



**ANNUAL INFORMATION FORM  
FOR THE FISCAL YEAR ENDED JUNE 30, 2022**

**SEPTEMBER 22, 2022**

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## ABOUT THIS ANNUAL INFORMATION FORM

The information in this Annual Information Form is presented as of June 30, 2022, unless otherwise indicated.

Unless otherwise indicated, or the context otherwise requires, references in this Annual Information Form to “**Vecima**”, “**we**”, “**our**” or the “**Corporation**” refers to Vecima Networks Inc. and its subsidiaries together.

## FORWARD-LOOKING STATEMENTS

This Annual Information Form contains “forward-looking information” within the meaning of applicable securities laws. Forward-looking information is generally identifiable by use of the words “believes”, “may”, “plans”, “shall”, “anticipates”, “intends”, “could”, “estimates”, “expects”, “forecasts”, “projects” and similar expressions, and the negative of such expressions.

Forward-looking information in this Annual Information Form includes, but is not limited to statements respecting:

- Vecima’s future plans, objectives, strategies and goals relating to its business, technology and products;
- Vecima’s ability to maintain and enhance its competitive advantages within its industry and in certain markets;
- future trends, expectations, opportunities, challenges, and growth in Vecima’s industry;
- the development, timing and extent of certain implementations and releases of new products in various product lines;
- Vecima’s continued maintenance, development, improvement and expansion of existing product lines;
- the release of new products in the video and broadband product line and the expectation that sales from the video and broadband product line shall continue to account for a significant portion of the Corporation’s sales in the foreseeable future;
- the expectation that Vecima will integrate third-party nodes in its future;
- expectations relating to manufacturing operations and relationships with suppliers;
- expectations that cable and broadband wireless access technologies will face significant competition from both current and future alternative technologies;
- the expectation that relationships with Vecima’s large customers will continue;
- the expectation that operating results will fluctuate;
- Vecima’s strategies respecting intellectual property protection, including in relation to patents, trademarks and licensing;

- Vecima’s belief that Vecima’s growth may be tied to the development of next-generation platforms, strategic acquisitions, and platform enhancements for customers;
- Vecima’s belief that Vecima’s current cash and short-term investments together with anticipated cash flow from operations will be sufficient to meet Vecima’s working capital requirements and capital expenditure requirements for the foreseeable future; and
- Vecima’s Strategy, Industry Developments and COVID-19 Business Update and Outlook as set out in the Management’s Discussion and Analysis for the year ended June 30, 2022 (“MD&A”).

The forward-looking statements in this Annual Information Form are based on material assumptions, including the following, which may prove to be incorrect:

- the ability to continue relationships with Vecima’s large customers;
- the ability to deliver products associated with key contracts;
- managing business growth successfully;
- meeting customers’ requirements for manufacturing capacity;
- developing new products and enhancing existing products;
- expanding current distribution channels and developing new distribution channels;
- recruiting and retaining management and other qualified personnel crucial to the business;
- the present or potential value of Vecima’s core technologies, business operations and asset holdings;
- Vecima’s ability to deliver products associated with key contracts;
- the strength of Vecima’s balance sheet;
- Vecima is not required to change its pricing models to compete successfully;
- reliable third-party suppliers and contract manufacturers;
- Vecima’s ability to obtain adequate supplies of materials, parts and equipment on a timely and cost-effective basis;
- Vecima’s intellectual property is not infringed upon;
- Vecima’s products are not subject to warranty or product liability claims that harm Vecima’s business;
- successful implementation of acquisitions;

- the ability to manage risks associated with international operations;
- currency fluctuations do not adversely affect Vecima;
- continued growth in key markets;
- Vecima's ability to adapt to technological change, new products, and standards;
- Vecima is not subject to increased competition that has an adverse effect on its business;
- Vecima is not subject to competition from new or existing technologies that adversely affect Vecima's business;
- Vecima is not subject to any material new government regulation of its products; and
- no third parties allege that Vecima is infringing on their intellectual property.

Although management believes that the forward-looking statements herein or incorporated herein by reference are reasonable, actual results could be substantially different due to the risks and uncertainties associated with and inherent to Vecima's business, including the following risks:

- Vecima depends on single source suppliers for some components used in our products and if these suppliers are unable to meet our demand, the delivery of our products to our customers may be interrupted;
- Vecima's reliance on third-party suppliers and contract manufacturers reduces our control over our performance;
- the ongoing COVID-19 pandemic, the rapidly evolving reaction of governments, private sector participants and the public to that pandemic and/or the associated economic impact of that pandemic and the reactions to it have had and shall continue to have a material and adverse effect on our business, operations, revenues, financial condition, results of operations, and growth prospects to an extent and for a period that remains uncertain;
- Vecima's operating results are expected to fluctuate;
- Vecima may be unable to deliver products associated with key contracts;
- Vecima's operations depend on information technology systems, which may be disrupted or may not operate as desired;
- Vecima's success depends on its ability to develop new products and enhance existing products;
- Vecima derives a substantial part of total revenue from a few large customers;
- Vecima's failure to grow successfully may adversely affect operating results;
- growth in Vecima's key markets may not continue;

- Vecima’s inability to adapt to technological change, new products and standards could harm its business;
- Vecima is continuing to adapt content delivery products to add features allowing deployments to cable, IPTV, and internet content delivery network (“CDN”) providers to enable multi-screen video delivery; a failure to execute on this transition or execute quickly enough, may adversely affect Vecima’s business;
- Vecima is dependent on its current distribution channels;
- the cable and telecommunications industries are experiencing consolidation, which could result in delays or reductions in purchases of products and services, which could have a material adverse effect on Vecima’s business;
- if content providers, such as movie studios, limit the scope of content licensed for use in the digital content delivery market, Vecima’s business, financial condition and results of operations could be negatively affected because the potential market for its products would be more limited than it currently believes;
- increased competition could have an adverse effect on Vecima’s business;
- impacts to trade relationships between the United States and China may adversely affect Vecima’s profitability and ability to conduct research and development in China;
- impacts from any further destabilization of the global economy or global supply chain due to the war in Ukraine;
- competition from new or existing technologies may adversely affect Vecima’s business;
- Vecima may be subject to liability if private information supplied to Vecima’s customers is misused;
- cybersecurity incidents such as data security breaches or computer viruses, including incidents experienced by third parties that service our business, could harm our business by disrupting our business operations, compromising our products and services, damaging our reputation or exposing us to liability;
- we may be found to infringe on the intellectual property rights of others;
- misappropriation of our intellectual property could place us at a competitive disadvantage;
- Vecima’s ability to recruit and retain management and other qualified personnel is crucial to its business;
- Vecima utilizes open-source software, which could enable Vecima’s competitors to gain access to Vecima’s source code and distribute it without paying any license fee to Vecima;
- if Vecima’s intellectual property is not adequately protected, Vecima may lose competitive advantage;

- if Vecima is required to change its pricing models to compete successfully, margins and operating results may be adversely affected;
- successful warranty or product liability claims could harm Vecima's business;
- third parties may allege that Vecima infringes on their intellectual property;
- currency fluctuations may adversely affect Vecima;
- if Vecima cannot meet customers' requirements for manufacturing capacity, sales may suffer;
- there are risks associated with Vecima's international operations;
- acquisitions could divert management's attention and financial resources, may negatively affect Vecima's operating results and could cause significant dilution to shareholders;
- government regulation of Vecima's products and new government regulation could harm our business;
- regulatory changes could also negatively affect Vecima's business by restricting development efforts by its customers, making our current products obsolete or increasing the potential for additional competition;
- sale of Common Shares (as defined below) by Vecima's Principal Shareholder (as defined below) could cause the share price to fall;
- a small number of Vecima's shareholders control Vecima; and
- the risk factors described under the heading "**Risk Factors**" in this Annual Information Form, Vecima's prospectus and MD&A.

A more complete discussion of the risks and uncertainties facing Vecima is disclosed under the heading "**Risk Factors**" in this Annual Information Form, as well as in any continuous disclosure filings with Canadian securities regulatory authorities available at [www.sedar.com](http://www.sedar.com). Additional material risks and uncertainties applicable to the forward-looking statements herein include, without limitation, unforeseen events, developments, or factors causing any of the aforesaid expectations, assumptions, and other factors ultimately being inaccurate or irrelevant. Many of these factors are beyond Vecima's control. All forward-looking information in this Annual Information Form is qualified in its entirety by this cautionary statement and Vecima disclaims any obligation to revise or update such forward-looking information to reflect future results, events, or developments, except as required by applicable securities law.

## CORPORATE STRUCTURE

Vecima was incorporated under the *Business Corporations Act* (Saskatchewan) on July 7, 1988, under the name "WaveCom Electronics Inc.". Vecima amalgamated with 625694 Saskatchewan Ltd. on July 1, 1999, continued under the *Canada Business Corporations Act*, and changed its name to "VCom Inc." on June 30, 2003. It then amalgamated with WaveRider Communications (Canada) Inc. on July 1, 2006. It changed its name to "Vecima Networks Inc." on November 13, 2006. On July 1, 2007, Vecima amalgamated with Spectrum Signal Processing Inc.; on July 1, 2013, amalgamated with WaveCom Electronics (2003) Inc.; and, on July 1, 2015, amalgamated with YourLink Inc.

Vecima's head office and registered office is located at 771 Vanalman Avenue, Victoria, British Columbia, Canada, V8Z 3B8. Vecima's website address is: [www.vecima.com](http://www.vecima.com). The information on Vecima's website is not incorporated by reference into this Annual Information Form.

Vecima Networks Inc. has the following wholly owned subsidiaries:

<b>Subsidiary Name</b>	<b>Jurisdiction</b>
6105971 Canada Inc.	Canada
Vecima Technology (Canada) Inc.	Canada
Vecima Technology Inc.	United States
Vecima Solutions Corporation	Japan
Vecima Technology (UK) Ltd.	United Kingdom
Vecima Technology GmbH	Germany
Vecima Technology B.V.	Netherlands
Vecima Networks (USA) Inc.	United States
Vecima Technology (Qingdao) Co., Ltd.	China
Vecima Technology (Shanghai) Co., Ltd.	China

## **GENERAL DEVELOPMENT OF THE BUSINESS**

### **Three Year History**

Vecima is a leading designer, manufacturer and supplier in the broadband cable, fiber access, commercial video and IP-based video delivery markets. Vecima's business is primarily operated through Vecima Networks Inc. and its wholly owned subsidiaries Vecima Technology Inc., Vecima Solutions Corporation, Vecima Technology (UK) Ltd., Vecima Technology B.V., Vecima Technology (Qingdao) Co. Ltd. and Vecima Technology (Shanghai) Co., Ltd. The following describes how Vecima's business has developed over the last three completed fiscal years, as well as any changes to the business expected to occur during the current fiscal year.

Vecima's business is organized into three segments:

- Video and Broadband Solutions (“VBS”) - includes platforms that process data from the cable network and deliver high-speed internet connectivity to homes over cable and fiber, as well as adapt video services to formats suitable to be consumed on televisions in commercial properties.
- Content Delivery and Storage (“CDS”) - includes solutions and software, under the MediaScale™ brand, for service providers and content owners that focus on ingesting, producing, storing, delivering and streaming video for live linear, Video on Demand (“VOD”), network Digital Video Recorder and time-shifted services over the internet.
- Telematics - provides fleet managers with the key information and analytics they require to optimally manage their mobile and fixed assets under the Contigo and Nero Global Tracking® brands.

We continue to pursue profitable growth both organically and when appropriate, through value-enhancing strategic acquisitions. During fiscal year 2022 our growth strategy continued to focus on the development



of our core technologies, including next-generation platforms such as our Entra<sup>®</sup> Distributed Access Architecture (“**DAA**”) platform, as well as our IP video storage and distribution technologies being sold and deployed under the MediaScale brand within the CDS segment.

We believe we are still in the early stages of broad industry DAA adoption and expect our Entra family product sales to continue accelerating. Multiple customers are undertaking capital investments to upgrade their networks to DAA, an architecture Vecima has been a pioneer of and that will be deployed globally across the industry. Demand is being further fueled by the massive rural fiber broadband expansion now underway in the United States.

Vecima has built a strong portfolio of DAA and cable access solutions under the Entra family products with a portfolio of DAA Remote PHY, Remote MAC-PHY, access controller and 10G Ethernet Passive Optical Networking (“**EPON**”) Fiber-to-the-Home (“**FTTH**”) solutions. The VBS business has expanding relationships with 91 cable operators worldwide and a growing backlog of customer purchase orders. Vecima continues to leverage its enhanced portfolio of products following its fiscal year 2021 acquisition of Nokia’s Gainspeed portfolio of key, next-generation technology and products, which included a centrally controlled DAA solution with unified support for Flexible MAC DAA nodes for Hybrid Fiber-Coaxial networks and DPoE nodes for FTTH and business.

In our CDS segment, we are experiencing demand for our IPTV and open caching solutions such as our Terrace family of products, where we anticipate continued demand for the current generation Terrace QAM<sup>™</sup>, making way for the migration to next-generation Terrace IQ<sup>™</sup> alongside the overall network transition to IPTV. Open caching defines a set of interfaces that enable streaming IP video content to be delivered more efficiently, at lower cost and with higher quality across multiple networks. The goal is to deliver video that looks and performs better on consumer viewing screens, but open caching also offers several business advantages for the various stakeholders involved in delivering content. Specifically, open caching enhances the video monetization model for internet service providers like cable operators while at the same time reducing the video distribution costs and increasing the quality for streaming providers. During the third quarter of fiscal year 2022, Vecima successfully demonstrated our standards-compliant open caching solution and believes open caching is the future of video streaming.

In the Telematics segment, we anticipate continued gradual growth in demand for our asset tracking services. We have continued to add new customers for the NERO Global<sup>®</sup> asset tracking platform, with the total number of moveable assets being monitored rising significantly to over 20,000 units.

Global supply chain challenges have the potential to constrain our revenue growth and put continued pressure on gross margins if they persist as expected through the next fiscal year. We have significantly increased our inventories of finished goods and raw materials and investments in expediting working capital as well as improved efficiencies and process in our supply chain organization to help us respond to our growing order backlog.

Further important product, business development and organizational events over the last three fiscal years are listed below.

#### Fiscal Year 2022

Product development highlights included:

- On May 10, 2022, Vecima announced a new software release for Entra® Remote MACPHY and DPoE (DOCSIS Provisioning of EPON) /10G EPON Unified Cable Access Solution portfolio of products.
- On May 3, 2022, Vecima announced that it demonstrated >8.9 Gbps downstream and >6.2 Gbps upstream at CableLabs 10G Showcase - a cable industry first, leveraging the next-generation DOCSIS 4.0 standard and Vecima's Entra Remote MACPHY node technology.
- On April 14, 2022, Vecima announced release of a new Terrace IQ™ feature set which includes HTTP Live Streaming input with Verimatrix digital rights management.
- On February 23, 2022, Vecima, a key contributor to the CableLabs Flexible MAC Architecture ("FMA") specification, announced robust interoperability in a multi-vendor, FMA environment. The interoperability was demonstrated at a CableLabs coordinated event and supported by Vecima with currently deployed products.
- On February 17, 2022, Vecima announced peak performance for its MediaScale™ video streaming platform across its North American service provider customers during Super Bowl LVI on Sunday, February 13, 2022, including Cincinnati Bell and Blue Stream Fiber.
- On January 18, 2022, Vecima announced completion of the first set of interoperability tests as a participant in the Streaming Video Technology Alliance Open Caching API Testbed Initiative. Vecima demonstrated that a Vecima MediaScale OpenCache Node could be provisioned via the Open Caching APIs and successfully deliver and cache video content on behalf of the provisioning upstream provider's content delivery network.
- On October 12, 2021, Vecima announced availability of the first commercially available Generic Access Platform ("GAP") node, Vecima's EN9000 GAP node, for select customer lab engagements in the first half of fiscal 2022.
- On October 12, 2021, Vecima announced availability of the latest generation of the Remote MACPHY Device ("RMD") Cable Access module, Vecima's EMM324 RMD module, for select customer trial engagements.

