or other agent, to then register to attend the Meeting, you must submit a copy of your legal proxy to Computershare. Requests for registration should be directed to:

  Computershare
100 University Avenue
8th Floor
Toronto, Ontario
M5J 2Y1
OR
Email at: **uslegalproxy@computershare.com**
- Requests for registration must be labeled as "Legal Proxy" and be received no later than 12:00 p.m. (Pacific Time) on May 31, 2021. You will receive a confirmation of your registration by email after we receive your registration materials. You may attend the Meeting and vote your shares at https://meetnow.global/MAQKN7 during the meeting. Please note that you are required to register your appointment at **www.computershare.com/SierraWireless**
- If you are using a 15-digit control number to login to the online Meeting and you accept the terms and conditions, you will be revoking any and all previously submitted proxies. However, in such a case, you will be provided the opportunity to vote by ballot on the matters put forth at the Meeting. If you DO NOT wish to revoke all previously submitted proxies, do not accept the terms and conditions, in which case you can only enter the Meeting as a guest.
- If you are eligible to vote at the Meeting, it is important that you are connected to the internet at all times during the Meeting in order to vote when balloting commences. It is your responsibility to ensure connectivity for the duration of the Meeting.

Appointment of Proxyholder

The persons named in the accompanying form of proxy are officers, directors and/or other nominees of the Corporation. **A Shareholder has the right to appoint as a proxyholder a person or company (who need not be a Shareholder of the Corporation) other than the persons designated in the previous sentence to attend and act on the Shareholder's behalf at the Meeting. To exercise this right, the Shareholder may either insert the name of such other person or company in the blank space provided in the form of proxy or complete and submit another form of proxy.**

A person or company whose name appears on the books and records of the Corporation is a registered Shareholder. A non-registered Shareholder is a beneficial owner of Common Shares that are registered in the name of an intermediary (such as a bank, trust company, securities dealer or broker, or a clearing agency in which an intermediary participates).

Notice to United States Shareholders

The solicitation of proxies by the Corporation is not subject to the requirements of Section 14(a) of the *United States Securities Exchange Act of 1934*, as amended (the "U.S. Exchange Act"), by virtue of an exemption applicable to proxy solicitations by "foreign private issuers" as defined in Rule 3b-4 under the U.S. Exchange Act. Accordingly, this Information Circular has been prepared in accordance with the applicable disclosure requirements in Canada. Residents of the United States should be aware that such requirements are different than those of the United States applicable to proxy statements under the U.S. Exchange Act.

Registered Shareholders

A registered Shareholder may vote Common Shares owned by it at the Meeting either in person or by proxy. A registered Shareholder who wishes to vote in person at the Meeting need not complete or return the form of proxy included with this Information Circular, as those registered Shareholders choosing to attend the Meeting may have their votes taken and counted at the Meeting. However, to ensure your representation at the Meeting, we encourage you to return the enclosed proxy, whether or not you plan to personally attend. Sending your proxy will not prevent you from voting in person at the Meeting.

A registered Shareholder who chooses to vote by proxy can do so using several methods in addition to mailing the enclosed form of proxy. All proxies completed by registered Shareholders must be returned to the Corporation:

- by delivering the proxy to the Corporation's transfer agent, Computershare at its office at 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, for receipt not later than Tuesday, May 31, 2022, at 12:00 p.m. (Pacific Time);

- by fax to the Toronto office of Computershare, Attention: Proxy Tabulation at 416-263-9524 (outside North America) or 1-866-249-7775 (within North America) not later than Tuesday, May 31, 2022, at 12:00 p.m. (Pacific Time); or

- by telephone or internet, as instructed in the enclosed form of proxy, not later than Tuesday, May 31, 2022, at 12:00 p.m. (Pacific Time).

Please review the enclosed form of proxy carefully for additional information and resources for assistance.

To be effective, a proxy form must be received by Computershare no later than 12:00 p.m. (Pacific Time) two days (excluding Saturdays, Sundays, and statutory holidays) preceding the Meeting or any adjournment of the Meeting.

The Common Shares represented by such Shareholder's proxy will be voted or withheld from voting in accordance with the instructions indicated by the Shareholder on the form of proxy or alternative method of voting on any ballot that may be called for.

Shareholders who wish to appoint a third-party proxyholder to represent them at the online Meeting must submit their proxy or voting instruction form (if applicable) prior to registering your proxyholder. Registering your proxyholder is an additional step once you have submitted your proxy or voting instruction form. Failure to register the proxyholder will result in the proxyholder not receiving an invite code to participate in the Meeting. To register a proxyholder, Shareholders MUST visit **https://www.computershare.com/SierraWireless** by 12:00 p.m. (Pacific Time) on May 31, 2022 and provide Computershare with their proxyholder's contact information, so that Computershare may provide the proxyholder with an invite code via email. If a third-party proxyholder is attending the Meeting in person, you DO NOT need to register the appointment.

Without an invite code, proxyholders will not be able to participate online at the Meeting.

Non-Registered Shareholders

We have distributed copies of this Information Circular and accompanying Notice of Meeting to intermediaries for distribution to non-registered Shareholders at the Corporation's expense. Unless a non-registered Shareholder has waived its rights to receive these materials, an intermediary is required to deliver them to the non-registered Shareholder and to seek instructions on how to vote the Common Shares beneficially owned by the non-registered Shareholder. In many cases, intermediaries will have used a service company to forward these Meeting materials to non-registered shareholders.

Non-registered Shareholders who receive these Meeting materials will typically be given the ability to provide voting instructions in one of two ways.

Usually a non-registered Shareholder will be given a voting instruction form, which must be completed and signed by the non-registered Shareholder in accordance with the instructions provided by the intermediary. In this case, a non-registered Shareholder ***cannot*** use the mechanisms described above for registered Shareholders and ***must*** follow the instructions provided by their intermediary (which in some cases may allow the completion of the voting instruction form by telephone or the Internet).

Occasionally, however, a non-registered Shareholder may be given a proxy that has already been signed by the intermediary. This form of proxy is restricted to the number of Common Shares beneficially owned by the non-registered Shareholder but is otherwise not completed. This form of proxy does not need to be signed by the non-registered Shareholder. In this case, the non-registered Shareholder can complete the proxy and vote by mail or facsimile only, as described above for registered Shareholders.

These procedures are designed to enable non-registered Shareholders to direct the voting of their Common Shares. Any non-registered Shareholder receiving either a form of proxy or a voting instruction form who wishes to attend and vote at the Meeting in person (or have another person attend and vote on their behalf), should strike out the names of the persons identified in the form of proxy as the proxy holder and insert the non-registered Shareholder's (or such other person's) name in the blank space provided or, in the case of a voting instruction form, should follow the corresponding instructions provided by the intermediary. **In either case, the non-registered Shareholder should carefully follow the instructions provided by the intermediary.**

Revocability of Proxies

A Shareholder may revoke a proxy by delivering an instrument in writing executed by the Shareholder or the Shareholder's attorney authorized in writing or, where the Shareholder is a corporation, by a duly authorized officer or attorney for the corporation, either to the registered office of the Corporation at Suite 2600, Three Bentall Centre, 595 Burrard Street, P.O. Box 49314, Vancouver, British Columbia, V7X 1L3, at any time up to 12:00

p.m. (Pacific Time) two days (excluding Saturdays, Sundays, and statutory holidays) preceding the Meeting, or if adjourned, any reconvening thereof, or to the Chair of the Meeting on the day of the Meeting before any vote in respect of which the proxy is to be used shall have been taken or in any other manner provided by law.

A revocation does not affect any matter on which a vote has been taken prior to the revocation. A Shareholder of the Corporation may also revoke a proxy by signing a form of proxy bearing a later date and returning such proxy and delivering it to Computershare as aforesaid at any time up to 12:00 p.m. (Pacific Time) two days (excluding Saturdays, Sundays, and statutory holidays) preceding the Meeting or any adjournment thereof.

A person duly appointed under a form of proxy will be entitled to vote the Common Shares represented thereby only if the form of proxy is properly completed and delivered in accordance with the requirements set out above and such proxy has not been revoked.

A registered Shareholder attending the Meeting has the right to vote by attending the virtual Meeting and, if he or she does so, his or her proxy is nullified with respect to the matters such person votes upon and any subsequent matters thereafter to be voted upon at the Meeting or any adjournment thereof.

Voting of Proxies and Discretionary Authority

Unless specifically directed in the form of proxy to withhold the Common Shares represented by the form of proxy from a ballot or show of hands, the proxies named in the accompanying form of proxy shall vote the Common Shares represented by the form of proxy on each ballot or show of hands. Where a choice with respect to any matter to be acted upon has been specified in the form of proxy, the Common Shares will be voted in accordance with the specifications so made.

In the absence of any instructions on the proxy or if such instructions are unclear, Common Shares represented by the form of proxy will be voted IN FAVOUR of each matter identified on the form of proxy, in each case as more particularly described elsewhere in this Information Circular.

The enclosed form of proxy, when properly completed and delivered and not revoked, confers discretionary authority upon the person appointed proxy thereunder to vote with respect to amendments or variations of matters identified in the Notice of Meeting, and with respect to other matters which may properly come before the Meeting. In the event that amendments or variations to matters identified in the Notice of Meeting are properly brought before the Meeting or any further or other matter of business is properly brought before the Meeting, it is the intention of the persons designated in the enclosed form of proxy to vote in accordance with their best judgment on such matter of business. At the time of the printing of this Information Circular, management knows of no such amendment, variation or other matter which may be presented at the Meeting.

Interest of Certain Persons in Matters to be Acted Upon

Other than as disclosed in this Information Circular, no director or executive officer of the Corporation, no person who served as a director or executive officer since the beginning of the last financial year, no person nominated as a director, nor an associate or affiliate of any such persons, has any interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting other than the election of directors, except to the extent that such persons may be directly involved in the normal business of the Meeting or the general affairs of the Corporation.

Interests of Informed Persons in Material Transactions

Other than as disclosed in this Information Circular, no informed person of the Corporation (as that term is defined in National Instrument 51-102 - *Continuous Disclosure Obligations*), proposed nominee for election as a director, or any associate or affiliate of the foregoing, had any material interest, direct or indirect, in any transaction since the commencement of the Corporation's most recently completed financial year or has any material interest, direct or indirect, in any proposed transaction which has materially affected or would materially affect the Corporation or any of its subsidiaries.

Voting Securities and Principal Holders Thereof

The Corporation is authorized to issue an unlimited number of Common Shares of which, as of the date of this Information Circular, 38,332,162 Common Shares are issued and outstanding as fully paid and non-assessable shares. The holders of Common Shares are entitled to one vote for each Common Share held. The Corporation is also authorized to issue an unlimited number of preference shares, issuable in series, of which none are issued and outstanding.

Any Shareholder of record at the close of business on April 21, 2022 (the "Record Date") who either personally attends the Meeting or who has completed and delivered a form of proxy in the manner and subject to the provisions described above shall be entitled to vote or have his Common Shares voted at the Meeting.

Other than as set out below, to the knowledge of the directors and executive officers of the Corporation, as at the date hereof, no person or company beneficially owns or controls or directs, directly or indirectly, 10% or more of the voting rights attached to the outstanding Common Shares:

- As of December 31, 2021, Trigran Investments, Inc. reported control, but not ownership, of 5,029,287 Common Shares or 13.3% of the issued and outstanding Common Shares (based on 37,774,800 Common Shares issued and outstanding as at December 31, 2021).

BUSINESS OF THE MEETING

1. Receipt of Financial Statements

The audited consolidated financial statements of the Corporation for the year ended December 31, 2021, including the auditors' report thereon, are available on SEDAR at www.sedar.com or on the Corporation's website at www.sierrawireless.com/company/investor-information/annual-reports-and-regulatory-filings/. Copies of such financial statements will also be available at the Meeting. No vote will be taken on the financial statements at the Meeting.

2. Appointment of Auditors

At the meeting, the Shareholders will be asked to vote on the re-appointment of Ernst & Young LLP ("EY"), Chartered Professional Accountants, as auditors of the Corporation for the ensuing year and to authorize the Board to fix their remuneration. The term of the auditor shall end at the close of the next annual meeting of the Shareholders. EY was first appointed as auditors of the Corporation on May 19, 2016.

The persons named as proxyholders in the enclosed form of proxy, if not expressly directed to the contrary, intend to vote FOR the appointment of Ernst & Young LLP, Chartered Professional Accountants, as auditors of the Corporation to hold office until the next annual meeting of Shareholders or until a successor is appointed and to authorize the directors to determine the remuneration to be paid to the auditors. A simple majority of the votes cast at the Meeting, whether in person or by proxy, will constitute approval of the resolution to appoint EY as auditors of the Corporation to hold office until the next annual meeting of Shareholders or until a successor is appointed and to authorize the directors to determine the remuneration to be paid to the auditors.

Audit Fees

For the fiscal years ended December 31, 2021 and 2020 the Corporation paid auditors fees as follows:

(in United States dollars)	**2021**	**2020**
Audit fees	$ 1,270,600	$ 1,199,500
Tax fees	9,700	20,711
Audit-related fees	—	—
	$ 1,280,300	**$ 1,220,211**

Audit fees for 2021 and 2020 include fees related to the audit of our year-end financial statements, the audit of our internal control over financial reporting, review of our interim financial statements, statutory audits and services that are normally provided by our auditors in connection with statutory and regulatory filings or engagements for such year. Audit fees for 2021 also included fees related to consent. Tax fees for 2021 related to tax compliance. Tax fees for 2020 related to tax compliance and tax due diligence relating to an acquisition. No audit-related fees were billed by auditors in 2021 and 2020.

3. Election of Directors

The Restated Articles of Incorporation of the Corporation provide that the Board shall consist of a minimum of one director and a maximum of twelve directors. The term of office of each of the present directors expires at the Meeting. The Board presently consists of eleven directors, and it is intended that eight directors be elected at the Meeting for the ensuing year as the Board. Acting on the recommendation of the Governance and Nominating Committee, the Board has determined not to replace three of the current directors, Ms. Robin Abrams, Mr. Thomas Linton and Mr. Mark Twaalfhoven, who are not standing for re-election.

Each director elected will hold office until the next annual meeting of Shareholders of the Corporation or until his or her successor is duly elected or appointed, unless his or her office is earlier vacated in accordance with the By-laws of the Corporation or with the provisions of the *Canada Business Corporations Act* ("CBCA").

Majority Voting Policy

The Board has adopted a majority voting policy pursuant to which, in an uncontested election of directors, each director nominee who does not receive a greater number of Common Shares voted in favour of his or her election than Common Shares "withheld" from voting must tender his or her resignation to the Chair of the Board, to take effect on acceptance by the Board. The Governance and Nominating Committee will consider such tendered resignation and make a recommendation to the Board as to the action to be taken with respect to such tendered resignation. The Board will take formal action on the Governance and Nominating Committee's recommendation no later than 90 days following the date of the Shareholders' meeting and will announce its decision by press release. If the Board declines to accept the resignation, it will include in the press release the reason or reasons for its decision. The director will not participate in the Governance and Nominating Committee or Board deliberations on the resignation.

Advance Notice Provisions

The Corporation's By-Law No. 1 provides for advance notice of nominations of directors ("Advance Notice Provisions") in circumstances where nominations of persons for election to the Board are made by Shareholders other than pursuant to a requisition of a meeting or a Shareholder proposal, in each case made pursuant to the provisions of the CBCA. The Advance Notice Provisions fix deadlines by which a Shareholder must notify the Corporation of nominations of persons for election to the Board as follows: such notice must be provided to the Corporate Secretary of the Corporation (i) in the case of an annual meeting (including an annual and special meeting) of Shareholders, not less than 30 days prior to the date of the meeting; provided, however, that in the event that the meeting is to be held on a date that is less than 50 days after the date (the "Notice Date") on which the first public announcement of the date of the meeting was made, notice by the nominating Shareholder may be given not later than the close of business on the tenth day following the Notice Date; and (ii) in the case of a special meeting (which is not also an annual or annual and special meeting) of Shareholders called for the purpose of electing directors (whether or not called for other purposes), not later than the close of business on the fifteenth day following the day on which the first public announcement of the date of the meeting was made. The Advance Notice Provisions also stipulate that certain information about any proposed nominee and the nominating Shareholder be included in such a notice in order for it to be valid. The purpose of the Advance Notice Provisions is to ensure that all Shareholders, including those participating in a meeting by proxy rather than in person, receive adequate prior notice of director nominations, as well as sufficient information concerning the nominees, and can thereby exercise their voting rights in an informed manner. In addition, the Advance Notice Provisions should assist in facilitating an orderly and efficient meeting process. A copy of the Corporation's By-Law No. 1 is available on SEDAR at www.sedar.com.

The persons named in the enclosed form of proxy, if named as proxy, intend to vote FOR the nominees listed in the table below under the heading "Director Nominees" unless a Shareholder has specified in such Shareholder's proxy that such Shareholder's shares are to be voted against such resolution. Management does not contemplate that any of the nominees will be unable to serve as a director, but if that should occur for any reason prior to the Meeting, the persons named in the enclosed form of proxy reserve the right to vote for another nominee in their discretion. All of the nominees presented for election as directors are currently directors of the Corporation. All persons nominated were recommended to the Board by the Governance and Nominating Committee. The persons nominated and named below are, in the opinion of the Board, well qualified to act as directors and all have confirmed their willingness to serve.

Director Nominees

The following pages set out detailed information on director nominees including:

- place of residence;
- year first elected or appointed as a director;
- age, principal occupation at present and within the preceding five years and whether independent;
- other principal directorships;
- committee memberships and meeting attendance in 2021;
- achievement indicator of minimum share ownership guidelines (as per the method of calculation set forth under the section entitled "Minimum Share Ownership Guidelines"); and
- securities held including the number of Common Shares beneficially owned by each director nominee or over which each exercises control or direction, directly or indirectly.
    - The Common Shares and Restricted Share Units ("RSUs") values at December 31, 2021 were calculated using the closing share price of the Common Shares on the Toronto Stock Exchange (the "TSX") of Cdn$22.30 translated at the spot foreign exchange rate of Cdn$1.00 = US$0.7911 for Canadian resident director nominees and on the Nasdaq Global Market ("NASDAQ") of US$17.62 for non-Canadian resident director nominees.
    - The Common Shares and RSUs values at December 31, 2020 were calculated using the closing share price of the Common Shares on the TSX of Cdn$18.52 translated at the spot foreign exchange rate of Cdn$1.00 = US$0.7852 for Canadian resident director nominees and on the NASDAQ of US$14.61 for non-Canadian resident director nominees.

JAMES R. ANDERSON

Los Gatos, California, U.S.A.
Independent Director since: 2020
Age: 50

James R. Anderson joined the Sierra Wireless Board of Directors in April 2020. Mr. Anderson is Lattice Semiconductor Corporation's ("Lattice") President and Chief Executive Officer and serves on Lattice's Board of Directors. He joined Lattice in September 2018 and has since driven a transformation of the company which has led to record profitability and a significant expansion in market capitalization. Prior to Lattice, Mr. Anderson served as senior vice president and general manager of AMD's Computing and Graphics business group from 2015. Prior to AMD, Mr. Anderson held a broad range of leadership positions spanning general management, engineering, sales, marketing, and strategy at companies including, Intel, Broadcom Limited (formerly, Avago Technologies), and LSI Corporation. Mr. Anderson holds an MBA and Master of Science in electrical engineering and computer science from the Massachusetts Institute of Technology, a Master of Science in electrical engineering from Purdue University, and a Bachelor of Science in electrical engineering from the University of Minnesota.

Board and Committee Memberships	Meeting Attendance		Public Board Memberships
Board of Directors	9/9	100%	Lattice Semiconductor Corporation - NASDAQ
Human Resources Committee	8/9	89%	

Securities held as at fiscal year end

	Common Shares	RSUs	Total Common Shares and RSUs	Total Value of Common Shares and RSUs (US$)	Options	Minimum Share Ownership Guidelines
2021	14,184	8,202	22,386	394,441	—	Meets
2020	—	14,184	14,184	207,228	—	
Change	14,184	(5,982)	8,202	187,213	—	

KARIMA BAWA

Vancouver, British Columbia, Canada
Independent Director since: 2020
Age: 55

Karima Bawa joined the Sierra Wireless Board of Directors in April 2020. Ms. Bawa is a Senior Fellow at the Centre for International Governance and Innovation and is the co-founder of 3D Bridge Solutions Inc. She serves as an IP Advisor and is a board member for the College of Patent Agents and Trademark Agents and is the chair of the board for IP Ontario. Ms. Bawa is also the former General Counsel and Chief Legal Officer for Research In Motion Limited (now BlackBerry). In the 12 years she served at BlackBerry she was a member of the senior leadership team and oversaw a global legal team. Ms. Bawa was also a member of various strategic and operational senior management committees. Ms. Bawa is a lawyer and holds a Bachelor of Science, a Master in Business Administration and an ICD.D certification from the Institute of Corporate Directors.

Board and Committee Memberships	Meeting Attendance		Public Board Memberships
Board of Directors	9/9	100%	None
Audit Committee	4/4[1]	100%	
Governance and Nominating Committee	4/4	100%	

Securities held as at fiscal year end

	Common Shares	RSUs	Total Common Shares and RSUs	Total Value of Common Shares and RSUs (US$)	Options	Minimum Share Ownership Guidelines
2021	—	22,386	22,386	394,923	—	Meets
2020	—	14,184	14,184	206,256	—	
Change	—	8,202	8,202	188,667	—	

[1] Ms. Bawa was appointed to the Audit Committee on June 23, 2021. Her meeting attendance is reflective of the meetings occurring after her appointment.

PHILIP BRACE

Pleasanton, California, U.S.A
Director since: 2021
Age: 51

Mr. Brace has been President and Chief Executive Officer of Sierra Wireless since July 2021 and has overall Management responsibility for the Corporation. Mr. Brace has an extensive technology and operations background and was most recently Executive Vice President at Veritas Technologies. His previous executive roles include President of Seagate Technology's Cloud Systems and Electronic Solutions, Executive Vice President at LSI Corporation, and General Manager at Intel Corporation. Mr. Brace holds a Bachelor's degree in Applied Science from the University of Waterloo and a Master's degree in Electrical Engineering from California State University, Sacramento. His meeting attendance below is reflective of the meetings which occurred after his appointment in 2021.

Board and Committee Memberships	Meeting Attendance		Public Board Memberships
Board of Directors	5/5	100%	None

Securities held as at fiscal year end

	Common Shares	RSUs	Total Common Shares and RSUs	Total Value of Common Shares and RSUs (US$)	Options	Minimum Share Ownership Guidelines
2021	18,000	160,170	178,170	3,139,355	—	Meets[1]
2020	—	—	—	—	—	
Change	18,000	160,170	178,170	3,139,355	—	

[1] Mr. Brace was appointed as President & CEO on July 26, 2021. As per the guidelines, Mr. Brace has five years from his appointment as President & CEO to acquire the minimum share ownership set out in the guidelines.

RUSSELL N. JONES

Ottawa, Ontario, Canada
Independent Director since: 2018
Age: 63

Mr. Jones is a Corporate Director. He is a retired executive with extensive experience in the technology industry and demonstrated experience in financial oversight and reporting. Mr. Jones currently serves on the Board of Directors of Olo Inc., a public B2B SaaS company for the restaurant industry and the Ottawa Hospital Foundation Board. Prior to his retirement, Mr. Jones was CFO of Shopify Inc. He joined Shopify in early 2011 and took the company public in May 2015. Mr. Jones has also held senior executive roles at a number of companies including Mitel Corporation, Newbridge Networks, Watchfire and Quake Technologies. He also co-founded a CFO advisory firm focused on earlier stage technology companies. He is a FCPA, FCA and holds a Bachelor of Commerce (Honours) from Carleton University and an ICD.D certification from the Institute of Corporate Directors.

