



**ANNUAL INFORMATION FORM  
FOR THE FISCAL YEAR ENDED JUNE 30, 2024**

**SEPTEMBER 19, 2024**

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## ABOUT THIS ANNUAL INFORMATION FORM

The information in this Annual Information Form is presented as of June 30, 2024, 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 Vecima’s sales in the foreseeable future;
- the expectation that Vecima will integrate third-party nodes in its future;
- the expectation that Vecima’s partners and Vecima will continue to showcase Vecima’s products at events and conferences;
- 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 and plans 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 Outlook as set out in the Management’s Discussion and Analysis for the year ended June 30, 2024 (“**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;
- the ability of Vecima to turnover inventory in a timely manner;
- 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;
- The Broadband Equity Access and Deployment (“**BEAD**”) Program provides \$42.45 billion in federal government grants for broadband deployment, mapping, and adoption projects, to be distributed through U.S. state and territorial government authorities. This amount is anticipated to be supplemented by various state and territorial funding for the same purpose. If customers do not receive BEAD Program-related funding to build fiber, funding awards are delayed, or other vendors are selected for implementation by customers, we may encounter delays or not realize anticipated revenues from the program;
- Vecima’s reliance on third-party suppliers and contract manufacturers reduces our control over our performance;
- Vecima may be required to expand or modify its manufacturing operations to comply with changing regulatory requirements applicable to Vecima and/or its customers;
- Vecima’s operating results are expected to fluctuate;
- Vecima may face increased risk in managing and forecasting customer orders and managing related inventory and cash;

- Vecima may be unable to deliver products associated with key contracts;
- Even if Vecima is able to successfully manage its operations to timely deliver products to key customers, it is subject to potential fluctuating revenue due to risks faced by customers that are outside of Vecima's control;
- 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;
- competition from new or existing technologies may adversely affect Vecima's business;
- Vecima's inability to adapt to technological change, new products and standards could harm its business;
- Vecima may face increased costs and delay in customer required shifts to our research and development;
- Vecima is dependent on its current distribution channels;
- Vecima's ability to turnover inventory and collect on accounts receivable;
- increased competition could have an adverse effect on Vecima's business;
- 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;
- Vecima's ability to recruit and retain management and other qualified personnel is crucial to its business;
- there are risks associated with Vecima's international operations;
- impacts to trade relationships between the United States, Canada 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 wars in Ukraine & Gaza;
- Vecima may be subject to liability if it is not able to comply with complex and evolving global data privacy related laws and regulations;
- Vecima may be subject to liability if private information supplied to Vecima's customers is misused. Privacy and data protection laws are evolving rapidly around the globe and vary from jurisdiction to jurisdiction. Such a dynamic environment may create issues with compliance that may expose Vecima to an increased risk of potential liability;
- 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;
- government regulation of Vecima's products and new government regulation could harm our business;
- 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 utilizes open-source software, which could enable Vecima's competitors to gain access to Vecima's source code and distribute it without paying any licensing fee to Vecima;
- if Vecima's intellectual property is not adequately protected, Vecima may lose its 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;
- use of third-party intellectual property could place us at a competitive disadvantage due to the risks and costs of using such intellectual property and the potential difficulties of obtaining the same under commercially reasonable terms;
- currency fluctuations may adversely affect Vecima;
- any weaknesses identified in our system of internal controls by us or by our independent public accounting firm could have an adverse effect on our business;
- a failure to detect fraud in the business could be serious;
- fluctuations in our future effective tax rates could affect our future operating results, financial condition, and cash flows;

- we have existing debt facilities and may choose to incur substantial debt to finance our growth plan, which may adversely affect our leverage and financial condition, and thus negatively impact the value of our shareholders' investment in Vecima;
- acquisitions could divert management's attention and financial resources, may negatively affect Vecima's operating results and could cause significant dilution to shareholders;
- sale of common shares in the capital of Vecima ("**Common Shares**") by Vecima's Principal Shareholder (as defined below) could cause the share price to fall;
- a small number of Vecima's shareholders control Vecima;
- we may raise additional financing through public or private equity or convertible debt offerings, debt financing or other arrangements that could dilute the equity held by our shareholders; 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.sedarplus.ca](http://www.sedarplus.ca). 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:

Subsidiary Name <sup>(1)</sup>	Jurisdiction
6105971 Canada Inc.	Canada
Vecima Technology (Canada) Inc.	Canada
Vecima Technology Inc.	United States