Organizational highlights included:

- On June 3, 2022, Vecima announced the appointment of Scott Edmonds as a new director on its Board of Directors and member of its Audit Committee and Corporate Governance and Compensation Committee following the resignation of Derek Elder from the Board as announced that same day.
- On April 25, 2022, Vecima announced the appointment of Bill Lee as Vice President, Global Professional Services.
- On April 12, 2022, Vecima announced the appointment of Heather Asher as General Counsel and Corporate Secretary effective April 11, 2022.
- On January 12, 2022, Vecima announced that it filed a final short form base shelf prospectus with the securities commissions or similar regulatory authorities in each of the provinces of Canada,

except for Quebec. The base shelf prospectus allows Vecima to offer up to \$150,000,000<sup>1</sup> of common shares, warrants, subscription receipts, units, debt securities and share purchase contracts from time to time over the 25-month period after the applicable Canadian securities regulatory authorities have issued a receipt for the final short form base shelf prospectus.

Business development highlights included:

- On June 9, 2022, Vecima announced deployment of its Entra® Remote MACPHY solution at Roome Telecommunications, Inc. a local telecommunications service provider in Linn County, Oregon, as replacement for a legacy solution.
- On June 2, 2022, Vecima announced expansion of its MediaScale™ IP Video Streaming footprint at Blue Ridge Communications, one of the first broadband internet providers in the United States.
- On May 10, 2022, Vecima announced deployment of its Entra Remote MACPHY solution with Finnish telecommunications operator Elisa to evolve its network with next-generation DAA.
- On April 19, 2022, Vecima announced that it was recognized by Dell'Oro Group in its Broadband Access report for 2021 as the market share leader in two cable access segments – Remote MACPHY and Remote Optical Line Terminals (“OLT”).
- On February 8, 2022, Vecima announced deployment of its Entra SC-2D Remote MACPHY (“**R-MACPHY**”) node managed and controlled by an Entra Access Controller operating on Amazon Elastic Compute Cloud at Bluepeak, an internet provider with operations throughout South Dakota, Minnesota, Oklahoma, and Wyoming.
- On January 26, 2022, Vecima announced that Breezeline (formerly Atlantic Broadband), the eighth-largest cable operator in the United States, selected its industry-leading MediaScale unified video delivery solution to accelerate next-generation video experiences for new and existing Breezeline subscribers.
- On January 24, 2022, Vecima announced deployment of its DAA solution on Liberty Latin America properties, a leading telecommunications company with operations throughout the Caribbean and Latin America. Liberty Latin America deployed Vecima’s DAA solution across its C&W consumer Hybrid Fiber Coax (“**HFC**”) networks, including the Entra Access Controller, Video Engine and SC-2D Remote MACPHY Access Nodes.
- On January 11, 2022, Vecima announced that Dell'Oro Group recognized Vecima as the market share leader in two cable access segments – Remote MACPHY and Remote Optical Line Terminals. According to Dell'Oro’s newly published report for Q3 2021, for that quarter Vecima was: the global revenue share leader in Remote MACPHY devices, global revenue share leader in Remote OLT Devices and the North American revenue leader in EPON solutions.
- On October 14, 2021, Vecima announced that GCI, Alaska’s largest telecommunications company, selected its Entra Solution for multi-gig speed, making GCI the first in the state and among the first in the United States to make 2 Gbps service widely available to customers.

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<sup>1</sup> Unless otherwise denoted, amounts in this Annual Information Form are presented in Canadian dollars.

- On October 13, 2021, Vecima announced that Wyandotte Municipal Services, based in Wyandotte, Michigan, selected Vecima's 10G EPON solution as the cornerstone of Wyandotte Municipal Services' new FTTH offering over a number of other competitive FTTH proposals.
- On October 8, 2021, Vecima announced that Buckeye Broadband, a top United States cable operator, selected its MediaScale™ portfolio of products to support QAM VOD services to Buckeye subscribers in northwest Ohio and southeast Michigan, replacing Buckeye's existing VOD solution.

## **Fiscal Year 2021**

Product development highlights included:

- On November 23, 2020, Vecima announced its first new software release, of the acquired Entra® Remote MACPHY and DOCSIS Provisioning of EPON/EPON Unified Cable Access Solution portfolio of products.

Organization highlights included:

- On December 8, 2020, Vecima announced the appointment of James Blackley as a new director on its Board of Directors after the election held at Vecima's Annual General Meeting.
- On July 29, 2020, Nokia and Vecima announced plans for Vecima to acquire key, next-generation technology and products for cable service providers. Under the agreement, Nokia's Gainspeed portfolio along with all supporting technology and assets transitioned to Vecima. Vecima paid Nokia a USD\$4.8 million purchase price for the assets, including inventory, property, plant, equipment, and intangibles. The Nokia Unified Cable Access solution, featuring the Gainspeed portfolio of products, included a centrally controlled DAA solution with unified support for Flexible MAC DAA nodes for Hybrid Fiber-Coaxial networks and DPoE nodes for fiber-to-the-home and business. The portfolio also included a DAA video engine, and a chassis based EPON/DPoE solution for non-HFC network implementations. The transaction included employees who currently support the Nokia DOCSIS DAA and EPON/DPoE portfolios and were transitioned to Vecima. Nokia retained its cable-related products and solutions not listed above.
- On July 20, 2020, Vecima announced several organizational changes across the executive leadership team in alignment with Vecima's growth and operational objectives. Clay McCreery was appointed Chief Operating Officer. Colin Howlett was appointed Chief Technology Officer ("CTO") to lead the newly created Office of the CTO. Kyle Goodwin was promoted to SVP and General Manager of the CDS business unit. Ryan Nicometo was promoted to SVP and General Manager of the VBS business unit.
- On March 31, 2021, Vecima completed the sale of its ContentAgent operations to Telestream.

Business development highlights included:

- On May 17, 2021, Vecima announced deployment of Remote PHY technology in Europe with Liberty Global, one of the world's leading converged video, broadband and communications companies, with the support of Vector Technologies.

- On October 14, 2020, Vecima announced that it received two 2020 Broadband Technology Report Diamond Technology Review awards: one for the Entra® EN2112 Access Node and one for the Terrace IQ™ Commercial Video Gateway.
- On October 13, 2020, Vecima announced that it was selected by the SCTE•ISBE and the SCTE•ISBE Cable-Tec Expo 2020 program committee as a winner in the Network Hardware category for the first-ever Chairman's Advanced Technology Awards.
- On October 13, 2020, Vecima announced an agreement to provide customers with its market leading Entra DAA solutions integrated with the Technetix DBx platform, including integration of Vecima's core agnostic Entra ERM112 Access Module.
- On September 30, 2020, Vecima announced that Midco, a leading regional internet and cable provider, selected MediaScale™ to power its next-generation IPTV solution, MidcoTV.
- On September 29, 2020, Vecima announced Saskatchewan-based cable operator Access Communications Co-operative selected our Entra Remote PHY portfolio to bring faster, ultra-reliable broadband to customers in Saskatchewan by upgrading several of its communities to enable new high bandwidth data services.
- On August 24, 2020, Vecima announced that Blue Stream Fiber selected MediaScale to power the delivery of its complex multi-vendor IPTV solution.
- On July 22, 2020, Vecima announced a continued strategic partnership with a large, Tier 1 operator in APAC to deliver the future of video streaming to their 5 million+ subscribers. Vecima's MediaScale solution is being leveraged to increase the capacity, resiliency, and monitoring of their existing system. As a major upgrade to existing components, Vecima's end-to-end MediaScale solution was selected to execute the extensive end-to-end migration project, leveraging Unified Storage, Origin, Edge Cache, Intermediate Cache, and Live Transcoding for a simplified expansion transition, complete with a fully redundant configuration.

## **Fiscal Year 2020**

Product development highlights included:

- On December 23, 2019, Vecima announced a continued interoperability demonstration at the FMA Plugfest event held at CableLabs in Louisville, Colorado. Vecima showcased key interoperable application programming interfaces (“APIs”), which are the basis for strong multi-vendor interoperability. Vecima successfully demonstrated an FMA Remote-MACPHY Device with DOCSIS 3.1 cable modems online and provided configuration information over the standardized FMA MMI between the MAC Manager and RMD. This achievement showcased our investment in DOCSIS MAC and PHY technology and provided a foundation for further development of FMA-based technology.
- On October 1, 2019, Vecima announced continued innovation in our Entra DAA node portfolio with the addition of support for two Remote PHY Devices a single node.

Organizational highlights included:

- On January 2, 2020, Vecima announced that it had filed a notice of intention with the Toronto Stock Exchange (“TSX”) to acquire for cancellation, by way of normal course issuer bid (the “NCIB”),

up to 600,000 common shares of the Corporation (“**Common Shares**”), which, as of January 2, 2020, represented approximately 2.7% of the issued and outstanding Common Shares and approximately 9.0% of the total public float of the Corporation. This NCIB was approved by the TSX.

- On October 18, 2019, Vecima announced resignation of John Hanna as Chief Financial Officer effective October 25, 2019 and appointment of Dale Booth, then Vice-President of Finance, to succeed Mr. Hanna. Vecima also announced the immediate promotion of Dean Rockwell to Executive Vice-President.

Business development highlights included:

- On May 21, 2020, Vecima announced that Canadian cable operator Access Communications Co-operative selected its MediaScale™ platform to provide an industry-leading IPTV solution to subscribers in Saskatchewan.
- On February 17, 2020, Vecima announced that Cincinnati Bell selected MediaScale to upgrade its existing video platform and enable subscribers to access both local and national video feeds anywhere within the provider’s footprint through an integrated user interface.
- On December 2, 2019, Vecima’s Telematics Division was awarded a contract with the City of Saskatoon for its fleet management solution. Using Vecima’s state-of-the-art Nero Global Tracking® telematics solution, the city would be able to monitor, manage, and make informed decisions for their fleet of over 1,000 powered and unpowered vehicles and assets.
- On September 30, 2019, Vecima announced that its MediaScale solution was selected by Conway Corporation, a North American cable provider, to power its new IPTV multiscreen service.
- On September 30, 2019, Vecima announced it received two 2019 Broadband Technology Report Diamond Technology Review awards: one for its MediaScale Storage solution and one for its Entra® Video QAM Manager. Vecima demonstrated the new technologies at SCTE Cable-Tec Expo in New Orleans.

## **Business of Vecima**

Vecima Networks Inc. (TSX:VCM) is a Canadian company founded in 1988 in Saskatoon, Saskatchewan. Today, Vecima has a global presence with offices in Victoria, Burnaby, Duluth, Raleigh, San Jose, Qingdao, Shanghai, Tokyo and Amsterdam, and manufacturing, warehousing and research and development (“**R&D**”) facilities in Saskatoon. Vecima’s corporate head office is in Victoria, British Columbia. Vecima is a global leader focused on developing integrated hardware and scalable software solutions for broadband access, content delivery, and telematics. We enable the world’s leading innovators to advance, connect, entertain, and analyze. We build technologies that provide IPTV and next-generation high-speed broadband network access.

Vecima's business is organized into three segments:

1) **Video and Broadband Solutions** includes platforms that process data from the cable network and deliver high-speed internet connectivity to homes over cable and fiber as well as adapt video services to formats suitable to be consumed on televisions in commercial properties.

Our next-generation Entra family of products and platforms addresses the network migration to a DAA (as described below under Industry Overview). The Entra DAA platform is Vecima's realization of the next-generation of hybrid fiber coaxial and FTTH nodes as optical transport moves away from analog distribution to fully digital distribution. Our goal is to provide the market's most flexible and complete portfolio of broadband access infrastructure products driving the future of ultra-high-speed networks to multi-gigabit per second symmetrical access.

The Entra® DAA family of products is divided into the following core categories:

- EntraPHY - Multiple variants of the Entra Access Node that can operate as Remote PHY, providing a modular and highly interoperable platform for deployment of access technologies, leveraging billions of dollars of investment in coaxial cable;
- EntraMAC - Multiple variants of the Entra Access Node that can operate as Remote MACPHY, providing the full next-generation access network within the Entra digital node, leveraging billions of dollars of investment in coaxial cable;
- EntraOptical - Consists of both chassis and node based FTTH access technologies in areas of the service provider network where FTTH is practical and advantageous;
- EntraControl - a virtual cloud-based platform with centralized orchestration and control across all the Entra products, which includes;
  - the Entra Remote PHY Monitor, which offers unified control software for management, service assurance and monitoring of access nodes;
  - the Entra Video QAM Manager, which allows for the integration of video in a DAA environment, leveraging existing video generation infrastructure by providing a direct pathway for video through to the Entra node; and
  - the Entra Access Controller, virtualizes all the control components allowing for the distribution of the data processing to the edge and into the Entra MAC and Entra Optical nodes; and
- EntraVideo - a suite of products facilitating the migration from legacy architectures to next-generation distributed access architectures, including:
  - the Entra Legacy QAM Adapter and DV-12, which provides a simple solution to adapt existing video QAM infrastructure for distributed access; and
  - the Entra Interactive Video Controller, which supports essential two-way network connectivity for legacy STBs that are heavily deployed and in service today.

Our Terrace and Terrace QAM™ product families meet the unique needs of the business services vertical, including multi-dwelling units and hospitality (hotels, motels, and resorts) by adapting video services to individual business requirements and leveraging existing televisions in rooms.

2) **Content Delivery and Storage** includes solutions and software, under the MediaScale™ brand, for service providers and content owners that focus on ingesting, producing, storing, delivering, and streaming video for live linear, VOD, network Digital Video Recorder and time-shifted services over the internet.

## MediaScale™


- **Transcode:** transforms live and OnDemand content utilizing state-of-the-art GPU technology, creating beautiful, cost-effective content for any device;
- **Origin:** packages and secures video for streaming OTT or through a service provider managed network, regardless of network technology;
- **Storage:** captures live, OnDemand, and DVR content, holds it indefinitely, and allows for future streaming, rewind, fast-forward and pause; and
- **Cache:** highly scalable, streaming platform, providing the ability to serve content to all IP and legacy devices, including Streaming Video Technology Alliance Open Cache technology to allow operators to cache and monetize OTT content. Strategically geographically located to minimize network latency and optimize the end user streaming experience.

3) **Telematics** provides fleet managers with the key information and analytics they require to optimally manage their mobile and fixed assets under the Contigo and Nero Global Tracking brands. Vecima's Telematics solutions allow fleets and high value assets to be tracked, managed, reported on, and optimized over a subscription-based cloud portal serving commercial and municipal government customers.