Board and Committee Memberships	Meeting Attendance		Public Board Memberships
Board of Directors	9/9	100%	Olo Inc. (NYSE) (Audit Committee Chair)
Audit Committee	8/8	100%	
Governance and Nominating Committee	4/4	100%	

Securities held as at fiscal year end

	Common Shares	RSUs	Total Common Shares and RSUs	Total Value of Common Shares and RSUs (US$)	Options	Minimum Share Ownership Guidelines
2021	30,000	35,946	65,946	1,163,388	—	Meets
2020	15,000	27,744	42,744	621,560	—	
Change	15,000	8,202	23,202	541,828	—	

MARTIN D. MC COURT

Issey-les-Moulineaux, France
Independent Director since: 2020
Age: 60

Mr. Mc Court is an independent director who joined the Sierra Wireless Board of Directors in May 2020. He also serves as a member of the Human Resources Committee. Over a 14-year career as EVP Strategy and M&A, CTO and CMO for Gemalto, Martin Mc Court was instrumental in repositioning Gemalto from smartcards to Digital Security, building a €1 Billion Platform and Services business on top of the historical hardware business. Executing more than 40 acquisitions, Gemalto doubled in size to €3 Billion revenues, creating leadership positions in the adjacent markets for Internet of Things ("IoT'), Cybersecurity and Biometrics. Gemalto was acquired by Thales in 2019. Previously Mr. Mc Court worked for 20 years at Corning Inc., holding a variety of management roles across R&D, Sales & Marketing, Strategy and M&A, most recently as GM of the worldwide network design and installation business. Mr. Mc Court also serves on the board of directors of IDnow GmbH (Germany) and ComAP a.s. (CZ). Mr. Mc Court holds an MBA from INSEAD, a Ph.D from the Institut National Polytechnique de Grenoble, a B.Eng (Electronics) from University College Dublin and is a graduate of the Harvard Business School Corporate Directors Certificate program.

Board and Committee Memberships	Meeting Attendance		Public Board Memberships
Board of Directors	9/9	100%	None
Human Resources Committee	9/9	100%	

Securities held as at fiscal year end

	Common Shares	RSUs	Total Common Shares and RSUs	Total Value of Common Shares and RSUs (US$)	Options	Minimum Share Ownership Guidelines
2021	34,182	8,202	42,384	746,806	—	Meets
2020	15,000	14,184	29,184	426,378	—	
Change	19,182	(5,982)	13,200	320,428	—	

LORI M. O'NEILL

Ottawa, Ontario, Canada
Independent Director since: 2019
Age: 56

Lori M. O'Neill is a Corporate Director. Ms. O'Neill is a FCPA, FCA and independent financial and governance consultant. She provides consulting services to growth companies, after serving over 24 years with Deloitte LLP. As a partner at Deloitte LLP with various national and industry leadership roles, she focused on advising growth companies from start-ups to multinationals, supporting complex transactions, private and public equity offerings, and mergers and acquisitions in Canada and the U.S. Ms. O'Neill is a board member for Constellation Software Inc., Flow Beverage Corp., non-profit, privately held, and crown corporations. Ms. O'Neill graduated from Carleton University with a Bachelor of Commerce (Highest Honors) in 1988, achieved her CPA, CA designation in 1990 and her U.S. CPA designation in 2003, and completed the ICD Director Education Program attaining the ICD.D designation.

Board and Committee Memberships	Meeting Attendance		Public Board Memberships
Board of Directors	9/9	100%	Constellation Software Inc. Toronto Stock Exchange (Audit Committee)
Audit Committee	8/8	100%	Flow Beverage Corp. Toronto Stock Exchange (Audit Commitee)
Human Resources Committee	9/9	100%	

Securities held as at fiscal year end

	Common Shares	RSUs	Total Common Shares and RSUs	Total Value of Common Shares and RSUs (US$)	Options	Minimum Share Ownership Guidelines
2021	—	32,675	32,675	576,437	—	Meets
2020	—	24,473	24,473	355,873	—	
Change	—	8,202	8,202	220,564	—	

THOMAS SIEBER

Zurich, Switzerland
Independent Director since: 2014
Age: 60

Mr. Sieber is a Corporate Director and also currently serves as the Chairman of the Board of the Swiss utility company Axpo Holding AG, a position he has held since March 2016. Mr. Sieber has extensive experience as a technology industry executive with demonstrated expertise in building pan-European enterprise sales channels. Mr. Sieber was the CEO of Salt Mobile SA (formerly Orange Switzerland) from 2009 to 2012, where he led a successful turnaround of the business and drove the sale process of the company to a new owner. He then served as Chairman until the end of 2015. Before joining Orange, Mr. Sieber was Executive Vice President of Sales for Fujitsu Siemens Computers. Mr. Sieber started his career at Hewlett-Packard, advancing to General Manager for Small and Medium Enterprise, EMEA, by the time he left the company in 2001. He studied Business Administration at the University of St.Gallen (HSG) in Switzerland, graduating in 1987. Mr. Sieber also currently serves on the board of directors of the publicly listed Indian IT services company, HCL Technologies.

Board and Committee Memberships	Meeting Attendance		Public Board Memberships
Board of Directors	9/9	100%	HCL Technologies - Bombay Stock Exchange ("BSE") and National Stock Exchange of India ("NSE")
Audit Committee	8/8	100%	
Governance and Nominating Committee	4/4	100%	

Securities held as at fiscal year end

	Common Shares	RSUs	Total Common Shares and RSUs	Total Value of Common Shares and RSUs (US$)	Options	Minimum Share Ownership Guidelines
2021	67,801	8,202	76,003	1,339,173	—	Meets
2020	54,043	14,184	68,227	996,796	5,457	
Change	13,758	(5,982)	7,776	342,377	(5,457)	

GREGORY L. WATERS

Los Gatos, California, U.S.A.
Independent Director since: 2020
Age: 61

Mr. Waters joined the Sierra Wireless Board of Directors in March 2020 and serves as the Chair of the Human Resources Committee. Mr. Waters also serves on the Board of Directors of Mythic, an Artificial Intelligence processor company, and ON Semiconductor Corporation, a publicly listed leading semiconductor supplier to Automotive and Industrial markets. He is lead independent director of Cyxtera, a global leader in co-located data services. Mr. Waters is a founder and investor in MatrixSpace, inc., an early stage company providing Software Defined Sensing and Autonomous Response Systems. He previously served on the Board of Directors of Mellanox Technologies, which was sold to NVIDIA in April 2020. From 2014 to 2019, he was President, CEO and a member of the Board of Directors of Integrated Device Technology Inc., a global leader in Analog Mixed Signal solutions which was acquired by Renesas Electronics in April 2019. Prior to IDT, Mr. Waters served as Executive Vice President and General Manager for Skyworks Solutions from 2003 to 2012, where he led the company's wireless businesses to an industry leadership position. He joined Agere Systems Inc in 1998, serving in various roles, including Vice President of the wireless communications business and Vice President of the broadband communications business, and Senior Vice President of Strategy and Business Development, where he played a key role in the company's IPO. He began his career at Texas Instruments Inc. in a variety of management positions in sales, customer design centers and product line management. Mr. Waters has a B.S. in Engineering from the University of Vermont and an M.S. in Computer Science from Northeastern University, with a specialization in Artificial Intelligence.

Board and Committee Memberships	Meeting Attendance		Public Board Memberships
Board of Directors	9/9	100%	ON Semiconductor - NASDAQ (Science & Technology and Executive Committees)
Human Resources Committee	9/9	100%	

Securities held as at fiscal year end

	Common Shares	RSUs	Total Common Shares and RSUs	Total Value of Common Shares and RSUs (US$)	Options	Minimum Share Ownership Guidelines
2021	59,184	8,202	67,386	1,187,341	—	Meets
2020	—	14,184	14,184	207,228	—	
Change	59,184	(5,982)	53,202	980,113	—	

None of the nominees for election as a director, except where otherwise specifically indicated, is, as at the date of this Information Circular, or has been, within ten years before the date of this Information Circular, a director or executive 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 proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or was subject to an order that was issued after the proposed director 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; or

(b) while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Lori O’Neill was a director of DragonWave Inc. (“DragonWave”) from June 13, 2013 until July 31, 2017. Ms. O’Neill, together with all the then current directors of DragonWave, resigned from the board of DragonWave on July 31, 2017 upon the appointment by the Ontario Superior Court of Justice (Commercial List) of KSV Kofman Inc. as receiver over all of the property and assets of DragonWave on the application of DragonWave’s senior creditors. On July 20, 2017, the Investment Industry Regulatory Organization of Canada suspended trading of DragonWave’s common shares on the TSX and DragonWave’s delisting from the TSX was announced on August 1, 2017, effective August 30, 2017. DragonWave’s delisting from NASDAQ took effect on August 2, 2017.

In addition, none of the nominees for election as a director has, within the ten years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

No proposed director has been subject to (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable security holder in deciding whether to vote for a proposed director.

Further Information on Proposed Nominees

For further information relating to the proposed nominees, refer to the section entitled "Directors and Executive Officers" in our Annual Information Form ("AIF") dated March 18, 2022. The information included in this Information Circular is current as of the date of this Information Circular. The AIF is available on our website at www.sierrawireless.com/company/investor-information/annual-reports-and-regulatory-filings/ or on SEDAR at www.sedar.com.

Director Attendance at Meetings Held During the Year Ended December 31, 2021

Board members are expected to attend all board meetings and meetings of the committees on which they serve. The following table sets out the attendance of the Board members currently standing for election, at Board meetings and Board standing committee meetings held during the year ended December 31, 2021. In 2021, all Board meetings were held by telephone/video conference.

Board and committee meetings held during the year ended December 31, 2021	Board Meetings Attended	Committee Meetings Attended	Percentage of Meetings Attended
Russell N. Jones	9 of 9	12 of 12	100%
Thomas Sieber	9 of 9	12 of 12	100%
Philip Brace[(1)]	9 of 9	N/A (1)	100%
Lori O'Neill	9 of 9	17 of 17	100%
Gregory L. Waters	9 of 9	9 of 9	100%
James R. Anderson	9 of 9	8 of 9	94%
Karima Bawa[(2)]	9 of 9	8 of 8 (2)	100%
Martin D. Mc Court	9 of 9	9 of 9	100%

(1) Mr. Brace is not independent and is not a member of any Board committee. He attends certain committee meetings in his capacity as President and Chief Executive Officer at the invitation of the respective committee chair.

(2) Ms. Bawa was appointed to the Audit Committee on June 23, 2021. Her meeting attendance is reflective of the meetings occurring after her appointment.

Committee Memberships and Independence Status of Director Board Nominees

The following table sets out the Board committee memberships and independence status of each director nominee as of the date of this Information Circular.

		Board Committee Composition		
Directors	Independent	Audit	Governance and Nominating	Human Resources
James R. Anderson	✓	—	—	✓
Karima Bawa	✓	✓	✓	—
Philip Brace	✗	—	—	—
Russell N. Jones	✓	✓	✓	—
Martin D. Mc Court	✓	—	—	✓
Lori O'Neill	✓	Chair	—	✓
Thomas Sieber	✓	✓	Chair	—
Gregory L. Waters	✓	—	—	Chair

The Board determined that each director nominee is independent, except Philip Brace who is the President and Chief Executive Officer of the Corporation. All members of the Board committees are independent.

For detailed information about how the Board determines director independence, see the section entitled Independence.

Director Attendance at the 2021 Annual Meeting of Shareholders

The Corporation encourages each member of the Board to attend its annual meeting of Shareholders, either virtually or in person. At our last meeting held June 2, 2021, all of the current director nominees who were serving on the Board as of that date attended the meeting virtually.

2021 AGM Voting Results for Directors

The 2021 voting results for directors standing for re-election at the Meeting were announced by the Corporation by press release on June 3, 2021 and are set out below.

Directors	Votes For	% of Votes	Votes Withheld	% of Votes
James R. Anderson	20,079,133	98.86%	232,492	1.14%
Karima Bawa	19,862,453	97.79%	449,172	2.21%
Russell N. Jones	19,898,582	97.97%	413,043	2.03%
Martin D. Mc Court	20,077,284	98.85%	234,341	1.15%
Lori M. O'Neill	19,622,877	96.61%	688,748	3.39%
Thomas Sieber	19,675,464	96.87%	636,161	3.13%
Gregory L. Waters	20,075,580	98.84%	236,045	1.16%

4. Amendments to the 2011 Treasury Based Restricted Share Unit Plan

Background

The Corporation implemented the 2011 Treasury Based Restricted Share Unit Plan (the "Treasury RSU Plan") to further the growth and profitability of the Corporation by increasing long-term incentives and encouraging Common Share ownership on the part of employees, independent contractors and outside directors of the Corporation and its subsidiaries.

The Treasury RSU Plan is an important component of the Corporation's overall compensation program and allows the Corporation to attract, hire and retain skilled employees in a highly competitive environment. The granting of RSUs enables our employees to participate in the long-term growth and performance of the company in alignment with Shareholder value creation.

A summary of the key terms of the Treasury RSU Plan is included in Schedule A hereto.

The Treasury RSU Plan is a "rolling" plan as described in section 613 of the TSX Company Manual, and as such, the Corporation must obtain shareholder approval of the unallocated entitlements under the Treasury RSU Plan every three years in accordance with TSX policies. Shareholders last approved the Treasury RSU Plan and the unallocated entitlements thereunder on June 2, 2021.

Shareholders will be asked at the Meeting to approve a resolution to amend the Treasury RSU Plan in the form attached to this Information Circular as Appendix A. The proposed amendments revise the U.S. Addendum to the Treasury RSU Plan and, as a consequence, the amendment provisions of the Treasury RSU Plan, to permit the Board to accelerate the vesting of outstanding Share Units to U.S. Participants in certain circumstances. These amendments align the ability of the Board to accelerate the vesting of outstanding awards granted to US Participants with the existing ability of the Board to accelerate the vesting of awards for non-U.S. Participants.

Approval by Shareholders

The text of the resolution of the Shareholders of the Corporation to approve the Treasury RSU Plan is set forth below:

"BE IT RESOLVED, as an ordinary resolution of the shareholders of Sierra Wireless, Inc. (the "Corporation"), that:

1. The amendments to the 2011 Treasury Based Restricted Share Unit Plan (the "Treasury RSU Plan") shown in Appendix A attached to the Corporation's 2022 Management Information Circular be and hereby are approved; and

2. Any director or officer of the Corporation be and is hereby authorized, for and on behalf of the Corporation, to do all such things and to execute and deliver all such documents and instruments as may be necessary or desirable to give effect to this resolution."

The persons named in the enclosed form of proxy, if named as proxy, intend to vote FOR the foregoing resolution unless a Shareholder has specified in such Shareholder's proxy that such Shareholder's shares are to be voted against such resolution.

In the event that the foregoing resolutions are not passed by the requisite number of votes cast at the Meeting and the proposed amendments to the Treasury RSU Plan are not approved, the Corporation will continue to have the ability to grant and settle future Share Units granted under the current Treasury RSU Plan in Common Shares issued from Treasury until 2024 when the Treasury RSU Plan and the unallocated entitlements thereunder will be subject to re-approval by Shareholders in accordance with TSX rules.

The foregoing resolution must be approved by a simple majority of 50% plus one vote of the votes cast by Shareholders.

5. Advisory Vote on Executive Compensation ("Say on Pay")

The underlying principle for executive pay throughout the Corporation is “pay-for-performance”. We believe that this philosophy achieves the goal of attracting and retaining excellent employees and executive officers, while rewarding the demonstrated behaviors that reinforce the Corporation’s values and help to deliver on its corporate objectives. A detailed discussion of our executive compensation program is provided in the “*Compensation Discussion and Analysis*” section of this Information Circular.

The Board has determined that holding advisory votes on executive compensation (commonly referred to as "Say on Pay") is a governance best practice. This is our fifth year of providing the opportunity for Shareholders to engage on this topic. This non-binding advisory vote on executive compensation will provide you as a Shareholder with the opportunity to vote “FOR” or “AGAINST” our approach to executive compensation. The text of the resolution of the Shareholders of the Corporation to accept, on an advisory basis, the Corporation’s approach to executive compensation is set forth below:

“BE IT RESOLVED, on an advisory basis and not to diminish the role and responsibilities of the Board of Directors of Sierra Wireless, Inc. (the “Corporation”), that the shareholders of the Corporation accept the approach to executive compensation disclosed in the Corporation’s 2022 Management Information Circular.”

As this is an advisory vote, the results will not be binding upon the Board. However, the Board will consider the outcome of the vote as part of its ongoing review of executive compensation. The Board believes that it is essential for the Shareholders to be well informed of the Corporation’s approach to executive compensation and considers this advisory vote to be an important part of the ongoing process of engagement between the Shareholders and the Board.

The persons named in the enclosed form of proxy, if named as proxy, intend to vote FOR the foregoing resolution unless a Shareholder has specified in such Shareholder’s proxy that such Shareholder’s shares are to be voted against such resolution.

6. Other Matters

The Corporation knows of no other matters to be submitted to the Shareholders at the Meeting. If any other matters properly come before the Meeting, the accompanying proxy will be voted on such matters in accordance with the best judgment of the person or persons voting the proxy.

CORPORATE GOVERNANCE DISCLOSURE

Key Elements of Corporate Governance at Sierra Wireless

Key Elements	Highlights	Page
Code of Business Conduct and supporting policies	The Board promotes a strong culture of integrity and ethical behavior for directors, management and employees, and we require all directors to certify compliance with our Code of Business Conduct each year	30
Board independence	With the exception of our CEO, all of our directors are independent. All board committees are comprised of independent directors. Our Board Chair, Russell Jones, is an independent director	26
Director attendance and engagement	All members of the Board are fully engaged in their duties as directors which is demonstrated by the director attendance at Board and committee meetings in 2021	20
Board tenure	We use the annual board assessment to inform the GNC's decision to propose director nominees and we have a mandatory board retirement policy requiring directors to retire in the year that they reach age 70	39
Majority Voting Policy	Director nominees not receiving majority approval from Shareholders of their nomination must tender their resignations	9
Annual Board and director assessment process	We have a formal annual process for assessment of the Board, its committees and individual directors	34
Director compensation	Our Board compensation is designed to enable recruitment of experienced and talented directors whose interests are aligned with those of our Shareholders. Directors receive annual equity awards consisting of 100% restricted share units and do not receive stock options as of April 1, 2017	62
Director equity ownership	Directors are expected to hold a minimum number of common shares that is no less than an amount equal to four times the annual board retainer	52
Director Education Policy, Board orientation and continuing education	We provide new directors with an intensive orientation to the Corporation and directors undertake annual development activities sponsored by the Corporation and other providers of professional development	29
Say-on-pay	We hold an annual advisory vote on executive compensation	23
Board Skills Matrix	The Governance and Nominating Committee maintains a Board skills matrix which is updated annually	35
Board diversity	The Board has a diverse mix of skills, background and experience and has adopted a Diversity Policy including, but not limited to, diversity characteristics such as gender, age, ethnicity, and geography	39
In camera meetings	At every regularly scheduled Board and committee meeting, independent directors meet without management present to provide a forum for open and frank discussion	26

Statement of Corporate Governance Practices

We are committed to corporate governance practices that enhance the interest of our Shareholders, employees, customers, suppliers and other stakeholders. Our corporate governance practices provide a solid basis on which we oversee and conduct the operations of our business. Some of these practices include:

(a) separating the role of the President and Chief Executive Officer from that of the Chair of the Board;

(b) conducting in-camera sessions at each meeting of the Board and each Board committee meeting, where Board and committee members meet separately without management present;

(c) having both the external auditor and the Corporation’s senior risk management executive report to the Audit Committee; and

(d) conducting in-camera sessions at each quarterly Audit Committee meeting where committee members meet separately with the external auditor and the senior risk management executive without management present.

At least annually, the Governance and Nominating Committee assesses emerging governance best practices and where appropriate, governance practices are enhanced.

This section discusses our governance approach, policies and practices. It also describes the role and functioning of the Board and the three standing Board committees. A copy of the mandates of the Board and the three standing committees of the Board can be found at www.sierrawireless.com/company/investor-information/board-of-directors-and-governance/.

The Corporation is a Canadian reporting issuer with its Common Shares listed on the TSX and NASDAQ. In Canada, we are subject to securities regulations that impose on us a requirement to disclose certain corporate governance practices that we have adopted. Canadian regulations also provide guidance on various corporate governance practices that corporations like ours should adopt. The Corporation also monitors corporate governance developments in Canada and adopts best practices where such practices are aligned with our values and our goal of continuous improvement. Pursuant to an exemption granted by NASDAQ, we are permitted to follow our home country governance regulations with respect to quorum requirements, rather than those set forth by NASDAQ.

Our corporate governance disclosure obligations are set out in National Instrument 58-101 - *Disclosure of Corporate Governance Practices*, National Policy 58-201 - *Corporate Governance Guidelines* and Multilateral Instrument 52-110 - *Audit Committees*. These instruments set out a series of guidelines and requirements for effective corporate governance (collectively, the “Guidelines”). The Guidelines address matters such as the constitution and independence of corporate boards, the functions to be performed by boards and their committees and the effectiveness and education of Board members.

Board of Directors

The Board oversees our business and the conduct of business by senior management and acts in accordance with the CBCA, the Restated Articles of Incorporation and By-laws of the Corporation, all other applicable statutory and legal requirements, our policies, the written mandate of the Board and Board committees and our Code of Business Conduct.

The Board presently consists of eleven directors, eight of whom will be standing for election at the Meeting. Board size and composition are reviewed annually based on changes in legal requirements, best practices, the skills and experiences required to enhance the Board’s effectiveness and the number of directors needed to discharge the duties of the Board and its committees effectively. Three directors, Ms. Abrams, Mr.

Linton and Mr. Twaalfhoven, will not be standing for re-election. Current information about each of the eight nominee directors can be found under “Business of the Meeting - Election of Directors - Director Nominees” of this Information Circular.

Independence

Acting on the recommendation of the Governance and Nominating Committee, the Board determines whether or not each director is independent. Based on information provided by each director, the Board considers all of the relationships each director has with the Corporation in light of the independence standards described in section 1.4 of National Instrument 52-110 - *Audit Committees*. A director is considered independent only where the Board affirmatively determines that the director has no material relationship with the Corporation. The Board has determined that, of our eight nominee directors, seven directors, or **87.5**%, are independent directors under the standards described in section 1.4 of National Instrument 52-110 - *Audit Committees.* Philip Brace is the Corporation’s President and Chief Executive Officer and is not considered to be independent under these rules. Each of the Audit, Human Resources and Governance and Nominating Committees consist entirely of independent directors.

Independent Chair

We believe that the separation of the position of President and Chief Executive Officer from that of the Chair of the Board enhances the Board’s independence. For this reason, our Board is led by a non-executive, independent director, Russell N. Jones. The Chair of the Board is responsible for the overall leadership and management of the Board. According to the position description, the key responsibilities of the Chair of the Board include:

- providing leadership to enhance Board effectiveness;
- managing the activities of the Board and ensuring coordination among committees of the Board;
- ensuring that the respective roles of the Board and management are well delineated;
- acting as a liaison between the Board and management;
- ensuring that the Board has the information it needs to be effective;
- ensuring that the Board monitors the achievement of the aims, strategy and policies of the Corporation;
- representing the Corporation on particular matters identified by the Board or management with stakeholders; and
- leading by example and setting a high standard of integrity.

Refer to the tables under “Business of the Meeting - Election of Directors - Director Nominees” for information related to director attendance at meetings of the Board and the three standing committees.

In Camera Sessions

It is the practice of the Board for the independent directors to meet without management at each Board and committee meeting. In 2021, there was an in camera session as part of every regularly scheduled Board meeting as well as every standing committee meeting. During these sessions, the independent directors discuss, among other things, business execution and implementation by management. The Chair of the Board communicates with management regarding the discussions of the independent directors where appropriate.

Interlocking Directorships

None of the directors of the Corporation standing for re-election currently serve together on interlocking Boards.

Role of the Board

Board Mandate

The roles and responsibilities of the Board are set out in the Board Mandate, the full text of which is posted on our website at www.sierrawireless.com/company/investor-information/board-of-directors-and-governance/ and on SEDAR at www.sedar.com.