Subsidiary Name <sup>(1)</sup>	Jurisdiction
Vecima Solutions Corporation	Japan
Vecima Technology (UK) Ltd.	United Kingdom
Vecima Technology B.V.	Netherlands
Vecima Networks (USA) Inc.	United States
Vecima Technology (Qingdao) Co., Ltd.	China
Vecima Technology (Shanghai) Co., Ltd. <sup>(2)</sup>	China

Note:

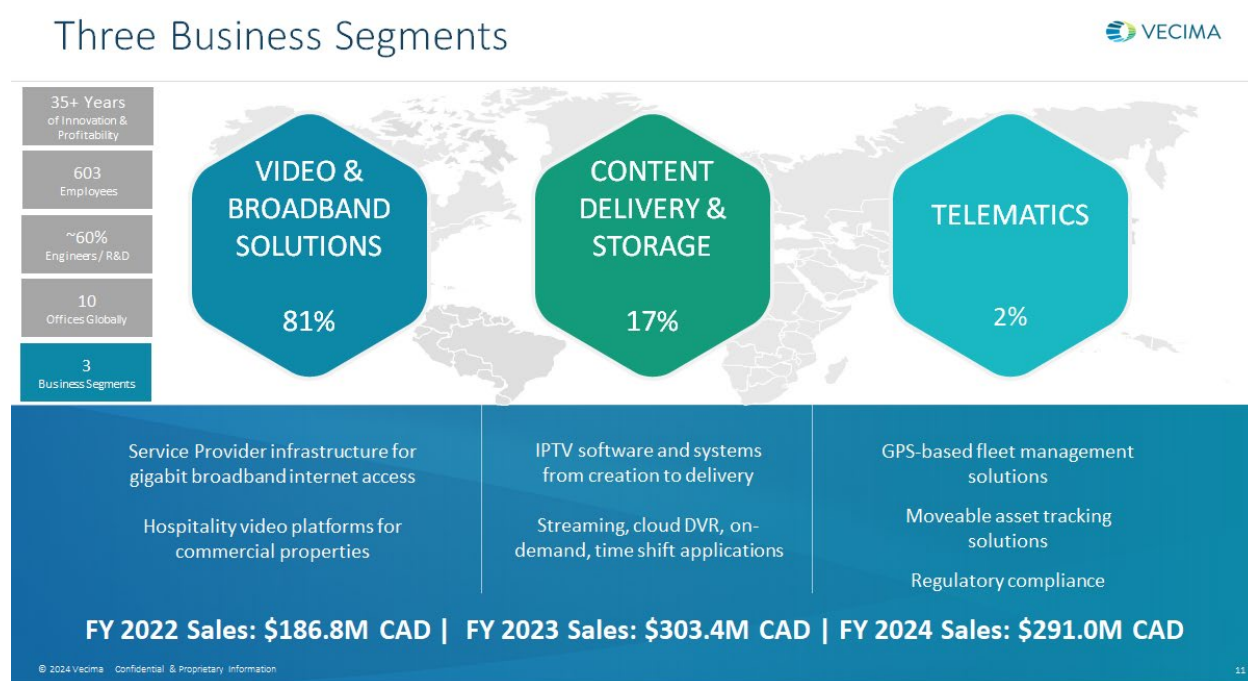
- (1) Vecima Technology GmbH has been dissolved pursuant to a liquidation process.
- (2) This includes a branch entity - Vecima Technology (Shanghai) Co., Ltd., Guangzhou branch.

## 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 2024 our growth strategy continued to focus on the development of our core technologies, including next-generation platforms such as our Entra® 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 is expected to 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 cable and fiber 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, moving from engagements with 107 to 115 cable operators during fiscal year 2024. 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 Fiber-to-the-Home and business.

In the commercial video portion of our VBS segment, the Terrace family of products deliver video to MDU, enterprise, and hospitality customers by adapting residential video delivery methods for commercial properties. We anticipate continued but lowering demand for the current generation Terrace QAM™ and TC600E platforms, making way for the migration to next-generation Terrace IQ™ alongside the overall network transition to IPTV.

In our CDS segment, we are experiencing demand for our managed IPTV, dynamic ad insertion and open caching solutions. 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. Dynamic ad insertion fundamentally changes the way service providers place ads in video streams and significantly enhances

operators' ability to further monetize their video assets. Ad insertion is performed at the edge of an operator's network, enabling granular control of the ad insertion decisions, and targeting advertising at an individual level.