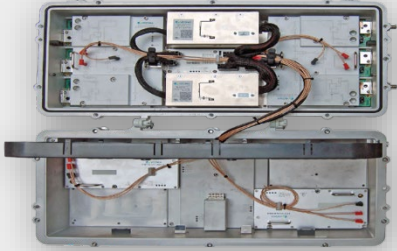
## Products




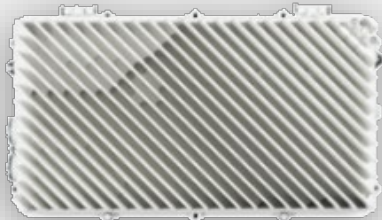
Vecima's products incorporate sophisticated hardware and software developed within our R&D facilities. Examples of the types of technologies incorporated within our solutions include content workflow processing, content delivery networks, video storage, video transcoding, edge caching, high-speed digital signal processing, control, and digital modulation. In addition to these technologies, Vecima's embedded software also facilitates the implementation of other network functions, such as media access control and embedded system management.

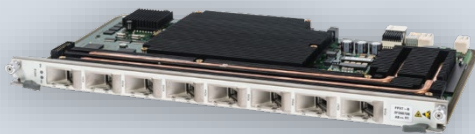



Vecima's major products are described in more detail below:

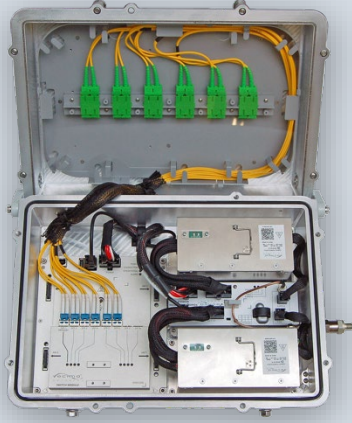


Name of Product	Picture	Description of Product
<b>Terrace QAM™</b>		<p>The Terrace QAM gateway is a multi-channel digital video to digital video transcriptor for the hospitality industry. Enables cable video service operators to distribute high-definition video without the use of digital STBs.</p> <p>Demodulates up to 64 QAM channels. Supports 4 or 10 multi-channel CableCARDS™ to decrypt 24 or 60 programs for both Standard Definition and High Definition programming.</p>






Name of Product	Picture	Description of Product
<b>Terrace TC600E™</b>		<p>The Terrace TC600E MDU gateway is a multi-channel digital to analog RF converter that produces a 36 NTSC analog channel broadcast lineup.</p> <p>The TC600E supports decoding and HD downscaling of MPEG-4 AVC / H.264 and MPEG-2 content from QAM and/or IP sources. Decryption of QAM content is supported using 6 Multi-Stream CableCARDS™.</p> <p>The Terrace TC600E is a flexible, compact and cost effective way to bring a digital lineup back into the analog realm for a commercial or MDU bulk account.</p>
<b>Terrace IQ™</b>		<p>The Terrace IQ gateway is a multi-channel IP video gateway for commercial bulk video customers. Enables service operators to distribute high-definition video without the use of digital STBs while transitioning to IP video delivery to the premise.</p> <p>Terrace IQ features IP UDP and SRT input, decryption, transcoding, electronic channel guide, QAM and IP output and a high channel capacity.</p>
<b>Entra® EN8100 Access Node</b>		<p>Large 4 port, adaptable DAA node for outdoor hardened applications. Fully featured R-PHY capability, including industry leading CCAP core interoperability.</p> <p>Integrated with the Entra Remote PHY Monitor for complete DAA operational visibility, as well as third party operational tools.</p> <p>Hardware upgradeable to convertible R-PHY/R-MACPHY.</p>

Name of Product	Picture	Description of Product
<b>Entra® EN2100 Access Node</b>		<p>Compact 2 port, adaptable DAA node meeting regional requirements for cabinet and environmentally hardened indoor applications. Fully featured R-PHY capability, including industry leading CCAP core interoperability.</p> <p>Integrated with the Entra Remote PHY Monitor for complete DAA operational visibility, as well as third party operational tools. Hardware upgradeable to convertible R-PHY/R-MACPHY.</p>
<b>Entra SC-2D Access Node</b>		<p>Large 4 port, adaptable DAA node for outdoor hardened applications. Fully featured R-MACPHY capability.</p> <p>Integrated with the Entra Access Controller and Entra DV-12 for end-to-end DOCSIS deployments in an R-MACPHY architecture.</p> <p>Hardware upgradeable to convertible R-PHY/R-MACPHY.</p>
<b>Entra SC-1D Access Node</b>		<p>Medium 4 port, adaptable DAA node meeting regional requirements for hardened outdoor, cabinet, and environmentally hardened indoor applications. Fully featured R-MACPHY capability.</p> <p>Integrated with the Entra Access Controller and Entra DV-12 for end-to-end DOCSIS deployments in an R-MACPHY architecture.</p> <p>Hardware upgradeable to convertible R-PHY/R-MACPHY.</p>
<b>Entra SF-4X Optical Access Node</b>		<p>4 port, PON remote OLT node for hardened outdoor, cabinet, and environmentally hardened indoor applications. Fully featured 10G EPON and DPoE capability.</p> <p>Integrated with the Entra Access Controller for end-to-end EPON deployments.</p> <p>Interoperable with industry leading Optical Network Units (“ONUs”).</p>


Name of Product	Picture	Description of Product
<b>Entra® FPXT-B</b>		<p>8 port, PON OLT card for environmentally controlled cabinet and indoor applications. Fully featured 10G EPON and DPoE capability.</p> <p>Integrated with the Nokia 7360 Intelligent Services Access Manager FX access node.</p> <p>Interoperable with industry leading ONUs.</p>
<b>Entra Access Controller</b>		<p>Manages components of the Vecima Entra MAC-PHY and 10G EPON solution: the Vecima SC-2D, SC-1D, SF-4X, and DV-12.</p> <p>Supports standard protocols used on CCAP/CMTS today – COPS, IPDR, SNMPv2/v3.</p>
<b>Entra DV-12</b>		<p>Terminates RF video services in the hub, enabling Ethernet transport to R-MACPHY access nodes. Allows operators to leverage existing video infrastructure.</p> <p>Integrated with the Entra Access Controller, SC-2D, and SC-1D access nodes for end-to-end DOCSIS deployments in an R-MACPHY architecture.</p> <p>Minimizes new headend equipment, mitigates interoperability risk, and easily supports mixed deployments of centralized and distributed access.</p>
<b>Entra LQA256</b>		<p>Accepts RF from existing Edge QAM equipment, demodulates the QAM carriers, encapsulates, and provides for re-modulation to RF. Allows operators to leverage the existing installed edge QAM infrastructure for R-PHY and R-MACPHY deployments.</p> <p>Integrated with the Entra Video QAM Manager for configuration of video services in an R-PHY environment. Minimizes new headend equipment, mitigates interoperability risk, and</p>

Name of Product	Picture	Description of Product
		easily supports mixed deployments of centralized and distributed access.
<b>Entra® Access Switch</b>		The Entra Access Switch is a remote cloud managed, 8 port x 10 GbE weatherproof switches capable of supporting Carrier Ethernet services in almost any deployment environment. It is designed to extend the capacity of networks with insufficient fibers while minimizing the use of expensive DWDM optics.
<b>Entra Remote PHY Monitor</b>		Vecima's Entra Remote PHY Monitor collects, stores, and presents RPD configuration and operational data in a simplified, clear, and consistent way providing multiple system operators ("MSOs") with actionable insight into their RPD deployments. Consolidating RPD monitoring capabilities into a vendor-agnostic system empowers our customers to have smooth DAA rollouts, reduce operational expenses, and ensure their HFC network is operating at peak capacity.
<b>Entra Video QAM Manager</b>		The Video QAM Manager acts as an auxiliary CCAP core to configure video on R-PHY nodes driven by standards-compliant video engines such as the LQA256. This solution provides an economical, low-risk method of deploying DAA without removing existing EdgeQAMs while avoiding looping video through the principal CCAP core.

## Storage, Delivery and Transcoding Products

Name of Product	Picture	Description of Product
<b>MediaScale™ Origin</b>		<p>MediaScale Origin offers video service providers the most comprehensive origin platform for ingesting, hosting, and distributing video content to any device, any time, over any network. MediaScale Origin uses a common integrated architecture to enable service providers to launch live video streaming, video on demand, catch up TV, restart TV, and cloud DVR services to IP devices and traditional cable STBs.</p>
<b>MediaScale Cache</b>		<p>MediaScale Cache, a comprehensive multi-tiered caching solution, reduces latency and network utilization for video service providers to maximize the delivery of OTT and TV Everywhere video services to their customers. As end-users consume video in massive amounts and in an increasing number of ways, service providers need flexible solutions in place to ensure that they can deliver content quickly and easily regardless of their customer's device or location.</p>
<b>MediaScale Storage</b>		<p>MediaScale Storage provides a single point of management for storage – allowing for easy provisioning, management and monitoring of data. Vecima's CMM software is fully accessible via CLI, GUI and REST API, and allows you to effortlessly control and manage storage clusters throughout the entire lifecycle – from initial setup and configuration to upgrades to replacement of cluster components over time.</p>



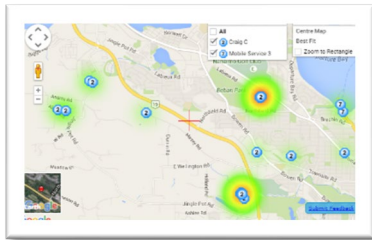
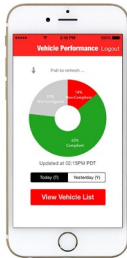
Name of Product	Picture	Description of Product
<b>MediaScale™ Transcode</b>	 A silver, rack-mountable hardware device with a perforated front panel. The Vecima logo is visible in the center, and 'MediaScale' and 'Transcode' are printed on the bottom left and right respectively.	MediaScale Transcode software provides unsurpassed video quality through shared computing resources for processing of audio and video content. Supporting any input and output, MediaScale Transcode enables service providers, broadcasters, and content owners to support live and file workflows over common infrastructure while supporting configurable quality levels.

## Professional Services

Our professional services team provides (i) support and other technical functions to support VBS and CDS products; (ii) design support to create fully integrated solutions using Vecima products and other third party products and (iii) technical and operations staffing support. Vecima's professional services cover:

- Engineering and consultation services - helping service providers design and deploy new services;
- Lifecycle program management - assisting service providers in coordinating activities that maximize a deployment's return on investment throughout all phases of the program's lifecycle;
- Installation and commission - providing hands-on expertise to properly install, configure and deploy a solution;
- Operations and customer support services - while in a production environment, instilling best practices with technical expertise to successfully maintain and operate an integrated solution;
- Training and certification - educating operators on the proper maintenance, support and operation of Vecima's products and solutions; and
- Workforce optimization - staff augmentation and managed services.

## Telematics

<b>Telematics</b>	 A screenshot of a web-based telematics interface showing a map with several green circular markers indicating vehicle locations. A sidebar on the right contains a list of vehicles and their status.  A screenshot of a mobile application showing a circular gauge chart representing vehicle performance. The chart has a green section and a red section. Below the chart, there are buttons for 'View Vehicle List' and 'View Vehicle List'.	Through various brands, including Nero Global Tracking® and FleetLynx, Vecima is providing fleet management and maintenance solutions for small and medium-sized fleets across North America.
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## Sales and Distribution

Vecima sells its products directly, through distributors, and original equipment manufacturers (“OEMs”) (or system integrators) to service and content providers. Major supply agreements with several key customers including Charter, Cox, Comcast, J:COM and Liberty Global are currently in place. There will be continued emphasis on direct sales to end customers in fiscal 2023.

Telematics services are sold through indirect channels via the Contigo platform, and directly via the Nero Global Tracking® and FleetLynx brands to organizations subscribing to a real-time web-based service for tracking their fleet and other assets throughout North America.

## Business Segments

The following table sets forth Vecima’s revenues from our three core markets for				
Sales by Segment (in ‘000’s)	Year ended		Year ended	
	June 30, 2022		June 30, 2021	
Video and Broadband Solutions	\$ 137,891	74%	\$ 75,273	61%
Content Delivery and Storage	\$ 43,464	23%	\$ 43,410	35%
Telematics	\$ 5,459	3%	\$ 5,494	4%
	\$ 186,814	100%	\$ 124,177	100%

## Specialized Skill and Knowledge

Vecima’s research and development department includes personnel with the advanced skills necessary for complete high reliability/high availability product design and development. Skill sets include embedded and cloud software development, high speed digital and broadband/wireless RF hardware development, DSP and video processing, networking, vehicle tracking, and functional/environmental testing. Vecima’s capacity for complex product development has advanced significantly in recent years through the development of the MediaScale™, Terrace, Terrace QAM™ and its next-generation Terrace IQ™ and Entra® family product lines. Vecima’s research and development team continues to diversify its staff through the acquisition of experienced developers and training of existing staff.

## Industry Overview

Over the last several years, the cable industry has been transitioning towards DAA under the latest data-over-cable system interface specification (“DOCSIS”) standards. Multiple top-tier and mid-tier players have initiated a roll-out of this new platform with further large-scale deployments anticipated over the next several years. DAA is a critical evolution for the industry in that it unlocks gigabit broadband speeds over existing coaxial cable by allowing data transmission up to 10 Gbps for download speed and 1.5 Gbps for upload speed today and growing to 6 Gbps upload in the future. The speed provided by DAA using coaxial cable is comparable to that of fiber optic connections, thereby allowing cable operators to leverage their systems without the significant added infrastructure costs of building fiber-to-the-home. Global cable operators expect to benefit from a flexible migration given that DOCSIS 3.1 modems can coexist with older versions and build on top of their previously deployed capacity. The higher efficiency of DAA technology also enables significant cost-per-bit reductions relative to legacy DOCSIS network solutions.

Starting in calendar 2020, the cable market began a broad shift towards DAA, as more operators recognized its suitability for market needs in terms of speed, agility, user experience and cost savings. The impacts of

the COVID-19 pandemic have further increased demands on network bandwidth, accelerating the push towards distributed access solutions.

In 2020, Cable Television Laboratories or CableLabs, a not-for-profit innovation and research and development lab that works in cooperation with cable companies and cable equipment manufacturers, released the DOCSIS 4.0 specifications which includes full duplex DOCSIS and extended spectrum DOCSIS, allowing multi-system operators to significantly increase their total capacity while leveraging their past coaxial infrastructure investment.

Increasingly, service providers are strategically extending their networks with an all-fiber architecture using cable specific fiber-to-the-home (10G EPON) technology. Further, government funding is being made available to subsidize widescale fiber network buildouts with an emphasis on rural areas that are currently underserved. Operators have favoured architectures and products that allow them to cohesively orchestrate both coaxial and fiber access networks over a common cloud management platform.

### ***Content Delivery and Storage***

Global demand for IP video content delivery and storage is growing, driven by the rapidly increasing consumption of IP video as consumers turn to streaming services, and cable operators make vast arrays of new IP video content available to subscribers. Service providers are also pursuing new DVR opportunities that shift delivery and storage away from traditional set-top storage to cloud-based models.