The Governance and Nominating Committee is responsible for reviewing and assessing the adequacy of the Board Mandate on an annual basis.

Strategic Planning

Management is responsible for developing the strategic plan, which it presents to the Board each year for approval. During 2021, the Board held one meeting to specifically discuss the strategic plan and other strategic issues such as corporate opportunities and the main risks facing our business. Ad hoc committees to consider strategic alternatives may be formed from time to time. Operational and strategic performance are reviewed at each Board meeting.

Risk Management

The Board is responsible for overseeing risk and the risk management process including:

- ensuring that our principal risks are identified and that an appropriate process is in place for risk assessment and risk management;
- monitoring our risk management process; and
- seeking assurance that our internal control and management information systems are effective.

The Board has delegated specific risk management responsibilities to the Audit Committee. The Head of Risk and Internal Audit reports directly to the Chair of the Audit Committee. During 2021, the Audit Committee received regular reports from the Head of Risk and Internal Audit at which time risk management activities were discussed including observations and assessments of the Corporation's systems of governance, risk management and compliance. In addition, during 2021, the Audit Committee held four meetings during which extensive portions of the agenda were devoted to risk management and related topics. The Audit Committee provides updates on risk management to the full Board as warranted and, in any case, no less frequently than annually.

We use an enterprise risk management framework to effectively identify, prioritize, mitigate and monitor significant risks facing the Corporation, and to provide comprehensive reporting to the Audit Committee and the Board.

Our enterprise risk management process includes setting policy and strategy for integrating risk management culture, capabilities and practices throughout the organization with the purpose of managing risk and of identifying and validating risks and mitigation activities.

Internal Controls

The Board and Audit Committee are responsible for monitoring the integrity of our internal controls and management information systems. The Audit Committee is responsible for overseeing the process for determining whether the Corporation has effective internal controls, including controls over accounting and financial reporting systems.

Management is responsible for establishing and maintaining an adequate system of internal control over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes. During 2021, management evaluated the effectiveness of our internal controls over financial reporting and concluded the internal controls over financial reporting were effective as at December 31, 2021.

During 2021, the Head of Risk and Internal Audit reportes, on four occasions, to the Audit Committee on management's internal control compliance activities.

Management Succession Planning

The Board is responsible for ensuring that adequate succession planning measures are in place for the CEO. Their assessment included an analysis of potential CEO successors identified within the organization as well as a review of developmental plans where training or experience will be sought for identified succession candidates to enable their successful advancement. More broadly, developing internal talent is a strategic priority for the organization. In order to support our growth initiatives, we recognize the need for a strong bench of internal candidates for every key leadership position. As such, development plans are put in place for high potential and succession candidates.

Position Descriptions

The Board has adopted and approved written position descriptions for the Chair of the Board and the chair of each standing committee of the Board as follows:

- Position Description — Chair, Governance and Nominating Committee;
- Position Description — Chair, Audit Committee; and
- Position Description — Chair, Human Resources Committee.

Each committee chair position description sets out the qualifications to be met to be appointed chair of the particular committee and the responsibilities and specific duties of the chair.

The full text of the position descriptions for the Chair of the Board and for the chair of each of the three standing committees are posted on our website at www.sierrawireless.com/company/investor-information/board-of-directors-and-governance/.

Chief Executive Officer

The CEO is appointed by the Board and is responsible for managing the affairs of the Corporation. His key responsibilities include setting the vision for the Corporation, focusing on creating value for Shareholders and developing and implementing a strategic plan that is consistent with the corporate vision. In January 2021, following the announcement by Kent Thexton that he planned to retire from his position as President and CEO of the Corporation, the Board delegated the search for a new President and CEO to a special committee created for such purpose. This search committee was comprised of 5 independent directors, Mr. Sieber (Chair), Ms. Abrams, Ms. Bawa, Mr. Jones and Mr. Waters, who reviewed candidates selected by an independent search firm and made recommendations to the Board. Ultimately, the Board chose to appoint Mr. Brace to the position from a final list of top candidates on July 26, 2021.

The Board has developed and approved a position description for the CEO of the Corporation, setting out the duties, roles and responsibilities of the CEO, including the following:

- developing, implementing and assessing the effectiveness of corporate strategy and business plans;
- providing executive leadership to the Corporation and achieving the results targeted in the corporate strategy and business plans;
- representing the Corporation in communications with stakeholders including Shareholders, customers, suppliers, partners, employees, governments, regulators, industry, community and others;
- recruiting, retaining, assessing the performance of and developing a high caliber executive team, key employees and their successors;
- establishing and maintaining corporate policies and culture, leading by example and setting a high standard of integrity in all aspects of the business; and
- promoting programs that deliver Shareholder value in excess of that of our peers.

Orientation and Continuing Education

The Governance and Nominating Committee provides leadership for the Board’s director orientation and education programs for new members of the Board. In this regard, the Governance and Nominating Committee ensures that each new director fully understands the role of the Board, the Board committees, his or her responsibilities and liabilities associated with being a director of the Corporation and a member of a committee and the nature and operation of the Corporation's business. This is accomplished by an orientation program that includes meetings with the Chair of the Board, committee chairs, management, external audit and, where necessary, with industry subject matter experts to better understand the nature and operation of our business, our products and our corporate governance standards. New directors are provided with key information about the Corporation along with other information designed to help directors familiarize themselves with our business, our organization, our policies and our operations. No new directors were on-boarded in 2021.

The Governance and Nominating Committee is also responsible for providing oversight on education for directors such that the directors acquire and maintain skills and knowledge relevant to the performance of their duties as directors. Each Board member is expected to havehis or her knowledge and understanding of our business remain current. In 2021, management made regular business update presentations to the Board. In addition to the ongoing reporting on the business, these presentations included information on industry and market developments, competitive positioning and product & service developments. Strategy sessions were also conducted and information provided at these meetings included broad market & industry overviews, market positioning, ecosystem trends, technology landscape and longer term product & service strategy. In years not affected by a global pandemic, directors hold meetings from time to time in locations where the Corporation has operations and as part of these meetings, the directors are able to review the Corporation's activities first-hand. In addition to these scheduled events, the directors are invited to tour the Corporation’s facilities and meet with executive and operational management at their convenience. Such on-site visits were not possible during 2021, but contact with executive and operational management were organized via video conference. Once or twice per year, the Board organizes director education sessions dedicated to current topics of relevance to the Corporation's business. In 2021, the directors each invested several days, on average, attending courses and seminars covering the following topics:

- CPA-related annual Continuing Professional Development;

- Current topics in ESG;
- Various Cyber Topics, Enterprise Risk Management, Strategy Oversight and Canadian Proxy Updates;
- COVID-19 implications for various aspects affecting corporations;
- Board Governance Practices, Women on Boards and Board Transitions;
- Geo-Political Risks and Global Economic Forecast;
- CEO/Board Relationship and Executive Compensation;
- Capital Allocation and Shareholder Activism; and
- Diversity and Inclusion.

In March 2020 the Board approved and the Corporation implemented a Director Education Policy to guide and support the Corporation's directors in their pursuit of ongoing education relating to the Corporation's business and industry, as well as various other topics such as corporate governance, risk management and such broader topics as each director deems appropriate to enhance his or her effectiveness. Each Board member is expected to have his or her knowledge and understanding of our business remain current. Pursuant to this policy, the Corporation will reimburse directors for the reasonable costs of attending director education programs.

Ethical Business Conduct

A strong culture of ethical business conduct is essential to governance. We are committed to conducting business ethically, honestly and in full compliance with all applicable laws and regulations, including anti-bribery and corruption laws and regulations.

Code of Business Conduct

The Board has a written Code of Business Conduct (the "Code") which sets out the standards of business practice and principles of behaviour with which we expect every director, officer, employee and contractor of the Corporation and its subsidiaries to comply. The Code describes our commitment to conducting business in accordance with the highest standards of business conduct and ethics and is designed to work in conjunction with Confidentiality and Conflict of Interest Agreements executed by each employee and our other key policies including the Corporation's:

- Procedures for Reporting Concerns to the Audit Committee;
- Insider Trading Policy;
- Disclosure Policy;
- Privacy Policy;
- Information Security Policy;
- Anti-Bribery and Corruption Policy;
- Anti-Hedging Policy for Directors and Officers;
- Anti-Harassment and Discrimination Policy; and
- Board & Senior Management Diversity Policy.

Each director, officer, employee and independent contractor of the Corporation acknowledges in writing that they have read, understood and agree to comply with our Code of Business Conduct at the time of appointment, first hire or engagement. In addition, each year, all employees and directors are required to confirm that they are following the Code. The compliance process is enhanced by regular employee training and awareness sessions, including knowledge testing elements, covering various areas of our Code and provided by a recognized third party risk and compliance solutions provider.

The Code includes our expectations of conduct in the following areas:

- upholding and respecting human rights;
- complying with the law and conducting business with integrity;
- avoiding conflicts of interest;
- use of corporate property including electronic devices;
- confidentiality; and
- accuracy of records and reports.

The full text of the Code is filed on SEDAR at www.sedar.com and is posted on our website at www.sierrawireless.com/company/investor-information/board-of-directors-and-governance/.

Code Compliance and Monitoring

The Code is reviewed annually by the Governance and Nominating Committee. Updates, if any, are submitted to the Board for approval. The most recent update to the Code updated and clarified provisions related to our Anti-Bribery and Corruption Policy and was approved by the Board in March 2021. The Board has delegated oversight of compliance with the Code to the Audit Committee.

In accordance with the Code and the CBCA, each director and officer is required to disclose to the Corporation, in writing, the nature and extent of any interest he or she has in each material contract or material transaction made or proposed with the Corporation. Our Code requires that each director and officer make this disclosure in an appropriate and timely manner, as required by law. In accordance with the CBCA, the director who is required to make such a disclosure may not vote on any resolution to approve the contract or transaction, except in certain limited circumstances.

The Code requires that all suspected or potential violations of the Code must be reported to the appropriate person. Reports can be made orally, in writing, or by utilizing the Corporation's business conduct helpline, which provides individuals with the option of making an anonymous report if desired and also provides for direct access to the Chair of the Audit Committee. Questions regarding the Code may be addressed to any member of senior management. Violations of the Code will not be tolerated and the Code describes the sanctions for its violation. Reports of violations of the Code are monitored by the Audit Committee and reviewed quarterly in accordance with the Audit Committee's mandate.

The integrity of our financial information is of paramount importance. The Corporation's *Procedures for Reporting Concerns to the Audit Committee* set out the procedures to address any complaints by employees of the Corporation concerning our accounting practices, internal controls or auditing matters and includes direct reporting (openly or anonymously) to the Chair of the Audit Committee. Any concerns related to these matters are monitored by the Audit Committee and reviewed quarterly in accordance with the Audit Committee's mandate.

For the financial year ended December 31, 2021, no waivers from the Code were requested by any director or executive officer.

Anti-Bribery and Corruption Policy

Our Anti-Bribery and Corruption Policy sets out our commitment to compliance with Canada's Corruption of Foreign Public Officials Act and Criminal Code, the Foreign Corrupt Practices Act of the U.S., the UK Anti-Bribery Act, EU Anti-Corruption legislation and any local anti-bribery or anti-corruption laws that may be applicable (collectively, Anti-Corruption Laws"). This Policy supplements the Code of Business Conduct and provides guidelines for compliance with the Anti-Corruption Laws along with definitions of bribery and corruption. The Anti-Bribery and Corruption Policy was updated by the Board in March 2021 to define the broad categories of individuals who may be considered to be government officials under Anti-Corruption Laws and to provide more robust guidance with respect to interactions with government officials to support compliance with Anti-Corruption Laws.

Anti-Hedging Policy for Directors and Officers

Our Anti-Hedging Policy for Directors and Officers prohibits directors and officers from engaging in any kind of transaction, or purchase of any kind of financial instrument, that is designed or would have the effect of hedging the value of equity or other securities granted to, or held by such person or that could reduce or limit such person's economic risk with respect to such person's holdings, ownership or interest in or to any equity or other securities of the Corporation, including without limitation outstanding stock options, restricted share units, or other compensation awards the value of which are derived from, referenced to or based on the value or market price of securities of the Corporation.

Disclosure Policy

Our Disclosure Policy, originally adopted by the Board in 2011, sets out our commitment to communicating openly and in a timely manner with Shareholders, employees and the public. This Policy was updated by the Board in March 2021 to include certain unwritten practices to support a consistent approach to disclosure practices throughout the Corporation. Disclosure practices are monitored by the Corporation's disclosure committee comprised of the CEO and the CFO. The disclosure committee is responsible for:

- reviewing all news releases and public filings containing material information prior to their release and ensuring the information is timely, informative and accurate;
- disseminating information in accordance with all applicable legal and regulatory requirements;
- evaluating the design and effectiveness of our disclosure controls and procedures such that they continue to provide reasonable assurance that information is gathered accurately and on a timely basis; and
- reviewing and updating the disclosure policy, if necessary, and reporting to the Governance and Nominating Committee.

Our website has information for Shareholders, investment analysts, the media and the public. Our CEO and CFO meet regularly with investment analysts and investors via numerous means including conference calls, speaking engagements at conferences and one-on-one meetings.

Executive Compensation Clawback Policy

In April 2017, the Board approved the Corporation's Executive Compensation Clawback Policy which allows the Corporation to recover performance-based compensation from the Corporation's executives, including all vice-presidents, senior vice-presidents and C-level executives, in the event of a restatement of the Corporation's previous financial results (other than a restatement caused by a change in applicable accounting rules or interpretations), the result of which is that if any performance-based compensation paid, whether cash or equity based, would have been a lower amount had it been calculated based on such restated results, then the policy allows the corporation to recover the difference.

Compensation

In consultation with the Chair of the Board, the Human Resources Committee annually reviews the compensation of the Board. The Committee regularly consults with third party consultants to determine compensation that is commensurate with the nature of the Corporation's business, the risks associated with Board membership, the mandates of Committees and their members along with the additional responsibilities placed upon the Chair of the Board and the chairs of our standing and ad hoc committees.

Refer to the section entitled "Director Compensation" of this Information Circular for additional information on compensation received by members of the Board of Directors in 2021.

Committees of the Board

The Board carries out its responsibilities directly and through its committees, which make recommendations to the Board for approval. The Board has three standing committees, all of which are comprised of independent directors:

- the Governance and Nominating Committee;
- the Human Resources Committee; and
- the Audit Committee.

Also, ad hoc committees are formed as required from time to time.

Governance and Nominating Committee

The Governance and Nominating Committee (the "GNC") is comprised of four independent directors: Mr. Sieber (Chair), Ms. Abrams, Mr. Jones and Ms. Bawa. Pursuant to Board policy, Ms. Abrams is at the end of her tenure and cannot stand for re-election at the Meeting.

Working with the Chair of the Board, the GNC annually completes an assessment of Board, Board Committee, Chair of the Board and individual Board Member effectiveness employing questionnaires to which individual Board members respond (collectively the "Effectiveness Survey"). The Effectiveness Survey is compiled and scored by the GNC. The Effectiveness Survey consists of 3 parts:

- Board and Board committee effectiveness
    - Each director scores each board committee and the entire Board across a number of parameters, scores are aggregated and benchmarked for analysis by the GNC.
    - Each director responds to a questionnaire and responses are aggregated for analysis by the GNC.
    - The Chair of the Board interviews each of the directors and prepares a report for the GNC.
- Chair of the Board effectiveness
    - Each director scores the Chair of the Board across a number of parameters and the results are provided to the GNC Chair and the Human Resources Committee Chair for analysis and further action.
- Individual director effectiveness
    - The Chair of the Board interviews each director.

The results of the Effectiveness Survey are reviewed individually with the Board Chair, each Board committee chair and the Board as a whole, and corrective actions are taken as necessary. After completing the

2021 Effectiveness Survey, and in light of the addition of a new Board member in 2019 and five new Board members in 2020 and the retirement of three Board members in 2021, the GNC and the Board believe that the composition of the Board, as well as the mix of talents, depth of experience and skills represented by Board members are well suited to the Corporation's current circumstances and its needs for sound governance, effective decision-making and efficient operation of its Board.

On a periodic basis, the GNC reviews the credentials, background, experience and skills of the Board and compares this with the needs of the Corporation after reviewing: Corporation strategy, regulatory requirements, Board tenure and committee rotation. Should the GNC determine the Corporation requires changes to the Board membership, a recommendation is made to the Board and the GNC begins a recruiting process. In 2021, the GNC continued the Board Transition Process by identifying potential candidates as future director nominees in light of changing technology, governance requirements and future Board changes. As a result, in the early months of 2020, several recommendations were made to the Board. In March 2020, a new member was appointed to the Board (Mr. Waters). In April 2020, two new members were appointed to the Board (Mr. Anderson and Ms. Bawa) to fill the vacancies on the Board following the resignations of two Board members (Mr. Cataford and Ms. Chik) that same month. Following approval of the Board expansion resolution by the Shareholders at the 2020 Annual General and Special Meeting, which resolution amended the Articles to provide for a maximum of twelve directors, three additional members were appointed to the Board (Mr. Mc Court, Mr. Linton and Mr. Twaalfhoven). In 2022, three members are not standing for re-election to the Board (Ms. Abrams, Mr. Linton and Mr. Twaalfhoven) and the Board, acting on the recommendation of the GNC, has determined not to fill such vacancies.

The process to nominate a new director begins with the GNC creating a candidate specification which, once approved by the Board, forms the basis for the recruiting strategy - either the selection of a recruiting firm or a Corporation staffed search. The next step is the creation of a "long-list" of candidates which takes into consideration knowledge of the industry and business, professional background of the individual and how that would fit with the competencies and skills of the existing directors, the integrity of the candidate, corporate governance experience, the ability to make the appropriate time commitment, background, race, age and gender. The Board seeks candidates to fill gaps in skills which are identified as a result of a Board skills matrix which is reviewed and updated annually by the GNC in consultation with all members of the Board. With the addition of one new director in 2019, five new directors in 2020 and the resignation of two directors prior to the 2020 Annual General and Special Meeting and three directors prior to this year's Meeting, the Board was able to assure succession to the chair of the Audit Committee and Human Resources Committee and strengthen key strategic skills while substantially reducing Board tenure. The matrix below shows the Board's mix of skills based on information provided by each of the independent directors.

Summary of Independent Director Qualifications and Experience	Anderson	Bawa	Jones	Mc Court	O'Neill	Sieber	Waters
Industry-related skills							
Wireless Communications Industry Experience	✓	✓	✓	✓	✓	✓	✓
Semiconductor	✓	—	✓	✓	✓	—	✓
Network Operator Experience / Cloud	—	✓	✓	✓	—	✓	—
Industrial Customer Segment	✓	—	—	✓	—	—	✓
International Business Experience	✓	✓	✓	✓	✓	✓	✓
Public Sector / Government Affairs	—	—	—	—	—	—	—
General Business Skills							
Public Company Experience	✓	✓	✓	✓	✓	✓	✓
Strategy Development and M&A	✓	✓	✓	✓	✓	✓	✓
Human Resource Management and Compensation	✓	✓	✓	✓	✓	✓	✓
Cyber / Information Security / Risk	—	✓	✓	✓	✓	—	—
ESG Development	✓	✓	✓	✓	—	✓	✓
IP and Legal Expertise	—	✓	—	—	—	—	—
GTM	✓	—	✓	✓	—	✓	✓
Supply Chain & Manufacturing	✓	✓	✓	✓	—	—	✓

The GNC's four independent directors met four times during 2021, and, among other things, completed the following activities:

- reviewed Board education/training attended during the year;
- reviewed the mandate of the GNC and set the agenda roadmap for the coming year;
- reviewed the position descriptions of the Chair of the Board and Board committee Chairs and discussed Board Chair succession;
- completed the Effectiveness Survey process as described above;
- prepared an updated Board skills matrix to identify gaps in director skillsets;
- reviewed the Corporation's Code of Business Conduct and other significant corporate policies including the Board & Senior Management Diversity Policy;
- reviewed management's determination of the Corporation's Foreign Private Issuer status;
- reviewed updates provided by Canadian and United States counsel regarding regulatory compliance, trends and best practices in corporate governance;
- reviewed the engagement of outside advisors by the Board and committees;
- provided oversight with respect to the Corporation's diversity targets and programs; and
- reviewed the Corporation's ESG plans and targets.

The specific responsibilities, powers and operation of the Governance and Nominating Committee are set out in its mandate which can be found on the Corporation's website at www.sierrawireless.com/company/investor-information/board-of-directors-and-governance/.

Human Resources Committee

The Human Resources Committee (the "HRC") is currently comprised of four independent directors: Mr. Waters (Chair), Ms. O'Neill, Mr. Mc Court and Mr. Anderson.

The HRC is responsible for determining the executive compensation programs for all directors and executive officers of the Corporation, except for the CEO, whose compensation is approved by the Board. The HRC is also responsible for certain aspects of the compensation programs for non-executive employees such as stock-based compensation and short-term incentive program oversight. The HRC also reviews the position descriptions and development plans for senior management, ensuring that the Corporation has in place succession plans to maintain a strong management talent pipeline for the future. The HRC monitors the Corporation's management diversity programs and targets.

The Mandate of the HRC prohibits a director from serving as a member of the HRC if that director has been, in the past three years or is currently, part of an interlocking directorate in which he or she serves on the compensation committee of another company and any director of the Corporation is an employee of such other company. The Mandate also prevents a director from serving as a member of the HRC if in the past 5 years they have held the office of President & CEO or CFO of the Corporation, unless it was on an interim basis in which case the exclusion is for 1 year. The Mandate of the HRC requires that a non-management executive session be held at each regularly scheduled meeting.

Current members of the HRC are well versed in contemporary executive compensation programs and issues. All members have experience in executive compensation matters, including involvement in compensation matters of other public companies. This experience allows the HRC to understand current best practices, risk reduction strategies, legal framework and disclosure obligations related to executive compensation.

During 2021, the HRC met nine times and, among other things, completed the following activities:

- reviewed the CEO's position description and senior executive organization structure;
- reviewed progress against senior management diversity objectives;
- managed the 360 degree assessment process for the CEO;
- provided oversight of the process to review executive and board compensation;
- analyzed the results of the compensation studies and determined remuneration for directors and executives;
- reviewed and recommended for approval to the Board the CEO's compensation;
- determined the annual incentive plan targets and objectives for executives;
- reviewed and approved annual achievement of incentive plan targets; and
- determined stock based compensation grants and oversaw the administration of the stock-based compensation program.

The specific responsibilities, powers and operation of the HRC are set out in its mandate, a copy of which can be found on the Corporation's website at www.sierrawireless.com/company/investor-information/board-of-directors-and-governance/.

Audit Committee

The Audit Committee is currently comprised of six independent directors: Ms. O'Neill (Chair), Ms. Bawa, Mr. Jones, Mr. Sieber, Mr. Linton and Mr. Twaalfhoven. Ms. Bawa joined the Audit Committee on June 23, 2021. Both Mr. Linton and Mr. Twaalfhoven are not standing for re-election. All of the current members of the Audit Committee are independent directors as defined in NI 52-110. The Board of Directors has determined that Ms. O'Neill, Mr. Jones and Mr. Sieber are all Audit Committee financial experts 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.

The Mandate of the Audit Committee describes the key functions of the Audit Committee including review of the Corporation's financial statements and statutory filings, recommendation and management of the Corporation's external auditors, monitoring of our internal control and risk management programs, and monitoring of compliance with several of our policies. As part of its oversight of the Corporation's risk management programs, the Audit Committee reviews the Corporation's information security risk management program and is briefed by senior leadership at least once annually on such matters.