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® asset tracking platform, with the total number of moveable assets being monitored rising significantly from over 48,000 units to 68,000 units in fiscal year 2024.

Global supply chain and related inventory challenges have the potential to constrain our revenue growth and put continued pressure on gross margins if they persist through the next fiscal year. We have increased inventories of finished goods and raw materials as well as improved efficiencies and process in our supply chain organization to help us respond to customer needs.

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

### **Recent Developments**

Recent development highlights included:

- On September 16, 2024, Vecima announced the retirement of CFO, Dale Booth. Judson Schmid assumed the role of CFO following Mr. Booth's retirement. Mr. Booth will support the transition for 6 months.
- On August 28, 2024, Vecima and MARA Technology USA, Inc., a subsidiary of Invotek Group Inc., announced that some of the first Entra SF-4X Fiber-to-the-Premises ("FTTP") Optical Line Terminals ("OLTs") have rolled off the production line in MARA's Holly, Michigan facility. As previously announced, Vecima has expanded manufacturing in the U.S. for certain products in its Entra portfolio to meet the Build America, Buy America ("BABA") requirements under the BEAD program, one of the programs established under the Infrastructure Investment & Jobs Act ("IIJA").

### **Fiscal Year 2024**

Product development highlights included:

- On May 1, 2024, Vecima announced that it would showcase its open, flexible, and interoperable access and video portfolios, including 10G PON fiber access, the new Entra Virtual Cable Modem Termination system, Remote PHY and market-share-leading Remote MACPHY solutions, and next-generation video delivery, including MediaScale Open Content Delivery Network, and Dynamic Content & Ad Insertion at ANGA COM 2024 in Cologne, Germany.
- On April 11, 2024, Vecima announced that it would showcase its video industry innovation at the 2024 NAB Show in Las Vegas, including its MediaScale Open CDN solution. A member of the Streaming Video Technology Alliance, Vecima highlighted its MediaScale Open CDN solution for content owners.

- On March 12, 2024, Vecima announced that a Tier 1 service provider in North America had completed lab qualifications of Vecima’s Entra EXS1610 All-PON Shelf and was planning field deployments. Other customers around the globe have planned lab trials of the platform for anticipated deployment this year. A key component of Vecima’s industry-leading Fiber Access product portfolio, the EXS1610 All-PON Shelf allows customers to cost effectively deploy Fiber-to-the-Premises services in any market or hub deployment, allowing maximum flexibility for customers.
- On March 11, 2024, Vecima announced introduction of the Entra Virtualized Cable Modem Termination System (vCMTS) as part of its Entra Cloud platform of open, interoperable, cloud-native applications that help cable operators transform their networks for next-generation broadband access. The Entra vCMTS was built from the ground up to provide the scalability and throughput required for DOCSIS 4.0 services.
- On October 12, 2023, Vecima announced full availability of its DOCSIS 4.0-ready and 1.8 GHz Entra EN8400 and SC-2D4 nodes. Termed “Forever Nodes,” they provide a clear and cost-effective path to 10G by protecting operators’ investment in technology-forward networks as they prepare for DOCSIS® 4.0 and advanced passive-optical network (PON) deployments. At the 2022 CableLabs 10G Showcase, Vecima hosted the world’s first multivendor DOCSIS 4.0 demonstration to achieve 8.9 Gbps downstream and 6.2 Gbps upstream with 1.8 GHz Frequency Division Duplexing and Remote MACPHY technology.
- On October 9, 2023, Vecima announced it would showcase broadband and IPTV industry leadership at the SCTE Cable-Tec Expo 2023 in Denver, Colorado, highlighting its Entra Unified Access portfolio, which enables operators to deploy both Distributed Access Architecture and Passive Optical Networking in any market or hub.
- On October 4, 2023, Vecima announced that it received the 2023 Broadband Technology Report Diamond Technology Reviews Honoree award for its Entra ERM3 Remote PHY Devices for hybrid fiber coax networks. An independent panel of engineering experts awarded Vecima five diamonds for technical innovation – the highest score – in the Active Network Hardware category.