Content owners and broadcasters are also leveraging IPTV technologies to deliver services directly to subscribers using OTT business models. Open cache technology, such as that being standardized by the Streaming Video Technology Alliance is aimed at consolidating IPTV traffic utilizing strategically placed cache capacity that reduces cost and network latency.

### ***Telematics***

Traditional vehicle telematics is widely available for commercial fleets, but operations managers increasingly demand additional value to improve productivity of personnel and investment in the entire asset base. This has created additional opportunities to leverage asset tracking technology used in the Internet of Things to cost-effectively monitor mobile or fixed assets in the field, particularly in service-based industries where asset utilization can drive a stronger profit margin. Managers in these asset-intensive industries can use key information and analytics to optimally manage their mobile and fixed assets using subscription-based cloud portals.

### **Competition**

The principal market for the majority of Vecima's solutions today is North America. The largest competitors to Vecima's product offerings or system solutions come from North American-based organizations.

The competition within the video and broadband space includes other broadband access technology companies that are developing product solutions for MSOs. These competitors include ATX Networks, Commscope, Casa, Nokia, Teleste, Harmonic Inc., Cisco Systems, Adtran, Calix and DZS.

With regards to Vecima's Content Delivery and Storage business, Vecima's major competitors for Vecima's origin and cache solutions currently include Akamai Technologies, Commscope, Broadpeak, Edgewater AB (acquired by Agile Connect), Harmonic Inc., Synamedia, Velocix, and Wowza Media



Systems, LLC. The major competitors to Vecima's transcode solutions include Harmonic Inc., Ateme SA, and AWS Elemental.

With regards to Vecima's Telematics business, the marketplace is large and there are numerous system solution product offerings. Competition includes Verizon (Fleetmatics/Telogis), Trimble, Omnitrac, PeopleNet, Network Fleet, Geotab, and Teletrac.

## **New Products**

Cable operators are committed to deploying gigabit data speeds over their existing coax networks to counter competition from telephone companies and others who are deploying fiber-to-the-home networks. This is being done by the deployment of fiber deeper into the network, combined with next-generation distributed coax access and fiber-to-the-home technologies. Vecima has commenced shipping the Entra® family of products to support these deployments.

The Entra product line includes the following newer products: through the acquisition of various Nokia assets, Vecima added the EntraMAC SC-2D and SC-1D, EntraOptical SF-4X and 7360 Line Cards, Entra Access Controller and Entra Video Engine. In addition, for fiscal year 2023, Vecima's VBS business is planning to release new products. These products are expected to be iterative improvements and continuations of the Entra and Terrace product families.

For fiscal year 2023, Vecima expects the CDS business to introduce new product lines and to continue to improve its existing product lines, evolve its technology and improve its implementations to be competitive in the market. On July 25, 2022, Vecima announced the deployment of a new Community Cache solution, combining products from its MediaScale™ and Terrace portfolios, to enable operators to efficiently deploy the latest IPTV-enabled user interfaces while maintaining traditional coax-based QAM and analog video delivery. On September 13, 2022, Vecima announced that its MediaScale Streaming portfolio includes Dynamic Ad Insertion as well as its MediaScale Open CDN solution.

## **Employees**

As of June 30, 2022, Vecima had 592 employees.

## **Intangible Property- Patents, Trademarks and Licenses**

Vecima creates and protects our intellectual property using a combination of contractual provisions, copyrights, trademarks, trade secrets, licenses, and patents. As a condition of employment, Vecima enters non-disclosure, confidentiality, and intellectual property assignment agreements with all new employees and with consultants and third parties who have access to our proprietary technology.

In addition to the 68 distinct and issued patents in the United States, Canada, and/or abroad, there are four patents pending. Our patents will expire between dates ranging from April 18, 2023, to February 18, 2040. Failure for Vecima to maintain these patents would likely not materially limit Vecima's ability to market its products and affect its business.

Vecima maintains registrations in the United States, Canada, and/or abroad for 23 distinct trademarks, with renewal dates ranging from October 1, 2022, to March 9, 2034 and one trademark pending. Vecima intends to renew all these trademarks when they become due.

In addition, when it is advantageous, Vecima leverages intellectual property and accesses third party intellectual property by entering commercial licenses and cross-licenses. Vecima has software license

agreements covering the use of its software as combined with software provided by specific key integrated circuit vendors and the associated integrated circuits provided by those vendors. Failure for Vecima to maintain these agreements or maintain them with commercially reasonable terms may limit Vecima's ability to market certain of its products and affect its business.

## **Operations and Facilities**

Vecima's corporate headquarters office is in Victoria, British Columbia. This approximately 10,500 square foot facility, which is owned by Vecima, is used for executive staff, sales, marketing and R&D.

Vecima is dependent on its 90,000 square foot manufacturing facility and 5,342 square foot R&D facility in Saskatoon, Saskatchewan. The manufacturing facility is a Vecima-owned and is also used for administration and operations support. The R&D facility is leased. Vecima is also dependent on a 10,000 square foot warehouse facility in Saskatoon, Saskatchewan that is leased. In addition, Vecima is dependent on, and leases an approximately 11,921 square foot facility in Burnaby, British Columbia for its Telematics business unit as well as other operational support.

Vecima is dependent on and leases a 2,492 square foot development lab space in Raleigh, North Carolina and a 3,483 square foot development office and lab space in San Jose, California. Vecima, through a wholly-owned subsidiary, is dependent on, and leases approximately 25,634 square feet of office space in Duluth, Georgia for finance, administration, R&D, manufacturing, customer support, and operations. In Tokyo, Japan, Vecima, through a wholly-owned subsidiary, is dependent on, and leases approximately 3,800 square feet of office space for finance, administration, R&D, customer support and operations. Additionally, in Qingdao, China, Vecima, through a wholly-owned subsidiary, leases 20,675 square feet of office space for R&D, and in Shanghai, China, Vecima, through a wholly-owned subsidiary, leases 2,411 square feet of office space for R&D.

## **Manufacturing**

Vecima's Saskatoon plant is certified to the ISO 9001:2015 standard and maintains a rigorous quality program throughout the design, manufacture, and testing of all products. Utilising bar-codes, Vecima's proprietary manufacturing software tracks product status through all stages of manufacturing. All systems are geared toward rapid response to customer requests for product. Vecima develops critical manufacturing processes in-house including systems integration, systems tests and configuration to customers' specific requirements. Production demand is driven by a comprehensive Sales and Operations Planning process that considers and optimizes all aspects of supply and service to Vecima's customers. Manufacturing operations are supported by a fully resourced Manufacturing Engineering Department. Strategic sourcing carefully screens potential sources of supply of parts or services for suitability and an assessment of associated risks. Global sourcing requires that appropriate steps are put in place to ensure uninterrupted supply of parts and services. Where appropriate, subassemblies and subassembly operations are outsourced when quality of supply, cost and flexibility are enhanced.

Vecima has a highly skilled IT group enabling comprehensive data collection and reporting used to monitor and improve its operations.

For the fiscal year 2023, as in past years, successful and timely manufacturing operations to meet the demands of Vecima's VBS and Telematics customers depend upon Vecima obtaining adequate supplies of materials, parts and equipment on a timely basis from third parties. Although Vecima uses materials, parts, and equipment available from multiple suppliers, Vecima also has a limited number of sole or limited source suppliers for some materials, parts, and equipment and in some instances, Vecima relies on sole and limited source suppliers for some of our raw materials, parts, components, and subassemblies that are critical to the

manufacturing of its products. For fiscal year 2023, Vecima expects that some of its suppliers may extend lead-times, limit supplies or increase prices. To manage this risk Vecima is working to qualify alternative suppliers.

Vecima's CDS business does not "manufacture" its products. It uses proprietary software loaded on commercial off-the-shelf software for sales to Vecima's customers. Such assemblies of these products are performed in Duluth, Georgia and at Vecima's third-party logistics partner in Chicago, Illinois. Vecima's CDS business sometimes purchases product components or subcontracts assembled components from a single supplier to obtain the required technology and the most favourable price and delivery terms. These components include systems, system boards, memory, CPUs, mother boards, storage devices, software and chassis.

## **Environmental and Social Policies**

Vecima products are designed and manufactured with the safety of our employees, customers and end-users in mind. Vecima's processes and systems are focused on ensuring that every product that is shipped to our customers conforms to their expectations and contractual requirements while being produced in a safe and environmentally conscious manner.

Vecima's *Supplier Code of Conduct* declares that Vecima suppliers are to uphold the policies of Vecima concerning compliance with all applicable laws, respect for human rights, environmental conservation and the safety of products and services. Vecima has adopted the Electronic Industry Citizenship Coalition's ("EICC") Code of Conduct as its code of conduct for supply chain suppliers. At a minimum, Vecima's suppliers shall also require its next tier suppliers to acknowledge and implement this code. Vecima has defined its major next tier suppliers as being its contract manufacturers. Vecima follows EICC requirements by auditing its contract manufacturers at least bi-annually or sooner if required. For all other suppliers, Vecima reserves the right to perform random audits.

Although there may be different legal and cultural environments applicable to its suppliers, Vecima suppliers must meet the following minimum Supplier Code of Conduct requirements to do business with Vecima. The Supplier Code of Conduct is made up of five sections; Labour, Health and Safety, Environment, Management Systems and Business Ethics as follows:

- a) *Labour* - Vecima is committed to uphold the human rights of workers, and to treat them with dignity and respect as understood by the international community. Recognized standards such as the Universal Declaration of Human Rights, Social Accountability International and the Ethical Trading Initiative are references in preparing the Supplier Code of Conduct.
- b) *Health and Safety* - Vecima is committed to the quality of products and services, consistency of production, and workers' morale, enhanced by a safe and healthy work environment. Vecima suppliers are expected to recognize that ongoing worker input and education is key to identifying and solving health and safety issues in the workplace. Recognized management systems such as OHSAS 18001 and ILO Guidelines occupational Safety and Health were used as references in preparing the Supplier Code of Conduct.
- c) *Environment* - Vecima is committed to environmental responsibility and believes that it is integral to producing world class products. In manufacturing operations, adverse effects on the community, environment and natural resources are to be minimized while safeguarding the health and safety of the public. Recognized management systems such as ISO 14001

and the Eco Management and Audit System were used as references in preparing the Supplier Code of Conduct.

- d) *Management Systems* - Vecima suppliers shall adopt or establish a management system whose scope is related to the content of the Supplier Code of Conduct. The management system shall be designed to ensure: (i) compliance with applicable laws, regulations and customer requirements related to the suppliers' operations and products; (ii) conformance with the Supplier Code of Conduct; and (iii) identification and mitigation of operational risks related to the Supplier Code of Conduct. It should also facilitate continual improvement.
- e) *Business Ethics*- To meet social responsibilities and to achieve success in the marketplace, Vecima and its suppliers and agents are to uphold the highest standards of ethics including:
  - i) *Business Integrity* - The highest standards of integrity are to be expected in all business interactions. All forms of corruption, extortion and embezzlement are strictly prohibited resulting in immediate termination and legal actions.
  - ii) *No Improper Advantage* - Bribes or other means of obtaining undue or improper advantage are not to be offered or accepted.
  - iii) *Disclosure of Information* - Information regarding business activities, structure, financial situation, and performance is to be disclosed in accordance with applicable regulations and prevailing industry practices.
  - iv) *Intellectual Property* - Intellectual property rights are to be respected; transfer of technology and knowhow is to be done in a manner that protects intellectual property rights.
  - v) *Fair Business, Advertising and Competition* - Standards of fair business, advertising and competition are to be upheld. Means to safeguard customer information should be available.
  - vi) *Protection of Identity* - Programs that ensure the protection of supplier and employee whistleblower confidentiality are to be maintained.
  - vii) *Community Engagement* - Community engagement is encouraged to help foster social and economic development.
  - viii) *Responsible Sourcing of Minerals* - In August 2012, as required by Section 1502 of the *Dodd-Frank Wall Street Reform and Consumer Protection Act*, the U.S. Securities and Exchange Commission ("SEC") approved the final rule ("**Conflict Minerals Rule**") on the disclosure of conflict minerals. This rule requires publicly traded companies subject to SEC regulation to annually report the presence of conflict minerals that are necessary to the functionality or production of products they manufacture or contract to manufacture. Companies subject to the Conflicts Minerals Rule must exercise due diligence on the source and chain of custody of conflict minerals if they know or have reason to believe that the conflict minerals originated from the Democratic Republic of Congo or if they know or have reason to believe the conflict minerals may not be from recycled or scrap sources. Vecima is committed to taking all steps to comply with the legislation and is implementing

a comprehensive due-diligence process to meet our obligations. Vecima expects suppliers to establish their own due diligence program to achieve conflict-free supply chains and make their due diligence measures available to customers upon customer request.

## **RISK FACTORS**

The following is a brief discussion of risks and uncertainties relating to Vecima most likely to influence an investor's decision to purchase Common Shares. The risks and uncertainties discussed below are not complete. Additional risks and uncertainties not presently known or currently considered immaterial also may impair business operations and cause the price of the Common Shares to decline. If any of the following occurs, Vecima's business may be harmed and financial conditions and results of operations may suffer significantly. In that event, the trading price of the Common Shares could decline.

***We depend on single source suppliers for some components used in our products and if these suppliers are unable to meet our demand, the delivery of our products to our customers may be interrupted.***

From time to time, certain components used in our products have been, and may continue to be, in short supply. Such shortages in allocation of components may result in a delay in filling orders from our customers, which may adversely affect our business. In addition, our products are comprised of components, some of which are procured from single source suppliers, including where we have licensed certain software embedded in a component. Our single source suppliers may experience damage or interruption in their operations due to unforeseen events, be impacted by natural catastrophes or public health epidemics illnesses, including COVID-19, become insolvent or bankrupt, or experience claims of infringement, all of which could delay or stop their shipment of components to us, which may adversely affect our business, operating results and financial condition. If there is a shortage of any such components and we cannot obtain an appropriate substitute from an alternate supplier of components, we may not be able to deliver sufficient quantities of our products to our customers. If such shortages occur, we may lose business or customers and our operating results and financial condition may be materially adversely affected.

***Vecima's reliance on third-party suppliers and contract manufacturers reduces our control over our performance.***

Vecima relies on third-party suppliers, in some cases sole suppliers or limited groups of suppliers, to provide them with materials necessary for the manufacture of our products. As a result of worldwide demand for and shortage of components, some suppliers have from time to time limited the number of components that Vecima may purchase. These components include chips and other components necessary to produce Vecima's products. If Vecima is unable to obtain sufficient allocations of these components, our production and shipment of products shall be delayed, Vecima may lose customers and our profitability shall be affected.

Reliance on suppliers also reduces Vecima's control over production costs, delivery schedules, reliability, and quality of materials. Any inability to obtain timely deliveries of acceptable quality materials or any other circumstances that would require Vecima to seek alternative suppliers, could adversely affect our ability to deliver products to our customers. In addition, Vecima outsources some aspects of the manufacture of some of our products to contract manufacturers and a significant increase in the price of the services provided by these manufacturers, or delays in our deliveries, could have a material adverse effect on our business, results of operations and financial condition.