During 2021, the Audit Committee met eight times and, among other things, completed the following activities:

- reviewed the Committee's mandate to confirm that the mandate reflects leading practices for Audit Committees and to ensure that meeting agendas covered all relevant topics;
- assessed the performance, independence and financial literacy of the Committee members, along with Committee effectiveness;
- completed quarterly private meetings with the external auditors without management being present;
- reviewed the performance, independence, internal controls, partner rotation and fees of the external auditors;
- approved, on a quarterly basis, financial disclosure including financial statements, MD&A, and guidance;
- engaged with management and the external auditors with regard to significant estimates and areas of judgment regarding accounting principles and financial statement presentation including:
    - inventory reserves and purchase commitments;
    - warranty reserves;
    - carrying value of goodwill and intangibles;
    - contingent royalty reserves; and
    - litigation provisions;
- reviewed and recommended for approval to the Board, annual financial disclosure including financial statements and MD&A;
- reviewed reports from the external auditors;
- reviewed the adequacy of the Corporation's internal controls and disclosure procedures along with management's activities undertaken to assess internal controls and disclosure controls;

- reviewed the activities and adequacy of the Corporation's risk management program, delivering updates on identified risks and mitigation plans to the Board;
- determined and approved remuneration of the Corporation's external auditors;
- completed private meetings with the Corporation's senior risk management executive without management being present;
- reviewed the Corporation's anti-fraud programs and provided oversight for the Corporation's ethics compliance activities including the Corporation's "whistleblower" hotline; and
- provided, at least quarterly, the Board with an update on the Audit Committee's activities.

Of the eight meetings held in 2021, four were "off-cycle" meetings which were held specifically to address relevant risk management, internal control and financial reporting topics. During these meetings, management presented reports and updates to the Audit Committee on various topics including the following:

- product and network security initiatives and risks;
- information security initiatives and risks;
- corporate IT landscape;
- internal controls over financial reporting;
- internal audit and risk plan;
- resourcing in finance;
- litigation updates;
- supply chain risk;
- treasury and investment policies;
- foreign exchange risk and hedging strategy;
- capital allocation;
- M2M post-acquisition review;
- business continuity planning and incident response plans;
- ethics and compliance;
- the impact of various regulatory changes;
- emerging business risks;
- share-based compensation;
- related party transactions; and
- corporate structure and taxation matters.

Further disclosure concerning the composition, responsibilities, powers and operation of the Board's Audit Committee and the relevant education and experience of the members of the Audit Committee, including a copy of the Committee's mandate, is set out in the Corporation's AIF under the heading "Audit Committee". The AIF is available on our website at www.sierrawireless.com/company/investor-information/annual-reports-and-regulatory-filings/ or on SEDAR at www.sedar.com.

Other Committees

The Governance and Nominating Committee, the Human Resources Committee and the Audit Committee are the only standing committees of the Board. From time to time the Board creates ad hoc committees charged with specific activities that are relevant in discharging the Board's overall responsibilities, such as review of strategic opportunities and evaluation of certain risk areas. Ad hoc committees are comprised of directors based on their personal and professional experience to address the task at hand.

Director Tenure

The Corporation does not impose arbitrary director term limits as a way to retire non-performing directors. The Board is concerned that such limits may serve to remove high performing directors as well as directors with unique and critical skill sets based solely on tenure. Instead, the Board:

- has implemented a policy of mandatory retirement at age 70 for all Board members;

- has a rigorous process of annual Board peer evaluations that allows the Board (or in the case of the evaluation of the Chair of the Board, the Chairs of the GNC and HRC) to have a clear understanding of each director's contributions before recommending a list of nominees for Shareholder approval; and

- ensures that, in choosing prospective directors, it is focused appropriately on skills and experience critical to the Board's responsibilities, including assessing and providing input on the Corporation's strategic and operating activities.

In addition, at every GNC meeting, the members discuss in-camera the new skills which are needed to address the challenges facing the Corporation and whether the current Board composition is adequate. The GNC has developed a Board Transition Plan which addresses new key skill areas as well as director tenure. The GNC maintains, at all times and consistent with the Corporation's diversity objectives, a list of a limited pool of potential new candidates to draw upon in the event changes are required.

Diversity Policy

In early 2015 the Board approved and the Corporation implemented a Board Diversity Policy (the "Diversity Policy"). By defining the Corporation's policy with respect to diversity on the Board and in senior management positions at the Corporation, the Diversity Policy aims to further the Corporation's commitment to a merit-based system for the composition of the Board and its senior management team, within a diverse and inclusive culture that solicits multiple perspectives and views, free of conscious or unconscious bias and discrimination.

In early 2019 revisions were made to the Diversity Policy, including the establishment of more specific targets related to gender diversity and consolidating the Board and Executive Diversity policies into one comprehensive policy, the Board and Senior Management Diversity Policy. In March 2020, further revisions were made to the Diversity Policy, including broadening the diversity criteria that the GNC and Board will consider in supporting the Corporation's diversity objectives to include Aboriginal peoples, persons with disabilities and members of visible minorities. A copy of our Diversity Policy can be found at www.sierrawireless.com/company/investor-information/board-of-directors-and-governance/.

In creating an effective Board, the Corporation identifies, nominates and retains high quality directors. The Board considers the level of representation of women on the Board as a way to increase overall Board effectiveness. The Board also considers other diversity criteria including: Aboriginal peoples, persons with disabilities and members of visible minorities. For new director searches, the Diversity Policy requires that the candidates include candidates from diverse backgrounds generally and multiple women candidates in particular.

The GNC reviews the Diversity Policy annually and assesses the effectiveness of the existing procedures for Board appointments in terms of achieving the Corporation's overall goals for good governance, including objectives for Board diversity. The GNC monitors the progress of Board diversity targets at each of their regularly scheduled quarterly meetings. March 2021, the Board approved updates to the Diversity Policy. As part of the updated Diversity Policy, the Corporation has adopted a target for women to represent at least 30% of all the directors on the Board by 2024. During 2019, the Corporation added one additional female Board member (Lori O'Neill) and in April 2020, the Corporation added one new female Board member (Karima Bawa). Currently, three of the eleven members of the Board are women, representing 27% of the Corporation's directors. However, with the retirement of Ms. Abrams from the Board, this percentage will decrease to 25% should all directors nominated for election be elected by the Shareholders at the Meeting.

Under the Diversity Policy, the HRC is charged with assessing the effectiveness of the procedures for executive appointments in terms of achieving the Corporation's goals for diversity. The Corporation recognizes the value of increasing the level of diversity in executive officer and senior leadership positions and considers diversity criteria, including the level of representation of women, Aboriginal peoples, persons with disabilities and members of visible minorities, when considering the optimum composition of its Senior Management team. A target was set in early 2019 for the Corporation to reach 20% gender diversity in the Senior Management team by the end of 2022. Recruitment targets to support this target are established annually and a number of programs have been introduced to promote the retention and promotion of women to more advanced leadership roles within the Corporation (e.g. Executive Mentorship Program). The 20% target was achieved one year early by the end of 2021. The Corporation is making good progress against its targets and intends to increase the current gender diversity target for the Senior Management team in 2023 to advance its diversity goals and the participation of women in senior leadership roles. The Corporation currently has one female executive officer (as that term is defined in National Instrument 51-102 - *Continuous Disclosure Obligations* ("NI 51-102")), with the same individual being one of the seven members comprising the Executive Leadership team (14%) (Ms. Farac).

Among other things, the Diversity Policy requires that for each appointment (including Senior Management appointments), a target of 25% of the shortlisted candidates will be women. Under the Diversity Policy, the Corporation is taking the following steps to increase the representation of women in executive roles:

- Proactively identifying high potential women as part of executive management succession planning;
- Implementing policies which address impediments to inclusion and gender diversity in the workplace and reviewing their availability and utilization;
- Implementing development plans related to current opportunities for high potential women; and
- Developing a mentoring program that matches high potential employees, including aspiring women, with executive mentors.

While the Corporation has adopted targets for the representation by women on the Board and within its senior management, the Corporation has not established any specific targets or quotas regarding the representation on the Board or in senior management positions (including executive officers as that term is defined in NI 51-102) of certain other designated groups of diversity (as defined in the CBCA): Aboriginal peoples, persons with disabilities and visible minorities. With respect to our current executive officers, one executive officer out of six (17%) is a woman, one (17%) is a member of a visible minority, one (17%) is a person with a disability and none are Aboriginal peoples. The Corporation will consider the benefits of additional diversity targets in the future once it has had an opportunity to collect and assess relevant data. The Corporation believes that it is a combination of the skills, experience and character of an individual that are the most important qualities in assessing the value that such individual can bring to the Board or to their executive position.

Board Diversity

The following matrix outlines certain Board diversity metrics as required by NASDAQ. Immediately below the table, the designated groups of diversity as defined and required by the CBCA are identified.

Board Diversity Matrix (As of March 31, 2022)		
Country of Principal Executive Offices:	Canada	
Foreign Private Issuer	Yes	
Disclosure Prohibited under Home Country Law	No	
Total Number of Directors	11	
	Female	**Male**
Part 1: Gender Identity		
Directors	3	8
Part II: Demographic Background		
Underrepresented Individual in Home Country Jurisdiction	1	
LGBTQ+	0	
Did Not Disclose Demographic Background	0	

Directors who are Aboriginal Peoples: 0
Directors with Disabilities: 0
Directors who are members of a visible minority: 1

Corporate Sustainability

Sierra Wireless has been actively involved in building a responsible, sustainable business for many years, along with empowering other businesses to create sustainable practices using our products. We are a member of the Responsible Business Alliance (RBA), conducting our operations in line with the RBA Code of Conduct. This sets out standards for social, environmental and ethical issues aimed at achieving more equitable work environments and environmentally friendly supply chains. We also actively participate in advancing sustainability as it relates to governance, social and environment standards. In 2021, management presented to the GNC on Corporate Sustainability during two of their meetings.

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 nor will our competitive position be affected by environmental protection requirements. We work with the contract manufacturers who build our products and relevant component suppliers, to enable our products sold in the EU to comply with the EU directives that restrict the use of certain hazardous substances in electronic equipment sold in the EU after July 1, 2006. When selling into the US, we comply with the regulations set out by The Safe Drinking Water and Toxic Enforcement Act of 1986 (California Proposition 65) which restricts chemicals in drinking water and the Toxic Substance Control Act which restricts substances and chemicals in products sold into the US.

The sustainability principles to which we are committed to integrating into our business, which are aligned to the United Nations' 17 Sustainable Development Goals, have been presented in our Corporate Sustainability progress report for the year 2021, which will be published in May 2022 and made available on our website at www.sierrawireless.com/company/corporate-sustainability/, along with our previous reports. In the report, we acknowledge our responsibility to work towards a better, more sustainable future and demonstrate ways in which we are honoring our commitment to integrate environmental and social initiatives throughout our business. We are committed to working with vendors, partners and our team to bring prominence to social responsibility in the IoT industry. We will continue to develop our goals as part of our commitment to improving and refining our sustainability approach, which goals are essential components of our long-term growth. In this regard, our Global

Environmental Policy demonstrates our commitment to building sustainable communities, including operating our business in a way that minimizes our environmental impact.

As part of our commitment to addressing climate change, we have set an absolute Greenhouse Gas (GHG) Target to reduce Scopes 1, 2, and 3 GHG emissions by 27.5% by 2030, relative to 2019 levels. This strategy is aligned to the "well below 2 °C warming scenario" and includes all Sierra Wireless facilities and operations.

Our Conflict Minerals Policy details our commitment to source materials and components from environmentally and socially responsible suppliers. It is our policy that we do not knowingly purchase materials, components or supplies containing conflict minerals originating in the Democratic Republic of Congo and adjoining countries that have not been certified as conflict free by an independent third party. We expect our suppliers to adhere to the same standard and to have the due diligence programs and processes in place to enable conflict free supply chains. We request confirmation annually from our suppliers regarding the conflict free status of the products they provide to Sierra Wireless. We report the results of this process as part of the annual requirements the SEC has developed in response to Section 1502 of the Dodd-Frank Act.

Since 2020, our social responsibility has been focused principally on our workforce and our response to the global pandemic to support a safe and secure work environment and overall safety for our employees as a large portion of our global workforce moved to a Work from Home situation. As we look forward to the post-COVID-19 workplace we are in the final planning and implementation stages to improve our hybrid office environment, with less office space and greater flexibility for employees to maximize productivity and engagement.

The Board's Commitment to ESG

The Board is committed to its oversight role in respect of environmental, social and governance ("ESG") issues and has been following the evolution of best practices in this area with the goal of adopting these practices as appropriate. At the present time, ESG oversight responsibilities are shared between the Board's standing committees and the full Board, with the full Board having ultimate oversight. We believe that allocating responsibility over discrete issues to one or more of the standing committees with relevant knowledge and experience while reserving oversight by the full Board is the optimal approach.

The following provides a non-exhaustive overview of engagement by the Board's standing committees on various aspects related to ESG-related risks and opportunities:

	Audit Committee	HRC	GNC
ESG related training for employees	✓	✓	
Monitoring and mitigation strategies for climate and sustainability-related risks	✓		✓
Cybersecurity	✓		
Ethics compliance and anti-corruption	✓		✓
Employee/whistleblower complaints related to Diversity, Equity and Inclusion	✓	✓	
Human capital (including privacy, human rights and diversity, equity and inclusion) and health and safety	✓	✓	
Board diversity			✓
Employee ESG engagement and community relations (including charitable contributions)		✓	✓
Engagement on ESG related social and political issues		✓	✓
ESG related litigation risks	✓		✓

In conjunction with specific engagement by the Board's standing committees on these sorts of discrete issues, the full Board has oversight over ESG risks and opportunities at a strategic level, alignment of ESG goals with business strategy and progress against most significant ESG objectives and commitments. For further details regarding the Corporation's ESG objectives and commitments, reference may be made to the Corporate Sustainability page on our website at www.sierrawireless.com/company/corporate-sustainability/.

COMPENSATION DISCUSSION AND ANALYSIS

This discussion explains all the significant elements of compensation awarded to, earned by, paid to, or payable to our named executive officers ("NEOs") for the most recently completed year. National Instrument 51-102 — *Continuous Disclosure Obligations* defines a NEO as:

(a) the chief executive officer of the Corporation;

(b) the chief financial officer of the Corporation;

(c) the three most highly compensated executive officers of the Corporation, including any of its subsidiaries, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of, or during, the most recently completed financial year, whose total compensation was individually, more than $150,000 for that financial year; and

(d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Corporation or its subsidiaries, nor acting in a similar capacity, at the end of that financial year.

The Corporation's NEOs for the fiscal year ended December 31, 2021 were:

1. Philip Brace, President and Chief Executive Officer;
2. Samuel C. Cochrane, Chief Financial Officer;
3. Kent P. Thexton, former President and Chief Executive Officer (ceased as President & CEO on July 26, 2021);
4. James B. Armstrong, former Senior Vice President & General Manager, Enterprise Solutions;
5. Pravinchandra Desale, Senior Vice President, Engineering;
6. Roy J. MacLean, Senior Vice President, Operations;
7. Marc Overton, former Chief Solutions Officer & Senior Vice President, EMEA Sales; and
8. James P. Ryan, Senior Vice President, Product, Partnerships & Marketing.

Shareholder and Shareholder Advisory Services Engagement in 2021

The HRC carefully considers the outcome of the annual advisory "Say on Pay" vote when making decisions regarding the Corporation's Executive compensation programs. At the Corporation's 2021 meeting of Shareholders, approximately 92% of the votes cast were in favor of our compensation program approach and compensation for NEOs.

2021 saw continued interaction with Shareholders and shareholder advisory services (including ISS and Glass Lewis) to solicit feedback on our compensation programs and fresh points of view.

Responsibility for Executive Compensation Programs

The HRC is responsible for maintaining the integrity of our executive compensation programs, reviewing and approving the annual base salary for the Corporation's NEOs as well as short-term and long-term incentive compensation programs (with the exception of the CEO's compensation which is reviewed and approved by the Board of Directors).

The HRC is comprised of four independent directors: Mr. Anderson, Mr. Mc Court, Ms. O'Neill, and Mr. Waters. All members of the HRC have compensation governance experience.

The incentive plans are typically awarded in the form of cash and equity-based compensation arrangements, and are based on the competitive practices of comparable companies and serve to align the interests of the NEOs with those of the Corporation's Shareholders. The HRC undertakes a comprehensive review of compensation plans for the Corporation's NEOs and professional consultants are regularly engaged to assist the HRC in such reviews. These consultants utilize published compensation surveys and peer group data to develop comparable compensation benchmarks and advise the HRC on the amount and structure of NEO compensation arrangements. The HRC considers the consultants' recommendations in its executive compensation determinations.

Compensation for the Chief Executive Officer is recommended to the Board of Directors by the HRC. The HRC's recommendation is reviewed, modified as appropriate, and ultimately approved by the Board of Directors.

Compensation levels for the other NEOs, and other members of the executive team, are recommended to the HRC by the CEO. The CEO's recommendations are reviewed, modified as appropriate, and ultimately approved by the HRC. Non-executive employee compensation is generally determined by managers of the Corporation.

Administration of equity-based long term incentives, including restricted share unit and performance based share unit awards and stock option awards, is the responsibility of the HRC and is governed by the Corporation's Procedures for Granting Equity Awards, which has been approved by the Board of Directors.

Our annual performance based share units are measured relative to a benchmark index, and our performance based short-term cash incentives are based on financial metrics, whose measurement is subject to the internal control framework of the Corporation. For 2021, an additional financial metric (annual Non-GAAP EBIT performance) was added to the annual performance based share units measurement.

The HRC acknowledges its oversight role in the design of compensation programs and as such has given consideration to certain risks inherent in the design of the Corporation's compensation programs and, specifically, the compensation programs for the executive management of the Corporation. One such risk is that incentive programs, in the absence of certain controls, may encourage performance in a particular category that may impair performance in other categories. The following features of our NEO compensation program have been designed and implemented to reduce such risk:

- the HRC can use its discretion in unusual circumstances to modify performance-based compensation in the event that the performance of the executive does not adequately reflect the pre-defined objectives of the program;
- the objectives upon which the short-term cash incentive performance-based compensation is based are tied to the Board approved strategy and business plan for the Corporation, including corporate profitability and revenue targets. There is frequent oversight of the program. Performance relative to the financial metrics and the non-financial objectives is reviewed and approved by the HRC;
- the earned amount of our annual performance based share units is calibrated to the relative performance of the Corporation's shares to that of a benchmark technology index (S&P SmallCap IT Index: PSCT), and in 2021 to the achievement of an additional financial metric (Non-GAAP EBIT for 2021);
- the compensation program is materially similar from one executive to another throughout the Corporation and its subsidiaries; and
- the compensation program contains maximum limits, beyond which, awards are capped.

The Corporation's CEO and CFO are subject to the clawback provisions contained in Section 304 of the Sarbanes Oxley Act. In addition, effective April 2017, the Board of Directors approved an Executive Compensation Clawback Policy that contemplates the recovery of excess performance-based compensation from current or former executives in the event of a restatement of financial statements, or a malfeasance event.

For 2022, the Board does not intend to modify the methodology used to establish the NEO compensation levels. The Corporation has adopted a new annual bonus structure commencing in 2022 for NEOs and other employees focused on annual individual and corporate performance metrics, with NEO annual bonus determined solely based on achievement of annual corporate performance metrics (Revenue and Non-GAAP EBIT).

The Corporation has adopted an Anti-Hedging Policy that prohibits NEOs or directors from purchasing derivative financial instruments including, for greater certainty, prepaid variable forward contracts, equity swaps, collars or units of exchange funds, that are designed to hedge or offset a decrease in the market value of equity securities granted as compensation or held, directly or indirectly, by the NEO or director.

Compensation Objectives

Our executive compensation program is designed to compensate executives in ways that promote outstanding performance, as well as attract and retain talented executives on a global basis. The achievement of our compensation objectives is consistent with compensation practices in the marketplace in which we compete for talent and does so in a way that does not promote undue risk-taking.

It is our belief that NEO compensation should be tied to the creation of long-term value and that incentives should reward performance without encouraging undue risk-taking. In 2021, a significant portion of our NEOs' total direct compensation was tied closely to the success of meeting or exceeding the Corporation's short and long-term objectives.

Our objectives regarding compensation are to:

- attract and retain experienced, qualified, capable executives by paying compensation packages that are competitive in the markets in which we compete for executive talent;
- motivate short and long-term executive performance with cash incentives tied to the achievement of annual financial metric goals set in the Board approved business plan; and
- align our executives' interest with those of our Shareholders by providing our executives with equity-based compensation and requiring senior executives to comply with minimum share ownership guidelines resulting in a sustained ownership position.

Research and Benchmarking

Compensation targets are based upon peer group and compensation survey data of comparable positions at comparable companies, a specific individual's level of responsibility and experience, and the individual's influence on the immediate and sustained performance of the Corporation. Actual compensation awards are determined by a mix of individual and corporate performance. On an aggregate compensation basis, and by individual pay component (i.e. base salary, annual target bonus and annual LTI target), we target the 50th percentile of the blended peer group and published survey data by position, as a baseline when setting executive compensation.

The HRC regularly performs a formal market review utilizing one or more independent compensation advisors. Since 2016, the HRC has engaged with Compensia, Inc. ("Compensia") to provide compensation benchmarking, assistance in setting executive compensation targets and general advisory services. To assess compensation levels for 2021, Compensia conducted an independent third party executive compensation review and provided analysis, conclusions and recommendations for the total remuneration and mix of compensation elements for our executives. Compensia's objectives were to:

- Review the Corporation's total direct compensation elements (base salary, cash and equity based incentives) and their relative mix (percentage of total compensation that each element represented) for executive positions;

- Assess the competitiveness of the Corporation's executive compensation, based on revenue, assets, market capitalization as compared to a peer group of publicly traded companies defined by the HRC, and published survey data from companies with projected revenue levels similar to the Corporation; and
- Provide conclusions and recommendations for current and future compensation packages for the Corporation's executives.

In consultation with Compensia, the HRC has established the following current list of peers (the "Peer Group") to assist us in a competitive assessment of, and to serve as a benchmark for, our executive compensation:

8x8, Inc.	Gogo Inc.
ADTRAN Inc.	Harmonic Inc.
Arlo Technologies, Inc.	Infinera Corporation
CalAmp Corp.	Inseego Corp
Calix Inc.	MaxLinear, Inc.
Cambium Networks Corporation	NETGEAR, Inc.
Casa Systems Inc.	ORBCOMM Inc.
Comtech Telecommunications Corp.	QAD Inc.
Digi International	Ribbon Communications
Extreme Networks	u-blox Holding AG

The Peer Group was established based on criteria that we believe make these companies comparable to Sierra Wireless. Each member of the Peer Group has one or more similarities to the Corporation including:

- *Nature of ownership*: We believe that there are differences in the management of publicly traded companies and private companies. Further, since much of the compensation information sought for benchmarking is not easily attainable for private companies, we sought primarily publicly traded companies.
- *Business*: We compete for executive talent in many marketplaces, but most often in the global wireless technology, software development and technology space, so we sought companies with operations in these businesses.
- *Size:* We believe that there is often a relationship between the size of a company (e.g. Revenues and Market Cap), and the compensation of its executives, so we sought companies of similar size to Sierra Wireless.

Compensia obtained relevant compensation data for comparable positions from available disclosure by the Peer Group companies and market data from published survey sources. Based on a combination of the Peer Group analysis and survey sources, Compensia provided recommendations for the total remuneration and mix of compensation for the Corporation's executives, including the NEOs.

In 2021 NEO base salaries remained unchanged from 2020, with exception of the temporary 10% base salary roll back from May 4 to November 31, 2020 voluntarily adopted by Messrs. Thexton and Ryan in 2020 to demonstrate fiscal leadership .

For the fiscal years ended December 31, 2021 and 2020 the Corporation incurred the following fees payable to Compensia:

(in United States dollars)		2021	2020
Executive Compensation- Related fees	$	47,124	$ 29,259
All Other fees		Nil	Nil

Elements of Executive Compensation

Our policy is to compensate our executives for performance using a mix of annual base salary, annual cash incentives, equity-based long term incentives and other indirect compensation.

Targets for each element of compensation are based on compensation data for comparable positions at comparable companies, the individual's level of responsibility and experience, and the individual's influence on the immediate and sustained performance of the Corporation. Actual compensation awards are determined by a mix of individual and corporate performance.