Organizational highlights included:

- On June 7, 2024, Vecima announced that the asset purchase agreement that Vecima’s subsidiary, Vecima Technology Inc. had entered into with Casa Systems, Inc. (“**Casa**”) and certain of Casa’s subsidiaries to acquire the cable business assets of Casa (the “**Cable Business Assets**”) and such subsidiaries had been terminated. At an auction held on May 29, 2024, Casa designated Vecima Technology as the back-up bidder for the Cable Business assets. At a hearing before the U.S. Bankruptcy Court for the District of Delaware (the “**Bankruptcy Court**”) on June 4, 2024, the Bankruptcy Court approved the sale of the Cable Business Assets to the successful bidder. The successful bidder closed the purchase of the Cable Business Assets, and the APA (as defined below) between Vecima and Casa was terminated in accordance with its terms. Termination of the APA was a termination event for the Subscription Receipt and as a result all subscription receipts were cancelled.
- On May 30, 2024, Vecima announced that its subsidiary, Vecima Technology Inc., was designated the back-up bidder at an auction to acquire the Cable Business Assets of Casa, with

Vecima's top bid at USD\$44.95 million. Approval of the sale to the winning bidder was subject to approval by the Bankruptcy Court at a later hearing.

- On May 29, 2024, Vecima announced the successful closing of the previously announced financing of 1,309,390 subscription receipts of the company ("**Subscription Receipt**") at a price of C\$21.00 per Subscription Receipt for gross proceeds of C\$27,497,190, of which 833,200 Subscription Receipts were issued pursuant to a brokered private placement for gross proceeds of C\$17,497,200 and 476,190 Subscription Receipts were issued pursuant to a non-brokered private placement for gross proceeds of C\$9,999,990. Vecima anticipated closing an additional 215,300 Subscription Receipts for gross proceeds of C\$4,521,300 on May 31, 2024 (the "**Additional Commitments**"). The Additional Commitments would bring the total financing to C\$32,018,490. The Additional Commitments were scheduled to close on May 31, 2024. Raymond James Ltd acted as sole bookrunner and sole underwriter on the brokered private placement and the Additional Commitments.
- On May 28, 2024, Vecima announced a financing of up to C\$32,000,000, having received subscription agreements in connection with a brokered private placement of 833,200 subscription receipts of Vecima at a price of C\$21.00 per Subscription Receipt for gross proceeds of C\$17,497,200, and a concurrent non-brokered private placement with 684,739 B.C. Ltd. of 476,190 Subscription Receipts at the C\$21.00 for gross proceeds of C\$9,999,990 million, for aggregate gross proceeds of C\$27,497,190 in commitments so far. The financing was expected to close on May 29, 2024. Raymond James Ltd. acted as sole bookrunner and sole underwriter on the offering.
- On April 3, 2024, Vecima announced that it had entered into an asset purchase agreement (the "**APA**") to acquire the cable business assets of Casa and certain of Casa's subsidiaries. Under the APA, Vecima, or its affiliates, would acquire substantially all the assets of Casa's cable business for a purchase price of USD \$20 million. To facilitate the sale, Casa and certain of its subsidiaries filed voluntary petitions for relief under Chapter 11 of the U.S. Bankruptcy Code in the Bankruptcy Court. Casa sought approval of Vecima as a "stalking horse" bidder for the cable business assets under Section 363 of the Bankruptcy Code. The transaction was subject to Bankruptcy Court approval and other bids for the Cable Business Assets at an auction coordinated through the Bankruptcy Court.
- On December 19, 2023, Vecima announced the appointment of Samuel Chernak as a new director on its Board of Directors following his election at Vecima's 2023 Annual General Meeting held that same day.

Business development highlights included:

- On May 14, 2024, Vecima announced that it had signed a strategic agreement with Net-Com, a leading provider of telecommunications solutions, to serve as a reseller of Vecima's Entra SC-1D Remote MACPHY (R-MACPHY) node in Denmark. The agreement underlined Vecima's ongoing growth in the European market and Net-Com's commitment to providing advanced networking solutions, while supporting Denmark's growing demand for Distributed Access Architecture (DAA).
- On May 13, 2024, Vecima announced its successful collaboration with Youcast in bringing the power of its MediaScale Open CDN technology to telecommunications and content providers in Brazil. As the Youcast TV platform continues to grow, the company is poised to

revolutionize content distribution in its region. In its strategic vision, Youcast sought a partner who could enhance its content delivery infrastructure and extend its capabilities to serve a broader content provider base.