Vecima has experienced delays in the supply of certain key components that may have a material impact on our operating results and future growth. It is expected that operating results will continue to fluctuate in the foreseeable future due to a variety of supply chain factors, including, but not limited to:

- 1) Sole sourced components – Vecima uses highly specialized components that can only be procured from one vendor. Using sole sourced components significantly increases our dependency on vendors and exposes us to upstream supply chain interruptions, including materials shortages, natural disasters, fires, geopolitical risks, civil unrest and pandemics.
- 2) Long lead time components will lead to missed production forecasts and/or unrealized upside opportunities – Vecima uses components in its products that may have lead times in excess of 52 weeks. The use of long lead time components increases supply chain risk and requires the ability to provide long range forecasts to vendors.
- 3) De-commits and delivery delays by parts vendors – Vecima’s vendors have de-committed exiting delivery dates which can cause Vecima to miss commitments it had previously made to its customers.
- 4) Material expedite costs could significantly impact gross margins and profitability - Vecima has had to pay expedite fees to secure the supply of certain components. These fees add to our cost of goods sold and impact operating results.
- 5) Failure to secure supply could equate to a loss of market share – If Vecima fails to meet its delivery commitments to its customers, those customers may move their orders to Vecima’s competitors.
- 6) Sustained market driven, long term component price increases could materially impact gross margins and profitability.

***The ongoing COVID-19 pandemic, the rapidly evolving reaction of governments, private sector participants and the public to the pandemic and/or the associated economic impact of the pandemic and the reactions to it have had and may continue to have a material and adverse effect on our business, operations, revenues, financial condition, results of operations, and growth prospects to an extent and for a period that remains uncertain.***

The extent and duration of the COVID-19 pandemic, the reactions of governments, private sector participants and the public to the pandemic and the associated disruption to business and commerce generally, and the extent to which these events continue to affect our business, financial condition and results of operation depend on future developments which are highly uncertain and many of which are outside the control of Vecima and cannot be predicted with confidence. Such developments include the ultimate geographic spread, intensity and duration of the pandemic (including the possibility of further waves), new information which may emerge concerning the severity of COVID-19, the effectiveness and intensity of measures to contain COVID-19 or address its impact (including any potential increase in the duration or intensity of restrictions on public gatherings and restrictions on the operation of non-essential businesses), short- and longer-term changes in consumer spending and/or consumer behaviour and perceptions regarding public gatherings and dining out, changes in consumer travel patterns or travel restrictions imposed by governments and the other economic impacts of the pandemic and the reactions to it. For example, we have or may experience or continue to experience: an inability for some or all of our workforce or business partners to work or travel due to potential illness, susceptibility to illness, or travel or other restrictions imposed by governments in connection with the COVID-19 outbreak which may affect the ability of our locations to operate efficiently or at all; and, additional demands on management’s time in

managing Vecima's response to the COVID-19 pandemic and the reactions to it, which may reduce the time management is able to spend on other aspects of our business and operations, which have had and may continue to have a material and adverse effect on our business operations, revenues, financial condition, results of operations and growth prospects. Given the uncertainties described above, we cannot predict the extent or duration of these effects. The COVID-19 pandemic and the reactions to it, including the possibility that they may result in a prolonged global recession, may also have the effect of exacerbating the potential impact of the other risks disclosed in this Risk Factors section, including but not limited to those related to our growth strategies, consumer behaviour, our partners and our employees, our suppliers and distributors, government regulation and economic conditions.

***Vecima's operating results are expected to fluctuate.***

Vecima has experienced fluctuations in operating results on a quarterly and annual basis. It is expected that operating results may continue to fluctuate in the foreseeable future due to a variety of factors, including:

- 1) business continuity events;
- 2) Vecima's reliance on third-party suppliers and contract manufacturers reduces our control over our performance;
- 3) changes in general economic conditions and specific market conditions in the communications and Internet industries, including fluctuations in demand for existing products, the rate of development of new products and the degree of market acceptance of new products;
- 4) the timing, size, and contractual terms of significant orders for product or entering new major contracts, and the lack of certainty that existing customer contracts shall be renewed upon expiry;
- 5) if competition intensifies, we may be required to reduce our prices and gross margins to remain competitive;
- 6) Vecima's ability to maintain existing strategic relationships and to create new ones; and
- 7) the timing and magnitude of operating expenses, capital expenditures and expenses relating to the expansion of sales, marketing, operations, and acquisitions, if any, of related or complementary businesses and assets.

Any of the foregoing factors, or other factors discussed elsewhere in this Annual Information Form, could have a material adverse effect on Vecima's business, results of operations and financial condition.

***Vecima may be unable to deliver products associated with key contracts.***

Vecima has entered important supply contracts with a few key customers. Vecima's right to receive revenue under these contracts depends upon our ability to manufacture and supply products that meet defined specifications. To realize the benefit of these agreements, Vecima has to successfully manage the following risks:

- 1) Lack of Sufficient Resources - If Vecima is unable to commit the necessary resources or to deliver our products as required by the terms of those contracts, customers may cancel

the contracts. In that event, any costs incurred by Vecima may not be recovered and we may incur additional costs as penalties.

- 2) **Delivery Risks** - If Vecima fails to meet a delivery deadline or a customer determines that the products delivered do not meet the agreed-upon specifications, Vecima may have to reduce the price charged for our products or may be liable to pay damages to the customer. Vecima's delivery may also miss the market window resulting in reduced realization of revenues. Engineering of complex technologies always carries certain uncertainties, and while we make efforts to minimize these risks, there are no guarantees of success or timely delivery.
- 3) **Production Costs** - Vecima prices all client orders based on our estimates of future production costs. If Vecima incurs higher costs than anticipated, gross margins on those contracts could decline.

Some major customers are also entitled to terminate their contracts with Vecima by giving written notice. If Vecima is unable to manage these risks successfully or if any of our major customers terminate their contracts with Vecima, our business, results of operations and financial condition could be materially adversely affected.

***Vecima's operations depend on information technology systems, which may be disrupted or may not operate as desired.***

Vecima relies on information technology systems and networks in our operations. Our information technology systems are subject to disruption, damage, or failure from a variety of sources, including, without limitation, security breaches, cybersecurity attacks, computer viruses, malicious software, natural disasters or defects in software or hardware systems. Our system and procedures for protecting against such attacks and mitigating such risks may prove to be insufficient in the future and such disruption, damage or failure could result in, among other things, production downtime, operational delays, destruction or corruption of data, damage to reputation, or legal or regulatory consequences, any of which could have a material adverse effect on our financial condition, operations, production, sales and business. Vecima could also be adversely affected in a similar manner by system or network disruptions if new or upgraded information technology systems are defective, not installed properly or not properly integrated into our operations. In addition, as technologies evolve and cybersecurity attacks become more sophisticated, we may incur significant costs to upgrade or enhance our security measures or mitigate potential harm.

***Vecima's success depends on its ability to develop new products and enhance existing products.***

To keep pace with technological developments, satisfy increasingly sophisticated customer requirements and achieve market acceptance of our products, Vecima must enhance and improve existing products and continue to introduce new products. If Vecima is unable to successfully develop new products, or enhance and improve existing products, or even if Vecima fails to position and/or price products to meet market demand, then our business and operating results shall be adversely affected.

Product introductions and short product life cycles require levels of expenditures for research and development that could adversely affect operating results. Further, any new products Vecima develops could require long development, testing and in some cases certification periods and may not be introduced in a timely manner or may not achieve the broad market acceptance necessary to generate significant revenue. As Vecima develops new products, many of Vecima's older products may reach the end of our lives. As Vecima discontinues the manufacturing and sale of these older products, Vecima must manage the liquidation of inventory, supplier commitments and customer expectations. If Vecima is unable to manage



properly the discontinuation of these older products, it could have a material adverse effect on our business, financial condition and results of operations.

***Vecima derives a substantial part of total revenue from a few large customers.***

Should any one or more of our large customers discontinue their relationship with Vecima for any reason or reduce or postpone current or expected purchases of Vecima's products, Vecima's business, results of operations and financial condition could be materially adversely affected.

***Vecima's failure to grow successfully may adversely affect operating results.***

Vecima's ability to manage our business is substantially dependent upon our ability to efficiently and effectively allocate resources to conduct research and development, product introduction, sales and marketing activities, financial management and customer support services. Accordingly, future results of operations shall depend on the continuing ability of Vecima's officers and other key employees to conduct business effectively and to maintain or improve operations. Also, Vecima's ability to support the growth of our business is substantially dependent on having highly trained employees and sufficient internal and third-party resources. Any expansion of the business may increase the strain upon Vecima's management resources, and there can be no assurance that Vecima will be able to manage any such expansion successfully. Failure to successfully manage our business or any such expansion may have a material adverse effect on Vecima's business, results of operations and financial condition.

***Growth in Vecima's key markets may not continue.***

There can be no assurance that the market for Vecima's products shall continue to grow, that companies within the target industry will adopt Vecima's products to deliver their services or that Vecima will be able to independently establish additional markets for these products. If the various markets in which Vecima's products compete fail to grow or grow more slowly than currently anticipated, or if Vecima were unable to establish markets for our products, Vecima's business, results of operations and financial condition could be materially adversely affected.

***Vecima's inability to adapt to technological change, new products and standards could harm our business.***

The video and broadband market is characterized by rapidly changing technology and evolving industry standards. Vecima's products embody complex technology and these products may not always be compatible with current and evolving technical standards and products developed by others. Vecima's ability to anticipate changes in technology, technical standards and product offerings is a significant factor in our ability to compete. There can be no assurance that Vecima will be successful in identifying, developing, manufacturing, and marketing products that respond to technological change or evolving service-provider standards or requirements. In addition, there can be no assurance that the products or technologies developed by others will not render Vecima's products or technologies non-competitive or obsolete. Failure or delays by Vecima to meet or comply with evolving industry or user standards or to anticipate changes in technology and product offerings, or failure of our products to gain market acceptance, could have a material adverse effect on our business, results of operations and financial condition.

***Vecima is continuing to adapt content delivery products to add features allowing deployments to cable, IPTV, and Internet CDN providers to enable multi-screen video delivery. A failure to execute on this transition, or execute quickly enough, shall adversely affect Vecima's business.***

Our video expertise for more than 15 years has been focused on the VOD market. Although we have been successful in VOD, we recognize it is a relatively limited market and, as such, we are transitioning the business to serve video to all devices. We are introducing the products necessary to serve these new markets. We have also invested in new sales professionals to help us sell Vecima's existing and new products to a wider customer set. We believe that these steps are necessary but expensive. We are making these investments in a challenging macroeconomic environment and may be unable to develop or sell any new marketable products. In addition, we face robust competition both from internally developed solutions and from large, well-positioned companies. If we are not successful in establishing new products and new customers, we may have expended considerable effort and capital to transition the business without receiving any economic benefit.

***Vecima is dependent on its current distribution channels.***

Vecima sells OEM products directly to OEM customers and to parties with whom Vecima has strategic relationships. Vecima expects to continue these relationships. Accordingly, Vecima's success is dependent in large part on the ability to continue existing relationships. Vecima uses distributors to sell products in markets where Vecima has no physical presence or where local conditions or language make it difficult to market directly to customers. As a result, Vecima's success is dependent in part on our ability to continue existing relationships and to develop new relationships with distributors.

A material loss of any strategic partner or OEM customer, either because of competitive products offered by other companies or products developed internally by Vecima's OEM customers and strategic partners, or our inability to penetrate our respective market segments, could have a material adverse effect on Vecima's business, financial condition and results of operations. There can be no assurance that Vecima can continue to attract strategic partners and any inability to do so could materially adversely affect our business, financial condition and results of operations. While Vecima plans to continue with our distribution channels, there can be no assurance that maintaining these channels will be successful against the more extensive and well-funded sales and marketing operations of many of our current or potential competitors.

***The cable and telecommunications industries are experiencing consolidation, which could result in delays or reductions in purchases of products and services, which could have a material adverse effect on Vecima's business.***

Vecima is experiencing the consolidation of many participants in the cable and telecommunications industries. When consolidations occur, it is possible that the acquirer may not continue using the same suppliers, possibly resulting in an immediate or future elimination of sales opportunities and future support revenue. Even if sales are not reduced, consolidation can also result in pressure from customers for lower prices or better terms; reflecting the increase in the total volume of products purchased; the elimination of a price differential between the acquiring customer and the company acquired or other factors. Consolidations could also result in delays in purchasing decisions by the affected companies prior to completion of the transaction and by the merged businesses. The purchasing decisions of the merged companies could have a material adverse effect on Vecima's business.

***If content providers, such as movie studios, limit the scope of content licensed for use in the digital content delivery market, Vecima's business, financial condition and results of operations could be***

***negatively affected because the potential market for its products would be more limited than it currently believes.***

The success of the content delivery market is contingent upon content providers, such as movie studios, continuing to permit their content to be licensed for distribution in this market. Content providers may, due to concerns regarding marketing or illegal duplication of the content, limit the extent to which they provide content to the markets served by Vecima's customers and potential customers. A limitation of available content would indirectly limit the demand for Vecima's content delivery solutions.

***Increased competition could have an adverse effect on Vecima's business.***

The markets for Vecima's products are highly competitive. As some of these markets continue to develop, additional competitors with established and larger marketing and technical resources than Vecima may enter the market and competition may intensify. In addition, current competitors may develop products that are comparable or superior to Vecima's products or achieve greater market acceptance due to pricing, sales channels, or other factors. In addition, OEMs and system integrators could develop greater internal capabilities and manufacture these products exclusively in-house, rather than outsourcing them. Such developments could have a material adverse effect on Vecima's business, results of operations and financial condition.

***Impacts to trade relationships between the United States and China may adversely affect Vecima's profitability.***

A trade war, initiated by the United States or China may do serious damage to the global economy as protectionist actions escalate. Vecima's products subject to tariffs may experience decreased demand. If tariffs remain in place, Vecima's losses may be permanent.

***Impacts to trade relationships between the United States and China may adversely affect Vecima's ability to conduct research and development in China.***

A trade war, initiated by the United States or China may restrict Vecima's ability to access and work with its R&D teams in China. Such restrictions would negatively impact Vecima's productivity in R&D.

***Impacts of any further destabilization of the global economy or the global supply chain due to the war in Ukraine.***

The war in Ukraine may escalate and further destabilize Europe and the global economy. Energy prices may rise if Russia interrupts supply to Western Europe, exacerbating global inflation and increasing the risk of higher interest rates and an ensuing recession. Vecima does not currently do business in Ukraine or directly source services or goods from Ukraine, however, it is unclear whether any shortage of raw materials from Ukraine or impacts on sanctions on raw materials originating from Russia could impact the global supply chain and Vecima's business in particular.

***Competition from new or existing technologies may adversely affect Vecima's business.***

Cable and broadband wireless access solutions compete with other high-speed solutions such as DSL, optical fiber, and satellite. These alternative technologies have existing installed infrastructure and have achieved significant market acceptance and penetration. Vecima expects cable and broadband wireless access technologies to face significant competition from both current and future alternative technologies. Considering these factors, the market for video and broadband solutions may fail to grow or, in the case of

wireless, may fail to develop or may develop more slowly than expected. Any of these outcomes could have a material adverse effect on Vecima's business, results of operations and financial condition.

***Vecima may be subject to liability if private information supplied to Vecima's customers is misused.***

Our content delivery solutions allow companies to collect and store data that many viewers may consider confidential. Unauthorized access or use of this information could result in liability to Vecima's customers, and potentially us, and might deter potential on-demand viewers. We have no control over the policy of Vecima's customers with respect to the access to this data and the release of this data to third parties.