Annual Base Salary

Our independent compensation advisors obtain compensation data for salaries of comparable executive positions from published survey data and the Peer Group to determine the 25^{th}, 50^{th} and 75^{th} percentile as benchmarks.

In 2020 and 2021 the NEOs received a 0% base salary increase. This was part of a broader program of base salary freezes applied to all global employees in response to the uncertainties of the global COVID-19 pandemic. In addition, certain NEOs took a voluntarily temporary 10% rollback of base salary from May 4 to November 31, 2020.

Mr. Thexton's base salary was set at $600,000 upon his appointment as President & CEO on November 1, 2018. Mr. Thexton did not receive a base salary increase in 2020 or 2021.

Mr Brace's base salary was set at $600,000 upon his appointment as President and CEO effective July 26, 2021.

Short Term Incentives

In 2020, the Corporation was focused on preserving and improving liquidity. The preservation of cash was a clear priority for the Board and Executive Team. Key executive and employee retention during a period of active restructuring was also an urgent and critical consideration to ensure the Corporation retained the key skills to drive the business transformation. As a result, the Corporation instituted a cash management program and decided to implement a one-time modification to the annual short term incentive program for 2020. The regular short term, cash based incentive program was suspended for 1 year and replaced by a one-time equity based 2020 Bonus/RSU replacement program. The decision to implement this program was taken in December 2019 prior to the COVID-19 pandemic, and was not influenced by the global pandemic.

In 2021, the Corporation returned to a cash based, short term incentive program. NEOs were measured 100% against specific corporate financial metrics (Revenue and Non-GAAP EBIT), where a minimum threshold value of $490 million Revenue and $0.2 million Non-GAAP EBIT was set. The targets were split over two 6-monthly periods. There were no payouts related to this program for the NEO's in 2021 due to the Corporation not achieving the minimum threshold value.

Messrs. Brace and Desale, who joined the corporation in 2021, each received a one-time bonus payout for H2-2021 of $259,230 and $38,290, respectively, which was guaranteed as part of their executive agreement. Both Messrs. Brace and Desale will be subject to the Corporate Bonus Plan in 2022.

For 2022, the Corporation will continue with a short term incentive program, which will be measured over a 12 month period and tied to Revenue and Non-GAAP EBIT, with a payout on a sliding scale between 0-150%.

2020 Bonus/RSU Replacement Program

The 2020 Bonus/RSU replacement program was implemented as a one-time program aimed at managing in-year cash operating expenses and cash flow during 2020 as the business transformation reached a critical point, and was supportive of building a strong balance sheet.

Following zero NEO bonuses in 2019, and in a tight operating environment, the Corporation needed an incentive program that motivated NEOs to build and be aligned with creating multi-year Shareholder value, while driving the near term results required of our business transformation.

As a result, 2020 annual target bonuses were replaced by time based RSU awards (2 years, cliff vesting) equivalent in value to an on-target payout. These RSUs, issued in February 2020 vested in February 2022 provided the NEO did not voluntarily resign from the Corporation prior to that date. Mr. Harmon (due to his start date later in 2020) did not participate in this program. This program concluded on February 18, 2022.

Equity-Based Long-Term Incentives ("LTIs")

Equity-based long-term incentives ("LTIs") are designed to reinforce the connection between executive remuneration and the Corporation's performance by motivating, retaining and rewarding participants for improving our long-term financial strength, and enhancing Shareholder value. Annual LTI grants are based on position level, and overall market competitiveness. In addition, from time-to-time LTIs have also been granted to recognize performance on specific initiatives. As stated earlier, the granting of special incentives, beyond annual incentive awards, is not planned going forward.

The 2021 annual LTI grants, issued in May 2021 for Messrs. Cochrane, MacLean, and Overton were set at the following target dollar values respectively, $750,000, $250,000 and $300,000. No grant was issued for Mr. Thexton in 2021 due to his impending departure.

One time new hire grants were made to Messrs. Armstrong and Ryan on February 26, 2021 for $500,000 and $375,000, respectively, Mr. Brace on August 16, 2021 for $3,000,000, and Mr. Desale on November 11, 2021 for $1,400,000. These grants were inclusive of their 2021 annual grant.

In 2018, the Corporation removed stock options from the annual grant for NEOs and replaced them with performance-based share units. No stock options were issued to NEOs in 2021, nor does the Corporation plan to issue stock options to NEOs for the foreseeable future.

Annual LTI grants are comprised of a mix of Target Performance-Based Market or Treasury Restricted Share Units (Target PSUs) and Market or Treasury Restricted Share Units ("RSUs") (a summary of the key terms of the RSU Plan under which both of these types of awards are issued can be found in Schedule A). The mix of PSUs and RSUs is determined by the HRC, taking into consideration, among other things, the number of share units available for granting, dilution impact, competitive factors and cash utilization. Once the mix has been determined and based on the target dollar value of each individual LTI grant, the Corporation uses a 30-day average share price period for calculation of target PSUs and RSUs. Once the number of PSUs and RSUs are determined, the fair market value of the PSUs and RSUs is set at the market closing price on the day the PSUs and RSUs are granted.

The 2021 annual NEO LTI grants were issued 50% in the form of RSUs and 50% in the form of PSUs. Annual executive LTI grants are normally made in May (or the first available window following the date of hire for new executives), after the public disclosure of our results for the first fiscal quarter and when we are not in a trading blackout period. If we are in a trading blackout period, we will issue the grants after the trading blackout period has ended.

For 2021, as part of the HRC's comprehensive review of the Corporation's compensation programs it refined the PSU metric for 2021 and future issuances. This refinement is designed to better align the NEOs to the key outcomes determined by the Board of:

a) returning the Corporation to profitability,

b) consistently improving profitability metrics year on year; and

c) growing Shareholder value in both absolute and relative terms as compared to our peer group.

Contained within the new annual equity award design for 2021, the allocation of 50% of the NEOs target annual equity value to time based RSUs is maintained as-is. For the remaining 50% target annual equity value (which most recently has been allotted to PSUs and determined solely by TSR performance relative to the S&P SmallCap 600 IT index "PSCT"), this value will now be allotted to PSUs and be divided equally between (i) a TSR metric against the same S&P SmallCap index "PSCT", but now requiring 55th percentile performance to achieve 100% payout, and (ii) a new annual financial metric to determine the other PSU portion. Financial metrics will be set annually by the HRC. For 2021, the new annual financial metric will be tied to non-GAAP EBIT. The PSUs linked to the annual financial metric will be earned annually if sufficient minimum levels of financial performance are achieved, however, they will have a time restriction, such that earned units will be banked and will not be converted to shares until the end of the 3rd year of the award. This provides Shareholders with both a clear performance-based metric as well as providing for key employee retention.

The annual equity grant award design for Mr. Brace has a mix whereby 25% of the target annual equity value was granted as a time based RSU, and 75% Performance (PSU) based on TSR.

		Weighting	Vesting Schedule	Performance Criteria
Prior Program	Time Based RSUs	50%	1/3 each year on Anniversary of award	N/A
	TSR based PSUs	50%	Cliff Vest at end of 3 years	PSUs measured against the current S&P Smallcap Tech Index ("PSCT"). Meeting index performance =100% payout
Revised Program 2021 Onwards	Time Based RSUs	50%	1/3 each year on Anniversary of award	N/A
	TSR based PSUs	25%	Cliff Vest at end of 3 years	PSUs measured against the current S&P Smallcap Tech Index ("PSCT"). Meeting 55th percentile Index performance=100% payout
	Financial Metric PSUs	25%	Performance measured and Units banked in each year; Cliff vest at end of 3 years	Financial metric in each of the 3 years of the award. Set annually by the Human Resources Committee

In 2021, the Corporation received consent from participants to have certain unvested original awards issued under the Market RSU plan terminated and replacement awards issued under the Corporation's Treasury RSU Plan subject to the same vesting and termination provisions as set out in the original grants which resulted in a reduction in cash outflows.

Updated information related to 2019 special PSU programs

In 2019 the Corporation was undergoing significant restructuring and changes to its business model. As a result we introduced two special, one-time equity incentive programs for executives and other select employees that were directly connected to that business transformation mission, to drive significant cost synergies and accelerate recurring revenue in our connectivity services and solutions.

Shareholders should note that these two legacy programs are now complete and the Corporation does not intend to utilize special equity programs for the foreseeable future.

Transformation Acceleration Program "TAP" (Cost Reduction & Efficiency) PSU Program

In 2019, TAP PSU awards were made to a small group of executives and senior leaders (including Messrs. MacLean and Overton). The purpose of these awards was to incentivize this group of leaders to design and deliver significant cost reduction actions in the Operating Expenses and Cost of Goods Sold expenses of the Corporation. The analysis and design phase of the program was conducted in mid-2018 in conjunction with a globally known and well-respected 3rd party consulting company.

To support agile design and swift implementation, the incentive plan design was based on a target of total cost reductions achieved, plus savings designed and in the process of being achieved, as at December 31, 2019. It was apparent at the initiation of the planning that some of the key executives critical to the design and planning might see their own positions eliminated, and also meaningful reductions in their staff. To provide the best possible speed of implementation the TAP PSU program was designed in Q4 2018 and equity awards issued at the next available opportunity in February 2019. The TAP PSU program also contained a retention element. Participants must not have voluntarily resigned from the Corporation before February 2022 to vest their awards unless otherwise determined by the Board.

In reviewing the performance outcomes of the TAP program in 2020, the HRC determined that $49.5 million of the $54 million target had been achieved. This level of performance translated to a 77.5% final payout of the program for plan participants. The awards were paid out in February 2022. Mr. Overton's awards were paid out at his termination date on November 19, 2021.

Name	TAP Award Value ($)	Number of PSUs granted	Number of PSUs vested	Grant Date	Vest date
Roy J. MacLean	$49,500	2,851	2,210	February 19, 2019	February 19, 2022
Marc Overton	$99,000	5,702	4,419	February 19, 2019	November 19, 2021

Accelerating Services Revenue Growth PSU Program

In 2018, to align incentives with the Sierra Wireless strategy of building a sustainable leadership position in recurring IoT data connectivity services, and providing incremental future revenue growth and value-added services with IoT hardware modules or devices, a one-time, special PSU program was designed in Q4 2018 and awards granted starting in February 2019.

In 2019, Accelerating Services Revenue Growth PSUs were awarded to Messrs. Thexton, Overton, MacLean, and Ryan. Messrs. Cochrane & Harmon were also awarded PSU grants under this program in 2020. Additional awards under the program were made to other executives and senior leaders with the Corporation, to incentivize and align them around the stated mission of aggressively growing services revenue. These awards contained stretch targets of $200m Services revenue in FY2021 (200% achievement) or Q4 2021 Services run rate revenue (Q4 2021 revenue of $50m =100% achievement) to demonstrate the progress to achievement of $200m+ Services revenue in 2022.

Messers. Thexton and Overton, who left Sierra Wireless's employment in 2021, had payouts under this program of 103.55% and 101.73%, respectively, which were calculated in accordance with the terms of the original grant applicable to termination of awards prior to completion of the program. For the remaining NEO's and other executives and senior leaders who were part of the program, the targets were ultimately not achieved as of the program's final calculation date, December 31, 2021, and the payout was zero.

Name	Target Award ($)	Number of PSUs granted	Number of PSUs vested	Grant Date	Vest date
Kent P. Thexton	$600,000	34,562	35,789	February 19, 2019	August 13, 2021
Samuel C. Cochrane	$300,000	35,460	—	August 11, 2020	February 19, 2022
Roy J. MacLean	$100,000	5,760	—	February 19, 2019	February 19, 2022
	$200,000	17,149	—	November 8, 2019	February 19, 2022
Marc Overton	$300,000	17,281	17,579	February 19, 2019	November 19, 2021
James P. Ryan	$300,000	21,141	—	May 14, 2019	February 19, 2022

Retirement Benefits

Canada Registered Retirement Savings Plan

The Canadian Registered Retirement Savings Plan is designed to offer eligible Canadian employees a tax-assisted method of saving for retirement. The Corporation matches employee contributions up to 3% of gross earnings to the annual allowable maximum.

U.S. 401(k)

The 401(k) program is designed to offer eligible U.S. employees a tax-assisted method of saving for retirement. The Corporation matches employee contributions up to 3% of gross earnings to the annual allowable maximum.

Minimum Share Ownership Guidelines

In 2007, minimum share ownership guidelines were established by the Board for directors and senior executives. These guidelines are administered by the GNC of the Corporation, which has discretion to submit amendments for approval by the Board, and the Board may at any time approve amendments to the guidelines.

These ownership guidelines were updated in early 2019 to increase the CEO ownership requirements from 3 times annual base salary to 5 times annual base salary. Each senior executive is expected to own a minimum number of Common Shares or vested RSU's (or a combination thereof) that is equal to the lesser of:

- An amount equal to five times annual base salary in the case of the CEO, and an amount equal to one time annual base salary in the case of each other senior executive. For the purposes of assessing compliance with the guidelines, the Common Shares are valued at the higher of original cost or market value at the time of assessment, and the vested RSU’s and PSU’s are valued at the higher of fair market value at the grant date or the market value of the underlying Common Shares at the time of assessment.
- 115,000 Common Shares or vested RSU's (or a combination thereof) for the CEO and 12,000 Common Shares or vested RSU's (or a combination thereof) for each other senior executive.

New senior executives have five years from the date of their first appointment to comply with the minimum share ownership guidelines.

As of December 31, 2021, Mr. Ryan met the minimum share ownership threshold. Mr. Brace, Mr. Cochrane, Mr. Desale, and Mr. MacLean 's holdings were below the minimum threshold as of December 31, 2021; however, they have five years from the date of their appointment as a senior executive to acquire the minimum share ownership set out in the guidelines (July 2021, May 2020, November 2021, and October 2019, respectively).

Failure to meet or maintain these share ownership requirements may result in a reduction in future LTI awards and/or other compensation. There may be instances in which these share ownership guidelines would place a hardship on the executive. If such an instance occurs, the Board may consider and approve an alternative share ownership guideline for that individual, which reflects the intention of these guidelines and the individual's personal circumstances. The Corporation expects such instances to be rare.

In early 2019, the minimum share ownership guidelines were updated to increase the ownership requirement for directors from three times annual retainer to four times. Each director is now expected to own a minimum number of Common Shares that is no less than an amount equal to four times their annual board retainer. For the purposes of assessment, Common Shares are valued at the higher of original cost or market value at the time of assessing compliance with this policy, and vested RSUs are valued at the higher of fair market value at the grant date or the market value of the underlying Common Shares at the time of assessment. The annual board retainer does not include supplementary retainers for Board Chair and Committee positions or annual RSU awards. New Board members have four years from their first appointment to comply with the minimum share ownership guidelines.

As of December 31, 2021, all the directors met the minimum share ownership threshold, except Mr. Brace who has five years from his appointment as President and CEO to attain the minimum share ownership threshold.

Compensation Details

The following table provides a summary of the compensation earned during each of the last three financial years by each of the Corporation's NEOs.

Summary Total Compensation [1]

Name and Principal Position	Year	Salary ($)	Share - based Awards[2] ($)	Option - based Awards[3] ($)	Non-equity Incentive Plan Compensation ($): Short term Incentive Plans[4]	Non-equity Incentive Plan Compensation ($): Long-term Incentive Plans	Pension Value ($)	All Other Compensation[5] ($)	Total Compensation ($)
Philip Brace, President, Chief Executive Officer and Director[6]	2021	253,846	3,080,872	—	259,239	—	—	—	3,593,957
Kent P. Thexton, former President, former Chief Executive Officer and former Director[7]	2021	380,769	—	—	—	—	—	1,714,391	2,095,160
	2020	556,433	5,488,997	—	—	—	—	—	6,045,430
	2019	600,000	432,874	—	—	—	—	—	1,032,874
Samuel C. Cochrane Chief Financial Officer[8]	2021	319,081	827,136	—	—	—	—	—	1,146,217
	2020	192,752	2,964,535	—	—	—	—	—	3,157,287
James B. Armstrong, former Senior Vice President & General Manager, Enterprise Solutions[9]	2021	278,654	481,002	—	—	—	—	390,997	1,150,653
Pravinchandra Desale, Senior Vice President, Engineering[10]	2021	50,769	1,970,678	—	38,291	—	—	—	2,059,738
Roy J. MacLean, Senior Vice President, Operations[11]	2021	256,847	275,712	—	—	—	—	—	532,559
	2020	241,381	559,788	—	—	—	—	—	801,169
	2019	212,105	376,113	—	7,500	—	—	—	595,718
Marc Overton, former Chief Sales Officer, and Senior Vice President, EMEA and APAC Sales[12]	2021	324,753	331,206	—	85,444	—	—	541,564	1,282,967
	2020	320,048	705,229	—	21,718	—	—	—	1,046,995
	2019	349,757	500,089	—	—	—	—	—	849,846
James P. Ryan, Senior Vice President, Product, Partnerships & Marketing[13]	2021	305,652	360,750	—	—	—	—	—	666,402
	2020	259,600	840,876	—	—	—	—	—	1,100,476
	2019	171,346	643,578	—	—	—	—	—	814,924

Notes:

(1) All dollar amounts in the Summary Total Compensation table and footnotes are reflected in U.S. dollars; however, compensation for Messrs. Cochrane and McLean was awarded, earned or payable in Canadian dollars and compensation for Mr. Overton was awarded, earned or payable in Great Britain pounds. As a result, compensation levels, in U.S. dollar equivalent, may change despite there being no changes in salary levels in the NEO's payment currency. The average rates of exchange used to convert Canadian dollar amounts to U.S. dollar amounts for the respective fiscal years were:

2021- 0.7977, 2020- 0.7458, 2019- 0.7537. The average rates of exchange used to convert Great Britain pound amounts to U.S. dollar amounts for the respective fiscal years were: 2021-1.3757, 2020-1.2825, 2019- 1.2765.

(2) Share-based awards represent the fair value of RSUs granted or issued in the year under the Restricted Share Unit Plans. The fair value of the RSUs is based on the closing market price of the Common Shares on the effective date of grant multiplied by the number of RSUs granted or issued, with the exception of RSUs with a market condition performance-based component. The fair value of these RSUs at date of grant are determined using the Monte Carlo simulation model.

(3) No stock options were granted to the above NEOs in 2019, 2020 or 2021.

(4) Compensation from Short-term Incentive Plans includes amounts earned in the year which were not paid out until the first quarter of the following year under the terms of the Corporation's Short-term Incentive Plans.

(5) All Other Compensation includes severance payments, vacation payouts, contributions to retirement savings plans, car allowances, and housing allowances.

(6) Mr. Brace joined the Corporation in July 26, 2021.

(7) Mr. Thexton stepped down from his position of Chief Executive Officer effective July 26, 2021, and left the Corporation on August 13, 2021.

(8) Mr. Cochrane joined the Corporation in May 2020.

(9) Mr. Armstrong joined the Corporation in January 2021 and left the Corporation in November 2021.

(10) Mr. Desale joined the Corporation in November 2021.

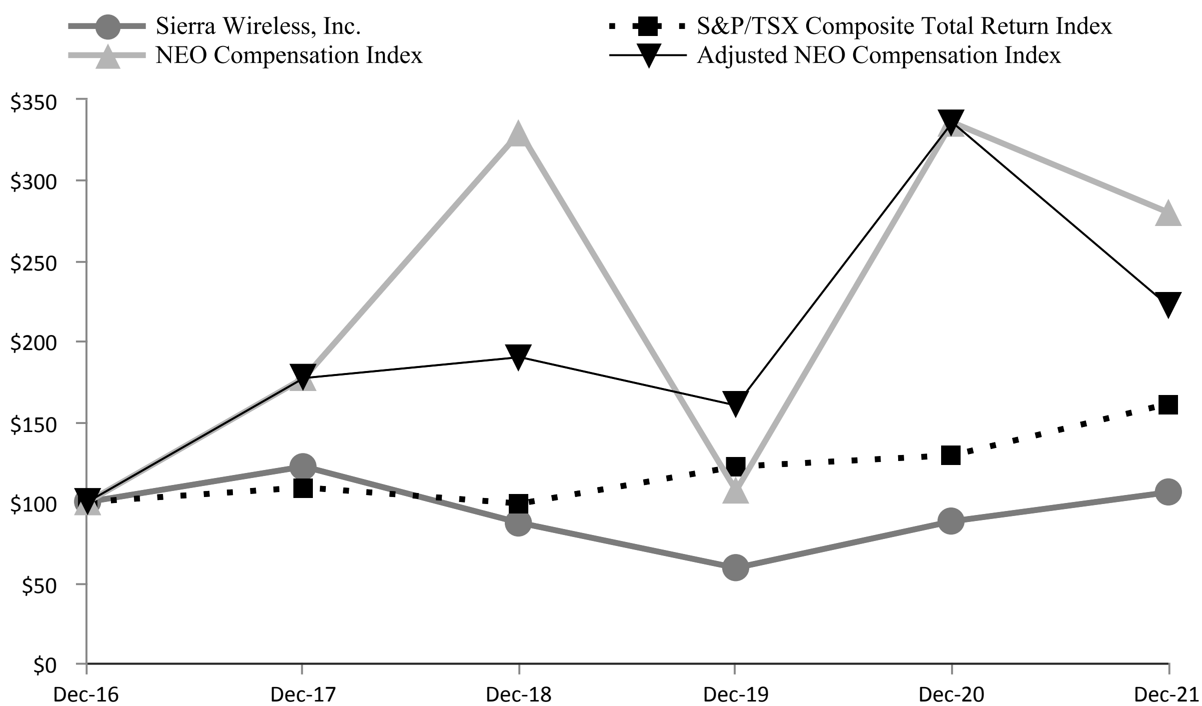
(11) Effective February 2021, Mr. MacLean's position and title changed from Senior Vice President, Customer Experience and Quality to Senior Vice President, Operations.

(12) Mr. Overton left the Corporation in November 2021.

(13) Mr. Ryan joined the Corporation in May 2019.

Share Performance

The following graph compares the Corporation's cumulative Shareholder return over the last five years on a Cdn $100 investment in its Common Shares (made December 31, 2016) to the cumulative return of a comparable investment on the S&P/TSX Composite Total Return Index. The graph also shows the relationship between Shareholder return and aggregate NEO compensation over the last five years. The compound annual growth in NEO total compensation was 22.8% for the five-year period, compared to 1.2% compound annual growth of the Corporation's share price in the same period.



	Dec 2016 $	Dec 2017 $	Dec 2018 $	Dec 2019 $	Dec 2020 $	Dec 2021 $
Sierra Wireless, Inc. (CDN$)	100	122	87	59	88	106
S&P/TSX Composite Total Return Index (CDN$)	100	109	99	122	129	161
NEO Compensation (US$'000)(1)(2)	4,234	7,659	14,273	4,545	14,060	12,527
Adjusted NEO Compensation (US$'000)(3)	4,234	7,659	8,209	6,748	14,060	9,939
NEO Compensation Index (CDN$)	100	177	330	107	336	280
Adjusted NEO Compensation Index (CDN$)	100	177	190	125	336	222

Notes:

(1) NEO compensation is composed of salary, short-term incentive payments, value of equity awards at time of grant and other compensation as reported in the Summary Total Compensation table.

(2) NEOs are listed in the Compensation Discussion and Analysis section above.

(3) Adjusted NEO compensation in 2018 excludes Mr. Cohenour, former CEO, severance of $3,623,112, Mr. Thexton's Board of Director compensation of $126,316 and annual 2019 share based awards of $1,652,559; and Mr. Krause's annual 2019 share based awards of $550,517. Adjusted NEO compensation in 2019 includes Mr. Thexton and Mr. Krause's annual 2019 share based awards of $1,652,559 and $550,517, respectively. Adjusted NEO compensation in 2021 excludes Mr. Thexton, former CEO, severance of $1,702,741, Mr. Armstrong's severance of $385,000 and Mr. Overton's severance of $500,050.

As at December 31, 2021 the share price of the Corporation was approximately 120% of its price one year earlier.