- On May 9, 2024, Vecima announced that VECTOR TECH SOLUTIONS is deploying Vecima's Entra SC-1D Access Node and Entra Access Controller solutions for ASTA-NET, a telecommunications provider in Poland. The collaboration underscores Vecima's commitment to expanding its footprint in the European market, with VECTOR TECH SOLUTIONS providing local expertise as a Vecima reseller in Poland.
- On May 8, 2024, Vecima announced that it had signed an agreement with AXING AG, a provider of telecommunications products and services in Germany, to serve as a reseller of Vecima's industry-leading Entra Distributed Access Architecture product portfolio, including the Entra SC-1D Remote MACPHY Device and the Entra EN2112 Remote PHY Access Node.
- On April 24, 2024, Vecima announced that the Dell'Oro Group had recognized the company as the 2023 market share leader in two Distributed Access Architecture segments – Remote Optical Line Terminals and Remote MACPHY for the third consecutive year. Dell'Oro Group named Vecima as the leader in both categories for 2021 and 2022.
- On April 15, 2024, Vecima announced that Denver-based Evolution Digital, a leading provider of integrated video products and whole-home Wi-Fi offerings, now offered the option for service providers using Vecima's MediaScale Open CDN solution to host software and firmware updates for millions of customers worldwide via Evolution Digital's Evolution Device Manager.
- On March 18, 2024, Vecima announced that LICA CZECH s.r.o. was deploying Vecima's Entra SC-1D and Entra Access Controller (EAC) solutions for Elsat, spol. s.r.o., a provider of telecommunications services in the Czech Republic. The deployment for Elsat gave LICA a launching point as it introduced Vecima's technology to the Czech Republic in the form of an innovative Remote MACPHY Device Distributed Access Architecture application.
- On February 23, 2024, Vecima announced a partnership with RocNet Supply to offer turnkey Distributed Access Architecture packages tailored for Remote PHY, Remote MACPHY, and PON deployments. The turnkey packages, which included Vecima and third-party equipment, were designed to equip operators with all the necessary components to effortlessly transition to 10G networks, streamlining deployment while ensuring compatibility and optimal performance.
- On February 15, 2024, Vecima announced the selection of a U.S. manufacturer for certain Entra Fiber Access Products. Vecima entered into an agreement with MARA Technologies USA, Inc., a subsidiary of Invotek Group Inc. to manufacture Vecima's SF-4X Optical Line Terminals in its Holly, Michigan facility. As previously announced, Vecima intends to expand manufacturing into the U.S. for specific products in its Entra portfolio to meet the proposed Build America, Buy America requirements under the Broadband Equity, Access, and Deployment Program, one of the programs established under the Infrastructure Investment & Jobs Act.
- On October 16, 2023, Vecima announced that Blue Ridge Communications, one of the first broadband internet providers in the US, had engaged its Professional Services team to support

the continued expansion of its video streaming experience. Blue Ridge tapped Vecima's Professional Services team for its Assisted Operations support which uses proprietary tools to remotely monitor Blue Ridge's IP video network for issues and maximize system up-time and operational efficiency.

- On September 27, 2023, Vecima announced its intent to expand manufacturing into the U.S. for certain products in its Entra portfolio. By establishing a U.S. manufacturing program, Vecima expects to increase its operations to meet the proposed Build America, Buy America requirements under the Broadband Equity, Access, and Deployment Program, one of the programs established under the Infrastructure Investment & Jobs Act.
- On September 11, 2023, Vecima announced that it has entered into a warrant agreement with Charter Communications Holding Company, LLC ("**Charter Holdco**"). The warrants issued as part of the agreement provide Charter Holdco with the opportunity to purchase an aggregate of up to 361,050 Common Shares in the capital of Vecima at an exercise price equal to C\$17.09 per warrant (the "**Warrants**") until January 1, 2031. The Warrants are subject to vesting conditions based on the achievement of significant multi-year spending targets by Charter Holdco and its affiliates.
- On July 26, 2023, Vecima announced that Orion Cable, a California-based service provider that serves San Diego's North County communities, selected Vecima's Entra<sup>®</sup> Remote MACPHY bundled solution, providing a cost-effective, and future-proof path to DOCSIS 4.0 at any scale.