***Cybersecurity incidents such as data security breaches or computer viruses, including incidents experienced by third parties that service our business, could harm our business by disrupting our business operations, compromising our products and services, damaging our reputation or exposing us to liability.***

Cyber criminals and hackers may attempt to penetrate our network security, misappropriate our proprietary information or cause business interruptions. Because the techniques used by such computer programmers to access or sabotage networks change frequently and may not be recognized until launched against a target, we may be unable to anticipate these techniques or to implement adequate preventative measures. While we have invested in and continue to update our network security and cybersecurity infrastructure and systems, if our cybersecurity systems fail to protect against unauthorized access, sophisticated cyber-attacks, phishing schemes, ransomware, data protection breaches, computer viruses, denial-of-service attacks and similar disruptions from unauthorized tampering or human error, our ability to conduct our business effectively could be damaged in a number of ways, including:

- our intellectual property and other proprietary data, or financial assets, could be stolen;
- our ability to manage and conduct our business operations could be seriously disrupted;
- defects and security vulnerabilities could be introduced into our product offerings, thereby damaging the reputation and perceived reliability and security of our products; and
- personally identifiable data of our customers, employees and business partners could be compromised.

Should any of the above events occur, our reputation, competitive position and business could be significantly harmed, and we could be subject to claims for liability from customers, third parties and governmental authorities. Additionally, we could incur significant costs in order to upgrade our cybersecurity systems and remediate damages. Consequently, our business, operating results, financial condition and cash flows could be materially and adversely affected. In addition, our business operations utilize and rely upon numerous third-party vendors, manufacturers, solution providers, partners and consultants, and any failure of such third parties' cybersecurity measures could materially and adversely affect or disrupt our business.

***We may be found to infringe on the intellectual property rights of others.***

The industry has many participants that own, or claim to own, proprietary intellectual property. We license technology, intellectual property, and software from third parties for use in our products, and may be required to license additional technology, intellectual property, and software in the future. In some cases, these licenses provide us with certain pass-through rights for the use of other third-party intellectual property, which pass-through rights may be unilaterally adjusted, limited or removed under the terms of such licenses.

Some licensors have instituted policies limiting the products they will cover under their licenses to end products only, which limits our ability to obtain new licenses from such licensors, where required, for our wireless embedded module products. There is no assurance that we will be able to maintain our third-party licenses or obtain new licenses when required and this inability could materially adversely affect our business and operating results and the quality and functionality of our products.

In the past we have received, and in the future, we are likely to continue to receive, assertions or claims from third parties alleging that our products violate or infringe their intellectual property rights. We may be subject to these claims directly or through indemnities against these claims which we have provided to certain customers and other third parties. Our component suppliers and technology licensors do not typically indemnify us against these claims and therefore we do not have recourse against them in the event a claim is asserted against us or a customer we have indemnified. This potential liability, if realized, could materially adversely affect our operating results and financial condition. In the past, patent claims have been brought against us by third parties whose primary (or sole) business purpose is to acquire patents and other intellectual property rights, and not to manufacture and sell products and services. These entities aggressively pursue patent litigation, resulting in increased litigation costs for us. Infringement of intellectual property can be difficult to verify and litigation may be necessary to establish if we have infringed the intellectual property rights of others. In many cases, these third parties are companies with substantially greater resources than us, and they may choose to pursue complex litigation to a greater degree than we could. Regardless of whether these infringement claims have merit or not, we may be subject to the following:

- we may be found to be liable for potentially substantial damages, liabilities and litigation costs, including attorneys' fees;
- we may be prohibited from further use of intellectual property because of an injunction and may be required to cease selling our products that are subject to the claim;
- we may have to license third party intellectual property, incurring royalty fees that may or may not be on commercially reasonable terms;
- in addition, there is no assurance that we will be able to successfully negotiate and obtain such a license from the third party;
- we may have to develop a non-infringing alternative, which could be costly and delay or result in the loss of sales; in addition, there is no assurance that we will be able to develop such a non-infringing alternative;
- management attention and resources may be diverted; our relationships with customers may be adversely affected; and
- we may be required to indemnify our customers for certain costs and damages they incur in respect of such a claim.

In addition to potentially being found to be liable for substantial damages in the event of an unfavorable outcome in respect of such a claim and if we are unable to either obtain a license from the third party on commercially reasonable terms or develop a non-infringing alternative, we may have to cease the sale of certain products and restructure our business and, as a result, our operating results and financial condition may be materially adversely affected.

***Misappropriation of our intellectual property could place us at a competitive disadvantage***

Our intellectual property is important to our success. We rely on a combination of patent protection, copyrights, trademarks, trade secrets, licenses, non-disclosure agreements and other contractual agreements to protect our intellectual property. Third parties may attempt to copy aspects of our products and technology or obtain information we regard as proprietary without our authorization. If we are unable to protect our intellectual property against unauthorized use by others it could have an adverse effect on our competitive position. Our strategies to deter misappropriation could be inadequate due to the following risks:

- non-recognition of the proprietary nature or inadequate protection of our methodologies in Canada, the United States, or other foreign countries;
- undetected misappropriation of our intellectual property;
- the substantial legal and other costs of protecting and enforcing our rights in our intellectual property; and
- development of similar technologies by our competitors.

In addition, we could be required to spend significant funds and management resources could be diverted to defend our rights, which could disrupt our operations.

***Vecima's ability to recruit and retain management and other qualified personnel is crucial to its business.***

Vecima's success is largely dependent on the abilities, dedication and experience of our executive officers and other key employees. The competition for highly skilled management, technical research and development and other employees is intense in the video and broadband market.

There can be no assurance that Vecima can retain current key employees or attract and retain additional key employees as needed. The loss of certain key employees could have a material effect on Vecima's business, results of operations and financial condition.

***Vecima utilizes open-source software, which could enable Vecima's competitors to gain access to Vecima's source code and distribute it without paying any license fee to Vecima.***

Key components of Vecima's content delivery products utilize open-source software on Linux platforms. Some open-source software, especially those provided under the GNU public license, are provided pursuant to licenses that limit the restrictions that may be placed on the distribution and copying of the provided code. Thus, it is possible that customers or competitors could copy portions of Vecima's software and freely distribute it. This could substantially impact Vecima's business and Vecima's ability to protect Vecima's products and future business.

***If Vecima's intellectual property is not adequately protected, Vecima may lose competitive advantage.***

Vecima relies on a combination of contractual provisions, copyright, trademarks, trade secrets, licenses, and patent protection to establish and protect our proprietary rights. Despite efforts to protect our intellectual property rights, unauthorized parties may attempt to copy aspects of Vecima's products or to obtain information regarded as proprietary. Policing unauthorized use of Vecima's proprietary technology, if required, may be difficult, time-consuming, and costly. There can be no assurance that our means of protecting Vecima's proprietary rights shall be adequate. Failure to protect our proprietary rights could have a material adverse effect on Vecima's business, results of operations and financial condition.

***If Vecima is required to change our pricing models to compete successfully, margins and operating results may be adversely affected.***

Vecima generally prices products based on estimates of future production costs. If actual production costs are higher than anticipated, our gross margins may be lower than planned. In addition, competitive pressures may force them to lower product prices, which may further decrease its margins if Vecima is unable to offset that effect by cost-reduction measures. If gross margins are reduced with respect to an important product line or if sales of lower-margin products exceed sales of higher-margin products, Vecima's profitability may decrease and our business could suffer.

***Successful warranty or product liability claims could harm Vecima's business.***

Vecima provides product warranties that typically run for two years, as is standard in the industry. If Vecima's products fail to perform as warranted and we are unable to resolve product quality or performance issues in a timely manner, Vecima may lose sales or be forced to pay damages. In addition, because our products are sold and marketed in different countries, the products must function in and meet the requirements of many different communication environments and be compatible with various communication systems and products. Any failure of Vecima's products to meet these requirements could have a negative impact on sales and a material adverse effect on our business, results of operations and financial condition. Further, there is a risk that customers may uncover latent design defects in Vecima's products that were not apparent at the time the product was sold. This type of defect may be discovered before or after the warranty period has expired. Performance failure due to a design defect may cause loss of customers, damage to our reputation for delivering high-quality products, delay in or loss of market acceptance and additional warranty expense or costs associated with product recall. A design defect may also result in a product liability claim. A product liability claim could adversely impact our business due to the cost of settlements and due to the costs of defending such claim. Although Vecima has product liability insurance, there is no assurance that such insurance shall be sufficient or shall continue to be available on reasonable terms.

***Third parties may allege that Vecima infringes on their intellectual property.***

The industries in which Vecima competes have many participants, who own, or claim to own, intellectual property. Although Vecima has conducted prudent reviews of its products to ensure that Vecima does not knowingly use unlicensed intellectual property, third parties may allege that Vecima infringes on another's intellectual property. Should such an allegation be made, the outcome of any litigation is impossible to predict and, should the outcome be unfavourable to Vecima, Vecima may not be able to negotiate acceptable, or any, licensing terms. Such an event could materially adversely affect our business, results of operations and financial condition.

***Currency fluctuations may adversely affect Vecima.***

Vecima's financial results are reported in Canadian dollars. For the year ended June 30, 2022, approximately 95% of our revenues and a portion of our costs were denominated in United States dollars. Any fluctuation in the value of the Canadian dollar relative to the United States dollar may result in variations in our sales and earnings expressed in Canadian dollars because of the geographic mix of our customers, and may have a material effect on Vecima's business, results of operations and financial condition.

***If Vecima cannot meet customers' requirements for manufacturing capacity, sales may suffer.***

The markets in which Vecima operates generally require them to produce a relatively high volume of products in a short period of time. As a result of our supply agreements with existing or new customers, Vecima may need to increase our manufacturing capacity. If Vecima cannot successfully manufacture our products in the future at volumes, yields or cost levels necessary to meet our customers' needs, Vecima may lose customers and sales may suffer. In addition, there is no assurance that Vecima shall be able to obtain enough high-volume orders to absorb the capital costs incurred in increasing our manufacturing capacity.

***There are risks associated with Vecima's international operations.***

Vecima derives a significant portion of our revenue from international sales. Vecima plans to continue to expand our international sales and marketing efforts. There are a number of risks inherent in international business activities, including unexpected changes in Canadian, United States or other government policies concerning the import and export of goods, services and technology and other regulatory requirements, tariffs and other trade barriers, costs and risks of localizing products for foreign countries, higher credit risks, potentially adverse tax consequences, limits on repatriation of earnings and the burdens of complying with a wide variety of foreign laws. Fluctuations in currency exchange rates could materially adversely affect sales denominated in currencies other than the Canadian dollar and cause a reduction in revenues derived from sales in a particular country. Financial instability in foreign markets could also affect Vecima's international sales. There can be no assurance that such factors will not materially adversely affect the revenues from our future international sales and, consequently, our results of operations. In addition, revenues that we earn abroad may be subject to taxation by more than one jurisdiction, which could materially adversely affect Vecima's earnings. Each of these factors could have an adverse effect on Vecima's business, financial condition and results of operations.

***Acquisitions could divert management's attention and financial resources, and may negatively affect Vecima's operating results and could cause significant dilution to shareholders.***

Vecima may expand operations by acquiring additional complementary businesses, products or technologies. There can be no assurance that Vecima will be able to identify, acquire or profitably manage additional businesses or successfully integrate any acquired businesses, products or technologies without substantial expenses, delays or other operational or financial problems. Furthermore, acquisitions may involve several special risks, including diversion of management's attention, expenses of amortizing the acquired company's intangible assets, failure to retain key personnel, unanticipated events or circumstances and legal liabilities. Acquisitions could also result in potentially dilutive issuance of equity securities. Any failure by Vecima to manage an acquisition successfully could have a material adverse effect on our business, results of operations and financial condition.

***Government regulation of Vecima's products and new government regulation could harm our business.***

Vecima's products are subject to certain mandatory regulatory approvals and are incorporated into cable and wireless communication systems that are regulated in Canada by Industry Canada, in the United States by the Federal Communications Commission ("FCC") and internationally by other government agencies.

Although Vecima believes it has all necessary Industry Canada and FCC approvals for products that are currently sold, there can be no assurance that such approvals can be obtained for future products on a timely basis, or at all.

Regulatory changes could also negatively affect Vecima's business by restricting development efforts by our customers, making our current products obsolete or increasing the potential for additional competition.



Vecima's business, results of operations and financial condition could be adversely affected if our products fail to comply with all applicable domestic and international regulations. Further, delays inherent in the governmental approval process have in the past caused, and may in the future cause, cancellation, postponement or rescheduling of the installation of communication systems by our customers. This, in turn, may have a negative impact on the sale of Vecima's products to those customers, and hence have a material adverse effect on our business, results of operations and financial condition.

***Sale of Common Shares by Vecima's controlling shareholders could cause the share price to fall.***

One of Vecima's shareholders, 684739 B.C. Ltd., beneficially owned by Dr. Surinder Kumar, Sumit Kumar and Saket Kumar, owns approximately 59% of the Common Shares (the "**Principal Shareholder**"). If the Principal Shareholder were to sell substantial amounts of our Common Shares in the public market, the market price of Vecima's Common Shares could fall. The perception among investors that these sales might occur could also potentially produce this effect.

***A small number of Vecima's shareholders control Vecima.***

The Principal Shareholder owns, approximately 59% of Common Shares. As a result, it generally controls all matters submitted to Vecima's shareholders for approval, including the election and removal of directors, amendments to our articles of incorporation and bylaws and the approval or rejection of any business combination. This may delay or prevent an acquisition or cause the market price of Common Shares to decline. The Principal Shareholder may also have interests different from other shareholders or may want Vecima to pursue strategies that are different from the wishes of other shareholders.

## **DIVIDENDS**

### **Dividend Policy**

On September 24, 2014, Vecima's Board of Directors adopted a dividend policy to pay an annual dividend to our shareholders of \$0.18 per Common Share, payable quarterly. On September 24, 2015, Vecima's Board of Directors increased the annual dividend to shareholders to \$0.22 per Common Share, payable quarterly. Prior to September 24, 2014, there was no policy in place to pay regular dividends. The amount and payment of future dividends is subject to the discretion of the Board of Directors, and shall be dependent upon the satisfaction of certain solvency requirements of the *Canadian Business Corporations Act*, our results of operations, financial condition, cash requirements and other factors deemed relevant by the Board of Directors.

### **Historical Dividends**

The following table summarizes dividends paid per Common Share during the previous three fiscal years:

<b>Record Date</b>	<b>Payment Date</b>	<b>Type</b>	<b>Amount</b>
October 11, 2019	November 1, 2019	Regular	\$0.055
November 29, 2019	December 23, 2019	Regular	\$0.055
February 21, 2020	March 23, 2020	Regular	\$0.055
May 22, 2020	June 15, 2020	Regular	\$0.055
October 9, 2020	November 2, 2020	Regular	\$0.055

Record Date	Payment Date	Type	Amount
November 27, 2020	December 21, 2020	Regular	\$0.055
February 26, 2021	March 29, 2021	Regular	\$0.055
May 21, 2021	June 14, 2021	Regular	\$0.055
October 8, 2021	November 1, 2021	Regular	\$0.055
November 26, 2021	December 20, 2021	Regular	\$0.055
February 25, 2022	March 28, 2022	Regular	\$0.055
May 20, 2022	June 13, 2022	Regular	\$0.055

## DESCRIPTION OF CAPITAL STRUCTURE

Vecima is authorized to issue an unlimited number of Common Shares and an unlimited number of preference shares. The rights, privileges, restrictions, and conditions attaching to our Common Shares and preference shares are as follows:

*Common Shares* - Each holder of Common Shares is entitled to receive notice of and to attend any meetings of Vecima's shareholders and is entitled to one vote in respect of each Common Share held at such time. Each holder of Common Shares is entitled to receive dividends, if any, as and when declared by the Board of Directors. Holders of Common Shares are entitled to participate equally in any distribution of net assets upon liquidation, dissolution or winding-up. There are no pre-emptive, retraction, surrender, redemption, repurchase for cancellation or conversion rights attaching to the Common Shares.