Incentive Plan Awards

Outstanding Option-based Awards and Share-based Awards

The following table sets out information concerning unexercised options, PSUs and RSUs that have not vested for each NEO as of December 31, 2021. For a discussion of the key terms of the Employee Stock Option Plan and Restricted Share Unit Plans, refer to Schedule A of this Information Circular.

	Option-based Awards				Share-based Awards		
Name	Number of Securities Underlying Unexercised Options(1) (#)	Option Exercise Price(2) ($)	Option Expiration Date(3)	Value of Unexercised In-the-Money Options(4) (US $)	Number of Units of Common Shares That Have Not Vested(5) (#)	Market or Payout Value of Share-based Awards That Have Not Vested (US $)(6)	Market or Payout Value of Share-based Awards Not Paid out or Distributed (US $)
Philip Brace	—	N/A N/A	N/A	N/A	160,170	$ 2,822,195	$ —
Kent P. Thexton	—	N/A N/A	N/A	N/A	—	$ —	$ —
Samuel C. Cochrane	—	N/A N/A	N/A	N/A	229,801	$ 4,054,041	$ —
James B. Armstrong	—	N/A N/A	N/A	N/A	—	$ —	$ —
Pravinchandra Desale	—	N/A N/A	N/A	N/A	84,797	$ 1,494,123	$ —
Roy J. MacLean	9,630	Cdn$ 32.89	February 13, 2022	$ —	82,857	$ 1,460,580	$ 19,052
Marc Overton	—	N/A N/A	N/A	N/A	—	$ —	$ —
James P. Ryan	—	N/A N/A	N/A	N/A	113,049	$ 1,991,923	$ —

Notes:

(1) Option-based awards vest over four years with 25% vesting after the first year and the remainder vesting monthly thereafter. None of the unexercised options outstanding have different vesting terms.

(2) The option exercise price is determined by the closing market price on the effective date of grant. The value of the Common Shares on the NASDAQ is used for U.S. employees, and the value of the Common Shares on the TSX is used for Canadian employees.

(3) Options have a term of five years.

(4) At December 31, 2021 the closing stock price of the Common Shares on the NASDAQ was US $17.62 and on the TSX was Cdn $22.30.

(5) Non-performance based RSUs vest over two to three years. RSUs vesting over two years cliff vest in two years, and RSUs vesting over three years vest in equal amounts on each anniversary date of the grant. Unvested RSUs are comprised of grants dated February 19, 2019, May 14, 2019, November 8, 2019, February 18, 2020, August 11, 2020, February 26, 2021, May 17, 2021, August 16, 2021, and November 11, 2021.

(6) The market value of RSUs at December 31, 2021 was calculated using the closing stock price of the Common Shares on the NASDAQ of US $17.62 for Mr. Brace, Mr. Desale, certain grants for Mr. MacLean, and Mr. Ryan; and the closing stock price of the Common Shares on the TSX of Cdn $22.30 for Mr. Cochrane and certain grants for Mr. MacLean translated at the spot foreign exchange rate of Cdn $1.00 = US $0.7911.

Option-based Awards and Share-based Awards Granted During Fiscal 2021

In 2021, there were no options granted to NEOs, and the number of RSUs issued to NEOs was as follows:

Name	# of RSUs granted	Grant date
Philip Brace	160,170	August 16, 2021
Kent P. Thexton	—	N/A
Samuel C. Cochrane	51,264	May 17, 2021
James B. Armstrong	26,652	February 26, 2021
Pravinchandra Desale	84,797	November 11, 2021
Roy J. MacLean	17,088	May 17, 2021
Marc Overton	20,505	May 17, 2021
James P. Ryan	19,989	February 26, 2021

Value Vested or Earned During Fiscal 2021

The following table sets out, for each NEO, the value of stock options and RSUs that vested during 2021, as well as the value of non-equity incentive compensation earned during 2021.

Name	Option-based Awards — Value Vested During 2021(1) ($)	Share-based Awards — Value Vested During 2021(2) ($)	Non-Equity Incentive Plan Compensation — Total Value Earned During 2021 ($)
Philip Brace	—	—	259,239
Kent P. Thexton	—	7,120,830	—
Samuel C. Cochrane	—	317,193	—
James B. Armstrong	—	212,680	—
Pravinchandra Desale	—	—	38,291
Roy J. MacLean	—	108,494	—
Marc Overton	—	1,724,411	85,444
James P. Ryan	—	312,909	—

Notes:

(1) This value, if any, was determined by calculating the difference between the market price of the underlying securities on the vesting date and the exercise price of the options on the vesting date, multiplied by the number of vested options. The closing stock price of the Common Shares on the NASDAQ and on the TSX was used for U.S. and Canadian employees, respectively. Canadian dollar values were translated at the spot foreign exchange rates on the specific vesting dates. Certain option-based awards vested when the market price was less than the exercise price and therefore a market value of zero was assigned to those options on the vesting date.

(2) This value was calculated using the closing stock price of the Common Shares on the NASDAQ and on the TSX, for U.S. and Canadian employees respectively, on each vesting date multiplied by the number of shares acquired or units vested. Canadian dollar values were translated at the spot foreign exchange rates on the specific vesting dates. The closing market prices and spot foreign exchange rates to translate Canadian dollars into U.S. dollars were as follows:

Date	NASDAQ (US$)	TSX (Cdn$)	Spot Rate
February 12, 2021	18.81	23.91	0.7867
February 18, 2021	18.58	23.54	0.7876
February 19, 2021	18.80	23.69	0.7928
May 12, 2021	13.38	16.23	0.8267
May 14, 2021	14.89	17.98	0.8258
August 13, 2021	16.47	20.64	0.7991
November 8, 2021	16.56	20.60	0.8033
November 19, 2021	18.17	22.95	0.7912

Option Exercises During Fiscal 2021

The following table sets out the number of common shares acquired through option exercises during 2021 and the aggregate value realized upon exercise. Value realized upon exercise is the difference between the market price of the common shares on the NASDAQ or on the TSX on the exercise date and the exercise price of the option.

Name	Shares acquired upon exercise (#)	Value Realized ($)
Philip Brace	—	—
Kent P. Thexton	5,457	31,878
Samuel C. Cochrane	—	—
James B. Armstrong	—	—
Pravinchandra Desale	—	—
Roy J. MacLean	—	—
Marc Overton	—	—
James P. Ryan	—	—

Burn Rate

Burn rate is defined as the total number of equity awards issued in a year, divided by the weighted average number of shares outstanding in the fiscal year. The burn rate under each of our Stock Option Plan and Treasury RSU Plan are as follows:

Equity Plan	2021	2020	2019
Stock Option Plan	—%	0.8%	1.28%
Treasury RSU Plan(1)	4.99%	1.87%	0.96%

The number of stock options and treasury RSUs issued are as follows:

Granted - # of units	2021	2020	2019
Stock Option Plan	—	289,518	462,937
Treasury RSU Plan(1)	1,853,870	679,091	346,871

Notes:

(1) The number of Treasury RSU Plan units granted in 2021 includes 1,730,738 units originally granted under the Market RSU Plan which were exchanged for Treasury RSU Plan units in 2021. Of the 1,730,738 units exchanged, 599,167 units relate to Market RSU grants in 2021, 1,067,947 units relate to Market RSU grants in 2020, and 63,624 units relate to Market RSU grants in 2019.

In 2021, the Corporation received consent from participants to have certain unvested original awards issued under the Market RSU plan terminated and replacement awards issued under the Corporation's Treasury RSU Plan subject to the same vesting and termination provisions as set out in the original grants, which resulted in a reduction in cash outflows.

Our Market RSU plan has been approved by the Board of Directors. The Corporation may grant market based restricted share units to employees, officers and directors in its sole discretion. Shares delivered to participants in connection with the exercise or settlement of market based restricted share units are purchased on the open market by the Corporation's Trustee acting through a broker designated by the Trustee who is independent of the Corporation.

Termination and Change of Control Benefits

The Corporation entered into executive employment agreements with each of Messrs. Brace, Thexton, Cochrane, Armstrong, Desale, MacLean, Overton and Ryan under which each executive agreed to continue to serve the Corporation in his current office and perform the duties of such office for an indefinite term, which term came to an end in 2021 for Messrs. Armstrong, Overton and Thexton. Under the terms of each executive employment agreement, the executive has made commitments in favour of the Corporation, including non-solicitation covenants, minimum notice periods in the event of the executive's resignation, and for Messrs. Brace, Thexton and Cochrane only, continued service for a minimum period of time in the event of a change of control. In consideration of the services to be rendered by each executive under each of the executive employment agreements, each executive receives an annual salary and is entitled to participate in the short-term incentive program and long-term incentive plans of the Corporation and the dental, medical and other benefit plans as may be offered by the Corporation to senior officers, in their respective geography, from time to time.

In the event of the termination of Messrs. Thexton, Cochrane, Armstrong, Desale, MacLean, Overton and Ryan's employment, other than for just cause, disability, death or change of control of the Corporation, their executive employment agreements state that the Corporation will provide such executive with working notice equal to 12 months. In the event of termination of Mr. Brace, other than for just cause, disability, death or change of control of the Corporation, the Corporation will provide such executive with 24 months of notice, which includes working notice up to a maximum of 6 months unless otherwise mutually agreed.

In lieu of working notice, the Corporation may elect to provide severance pay or may elect any combination of working notice and severance pay. Further, in the event of a termination other than for just cause, disability or change of control, the executive employment agreements for each of Messrs. Brace, Thexton, Cochrane, Armstrong, Desale, MacLean, and Ryan provide that any PSUs held by such executive will have the target number of shares pro-rated, accounting for the time between the original grant date and the end of their notice period, and the current performance status against the performance conditions set out in the applicable grant agreement will be applied to determine the total shares to be issued. In addition, any RSUs or Stock Options that may have vested up until the end of the applicable working notice period will accelerate to the last date worked, if that date is earlier than the end of the applicable working notice period. All NEO's must sign a release in favour of the Corporation to be entitled to any severance pay or other benefits in connection with a termination, other than for just cause, disability, death or a change of control of the Corporation.

In addition, the executive employment agreements for Messrs. Brace, Thexton, Cochrane, Armstrong, Desale, MacLean and Ryan provide a "double trigger" approach upon a change of control for severance and accelerated vesting of equity-based awards.

If Messrs. Brace, Thexton or Cochrane's employment is terminated 3 months prior to, or within 12 months for Messrs. Brace and Thexton or within 18 months for Mr. Cochrane, following a change of control, other than for just cause, disability or death (or is terminated by him for "good reason"), the Corporation will provide such executive an amount equal to 24 months base salary and benefits continuation and 12 months target bonus for Mr. Brace, 12 months average historical bonus for Mr. Cochrane, all unvested RSUs and unexercised options, rights and warrants held by such executive shall be deemed to vest and will be exercisable for 90 days following the date of termination, and all unvested target PSUs will be accelerated and the current performance status against the performance conditions set out in the applicable grant agreement will be applied to determine the total shares to be issued.

If Messrs. Armstrong, Desale, MacLean or Ryan's employment is terminated within 12 months following a change of control, other than for just cause, disability or death (or is terminated by him for “good reason”), the Corporation will provide such executive, an amount equal to 18 months base salary and benefits continuation and 12 months target bonus (in the case of Messrs. Armstrong, Desale and Ryan), an amount equal to 12 months base salary and average historical bonus, plus 15% of base salary in lieu of benefits continuation (in the case of Mr. MacLean), all unvested RSUs and unexercised options, rights and warrants held by such executive shall be deemed to vest and will be exercisable for 90 days following the date of termination, and all unvested target PSUs will be accelerated and the current performance status against the performance conditions set out in the applicable grant agreement will be applied to determine the total shares to be issued.

On August 13, 2021 for Mr. Thexton's, and November 19, 2021 for Messrs. Armstrong and Overton's, employment with the Corporation ended, and the terms of their respective executive employment agreements were applied.

The following table sets out the estimated amounts payable to each current NEO in the event of resignation, termination without cause, and change of control, assuming that the triggering event took place on December 31, 2021.

Type of Termination	Severance ($)	Long Term Incentive[(1)] ($)	Total Payout ($)
Philip Brace			
Resignation	—	—	—
Termination (without cause)	2,400,000	470,348	2,870,348
Change of Control	1,826,913	705,540	2,532,453
Samuel C. Cochrane			
Resignation	—	—	—
Termination (without cause)	316,440	2,764,927	3,081,367
Change of Control	865,783	3,899,625	4,765,408
Pravinchandra Desale			
Resignation	—	—	—
Termination (without cause)	330,000	531,895	861,895
Change of Control	785,244	1,494,123	2,279,367
Roy J. MacLean			
Resignation	—	—	—
Termination (without cause)	255,429	775,118	1,030,547
Change of Control	293,635	1,071,862	1,365,497
James P. Ryan			
Resignation	—	—	—
Termination (without cause)	287,826	1,106,744	1,394,570
Change of Control	661,427	1,374,700	2,036,127

Notes:

(1) Long Term Incentive represents the unvested stock options and RSUs that become vested as a result of termination without cause and change of control.

DIRECTOR COMPENSATION

In Fall 2016, the HRC (which is mandated by the Board to review director compensation structure and levels) engaged with Compensia (independent compensation advisors) to conduct a full review of Board compensation using a peer comparator group and Compensia's knowledge of prevailing market trends and good governance trends and a new compensation structure was established effective April 1, 2017. In Fall 2019, Compensia conducted an additional peer comparator study to update the benchmarks and determine if any changes to form or value of Board compensation were required. As a result of this study, the HRC recommended to the Board, and they approved, that no changes be made to Board compensation and that the pay mix and levels continue for calendar year 2020. No changes to Board compensation were made for calendar year 2021.

The following table itemizes the compensation implemented for annual remuneration of independent directors of the Corporation effective April 1, 2017.

Board Compensation Schedule		Effective April 1, 2017
Annual Retainer	US$	40,000
Additional Compensation:		
Board Chair's Retainer	US$	40,000
Audit Committee Chair	US$	20,000
Audit Committee Member	US$	9,000
HR Committee Chair	US$	15,000
HR Committee Member	US$	6,000
Governance Committee Chair	US$	12,000
Governance Committee Member	US$	6,000
Ad Hoc Committee Chair	US$	12,000
Ad Hoc Committee Member	US$	6,000
Annual Target Value Equity Award	US$	120,000

In 2021, each director was granted equity that comprised 100% in Restricted Share Units with a 1-year vesting schedule. All of the non-management directors were independent directors of the Corporation at the time the RSUs were granted. Executive officers of the Corporation are not permitted to receive any compensation, including equity compensation, to which they might otherwise be entitled only by virtue of being directors of the Corporation. All non-management directors are eligible to participate in the Corporation's equity plans.

The following table sets out the total compensation and benefits for our non-employee directors for fiscal 2021.

Name	Fees Earned or Paid in Cash[(1)] ($)	Share-based Awards[(2) (3)] ($)	Option-based Awards ($)	Total ($)
Robin A. Abrams	86,000	120,569	—	206,569
James R. Anderson	52,000	120,569	—	172,569
Karima Bawa	56,500	120,372	—	176,872
Russell N. Jones	67,000	120,372	—	187,372
Thomas K. Linton	49,000	120,569	—	169,569
Martin D. Mc Court	52,000	120,569	—	172,569
Lori M. O'Neill	66,000	120,372	—	186,372
Thomas Sieber	61,000	120,569	—	181,569
Mark Twaalfhoven	49,000	120,569	—	169,569
Gregory L. Waters	61,000	120,569	—	181,569

Notes:

(1) Non-employee director fees are based in U.S. dollars.

(2) Ms. Abrams, Mr. Anderson, Mr. Linton, Mr. Mc Court, Mr. Sieber, Mr. Twaalfhoven, and Mr. Waters' share-based awards are denominated in U.S. dollars. All other non-employee director's awards are denominated in Canadian dollars and translated into U.S. dollars at the exchange rate of Cdn $1.00 = US $0.8277 for awards granted on May 17, 2021.

(3) Each non-employee director received 8,202 RSUs on May 17, 2021. On May 17, 2021, the closing price of the Common Shares on the NASDAQ was US $14.70 and Cdn $17.73 on the TSX.

The following table sets out the outstanding option-based awards and share-based awards for our non-employee directors as at December 31, 2021.

	Option-based Awards					Share-based Awards		
Name	Number of Securities Underlying Unexercised Options[(1)] (#)	Option Exercise Price[(2)] ($)		Option Expiration Date[(3)]	Value of Unexercised In- the-Money Options[(4)] ($)	Number of Units of Common Shares That Have Not Vested[(5)] (#)	Market or Payout Value of Share-based Awards That Have Not Vested[(6)] ($)	Market Payout Value of Vested Share-based Awards Not Paid out or Distributed ($)
Robin A. Abrams	—	N/A	N/A	N/A	N/A	8,202	$ 144,519	$ —
James R. Anderson	—	N/A	N/A	N/A	N/A	8,202	$ 144,519	$ —
Karima Bawa	—	N/A	N/A	N/A	N/A	8,202	$ 144,692	$ 250,220
Russell N. Jones	—	N/A	N/A	N/A	N/A	8,202	$ 144,692	$ 489,432
Thomas K. Linton	—	N/A	N/A	N/A	N/A	8,202	$ 144,519	$ —
Martin D. Mc Court	—	N/A	N/A	N/A	N/A	8,202	$ 144,519	$ —
Lori M. O'Neill	—	N/A	N/A	N/A	N/A	8,202	$ 144,692	$ 431,728
Thomas Sieber	—	N/A	N/A	N/A	N/A	8,202	$ 144,519	$ —
Mark Twaalfhoven	—	N/A	N/A	N/A	N/A	8,202	$ 144,519	$ —
Gregory L. Waters	—	N/A	N/A	N/A	N/A	8,202	$ 144,519	$ —

Notes:

(1) Option-based awards vest over four years with 25% vesting after the first year and the remainder vesting monthly thereafter. None of the unexercised options outstanding have different vesting terms.

(2) Option exercise price is determined by the closing market price on the effective date of grant. The value of the Common Shares on the NASDAQ is used for Ms. Abrams, Mr. Anderson, Mr. Linton, Mr. Mc Court, Mr. Sieber, Mr. Twaalfhoven and Mr. Waters, and the value of the Common Shares on the TSX is used for the other non-employee Canadian directors.

(3) Options have a term of five years.

(4) At December 31, 2021 the closing stock price of the Common Shares on the NASDAQ was US $17.62; and on the TSX was Cdn $22.30.

(5) RSUs granted to non-employee directors cliff vest after one year. Unvested RSUs are comprised of grants dated May 17, 2021. Each of the non-employee directors was granted 8,202 RSUs.

(6) The market value of RSUs that have not vested at December 31, 2021 was calculated using the closing stock price of the Common Shares on the TSX of Cdn$22.30 for Ms. Bawa, Mr. Jones and Ms. O'Neill, and translated at the spot foreign exchange rate of Cdn $1.00 = US$0.7911.

The following table sets out the amounts that each non-employee director would have earned during the year if the stock options that vested were exercised as well as the value realized upon vesting of RSUs during 2021.

Name	Option-based Awards — Value Vested During 2021[1] ($)	Share-based Awards — Value Vested During 2021[2][3] ($)
Robin A. Abrams	N/A	189,782
James R. Anderson	N/A	189,782
Karima Bawa	N/A	190,316
Russell N. Jones	N/A	190,316
Thomas K. Linton	N/A	189,782
Martin D. Mc Court	N/A	189,782
Lori M. O'Neill	N/A	190,316
Thomas Sieber	N/A	189,782
Mark Twaalfhoven	N/A	189,782
Gregory L. Waters	N/A	189,782

Notes:

(1) The value of option-based awards that vested during the year was calculated using the closing stock price of the Common Shares on the NASDAQ or on the TSX, for U.S. and Canadian directors, respectively, on each vesting date multiplied by the number of vested options. Canadian dollar values were translated at the spot foreign exchange rates on the specific vesting dates. Certain option-based awards vested when the market price was less than the exercise price and therefore a market value of zero was assigned to those options on the vesting date.

(2) RSUs cliff vest one year on the anniversary date of the date of the grant. Each of the non-employee directors received 14,184 RSUs on August 11, 2020, which vested on May 12, 2021. The amounts of the 2020 RSU grants to non-employee directors were determined in May 2020, supporting the May vesting period, but the issuance of the grant awards was delayed due to a special Corporation-wide blackout period.

(3) The value earned upon vesting was calculated by multiplying the closing market price on the date of vesting of the units acquired for the U.S. and Canadian based non-employee directors respectively. The closing market prices and spot foreign exchange rates to translate Canadian dollars into U.S. dollars were as follows:

Date	NASDAQ (US$)	TSX (Cdn$)	Spot Rate
May 12, 2021	13.38	16.23	0.8267

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

Each of the Option Plan and the Treasury RSU Plan authorize the issuance of securities of the Corporation. While the Treasury RSU Plan permits the Corporation to settle vested awards in treasury shares or cash (or a combination thereof), it has been the Corporation's practice to date to settle these awards in treasury shares. The Corporation does not anticipate any change to this practice in the foreseeable future.

The following table summarizes, as at December 31, 2021, the securities authorized for issuance under the Option Plan and Treasury RSU Plan.

Plan Category		Number of securities outstanding	(a) Number of securities to be issued upon exercise of outstanding options and RSUs	(b) Weighted-average exercise price of outstanding option s and RSUs	(c) Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column(a))[(3)]
Equity compensation plans approved by securityholders	Stock Option Plan[(1) (2)]	774,201	774,201	US $ 18.16	748,121
	Treasury RSU Plan [(2)]	1,900,615	2,141,834	Nil	
Equity compensation plans not approved by securityholders		Nil	Nil	Nil	Nil
Total		2,674,816	2,916,035	US $ 18.16	

Notes:

(1) The maximum number of Common Shares issuable pursuant to the Stock Option Plan is 9.7% of the number of issued and outstanding Common Shares from time to time; with a maximum number of 7,000,000 Common Shares that can be issued as incentive stock options intended to qualify under section 422 of the US Internal Revenue Code. In addition, the maximum number of Common Shares issuable pursuant to the Stock Option Plan, together with any shares issuable pursuant to other security-based compensation arrangements, shall not exceed 9.7% of the number of issued and outstanding Common Shares from time to time. The weighted average remaining contractual life of outstanding options is 1.5 years.

(2) The maximum number of Common Shares issuable pursuant to outstanding awards under the Treasury RSU Plan is 9.7% of the number of issued and outstanding shares and the maximum number of shares issuable pursuant to all of our security-based compensation arrangement is 9.7% of the number of issued and outstanding shares. As of December 31, 2021, 1,900,615 restricted share units (241,219 of which include performance-based vesting at a multiple not to exceed 200%) were outstanding that could result in the issuance of up to 2,141,843 Common Shares. The number of restricted share units which include performance-based vesting at a multiple not to exceed 200% exclude restricted share units for which the outcome of the respective performance metric was conclusively known as at December 31, 2021.

(3) The number of securities remaining available for future issuance represents 2.0% of the issued and outstanding Common Shares as of December 31, 2021. Issued and outstanding Common Shares as at December 31, 2021 was 37,774,800. Number of securities remaining available for future issuance under the Stock Option Plan and Treasury RSU Plan excludes both the number of securities outstanding options and RSUs.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As of the date hereof there is, and during the most recently completed financial year there was, no indebtedness outstanding to the Corporation or any of its subsidiaries owed by any current and former officers, directors and employees of the Corporation and its subsidiaries or any of their associates nor has the Corporation nor any of its subsidiaries provided a guarantee, support agreement, letter of credit or similar arrangement with respect to indebtedness of such persons to other entities.

DIRECTORS' AND OFFICERS' LIABILITY INSURANCE

The Corporation maintains directors' and officers' liability insurance. In the year ended December 31, 2021, the aggregate amount charged against earnings by the Corporation for the premium paid in respect of such insurance was approximately $641,939. The policy does not specify that any part of the premium is paid in respect of either directors as a group or officers as a group.