*Preference Shares* - The preference shares may be issued from time to time in one or more series, the number of shares, designation, rights, privileges, restrictions, and conditions of which shall be determined by Vecima's Board of Directors subject to any limitations in our Articles. The preference shares are entitled to priority over the Common Shares with respect to payment of dividends and distributions of assets in the event of Vecima's dissolution, liquidation or winding-up. Except as required by law or the provisions of any series, the holders of preference shares are not entitled to receive notice of, attend or vote at any meeting of Vecima's shareholders. No preference shares are outstanding, and Vecima has no present intention to issue any preference shares.

## MARKET FOR SECURITIES

### Trading Price and Volume

The Common Shares trade on the Toronto Stock Exchange under the stock symbol 'VCM'. The Toronto Stock Exchange reported the following price ranges and volumes traded in respect of our Common Shares in each month of the fiscal year ended June 30, 2022:

		High	Low	Volume
2021	July	\$17.45	\$15.50	2,600
	August	\$16.63	\$15.70	15,000
	September	\$16.43	\$15.50	8,600
	October	\$16.25	\$15.80	6,500
	November	\$16.25	\$14.85	23,800

		High	Low	Volume
2022	December	\$14.85	\$13.90	2,400
	January	\$17.55	\$14.45	12,000
	February	\$17.60	\$15.78	27,100
	March	\$16.53	\$15.63	3,200
	April	\$17.19	\$15.99	10,000
	May	\$16.50	\$14.55	13,400
	June	\$17.70	\$14.30	15,200

### Prior Sales

Vecima has only Common Shares outstanding. During the fiscal year ended June 30, 2022, a total of 55,626 Common Shares were issued at various times upon the exercise of incentive stock options. The issue price of these Common Shares ranged from \$8.91 to \$10.72. During the fiscal year ended June 30, 2022, 187,487 Performance Share Units vested in two tranches and were settled via the issuance of Common Shares. The fair value per share was \$16.80 for the first tranche and \$16.90 for the second tranche.

### Directors and Officers

The following table sets forth the names of and certain additional information regarding Vecima's directors and executive officers (collectively, the "**Management Group**"):

#### Vecima Directors<sup>(3)</sup>

Name and Province or State, and Country of Residence	Position or Office	Principal Occupation for the Past Five Years	Director Since
Surinder Kumar British Columbia, Canada	Director and Chairman	Chairman of Vecima since August 2013.	July 1988
Sumit Kumar British Columbia, Canada	Director and CEO and President	CEO and President of Vecima since August 2013.	December 2016
Danial Faizullahoy <sup>(1)(2)</sup> California, USA	Director	Platina Systems Senior Advisor and Consulting Chief Commercial Officer since 2020. Glasnostic <sup>(3)</sup> Senior Advisor and Chief Commercial Officer 2020 to 2022. CEO of Cypherpath Inc. from 2014 to 2020.	December 2016
T. Kent Elliott <sup>(1)(2)</sup> British Columbia, Canada	Director	Retired.	August 2015
James Blackley New York, USA	Director	Executive Vice President, Advisor to the CEO at Charter Communications until June 30, 2020. Executive Vice President,	December 2020

<b>Name and Province or State, and Country of Residence</b>	<b>Position or Office</b>	<b>Principal Occupation for the Past Five Years</b>	<b>Director Since</b>
		Engineering, and Information Technology at Charter from 2012 to 2019.	
Scott Edmonds <sup>(1)(2)</sup> British Columbia, Canada	Director	Retired, previously served as the CEO or CFO in a diverse range of biotech, software and hardware technology companies, including publicly traded Photon Control Inc. and Webtech Wireless Inc. Formerly on Vecima's Board of Directors from April 2015 to September 2017.	June 2022
Derek Elder <sup>(1)(2)</sup> Florida, USA	Former Director	Strategic Advisor to the CEO for Sercomm Corporation <sup>(4)</sup> as of July 1, 2021. President, Sercomm Technology Inc. from May 2018 to June 2021. Prior to that, Mr. Elder was President, CEO, and Director of Concurrent Computer Corporation.	August 2018 to June 2022

(1) Member of the Corporate Governance and Compensation Committee.

(2) Member of the Audit Committee.

(3) Glasnostic, Inc. produces technology for monitoring networks and cloud-based operations in real-time.

(4) Sercomm Corporation develops broadband networking software and firmware.

(5) The term of office for each of the current directors expires at Vecima's next annual general meeting.

### **Vecima Executive Officers**

<b>Name and Province or State, and Country of Residence</b>	<b>Position or Office</b>	<b>Principal Occupation for the Past Five Years</b>
Sumit Kumar British Columbia, Canada	Chief Executive Officer and President	Chief Executive Officer and President of Vecima.
Dale Booth Saskatchewan, Canada	Chief Financial Officer	Chief Financial Officer of Vecima; Vice President of Finance at Vecima from November 2011 to October 2019.
Dean Rockwell British Columbia, Canada	Executive Vice President	Executive Vice President of Vecima; Senior Vice President and General Manager, Content Delivery and Storage Business Unit at Vecima from January 2018 to October 2019; Senior Vice President of Corporate

Name and Province or State, and Country of Residence	Position or Office	Principal Occupation for the Past Five Years
		Development at Vecima from January 2015 to January 2018.
Clay McCreery Florida, USA	Chief Operating Officer	Chief Operating Officer of Vecima; Chief Revenue Officer (“CRO”) of Vecima from November 2017 to July 2020; CRO and other senior sales roles at Concurrent Computer Corporation from April 2015 to November 2017.

### **Common Shares Held by Directors and Executive Officers**

As of September 21, 2022, based solely upon reports filed on the System for Electronic Disclosure by Insiders at [www.sedi.ca](http://www.sedi.ca), the Management Group, collectively beneficially owned or exercised control or direction over, directly, or indirectly, Common Shares, representing approximately 60% of the then outstanding Common Shares. Of these Common Shares, Surinder Kumar and Sumit Kumar, both indirect owners of the Principal Shareholder, owned, beneficially owned or exercised control or direction over, directly, or indirectly, Common Shares representing approximately 59% and 59%, respectively, of the then outstanding Common Shares.

### **Corporate Cease Trade Orders**

To Vecima’s knowledge, other than as disclosed herein, no member of the Management Group is, at the date hereof, or was within the ten years before the date hereof, a director, chief executive officer or chief financial officer of any company, that: (i) was subject to a cease trade order or similar order, or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued while the member of the Management Group was acting in the capacity as director, chief executive officer or chief financial officer; or (ii) was subject to a cease trade or similar order, or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after the member of the Management Group 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.

### **Penalties or Sanctions**

To Vecima’s knowledge, no member of the Management Group or a shareholder, holding a sufficient number of their Common Shares to affect materially the control of Vecima, has been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities authority, or any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

### **Bankruptcies**

To Vecima’s knowledge, no member of the Management Group or a shareholder holding a sufficient number of their Common Shares to affect materially the control of Vecima: (i) is, at the date hereof, or has been within the ten years before the date hereof, a director or executive officer of any company that, 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; or (ii) has, within the ten years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or became subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold such persons assets.

## **Conflicts of Interest**

To Vecima's knowledge, there are no existing material conflicts of interest among any member of the Management Group. Some of Vecima's directors are also directors or executive officers of other companies and, consequently, there exists the possibility for such directors to be in a position of conflict relating to any future transactions or relationship between Vecima and such other companies or common third parties. However, Vecima is unaware of any such pending or existing conflicts between these parties. Any decision made by any of such directors involving Vecima are made in accordance with their duties and obligations to deal fairly and in good faith with Vecima and such other companies and their obligations to act in the best interests of Vecima's shareholders.

## **AUDIT COMMITTEE INFORMATION**

### **General**

Vecima is required by law to have an audit committee and to disclose certain information concerning that committee pursuant to *National Instrument 52-110 of the Canadian Securities Administrators* ("NI 52-110").

Vecima's Board of Directors has established the Audit Committee, which is composed of three members: T. Kent Elliott (Chair), Danial Faizullahoy, and Scott Edmonds. Vecima's Board of Directors has determined that each of the members of the Audit Committee is "independent" and "financially literate" within the meaning of NI 52-110.

### **Mandate**

The Audit Committee's terms of reference are attached to this Annual Information Form as Appendix B – Audit Committee Mandate.

### **Relevant Education and Experience of Members**

The following is a summary of the education and experience of each member of the Audit Committee that is relevant to the performance of his responsibilities as a member of the Audit Committee.

*T. Kent Elliott* – Mr. Elliott is a 35-year veteran within the Internet security and telecommunication industries. He was the CEO at ForeScout Technologies from January 2003 to December 2009, Interim CEO from July 2014 to February 2015 and Board Member from January 2003 to May 2019. Before ForeScout, Mr. Elliott served as the President and CEO of Vienna Systems, which was acquired by Nokia. At Nokia, he led its Internet Communications Group. At ForeScout he served as Chair of its Nomination and Governance Committee and a member of its Audit Committee. Mr. Elliott was a Chartered Accountant for over 25 years and holds two degrees from Queen's University: a B.Comm honours degree majoring in accounting and finance and an MBA with a primary focus on marketing and strategic planning.

*Danial Faizullahbho* – Mr. Faizullahbho has been the Senior Advisor/Consulting Chief Commercial Officer at Platina Systems since 2020. He was the Chief Commercial Officer at Glasnostic from 2020 - 2022. He was the CEO of Cypherpath Inc. from 2014 to 2020. Mr. Faizullahbho was the CEO of Cypherpath Inc. from 2014 - 2022. He brings more than 20 years of experience in general management, venture capital, and strategic growth of companies. From September 2012 through February 2014, he was an independent consultant providing operational, financial, and strategic advice. He has a B.S.E.E. from Norwich University and a M.B.A. from Santa Clara University.

*Scott Edmonds* – Mr. Edmonds has over 30 years of professional experience serving in operational, strategic, and financial leadership roles in both large and small companies in Canada, Europe, and Asia. He recently retired as CFO at STEMCELL Technologies Inc. Mr. Edmonds previously served as the CEO or CFO in a diverse range of software and hardware technology companies, including publicly traded Photon Control Inc. and Webtech Wireless Inc. He has also served on a variety of public and private company boards of directors over the past 15 years and previously served on Vecima’s Board from April 2015 to September 2017. As a Board member, Mr. Edmonds has acted as audit committee chair as well as governance and compensation committee chair.

### **Reliance on Certain Exemptions**

Since the commencement of the fiscal year started July 1, 2015, Vecima has not relied on any exemptions permitted under applicable securities law from the requirements relating to the composition or financial literacy of the members of the Audit Committee or the exemption from obtaining pre-approval of non-audit services from the external auditor for “*de minimus non-audit services*”.

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

Vecima’s Audit Committee of the Board of Directors is mandated to review and pre-approve all non-audit service engagement fees and terms in accordance with applicable law, including those provided to the subsidiaries of Vecima, if applicable, by the external auditors or any other person in its capacity as external auditors of such subsidiary. The Audit Committee may delegate this responsibility to the Chair of the Audit Committee who shall present the pre-approvals to the full Audit Committee at its next scheduled meeting. The Audit Committee is authorized to establish specific policies and procedures to engage the external auditors to perform non-audit services, provided that:

- the pre-approval policies and procedures are detailed as to the service to be provided;
- the Audit Committee’s responsibilities are not delegated to management; and
- the Audit Committee is informed of each non-audit service for which the external auditors are engaged.

### **External Auditor Service Fees**

The following table sets forth all services rendered to Vecima by auditors Grant Thornton LLP by category, together with the corresponding fees billed by the auditors for each category of service for the financial years ended June 30, 2022, and June 30, 2021.

<b>Fee category</b>	<b>Year Ended June 30, 2022</b>	<b>Year Ended June 30, 2021</b>
Audit fees <sup>(1)</sup>	\$446,978	\$484,420

Fee category	Year Ended June 30, 2022	Year Ended June 30, 2021
Audit related fees <sup>(2)</sup>	\$50,000	-
Tax fees <sup>(3)</sup>	-	-
All other fees <sup>(4)</sup>	-	\$3,922
<b>TOTAL</b>	<b>\$496,978</b>	<b>\$488,342</b>

- 
- (1) Represents the aggregate fees billed by the auditors for audit services includes fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements.
- (2) Represents the aggregate fees billed for assurance and related services by the auditors that are reasonably related to the performance of the audit or review of Vecima's financial statements and are not reported under "Audit fees".
- (3) Represents the aggregate fees billed for professional services rendered by the auditors for tax compliance, tax advice or consultation on year-end tax calculations.
- (4) Represents services other than those reported under "Audit Fees", "Audit-related Fees", and "Tax Fees".

## LEGAL PROCEEDINGS OR REGULATORY ACTIONS

Vecima is not aware of any legal proceedings to which it is a party to, or that any of their property is or was the subject of, during the fiscal year ended June 30, 2022, that involve a claim for damages more than 10% of their current assets. Nor is Vecima aware of any such legal proceedings being contemplated. In addition, Vecima is not aware of any penalties or sanctions imposed against them by a court relating to securities legislation or by a securities regulatory authority during the fiscal year ended June 30, 2022 or any other penalties or sanctions imposed by a court or regulatory body against them that would likely be considered important to a reasonable investor in making an investment decision, and Vecima has not entered into any settlement agreements before a court relating to securities legislation or with a securities regulatory authority during the fiscal year ended June 30, 2022.

## INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Except as disclosed in this Annual Information Form, no director, executive officer, or principal shareholder of Vecima, or associate or affiliate of any of the foregoing, has had any material interest, direct or indirect, in any transaction within the three most recently completed financial years or during the current financial year that has materially affected or is reasonably expected to materially affect Vecima.

## TRANSFER AGENT AND REGISTRAR

The transfer agent and registrar for Vecima's Common Shares is Computershare Investor Services Inc. at its principal transfer offices in Vancouver, British Columbia and Toronto, Ontario.

## MATERIAL CONTRACTS

There are no material contracts entered into by Vecima, other than in the ordinary course of business and not required by applicable securities law to be filed with a securities regulatory authority in Canada, that are material to Vecima and that were entered into within the most recently completed financial year, or before the most recently completed financial year but are still in effect.



## **INTERESTS OF EXPERTS**

Vecima's consolidated financial statements for the fiscal year ended June 30, 2022, have been audited by Grant Thornton LLP, Chartered Accountants, and Licensed Professional Accountants of Saskatoon, Saskatchewan. Grant Thornton LLP is independent of Vecima in accordance with the auditor's rules of professional conduct in Canada.

## **ADDITIONAL INFORMATION**

Additional information, including directors' and officers' remuneration, principal holders of Vecima's securities and securities authorized for issuance under equity compensation plans is contained in Vecima's management information circular in connection with its most recent meeting of shareholders that involves the election of directors. Additional financial information is provided in Vecima's financial statements and management's discussion and analysis for the fiscal year ended June 30, 2022, which is available under Vecima's profile on SEDAR at [www.sedar.com](http://www.sedar.com).

## APPENDIX A - GLOSSARY

In this Annual Information Form, the following terms and acronyms have the meanings described below:

*Cable Modem Termination System (CMTS)* - A piece of equipment, typically located in a cable company's headend or hub site, which is used to provide high speed data services, such as cable Internet or Voice over Internet Protocol, to cable subscribers.

*Data over cable service interface specification (DOCSIS)* - An international telecommunications standard that permits the addition of high-speed data transfer to an existing cable TV system.

*DOCSIS Provisioning of EPON (DPoE)* - DOCSIS Provisioning of EPON specifications enable Ethernet Passive Optical Network (EPON) equipment to be provisioned using existing DOCSIS-based provisioning systems and policies intended for CMTS and cable modems.

*Ethernet* - a system for connecting several computer systems to form a local area network, with protocols to control the passing of information and to avoid simultaneous transmission by two or more systems.

*Fiber-to-the-home (FTTH)* - FTTH (sometimes called fiber-to-the-premises, or FTTP) systems involve the installation of optical fiber cable directly to the home or business environment from a central point, bringing high-speed services to premises at a greater distance from a central switch than DSL.

*Gateway device* - A fully integrated device that uses a modulator/upconverter and other components to process video streams from central servers, to provide security scrambling of those signals and then transmit the video streams to subscribers over cable.

*HD/SD* – High Definition (HD) is a television system providing an image resolution that is substantially higher than that of standard-definition (SD) television.

*Hybrid Fiber Coax (HFC)* - a telecommunications industry term for a broadband network that combines optical fiber and coaxial cable.

*Internet Protocol (IP)* - The method or protocol by which data is sent from one computer to another on the Internet.

*Internet Protocol Television (IPTV)* - A system through which television services are delivered using the Internet protocol suite over a packet-switched network such as a LAN or the Internet, instead of being delivered through traditional terrestrial, satellite signal, and cable television formats.

*Multi-Dwelling Unit (MDU)* - One or a collective of buildings where people reside or live. Examples include apartments and condominiums.

*Multiple System Operators (MSOs)* - Cable television, broadband wireless systems and telecommunications companies that operate multiple systems in different geographic areas.

*Original Equipment Manufacturers (OEMs)* - A manufacturer that sells equipment to a reseller for rebranding or repackaging.

*Over-the-Top (OTT)* - the delivery of audio, video, and other media over the Internet without the involvement of a multiple-system operator in the control or distribution of the content.

*Passive Optical Network (PON)* - a telecommunications technology that implements a point-to-multipoint architecture, in which unpowered Fiber Optic Splitters are used to enable a single optical fiber to serve multiple end-points such as customers, without having to provision individual fibers between the hub and customer.

*Quadrature Amplitude Modulation (QAM)* - A modulation technique that generates four bits out of one baud. For example, a 600-baud line (600 shifts in the signal per second) can effectively transmit 2,400 bits using this method. Both phase and amplitude are shaped with each baud, resulting in four possible patterns.

*Radio Frequency (RF)* - The range of electromagnetic frequencies above the audio range and below visible light. All broadcast transmission, from AM radio to satellites, falls into this range, which is between 30 KHz and 300 GHz.

*Set-top Box (STB)* - A device that enables a television set to become a user interface to the Internet and to receive and decode digital television broadcasts.

*Video On Demand (VOD)* - The ability to deliver a movie or other video program with high-quality digital picture and sound to an individual web browser or TV set whenever the user requests it. VOD provides subscribers with pause, play, fast-forward, and reverse functionality.

*Voice over Internet Protocol (VoIP)* - A category of hardware and software that enables people to use the Internet as the transmission medium for telephone calls.

## **APPENDIX B – AUDIT COMMITTEE MANDATE**

### **1. Purpose**

The Board of Directors (the “Board”) of Vecima Networks Inc. (the “Corporation”) have established the Audit Committee (the “Committee”) for the purpose of assisting the Board in meeting its oversight responsibilities in relation to: (a) the integrity and reliability of the Corporation’s accounting and financial reporting processes; (b) the establishment by management of an adequate system of internal controls and procedures; (c) disclosure controls and procedures; (d) the qualifications, independence and performance of the Corporation’s external auditors; (e) identification and monitoring of financial risks; (f) the compliance by the Corporation with legal and regulatory requirements relating to accounting, internal controls and auditing matters; and, (g) monitoring of the Corporation’s code of ethical conduct.

The primary function of the Committee is oversight, as such, the Committee shall be entitled to rely on the expertise, skills and knowledge of management and the Corporation’s external auditors and the integrity and accuracy of information provided to the Committee by such persons in carrying out its oversight responsibilities.

### **2. Chair**

The Board will appoint one member, from among its independent members, to be Chair of the Committee until the time when a successor is needed. If the Board does not appoint a Chair of the Committee, the incumbent Chair of the Committee will continue in office until a successor is appointed.

### **3. Composition**

- a) The Committee shall be composed of at least three directors, each of whom the Board has determined has no material relationship with the Corporation which could, in the view of the Board, be reasonably expected to interfere with the exercise of such director’s independent judgment, and who otherwise satisfies the definition of “independent” as that term is defined under the requirements of applicable securities laws (including National Instrument 52-110 – Audit Committees) and any other applicable securities laws, rules or requirements of any stock exchange upon which the Corporation’s securities are listed.
- b) Each member of the Committee must be “financially literate”. “Financially literate” means the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation’s

financial statements.

- c) The Board may fill vacancies on the Committee by appointment from among its independent members. If and whenever a vacancy shall exist on the Committee, the remaining members may exercise all its powers so long as a quorum remains in office and there are at least three remaining members. Any member of the Committee may be removed or replaced at any time by the Board and shall cease to be a member of the Committee upon ceasing to be a director. Subject to the foregoing, each member of the Committee shall remain as such until the next annual meeting of shareholders after that member's election.

#### **4. Authority**

The Committee has the authority to:

- a) retain, at the Corporation's expense, its own legal counsel, accountants, and other advisors that the Committee believes are needed to carry out its duties and responsibilities;
- b) conduct or authorize investigations into any matter within its scope of responsibility;
- c) pre-approve permitted non-audit services performed by the Corporation's external auditor;
- d) mediate any disagreements between management and the Corporation's external auditors regarding financial reporting;
- e) seek any information it requires from employees of the Corporation, all of whom will be directed by management to co-operate with the Committee's requests;
- f) meet and communicate directly with the Corporation's officers, external auditors, outside counsel, and consultants, all as the Committee may deem necessary;
- g) undertake any other activity that may be reasonably necessary in order for the Committee to carry out its responsibilities as set out in this Mandate.

#### **5. Meetings**

- a) The Committee will meet at least once every fiscal quarter, with authority to convene additional meetings, as circumstances require. The Chair will determine the time, place, and procedures for calling and conducting Committee meetings, subject to the requirements of this Mandate, of the bylaws of the Corporation, and of the Canada Business Corporations Act (CBCA).

- b) A majority of the members of the Committee will constitute a quorum. Members of the Committee may participate in a meeting through any means which permits all parties to communicate adequately with each other. Any members not physically present but participating in the meeting through such means is deemed to be present at the meeting.
- c) The Committee may invite such officers, directors, and employees of the Corporation as it may see fit from time to time to attend at meetings and provide information pertinent to any matter being discussed. Any director of the Corporation is entitled to attend Committee meetings, however, only members of the Committee are eligible to vote or establish a quorum. The Committee will periodically meet in camera alone and separately with each of the external auditors and management.
- d) The Chair will ensure that meeting agendas are prepared and provided in advance to members of the Committee, along with appropriate briefing materials. The Committee will keep and approve minutes of each meeting which record the decisions reached by the Committee. Once approved, the minutes will be distributed to Committee members with copies provided to the Board, the Chief Executive Officer, Chief Financial Officer, Corporate Secretary, and the external auditors.

## **6. Duties and Responsibilities**

The operation of the Committee will be subject to the provisions of the articles of the Corporation, the CBCA and National Instrument 52-110, each as in effect from time to time.

To implement the Committee's purpose, the Committee shall, to the extent the Committee deems necessary or appropriate, be charged with the following functions and processes with the understanding, however, that the Committee may supplement or (except as otherwise required by applicable laws or rules) deviate from these activities as appropriate under the circumstances:

### **6.1 Financial Reporting**

- a) Review with management and the external auditors any items of concern, any proposed changes in the selection or application of major accounting policies and the reasons for the change, any complex or unusual transactions, any issues requiring management judgment, proposed changes to or adoption of disclosure practices, and the effects of any recent or proposed regulatory or accounting initiatives or pronouncements, all to the extent that the foregoing may be material to financial reporting.

- b) In reviewing with management and the external auditors the results for the year-end audit, and management's responses, review any problems or difficulties experienced by the external auditors in performing the audit, including any restrictions or limitations imposed by management and resolve any disagreements between management and the external auditors regarding these matters.
- c) Review with management and the external auditors and legal counsel, if necessary, any litigation, claim or other contingency that could have a material effect on the financial position or operating results of the Corporation, and the manner in which these matters have been disclosed or reflected in the financial statements.
- d) Review the results of the external auditors' audit work including findings and recommendations, management's response, and any resulting changes in accounting practices or policies and the impact such changes may have on the financial statements.
- e) Review and discuss with management and the external auditors the annual audited financial statements and related MD&A, and press release; make recommendations to the Board with respect to approval thereof, before being released to the public.
- f) Review and recommend the approval of the quarterly unaudited financial statements, and the related MD&A and press release prior to their release to the public.
- g) Review with management the Corporation's tax status, significant tax issues and reviews by tax authorities.

## **6.2 Disclosure Controls**

- a) Review and consider the adequacy and effectiveness of the Corporation's disclosure controls and procedures, including any material non-compliance with such controls and procedures.
- b) Review and approve the disclosure policy of the Corporation and periodically assess the adequacy of such policy for completeness and accuracy.
- c) Ensure that adequate procedures are in place for the review of all audited or unaudited financial information extracted or derived from the Corporation's financial statements which is to be contained in public disclosure documents.
- d) Monitor the activities of the Corporation's Disclosure Committee quarterly and review the composition of the committee at least annually.
- e) Review, and in some instances recommend approval to the Board, material financial

disclosures prior to their public release or filing with securities regulators that are contained within the following documents:

- i) any prospectus or offering document;
- ii) annual information forms (AIF);
- iii) all material financial information required by securities regulations; and
- iv) news or press releases containing audited or unaudited financial information, including the type and presentation of information and in particular any pro-forma or non-GAAP information.

### **6.3 Internal Controls**

- a) Review and consider the adequacy of the internal controls over financial reporting that have been adopted by the Corporation to safeguard assets from loss and unauthorized use and to verify the accuracy of the financial records and any special audit steps adopted in light of material control deficiencies.
- b) Understand the scope of any internal audits and the external auditors' review of internal control over financial reporting and obtain reports on significant finding and recommendations, together with management's responses.
- c) Obtain from the Chief Executive Officer and Chief Financial Officer confirmation that each is prepared to sign all required annual and quarterly certificates under applicable securities law in relation to internal controls over accounting and financial reporting. Review any disclosures made regarding significant deficiencies or material weaknesses in the design or operation of internal controls or any fraud that involves management or other employees who have a significant role in the Corporation's internal controls.

### **6.4 External Audit**

- a) Recommend to the Board the selection, appointment, retention, compensation and replacement of the external auditors for the Corporation.
- b) Oversee the work and evaluate the qualifications and performance of the external auditors and report its finding to the Board.
- c) Ensure that the external auditors report directly to the Committee and that they are ultimately accountable to the Committee and to the Board, as representatives of shareholders of the Corporation.
- d) Confirm that the external auditors have direct and open communication with the Committee and that the external auditors meet regularly with the Committee without management



present to discuss any matters that the Committee or the external auditors believe should be discussed privately.

- e) On an annual basis, review and discuss with the external auditor all significant relationships they have with the Company to determine their independence.
- f) Review and pre-approve all non-audit services to be provided to the Corporation by the external auditors and the engagement fees in respect of such services, provided that the Chair of the Committee, on behalf of the Committee, is authorized to pre-approve amount of \$20,000 per engagement. At the next Committee meeting, the Chair will report to the Committee any such pre-approval given.
- g) Monitor the rotation of the partners of the external auditors on the Corporation's audit engagement team.
- h) Review and approve the Corporation's hiring policies regarding the hiring of partners, employees, and former partners and employees of the Corporation's present and former external auditors.
- i) Determine and approve the engagement of the external auditors, prior to the commencement of such engagement, to perform the annual audit (including review of the proposed scope of and plans for the audit and compensation to be paid to the external auditors).

## **6.5 Financial Risk Management**

- a) Review the Corporation's major financial risk exposures and approve the Corporation's policies to manage such financial risk.
- b) Monitor management of hedging, insurance, debt and credit, and make recommendations to the Board respecting policies for management of such risks, and review the Corporation's compliance with the same.
- c) Obtain regular updates from management regarding any investigations of fraudulent activities.

## **6.6 Legal and Regulatory Compliance**

- a) Obtain regular updates from management regarding financial, tax, and securities law regulations and the process in place to monitor such compliance.
- b) Review, with corporate counsel where required, any litigation, claims, and tax

assessments that could have a material impact on financial statements.

- c) Monitor compliance by the Corporation with all payments and remittances required to be made in accordance with applicable law.

#### **6.7 Other Responsibilities**

- a) Review on an annual basis the expenses submitted for reimbursement by the Chief Executive Officer.
- b) Review the appointment and replacement of the Chief Financial Officer and review with the Chief Financial Officer the appointment and replacement of other members of senior management who will be involved in financial reporting.
- c) In conjunction with the Corporate Governance and Compensation Committee, review succession plans for the Chief Financial Officer and the VP Finance.
- d) Review and evaluate, at least annually, the adequacy of its mandate and recommend any proposed changes to the Corporate Governance and Compensation Committee.
- e) Participate in an annual performance evaluation by the Corporate Governance and Compensation Committee, the results of which will be reviewed by the Board.
- f) Review, on an annual basis, any remuneration received by directors from the Corporation for activities in other than their capacity on the Board.

### **7. Code of Business Conduct and Ethics**

- a) Establish procedures for:
  - i) the receipt, retention, and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters; and
  - ii) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.
- b) In conjunction with the Corporate Secretary, investigate possible violations of the Code of Business Conduct and Ethics.
- c) Review the Code of Business Conduct and Ethics Policy, Corporate Disclosure Policy, Insider Trading Policy as well as the Whistleblower Policy, and make recommendations of changes to the Board, if any. The Chair and members of the Committee are responsible to fulfill their requirements and compliance with these policies.

## **8. Definitions**

Terms not otherwise defined herein have the meanings attributed to them in National Instrument 52-110.