SHAREHOLDER PROPOSALS

Pursuant to the CBCA, shareholder proposals to be considered at the 2023 annual meeting of the Corporation must be received at the principal office of the Corporation by no later than 90 days prior to the anniversary date of the notice of meeting for the prior annual meeting, in order to be included in the management information circular and form of proxy for the 2023 annual meeting.

ADDITIONAL INFORMATION

Additional information relating to the Corporation is available on SEDAR at www.sedar.com. Financial information is provided in the Corporation's consolidated financial statements and Management's Discussion and Analysis for its most recently completed financial year. The consolidated financial statements of the Corporation for the fiscal year ended December 31, 2021, together with the auditor's report on these statements, will be placed before Shareholders at the Meeting.

The Corporation will provide, upon request to the Corporate Secretary by a Shareholder, the Corporation's Annual Report that includes the consolidated financial statements and Management's Discussion and Analysis for its most recently completed financial year together with the accompanying report of the Corporation's auditors. Shareholders may contact the Corporate Secretary of the Corporation at 13811 Wireless Way, Richmond, British Columbia, telephone (604) 231-1100.

GENERAL

Unless otherwise stated, all matters referred to herein for approval by the Shareholders require a simple majority of the Shareholders voting, in person or by proxy, at the Meeting.

The Corporation knows of no other matters to be submitted to the Meeting. If any other matters properly come before the Meeting, the persons named in the accompanying form of proxy will vote the Common Shares represented by the proxy as the Board may recommend or as the proxy holders, acting in their sole discretion, may determine.

DIRECTORS' APPROVAL OF THIS CIRCULAR

The contents and sending of this Information Circular have been approved by the Board of the Corporation.

Dated at Richmond, British Columbia this 28th day of April, 2022.

On Behalf of the Board

Jennifer A. Farac
Corporate Secretary

Schedule A

The following describes our equity based long-term incentive plans, being our Stock Option Plan and market-based and treasury-based Restricted Share Unit Plans. Granting of equity under these Plans is governed by the Corporation's Procedures for Granting Equity Awards and is administered by the Human Resources Committee. Grants are made on a scheduled basis as per the procedures.

Stock Option Plan

The material terms of the Stock Option Plan are as follows:

- the number of outstanding options under the Stock Option Plan, as of December 31, 2021, is 774,201 representing 2.0% of the issued and outstanding Common Shares as of such date;
- employees and independent contractors of the Corporation working at least 20 hours per week, outside directors, and consultants to the Corporation in respect of whom the Corporation is permitted to grant options are eligible to participate in the Stock Option Plan;
- the maximum number of Common Shares reserved for issuance under the Stock Option Plan is a rolling maximum of 9.7% of the issued and outstanding Common Shares from time to time; with a maximum number of 7,000,000 Common Shares that can be issued as incentive stock options intended to qualify under section 422 of the US Internal Revenue Code;
- in accordance with the insider participation limits of the Toronto Stock Exchange ("TSX"), the number of Common Shares (together with those shares which may be issued pursuant to other share compensation arrangements of the Corporation, including under the Corporation's Treasury RSU Plan): (i) issuable to insiders of the Corporation shall not exceed 10% of the issued and outstanding Common Shares, and (ii) issued to insiders of the Corporation, within any one-year period, shall not exceed 10% of the issued and outstanding Common Shares;
- the Corporation may not issue securities under any of its security based compensation plans that would, when aggregated, result in the number of Common Shares issuable exceeding 9.7% of the issued and outstanding Common Shares from time to time;
- the number of Common Shares issued to any one person shall not exceed 5% of the issued and outstanding Common Shares;
- the number of Common Shares issued to any one insider of the Corporation and such insider's associates (together with those shares which may be issued pursuant to any other share compensation arrangements of the Corporation), within a one-year period, shall not exceed 5% of the issued and outstanding Common Shares;
- the number of Common Shares issued to outside directors of the Corporation shall not exceed 1% of the total issued and outstanding Common Shares and the equity award value of any grant of options to outside directors shall not exceed $100,000 per year per outside director;
- the exercise price for options under the Stock Option Plan is to be determined by a committee appointed by the Board (the "Committee") or, if no committee is appointed, the Board, but shall not be less than the closing market price of the Common Shares on the TSX (in respect of Canadian participants) and the Nasdaq Global Market ("NASDAQ") (in respect of all other participants) on the effective date of the grant of the options;
- the options will become vested and exercisable as to 12/48th of its Common Shares on the first anniversary of the start vesting date determined by the Committee, and vested and exercisable with respect to an additional 1/48th of the Common Shares at the end of each successive month thereafter;
- options may be exercised until the expiration date specified in the stock option certificate, which shall be set by the Committee. The expiration date cannot be more than 5 years from the date of

grant. If, at the expiration date, the trading of Common Shares is restricted under the insider trading policy or any other policy of the Corporation, then the expiration date shall be deemed to be the 10th business day following the expiry of such restriction;

- if a participant's employment is terminated the participant may exercise his or her options no later than: (i) three months after the date of termination in the case of a termination of employment for any reason other than death or disability; and (ii) no later than 12 months after the date of termination in respect of a termination of employment due to death or disability, in each case to the extent that the participant's options would have been vested and exercisable on the date of termination;
- options granted under the Stock Option Plan are not transferable or assignable, except to immediate family members or to a corporation of which a participant is the sole shareholder;
- the Board shall have the power to, without shareholder approval, at any time and from time to time, either prospectively or respectively, amend, suspend, or terminate the Stock Option Plan or any option granted under the Stock Option Plan, including, without limiting the generality of the foregoing, changes of a clerical or grammatical nature, changes regarding the persons eligible to participate in the Stock Option Plan, and changes regarding the vesting of options; provided, however that:

  (a) such amendment, suspension or termination is in accordance with applicable laws and the rules of any stock exchange on which the Shares are listed;

  (b) no such amendment, suspension or termination shall be made at any time to the extent such action would materially adversely affect the existing rights of an optionee with respect to any then outstanding Option, as determined by the Board acting in good faith, without his or her consent in writing;

  (c) the Board shall obtain shareholder approval of the following:

    (i) any amendment to the maximum number of Common Shares specified in section 2.1 of the Stock Option Plan in respect of which options may be granted under the Plan (other than pursuant to section 2.2 of the Stock Option Plan);

    (ii) any amendment that would reduce the exercise price of an outstanding option (as defined in applicable securities laws), other than pursuant to section 2.2 of the Stock Option Plan;

    (iii) any amendment that would extend the term of any option granted under the Stock Option Plan beyond the expiration date;

    (iv) any cancellation and re-issue of options;

    (v) any amendments to eligible participants that may permit the introduction or re-introduction of non-employee directors on a discretionary basis or amendments that increase limits previously imposed on outside director participation;

    (vi) any amendment which would permit options granted under the Stock Option Plan to be transferable or assignable other than for normal estate settlement purposes; and

    (vii) any amendment to section 6.1(c) of the Stock Option Plan; and

- there are provisions for adjustment in the number of Common Shares issuable on exercise of options in the event of a share consolidation, split, reclassification or other relevant change in the Corporation's corporate structure or capitalization.

In addition to the foregoing:

- Employees who are French tax residents may not sell shares acquired on exercise of options before the fourth anniversary of the date of grant.
- Stock options have zero value to the recipient unless share price increases compared to the share price on the date of issue.
- The number of stock options granted is based on the target dollar value of the award divided by the average Black-Scholes valuation, calculated on the last trading day of each of the six months preceding the date of approval of the grant, based on the closing market price of the Corporation's common shares on each such date.
- The exercise price is the closing market price of the Corporation's common shares on the TSX (in respect of Canadian participants) or NASDAQ stock exchange (in respect of all other participants) on the effective grant date, which is one full trading day following the press release announcing the Corporation's annual or quarterly financial results, unless on such date a black-out period is in effect, in which case the effective date shall be delayed and shall become one full trading day following the cessation of such black-out period. There are additional requirements arising in connection with those employees who are French tax residents.

Restricted Share Unit Plans

We maintain two RSU plans: one market-based RSU plan (the "Market RSU Plan"), obligations from which are ultimately settled by shares acquired by the Corporation in the market, and a treasury-based RSU plan (the "Treasury RSU Plan"), obligations from which are ultimately settled by the issuance of shares from treasury or in cash.

The material terms of the Treasury RSU Plan are as follows:

- the number of outstanding RSUs under the Treasury RSU Plan, as of December 31, 2021, is 1,900,615 (241,219 of which include performance based vesting at a multiple not to exceed 200%), representing 5.0% of the issued and outstanding Common Shares as of such date;
- employees and independent contractors of the Corporation not working less than 20 hours per week, outside directors, and consultants to the Corporation in respect of whom the Corporation is permitted to grant options are eligible to participate in the Treasury RSU Plan;
- the maximum number of Common Shares issuable pursuant to awards under the Treasury RSU Plan is 9.7% of the issued and outstanding Common Shares from time to time;
- in accordance with the insider participation limits of the TSX, the number of Common Shares: (i) issuable to insiders of the Corporation together with any Common Shares issuable pursuant to any other security based compensation arrangement as defined in the Treasury RSU Plan, shall not exceed 10% of the issued and outstanding Common Shares, and (ii) issued to insiders of the Corporation, within any one-year period, shall not exceed 10% of the issued and outstanding Common Shares;
- the Corporation may not issue securities under any of its security based compensation plans that would, when aggregated, result in the number of Common Shares issuable exceeding 9.7% of the issued and outstanding Common Shares from time to time;
- the number of Common Shares issued to any one person under the Treasury RSU Plan shall not exceed 5% of the issued and outstanding Common Shares;
- the number of Common Shares issued, together with any Common Shares issued pursuant to any other security based compensation arrangement, to any insider of the Corporation and such insider's associates, within a one-year period, shall not exceed 5% of the issued and outstanding Common Shares;

- the number of Common Shares issued to outside directors of the Corporation, together with any Common Shares issued pursuant to any other security based compensation arrangement, shall not exceed 1% of the issued and outstanding Common Shares and the equity award value of grants of awards to outside directors shall not exceed $150,000 per year per outside director;
- on the effective date of each restricted share unit approved for issuance, the restricted share unit will be issued for the fair market value thereof, being the closing market price of the Common Shares on the TSX (in respect of Canadian participants) and NASDAQ (in respect of all other participants) on such date;
- unless otherwise determined by the Corporation and specifically set out in the relevant grant agreement, restricted share units will vest (then called vested share units) 1/3 on each anniversary of the effective date of grant up to and including the third anniversary date;
- vested share units will be settled by the Corporation by issuing Common Shares from treasury or paying cash. Each vested share unit is entitled to one Common Share or cash in lieu, which cash payments shall be determined by multiplying the number of vested RSUs by the fair market value (as that term is defined in the Treasury RSU Plan) on the issue date, less applicable withholding. Share units may become vested share units based on a multiplier which shall not exceed 200%;
- unless otherwise determined by the Board in its sole discretion or unless otherwise expressly set forth in a grant agreement pertaining to a particular award, if a participant's employment is terminated for or without cause, and subject to the discretion of the Committee and the terms of certain employment agreements, all unvested share units will be canceled. If a participant's employment is terminated by reason of death or disability, then the vesting of all outstanding unvested share units shall be accelerated and such units shall become vested share units;
- the maximum term of an award under the Treasury RSU Plan is five (5) years from the date of grant. If the expiry date of an award falls within a period of time (i) during which, pursuant to the policies relating to insider trading adopted by the Board, certain designated persons may not trade in any securities of the Corporation, or (ii) when there exists undisclosed material information in respect of the Corporation (each a "Black out Period"), such date may be extended to the date that is ten business days from the date that any Black-out Period ends.
- restricted share units granted under the Treasury RSU Plan are not transferable or assignable, except to immediate family members or to a corporation of which a participant is the sole shareholder;
- the Board shall have the power to, without shareholder approval, at any time and from time to time, either prospectively or retrospectively, amend, suspend, or terminate the Treasury RSU Plan, any provisions thereof or any restricted share unit granted under the Treasury RSU Plan, as the Board, in its sole discretion, deems appropriate including, without limiting the generality of the foregoing:

  (a) for the purposes of making formal minor or technical modifications to any of the provisions of the Treasury RSU Plan,

  (b) to correct any ambiguity, defective provision, error or omission in the provisions of the Treasury RSU Plan,

  (c) to change the vesting provisions of restricted share units including, without limitation, any acceleration of vesting provisions; or

  (d) to change the termination provisions of restricted share units or the Treasury RSU Plan which does not entail an extension beyond the original expiry date of the restricted share units;

  provided, however that:

(e) such amendment, suspension or termination is in accordance with applicable laws and the rules of any stock exchange on which the Shares are listed;

(f) no such amendment, suspension or termination shall be made at any time to the extent such action would materially adversely affect the existing rights of a participant with respect to any then outstanding restricted share unit, as determined by the Board acting in good faith, without his or her consent in writing;

(g) the Board shall obtain shareholder approval of the following amendments (all section references are to sections in the Treasury RSU Plan):

(i) to increase the maximum number of Common Shares issuable on the exercise of awards under section 6.1 (other than pursuant to section 10 or section 11);

(ii) to increase the number of Common Shares issuable to insiders above the restrictions in section 6.2;

(iii) to extend the expiry date of any outstanding awards;

(iv) to extend the maximum permitted expiry date under the Treasury RSU Plan beyond five (5) years;

(v) to cancel and re-issue any awards;

(vi) to permit share units granted under the Treasury RSU Plan to be transferable or assignable other than for normal estate settlement purposes;

(vii) to change the definition of participants to permit the introduction or re-introduction of non-employee directors on a discretionary basis or amendments that increase limits previously imposed on outside director participation; and

(viii) any amendment to Section 12.1(g), which enumerates those amendments to the Treasury RSU Plan which require shareholder approval; and

- there are provisions for adjustment in the number of Common Shares issuable on vesting of RSUs in the event of a share consolidation, split, reclassification or other relevant change in the Corporation’s corporate structure or capitalization.

In the case of the Market RSU Plan, an independent trustee purchases the Corporation’s common shares on the TSX or NASDAQ, using the Corporation’s cash, and holds such shares in trust until the fixed vesting dates. Eligible participants include employees and, subject to applicable law, outside directors and non-employee corporate officers. RSUs vest 1/3 on each anniversary of the effective date of the grant, up to and including the third anniversary date. Vesting of RSUs for employees who are French tax residents commences on the second anniversary of the effective date of the grant.

With respect to both the Treasury RSU Plan and the Market RSU Plan:

- on each fixed vesting date, RSUs are settled with the Corporation’s common shares held either by the trustee or issued from treasury, on the basis of one common share for each vested share unit. Share units may become vested share units on a one for one basis or based on a performance-based multiplier which shall not exceed 200%, as set out in the applicable grant agreement;
- historically, the number of RSUs approved for issuance is based on the target dollar value of the award divided by the average closing price of the Corporation’s common shares on the last trading day of each of the six months preceding the date of approval; however, starting in 2021, the Corporation moved to a 30-day average share price period for calculation of target PSUs and RSUs, which we feel is more aligned with current industry practices; and
- on the effective date of each RSU approved for issuance (being one full trading day following the Corporation’s quarterly or annual earnings release), the restricted share unit is issued for the fair

market value thereof, being a price not less than the closing market price of the Corporation’s common shares on the TSX or NASDAQ on such date.

Appendix A - 2011 Treasury Based Restricted Share Unit Plan

SIERRA WIRELESS, INC.

2011 TREASURY BASED
RESTRICTED SHARE UNIT PLAN

1. PURPOSE

1.1 This Restricted Share Unit Plan has been established by the Company to provide long-term incentives for the success of the Company, to support the objectives of employee share ownership, to foster a responsible balance between short term and long term results, and to build and maintain a strong spirit of performance and entrepreneurship.

2. PLAN DEFINITIONS AND INTERPRETATIONS

2.1 In this Plan, the following terms have the following meanings:

(a) "**Accelerated Payment Date**" has the meaning ascribed thereto in Section 7;

(b) "**Account**" has the meaning ascribed thereto in section 5.1;

(c) "**Applicable Law**" means any applicable provision of law, domestic or foreign, including, without limitation, the *Securities Act* (British Columbia), the U.S. *Securities Act of 1933*, as amended, and the U.S. *Securities Exchange Act of 1934*, as amended, together with all regulations, rules, policy statements, rulings, notices, orders or other instruments promulgated thereunder and Stock Exchange Rules;

(d) "**Applicable Withholding Taxes**" has the meaning ascribed thereto in Section 15.5;

(e) "**Award**" means an award of Share Units granted to a Participant under the Plan;

(f) "**Award Value**" means the target dollar amount for an Award as contemplated by section 3.1 hereof.

(g) "**Beneficiary**" means any person designated by a Participant by written instrument filed with the Company to receive any amount, securities or property payable under the Plan in the event of the Participant's death or, failing any such effective designation, the Participant's legal representative;

(h) "**Black-Out Extension Term**" means ten (10) business days from the date that any Black-Out Period ends;

(i) "**Black-Out Period**" means a period of time (i) during which, pursuant to policies relating to insider trading adopted by the Board, certain designated persons may not trade in any securities of the Company; or (ii) when there exists undisclosed material information in respect of the Company;

(j) "**Board**" means the board of directors of the Company and, to the extent that any or all of the powers of the Board are delegated to the Committee in accordance with section 13.1 hereof, includes the Committee;

(k) "**Business Day**" means any day other than a Saturday, a Sunday or a statutory holiday observed in the Province of British Columbia;

(l) "**Committee**" means a committee appointed by the Board, or, if no committee is appointed, the Board, as such committee may be constituted from time to time and may be designated to, *inter alia*, interpret, administer and implement the Plan;

(m) "**Company**" means Sierra Wireless, Inc. and its respective successors and assigns;

(n) "**Corporate Transaction**" means a sale of all or substantially all of the Company's assets or shares, or a merger, consolidation or other capital reorganization of the Company with or into another corporation;

(o) "**Designated Affiliated Entity**" means a person (including a trust or a partnership) or company in which the Company has a significant investment and which the Company designates as such for the purposes of this Plan;

(p) "**Disability**" means the illness or mental or physical disability or total or partial incapacity of an individual, as certified by a duly qualified medical practitioner, such that:

(i) solely due to such illness, mental or physical disability or incapacity, the individual is unable to perform his duties or unable to competently perform his duties as an employee of the Company, a Subsidiary or Designated Affiliated Entity either for any consecutive 4 month period or for any period of 6 months (whether or not consecutive) in any consecutive 12 month period; or

(ii) a court of competent jurisdiction has declared such individual to be mentally incompetent or incapable of managing his or her affairs;

(q) "**Effective Date**" means the 17th day of May, 2011, when this Plan was approved by the shareholders of the Company;

(r) "**Exercise Date**" means the day upon which the Company receives notice from the Participant of exercise of all or a portion of the Vested Share Units held by such Participant or, failing such notice, the day immediately prior to the Expiry Date;

(s) "**Expiry Date**" means the date determined by the Committee (not to exceed five (5) years from the Grant Date), subject to extension in accordance with section 7.9, in connection with each Award made pursuant to the Plan which is the last Business Day on which Shares may be issued pursuant to Awards granted hereunder;

(t) "**Fair Market Value**" means, on any particular date, the closing sales price of the Shares (or if such price is not reported then the mean of the bid and ask prices) on the Toronto Stock Exchange (in respect of Canadian Participants) and on the Nasdaq Global Market (in respect of all other Participants) or, if the Shares are not traded on such date, then on the immediately preceding trading date. In the event that the Shares are not listed and posted for trading on any stock exchange, the Fair Market Value shall be the fair market value of the Shares as determined by the Board in its sole discretion, acting reasonably and in good faith;

(u) "**Fiscal Year**" means a fiscal year of the Company;

(v) "**Grant Agreement**" means an agreement between the Company and a Participant under which an Award is granted, together with such amendments, deletions or changes thereto as are permitted under the Plan;

(w) "**Grant Date**" means the date as of which an Award shall take effect, provided that the Grant Date shall not be a date prior to the date the Committee approves an Award;

(x) "**including**" means including without limitation;

(y) "**Insider**" shall have the meaning given to that term in the TSX rules relating to security-based compensation arrangements;

(z) "**Issue Date**" means, with respect to any Award, the date upon which Shares covered thereunder shall be issued to the Participant of such Award;

(aa) "**Outside Director**" means every director of the Company who is not a full-time employee or independent contractor of the Company;

(bb) "**Participant**" means any person who is:

(i) a full-time employee or independent contractor of the Company and its majority-owned subsidiaries ("**subsidiaries**"), or a part-time employee or independent contractor of the Company and its subsidiaries working not less than 20 hours per week; or

(ii) a consultant to the Company or a subsidiary in respect of whom the Company is permitted to grant Options; or

(iii) an Outside Director of the Company or a subsidiary;

(cc) "**Plan**" means this 2011 Treasury Based Restricted Share Unit Plan, as amended and restated from time to time;

(dd) "**Security Based Compensation Arrangement**" has the meaning ascribed thereto in the provisions of the TSX rules relating to security based compensation arrangements;

(ee) "**Shares**" means the common shares of the Company, and includes any shares of the Company into which such shares may be converted, reclassified, subdivided, consolidated, exchanged or otherwise changed, whether pursuant to a reorganization, amalgamation, merger, arrangement or other form of reorganization and "**Share**" means one such common share of the Company;

(ff) "**Share Unit**" means a right, granted in accordance with section 3.1 hereof;

(gg) "**Stock Exchange Rules**" means the applicable rules of any stock exchange or quotation system upon which shares of the Company are listed or quoted, as applicable;

(hh) "**Subsidiary**" means a subsidiary, as defined in the *Canada Business Corporations Act*;

(ii) "**Termination**" or "**Terminated**" means, for purposes of this Plan with respect to a Participant, that the Participant has for any reason ceased to provide continuous services as an employee to the Company, a Subsidiary or a Designate Affiliated Entity. An employee will not be deemed to have ceased to provide continuous services as an employee in the case of:

(i) sick leave; or

(ii) any other leave of absence approved by the Committee, provided that such leave is for a period of not more than 90 days unless reemployment upon the expiration of such leave is guaranteed by contract or statute, or unless provided otherwise pursuant to formal policy adopted from time to time by the Company, a Subsidiary or a Designated Affiliated Entity and issued and promulgated to employees in writing.

The Committee will have sole discretion to determine whether a Participant has ceased to provide continuous services as an employee and the effective date on which the Participant ceased to provide services (the "**Termination Date**");

(jj) "**TSX**" means the Toronto Stock Exchange.

(kk) "**Vested Share Units**" means Share Units which have vested in accordance with the terms of this Plan and/or the terms of the applicable Grant Agreement; and

(ll) "**Vesting Date**" means the date on which Share Units become Vested Share Units pursuant to the provisions of this Plan and the terms of the applicable Grant Agreement.

2.2 In the Plan, references to the masculine include the feminine; and references to the singular shall include the plural and vice versa, as the context shall require.

2.3 The Plan shall be governed and interpreted in accordance with the laws of the Province of British Columbia and any actions, proceedings or claims in any way pertaining to the Plan shall be commenced in the courts of the Province of British Columbia.

2.4 If any provision of the Plan or part hereof is determined to be void or unenforceable all or in part, such determination shall not affect the validity or enforcement of any other provision or part thereof.

2.5 Headings wherever used herein are for reference purposes only and do not limit or extend the meaning of the provisions herein contained. A reference to a section or schedule shall, except where expressly stated otherwise, mean a section or schedule of the Plan, as applicable.

2.6 The Company may establish schedules to the Plan for the benefit of Participants outside Canada, based on the Plan but modified to take account of local tax, exchange control or securities in countries other than Canada.

3. **AWARDS AND TERMS IN GENERAL**

3.1 Subject to the terms of the Plan, the Board may, from time to time, grant one or more Awards of Share Units to Participants on such terms and conditions consistent with the Plan as the Board shall determine. In determining the Participants to whom Awards may be granted and the individual Award Value therefore, the Board may take into account such factors as it shall determine, in its sole and absolute discretion. In determining the number of Share Units covered by each Award, the Board shall ensure that, to the greatest extent possible, its methodology is applied on a consistent basis.

3.2 Each Vested Share Unit will give the Participant the right to receive one Share, or a portion or multiple thereof as determined by any performance based multiplier specified in the Grant Agreement, or cash in lieu in accordance with Article 7. Share Units will become Vested Share Units pursuant to the provisions of this Plan and in accordance with the terms of the Grant Agreement relating to such Share Units which, for greater certainty, may provide that Share Units may become Vested Share Units based on a multiplier which shall not exceed 200%, as contemplated in Section 3.4 below.

3.3 Unless otherwise determined by the Company and as specifically set out in the Grant Agreement, and subject to the terms of this Plan, including section 7, and the Grant Agreement, Share Units granted to a Participant hereunder shall become Vested Share Units as follows: one-third (1/3) of the Share Units shall become Vested Share Units on the first anniversary of the Grant Date for such Share Units; one-third (1/3) of the Share Units shall become Vested Share Units on the second anniversary of the Grant Date for such Share Units; and one-third (1/3) of the Share Units shall become Vested Share Units on the third anniversary of the Grant Date for such Share Units. The vesting provisions in any Grant Agreement will be determined by the Board in its sole discretion. The Board in its sole discretion may, by resolution, permit all unvested Share Units to vest immediately and be paid out in accordance with Article 7.

3.4 Subject to the terms of the Plan and Applicable Law, the Company may determine other terms or conditions of any Share Units, including

(a) any additional conditions with respect to the vesting of Share Units, in whole or in part, to become Vested Share Units (subject, for greater certainty, to the multiplier cap of 200% set out below) or the payment of cash or the provision of Shares under the Plan;

(b) restrictions on the resale of Shares including escrow arrangements; and

(c) any other terms and conditions the Company may in its discretion determine;

which shall be set out in the Grant Agreement. The conditions may relate to all or a portion of the Share Units in an Award and may be graduated such that different percentages (which may be greater or lesser than 100% subject to such percentage being no greater than 200%) of the Share Units in an Award will become vested depending on the extent of satisfaction of one or more such conditions, including any conditions relating to performance. The Company may, in its discretion, subsequent to the Grant Date, waive any such term or condition or determine that it has been satisfied.

3.5 No certificates shall be issued with respect to Share Units.

4. **GRANT AGREEMENT**

4.1 Each Award will be evidenced by a Grant Agreement, in such form or forms as the Board shall approve from time to time, containing such terms and conditions consistent with the Plan as the Board may determine and such other terms and conditions not inconsistent herewith as the Company may, in its sole discretion, deem appropriate.

5. **AWARDS AND ACCOUNTS**

5.1 An account ("**Account**"), shall be maintained by the Company for each Participant and will be credited with such Awards of Share Units as are received by a Participant from time to time pursuant to sections 3.1 and 5.2. Share Units that fail to vest with a Participant pursuant to sections 7.2 or 7.3, or Article 9, or that are paid out to the Participant or his Beneficiary, shall be cancelled and shall cease to be recorded in the Participant's Account as of the date on which such Share Units are forfeited or cancelled under the Plan or are paid out, as the case may be.

5.2 The Company shall keep or cause to be kept such records and accounts as may be necessary or appropriate in connection with the administration of the Plan and the discharge of its duties, which records shall, absent manifest error, be considered conclusively determinative of all information contained therein.

5.3 A Participant shall not be entitled to receive any dividends or dividend equivalents in the event that the Company declares dividends that would have been paid to the Participant if the Share Units in his or her Share Unit Account on the relevant record date for dividends on the Shares had been Shares.

6. **RESTRICTIONS ON ISSUANCE**

6.1 Subject to adjustment in accordance with Sections 10 and 11, the aggregate number of Shares issuable pursuant to outstanding Awards under the Plan from time to time shall not exceed 9.7% of the number of issued and outstanding Shares from time to time.

6.2 In addition to the foregoing:

(a) the maximum number of Shares issuable pursuant to the Plan, together with any Shares issuable pursuant to any other Security Based Compensation Arrangement, from time to time, shall not exceed 9.7% of the number of issued and outstanding Shares from time to time;

(b) the number of Shares issued to any one person pursuant to the Plan shall not exceed 5% of the total number of outstanding Shares on non-diluted basis;

(c) the maximum number of Shares issuable to Insiders pursuant to the Plan, together with any Shares issuable pursuant to any other Security Based Compensation Arrangement, at any time, shall not exceed 10% of the total number of outstanding Shares on a non-diluted basis;

(d) the maximum number of Shares issued to Insiders pursuant to the Plan, together with any Shares issued pursuant to any other Security Based Compensation Arrangement, within any one year period, shall not exceed 10% of the total number of outstanding Shares on a non-diluted basis;

(d) the number of Shares issued pursuant to the Plan, together with any Shares issued pursuant to any other Security Based Compensation Arrangement, to any one Insider and such Insiders' associates, within a one-year period, shall not exceed 5% of the outstanding Shares on a non-diluted basis; and

(e) the number of Shares issued to Outside Directors under the Plan, together with any Shares issued pursuant to any other Security Based Compensation Arrangement, shall not exceed 1% of the total number of outstanding Shares on a non-diluted basis and the Award Value of all Awards (together with the award value of all other rights granted under any other Security Based Compensation Arrangement) to Outside Directors shall not exceed $150,000 per year per Outside Director.

7. **SETTLEMENT OF SHARE UNITS**

7.1 Upon receipt of a notice from the Participant of exercise of all or a portion of the Vested Share Units held by such Participants, or failing such notice immediately prior to the Expiry Date (such date being the Issue Date), the Company shall settle the Vested Share Units specified in such notice, by either:

(a) issuing Shares to the Participant or the Participant's Beneficiary, as the case may be, in accordance with Section 7.2; or

(b) paying cash to the Participant or the Participant's Beneficiary, as the case may be, in accordance with Section 7.3.

Where the Board does not specify any payment method for the Vested Share Units credited to a Participant's Account, the form of payment shall be in Shares as provided in Section 7.2.

7.2 Where the Company issues Shares from treasury, the number of Shares that are issuable to the Participant on the Issue Date shall be issued from treasury by the Company as fully paid and non-assessable shares in consideration of past services valued by the Board at no less than the Fair Market Value of the number of Shares covered by the Award at the Grant Date.

For greater certainty and without limiting the generality of the foregoing, the number of Shares issued to a Participant will be equal to the number of Vested Share Units specified in the notice, less, unless other arrangements to satisfy Applicable Withholding Taxes have been made, the number of Shares that results by dividing the Applicable Withholding Taxes by the Fair Market Value as at the Issue Date.

Fractional Shares shall not be issued and where a Participant would be entitled to receive a fractional Share in respect of any Vested Share Unit, the Company will pay to such Participant, in lieu of such fractional Share, cash equal to the Fair Market Value on the Issue Date, as applicable, of the fractional Vested Share Unit, net of Applicable Withholding Taxes.

7.3 Where the Board elects to settle the Vested Share Units in cash, the payment will be equal to the product that results by multiplying (a) the number of Vested Share Units specified in the notice, and (b) the Fair Market Value on the Issue Date, less an amount equal to the Applicable Withholding Taxes.

7.4 Unless otherwise agreed to by the Participant and the Board, the Company will settle the Vested Share Units by the payment in cash, Shares, or a combination thereof, as elected by the Committee and calculated in accordance with Sections 7.2 and 7.3, to the Participant within 30 days of the applicable Issue Date.

7.5 In the event of the death of a Participant, the Company, as applicable, shall make a payment in cash, issue Shares or use a combination of such payment methods, as elected by the Board and calculated in accordance with Sections 7.2 and 7.3, within 30 days of the Participant's death.

7.6 Upon payment pursuant to this Article 7, the entitlement of a Participant to receive any and all amounts in respect of the Vested Share Units to which such payment relates shall be fully discharged and satisfied and all such Vested Share Units shall thereupon be cancelled and terminated.

7.7 No interest shall accrue to, or be credited to, the Participant or his Beneficiary on any amount payable under the Plan.

7.8 The Company shall not be obliged to issue any Shares if such issuance would violate any Applicable Law. The Company, in its sole discretion, may postpone the issuance or delivery of Shares under any Award as the Board may consider appropriate, and may require any Participant to make such representations and furnish such information as it may consider appropriate in connection with the issuance or delivery of Shares in compliance with Applicable Law. The Company shall not be required to qualify for resale pursuant to a prospectus or similar document any Shares awarded under the Plan.

7.9 In the event the Expiry Date would otherwise occur during a Black-Out Period, the Expiry Date shall be extended to the last day of the Black-Out Extension Period.

8. TERMINATION OF EMPLOYMENT RELATIONSHIP

8.1 Unless otherwise determined by the Board in its sole discretion or unless otherwise expressly set forth in a Grant Agreement pertaining to a particular Award or any written employment agreement governing a Participant's role with the Company, if a Participant is Terminated by reason of Disability or death prior to a Vesting Date or Vesting Dates, then vesting of all outstanding Award of Share Units not yet vested shall be accelerated such that all such Share Units shall become Vested Share Units.

8.2 Unless otherwise determined by the Board in its sole discretion or unless otherwise expressly set forth in a Grant Agreement pertaining to a particular Award or any written employment agreement governing a Participant's role with the Company, if a Participant is Terminated for any reason other than Disability or death, then any outstanding Award of Share Units that have not become Vested Share Units prior to the Participant's Termination shall immediately be cancelled and forfeited and all rights and interests in respect of such Share Units of the Participant (and the executors, administrators, beneficiaries or other permitted transferee of the Participant) shall thereupon terminate, in all cases, for no consideration.

9. **FORFEITED SHARE UNITS**

9.1 No cash or other compensation shall at any time be paid in respect of any Share Units which have been forfeited or terminated under this Plan or on account of damages relating to any Share Units which have been forfeited or terminated under this Plan.

9.2 Notwithstanding any other provision of the Plan or a Grant Agreement, Share Units granted hereunder shall terminate, if not exercised or previously terminated and forfeited in accordance with the Plan, and be of no further force and effect after the Expiry Date.

10 **CORPORATE TRANSACTION**

10.1 In the event of a Corporate Transaction or proposed Corporate Transaction, the Company, at its option, may, subject to Stock Exchange Rules, do either of the following:

(a) the Company may redeem and cancel Share Units upon giving to any Participant to whom such Share Units have been granted at least 10 days' written notice of its intention to do so, and the Company shall make a payment in respect of such Share Units in accordance with Article 7, without regard to the vesting provisions attached to the Share Units contained in the Plan and without regard to the tax consequences of such action to any Participant; or

(b) the Company, or any corporation or entity which is or would be the successor to the Company or which may issue securities in exchange for Shares upon the Corporate Transaction becoming effective, may, upon notice to the Participant, substitute for Shares under this Plan securities into which the Shares are changed or are convertible or exchangeable, or securities of such other corporation or entity on a basis proportionate to the number of Share Units in the Participant's account or some other appropriate basis, or some other property.

10.2 The Company may specify in any notice under section 10.1, that, if for any reason, the Corporate Transaction is not completed, the Company may revoke such notice. The Company may exercise such right by further notice in writing to the Participant and the Share Unit shall thereafter continue to be allocated to the Participant in accordance with its terms.

10.3 Subsections (a) and (b) of section 10.1 are intended to be permissive and may be utilized independently or successively or in combination or otherwise, and nothing therein contained shall be construed as limiting or affecting the ability of the Company to deal with Share Units in the event of a Corporate Transaction in any other manner.

10.4 In the event of the proposed dissolution or liquidation of the Company, to the extent that a Share Unit has not previously become a Vested Share Unit, it will terminate immediately prior to the consummation of such proposed action and, except as provided below in this section 10.4, no payment shall be made with respect thereto. The Company may, in the exercise of its sole discretion in such instances, declare that any Share Unit shall become a Vested Share Unit and be subject to a payment as of a date fixed by the Committee.

11. **CHANGES IN SHARE CAPITAL**

11.1 If the number of outstanding Shares of the Company shall be increased or decreased as a result of a stock split, consolidation, reclassification or recapitalization and not as a result of the issuance of Shares for additional consideration or by way of a stock dividend in the ordinary course, the Company may make appropriate adjustments to the number of Share Units outstanding under the Plan provided that the Fair Market Value of outstanding Awards of Share Units after such an adjustment shall not exceed the Fair Market Value immediately prior thereto. Any determinations by the Company as to the adjustments shall be made in its sole discretion and all such adjustments shall be conclusive and binding for all purposes under the Plan.

12. AMENDMENT OR TERMINATION OF PLAN

12.1 The Board shall have the power to, without shareholder approval, at any time and from time to time, either prospectively or retrospectively, amend, suspend, or terminate the Plan, any provisions thereof or any Share Unit granted under the Plan, as the Board, in its sole discretion, deems appropriate including, without limiting the generality of the foregoing:

(a) for the purposes of making formal minor or technical modifications to any of the provisions of the Plan,

(b) to correct any ambiguity, defective provision, error or omission in the provisions of the Plan,

(c) to change the vesting provisions of Share Units including, without limitation, any acceleration of vesting provisions; or

(d) to change the termination provisions of Share Units or the Plan which does not entail an extension beyond the original Expiry Date of the Share Units;

provided, however that:

(e) such amendment, suspension or termination is in accordance with applicable laws and the rules of any stock exchange on which the Shares are listed;

(f) no such amendment, suspension or termination shall be made at any time to the extent such action would materially adversely affect the existing rights of a Participant with respect to any then outstanding Share Unit, as determined by the Board of Directors acting in good faith, without his or her consent in writing;

(g) the Board shall obtain shareholder approval of the following amendments:

(i) to increase the maximum number of Shares issuable on the exercise of Awards under Section 6.1 (other than pursuant to Section 10 or Section 11);

(ii) to increase the number of Shares issuable to Insiders above the restrictions in Section 6.2;

(iii) to extend the Expiry Date of any outstanding Awards;

(iv) to extend the maximum permitted Expiry Date under the Plan beyond five (5) years;

(v) to cancel and re-issue any Awards;

(vi) to permit Share Units granted under the Plan to be transferable or assignable other than for normal estate settlement purposes;

(vii) to change the definition of Participants to permit the introduction or re-introduction of non-employee directors on a discretionary basis or amendments that increase limits previously imposed on Outside Director participation; and

(viii) to amend this Section 12.1(g).

12.2 If the Plan is terminated, the provisions of the Plan and any administrative guidelines and other rules and regulations adopted by the Board of Directors and in force on the date of termination will continue in effect as long as any rights pursuant thereto remain outstanding and, notwithstanding the termination of the Plan, the Board of Directors shall remain able to make such amendments to the Plan or the Share Units as they would have been entitled to make if the Plan were still in effect.

13. ADMINISTRATION

13.1 The Board shall have the authority to administer the Plan and to exercise all the powers and authorities either specifically granted to it under the Plan or necessary or advisable in the administration of the Plan subject to and not inconsistent with the express provisions of this Plan including, without limitation, the authority to:

(a) determine the Participants and approve the terms and conditions of Awards granted to Participants including, without limitation, the Award Value, the Grant Date and any charges to the vesting schedule in section 3.3;

(b) interpret the Plan and Grant Agreements;

(c) prescribe, modify and rescind procedures, rules and policies relating to the Plan;

(d) correct any defect or supply any omission or reconcile any inconsistency in the Plan in the manner and to the extent it considers necessary or advisable for the implementation and administration of the Plan;

(e) exercise all rights reserved to the Company under the Plan;

(f) determine the terms and conditions of Grant Agreements to be used in connection with the Awards of Share Units; and

(g) make all other determinations and take all other actions as it considers necessary or advisable for the implementation and administration of the Plan.

The Board’s determinations and actions under this Plan are final, conclusive and binding on the Company and the Participants.

To the extent permitted by Applicable Law, the Board may from time to time delegate to the Committee all or any of the powers of the Board. Any decision made or action taken by the Board or by the Committee arising out of or in connection with the administration or interpretation of this Plan in this context is final, binding and conclusive on the Company and the Participants.

13.2 The Company shall keep or cause to be kept such records and accounts as may be necessary or appropriate in connection with the administration of the Plan and the discharge of its duties. Subject to Applicable Law, at such times as the Company shall determine, the Company or its stock plan service provider shall furnish the Participant with a statement setting forth the details of his or her Share Units including the Grant Date and the Vested and unvested Share Units held by each Participant. Such statement shall be deemed to have been accepted by the Participant as correct unless written notice to the contrary is given to the Company within 30 days after such statement is given to the Participant. Any payment, notice, statement, certificate or other instrument required or permitted to be given under the Plan shall be given by: (i) delivering it personally to the recipient; or (ii) mailing it postage paid (provided that the postal service is then in operation); or (iii) delivering it to the address which is maintained for the Participant in the Company's personnel records or the Company (attention, Vice President Finance), as applicable. Such payment, notice, statement, certificate or other instrument shall be deemed to have been given or delivered on the date on which it was delivered, if mailed (provided that the postal service is then in operation), shall be deemed to have been given or delivered on the second business day following the date on which it was mailed and if by facsimile or similar means of electronic transmission, on the next business day following transmission.

14. BENEFICIARIES AND CLAIMS FOR BENEFITS

14.1 Subject to the requirements of Applicable Law, a Participant may designate in writing a Beneficiary to receive any benefits that are payable under the Plan upon the death of such Participant. The Participant may, subject to Applicable Law, change such designation from time to time. Such designation or change shall be in such form and executed and filed in such manner as the Company may from time to time determine.

15. GENERAL

15.1 The transfer of an employee form the Company to a Subsidiary or a Designated Affiliated Entity, from a Subsidiary or a Designated Affiliated Entity to the Company, or from one Subsidiary or Designated Affiliated Entity to another Subsidiary or Designated Affiliated Entity, shall not be considered a termination of employment for the purposes of the Plan, nor shall it be considered a termination of employment if a Participant is placed on such other leave of absence which is considered by the Company as continuing intact the employment relationship; in such a case, the employment relationship shall be continued until the later of the date when the leave equals ninety days or the date when a Participant's right to reemployment shall no longer be guaranteed either by law or by contract, except that in the event active employment is not renewed at the end of the leave of absence, the employment relationship shall be deemed to have ceased at the beginning of the leave of absence.

15.2 The determination by the Company of any question which may arise as to the interpretation or implementation of the Plan or any of the Share Units granted hereunder shall be final and binding on all Participants and other persons claiming or deriving rights through any of them.

15.3 The Plan shall enure to the benefit of and be binding upon the Company, its successors and assigns. The interest of any Participant under the Plan or in any Share Unit shall not be transferable or alienable by him or her either by pledge, assignment or in any other manner, except to a spouse, children or grandchildren or a personal holding company or family trust controlled by a Participant, the shareholders or beneficiaries of which, as the case may be, are any combination of the Participant, the Participant's spouse, the Participant's children or the Participant's grandchildren, and after his or her lifetime shall enure to the benefit of and be binding upon the Participant's Beneficiary.

15.4 The Award of Share Units and the Company's obligation to settle Vested Share Units hereunder is subject to compliance with Applicable Law. As a condition of participating in the Plan, each Participant agrees to comply with all such Applicable Law and agrees to furnish to the Company all information and undertakings as may be required to permit compliance with such Applicable Law.

15.5 The Company, a Subsidiary or a Designated Affiliated Entity may withhold from any amount payable to a Participant, either under this Plan, or otherwise, such amount as may be necessary so as to ensure that the Company, the Subsidiary or the Designated Affiliated Entity will be able to comply with the applicable provisions of any federal, provincial, state or local law relating to the withholding of tax or other required deductions, including on the amount, if any, includable in the income of a Participant. The Company, a Subsidiary and a Designated Affiliated Entity shall also have the right in its discretion to satisfy any such liability for withholding or other required deduction amounts by selling or requiring the Participant to sell Shares which would otherwise be provided to the Participant hereunder. The Company may require a Participant, as a condition to the settlement of a Vested Share Unit, to pay or reimburse the Company, a Subsidiary or a Designated Affiliated Entity for any such withholding or other required deduction of amounts related to the settlement of Vested Share Units.

15.6 A Participant shall not have the right or be entitled to exercise any voting rights, receive any dividends or have or be entitled to any other rights as a shareholder in respect of any Share Units.

15.7 Neither designation of an employee as a Participant nor the Award of any Share Units to any Participant entitles any Participant to any further Award, of any Share Units under the Plan. Neither the Plan nor any action taken thereunder shall interfere with the right of any person that employs a Participant to terminate the Participant's employment at any time. Neither any period of notice, if any, nor any payment in lieu thereof, upon termination of employment, wrongful or otherwise, shall be considered as extending the period of employment for the purposes of the Plan.

SIERRA WIRELESS, INC.

2011 TREASURY BASED RESTRICTED SHARE UNIT PLAN

ADDENDUM FOR U.S. PARTICIPANTS

This Addendum modifies the Sierra Wireless, Inc. 2011 Treasury Based Restricted Share Unit Plan (the "Plan") with respect to Awards issued to individuals who are residents of the United States or otherwise subject to the U.S. Internal Revenue Code of 1986, as amended (the "Code"), for purposes of the tax treatment of Awards (referred to as "U.S. Participants"). Capitalized terms in this Addendum that are not otherwise defined will have the meaning provided in the Plan.

1. Modification to Corporate Transaction Definition. For U.S. Participants, the definition of Corporate Transaction shall have the same meaning as a change in control event as defined by Treas. Reg. Section 1.409A-3(i)(5), rather than that definition in Section 2.1(n) of the Plan except to the extent that such definition does not result in accelerated taxation or tax penalties under Code Section 409A.

2. Modification to Awards and Terms in General. ~~Contrary to the last sentence of Section 3.3 of the Plan, the~~The Board may ~~not~~, in its sole discretion, and by resolution, accelerate the vesting of Share Units held by U.S. Participants to the extent that such acceleration does not result in accelerated taxation or tax penalties under Code Section 409A. For U.S. Participants Share Units will vest in accordance with the schedule provided in Section 3.3 of the Plan, or in accordance with an alternative schedule provided in the Grant Agreement, with the potential of accelerated vesting upon a Participant's death or Disability, in accordance with Section 8.1, ~~or~~ upon a Corporate Transaction, unless specifically provided otherwise in the Grant Agreement~~.~~, or as otherwise determined by the Board in accordance with this paragraph

3. Modification to Settlement of Share Units. Section 7.1 of the Plan is modified such that a U.S. Participant may not choose when to exercise any part of his Vested Share Units, but rather the settlement of Awards will occur automatically in conjunction with the Vesting Date, or the Participant's death or Disability, in accordance with Section 7.4 and 7.5. Section 7.4 of the Plan is also modified to eliminate any right of a U.S. Participant and/or the Board (with respect to a U.S. Participant) to accelerate or defer the timing of the settlement of Vested Share Units to a date other than a date within 30 days following the Issue Date, except for accelerations by the Board as determined pursuant to paragraph 2 hereof. For these purposes the Issue Date will be the same as the Vesting Date.

4. Modification to Corporate Transaction Provisions. Notwithstanding the language of Section 10.1 of the Plan, any Award of Share Units that has not previously vested will accelerate and become vested in connection with a Corporate Transaction that occurs before the Participant has experienced a Termination, unless specifically provided otherwise in the Grant Agreement. Similarly, in the event of a proposed dissolution or liquidation of the Company, as described in Section 10.4, a Share Unit that has not previously become a Vested Share Unit will terminate immediately, and will not be accelerated as to vesting, unless otherwise provided in the Grant Agreement or as determined by the Board in accordance with paragraph 2 hereof.

5. Modification to ~~Amendment or Termination of Plan.~~ Comply with Code Section ~~12.1(c) is modified to eliminate the Board's discretionary authority, with respect to U.S. Participants, to unilaterally accelerate the vesting events associated with Awards. In addition, the~~409A. The Plan, as it applies to U.S. Participants, is intended to qualify as a "short-term deferral," as defined in the Treasury Regulations issued under Code Section 409A. The Company will interpret the Plan to reach that result,

and retains the right to modify the Plan or any Grant Agreement, as necessary, to retain the characterization as a short-term deferral arrangement under Code Section 409A.

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