### **Fiscal Year 2023**

Product development highlights included:

- On May 17, 2023, Vecima announced it would showcase industry leadership at ANGA COM 2023, with technology demonstrations and panel presentations highlighting 10G PON fiber access solutions, Remote PHY and Remote MACPHY solutions, and next-generation video solutions, including Open CDN and Dynamic Content.
- On April 12, 2023, Vecima announced that it would highlight its MediaScale<sup>™</sup> Streaming portfolio, featuring its MediaScale Open CDN solution. Vecima's existing edge caching technology currently enables a broad set of operators — across North America and the world — to deliver high quality IP video content to millions of subscribers. Through the application of Open Caching technology, this large cache footprint can be used to bring significant value to content providers and improved customer satisfaction to millions of video subscribers.
- On March 7, 2023, Vecima announced a new MediaScale video platform tailored to simplify maintaining QAM video on demand. Integrations with certain third-party QAM VOD back-office solutions facilitate straightforward replacement of aging library and streaming infrastructure that often leverage spinning disks nearing the end of their design life.
- On February 21, 2023, Vecima announced that its MediaScale<sup>™</sup> Streaming platform delivered 100 percent uptime performance for its service provider customers globally during Super Bowl LVII on Sunday, February 12, 2023. During the event, many operators experienced historic video streaming capacity while servicing a diverse client device ecosystem, including IP-enabled set-top boxes, smartphones, tablets, and other streaming devices. The Vecima

MediaScale content delivery network (CDN) saw peak traffic statistics at more than a dozen of Vecima's U.S. operators, fueled by continued subscriber growth and the migration to IPTV streaming.

- On January 5, 2023, Vecima announced that a Tier 1 service provider in Latin America achieved record video streaming viewership and performance using Vecima's MediaScale unified streaming video solution for the FIFA World Cup Qatar 2022™.
- On December 6, 2022, Vecima announced that its MediaScale unified video streaming platform experienced record levels of international traffic from live broadcasts and video streams for the FIFA World Cup Qatar 2022™.
- On December 1, 2022, Vecima, in collaboration with the Streaming Video Technology Alliance (“SVTA”) Open Caching Testbed Initiative, announced the first successful test of its Vecima MediaScale Open CDN provisioned for multiple upstream tenants via the Open Caching application programming interfaces (“APIs”).
- On September 20, 2022, Vecima announced the new MediaScale MicroCache that enables video delivery at the far edge for multi-dwelling units, improving overall quality of experience for the subscriber and reclaiming bandwidth for broadband services.
- On September 20, 2022, Vecima announced the official launch of its Entra EXS1610 All-PON 10G solution. The EXS1610 supports a variety of widely deployed PON standards, including XGS-PON, GPON, 10G-EPON, and EPON. Combo PON support is also included for simultaneous support of XGS-PON and GPON.
- On September 15, 2022, Vecima announced its latest Remote PHY Cable Access module, which includes enhanced support for third-party node platforms. The ERM322 module, part of Vecima's industry-leading Entra Distributed Architecture Access platform for Cable Access, extends the useful life of widely deployed, non-Vecima hybrid-fiber coax access nodes.
- On September 13, 2022, Vecima announced it would showcase industry leadership at the SCTE Cable-Tec Expo 2022 with technology demonstrations and panel presentations highlighting DOCSIS® 4.0, Entra All-PON, MediaScale Open CDN, and Dynamic Content.
- 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.

Organizational highlights included:

- On December 14, 2022, Vecima announced that it closed its offering for sale of 563,380 Common Shares (the “**LIFE Offering**”) and concurrently, closed Vecima's brokered private placement of 394,500 Common Shares as announced in a press release dated December 9, 2022 (the “**Private Placement**” together with the LIFE Offering the “**Offering**”). Pursuant to the Offering, Vecima issued 957,880 Common Shares at a price of \$17.75 per Common Share for aggregate gross proceeds to Vecima of approximately \$17,002,370.



- On December 12, 2022, Vecima announced the results of its 2022 Annual General Meeting, which included election of Rick Brace as a new director on its Board of Directors.
- On November 22, 2022, Vecima announced that following its 2022 Annual General Meeting on December 12, 2022, Kent Elliott would step down from his position as Lead Independent Director and chair of the Audit Committee and Scott Edmonds will serve as the new Lead Independent Director and Chair of the Audit Committee.

Business development highlights included:

- On May 23, 2023, Vecima announced that Telenet Group, one of the largest providers of cable broadband services in Belgium, is rolling out Vecima's Distributed Access Architecture solution, featuring next-generation Remote PHY devices.
- On May 22, 2023, Vecima announced that Austria's Telenet Systems has selected its Entra® SC-1D Remote MACPHY Node to be deployed through Witke, Vecima Networks' reseller in Austria. The SC-1D provides a simple, cost-effective, and power-saving solution to help Telenet Systems deliver a faster broadband experience for subscribers.
- On April 18, 2023, Vecima announced that Kbro, the largest cable operator in Taiwan, has selected its Entra EN2112 Compact Remote PHY Nodes as part of its Distributed Access Architecture solution to enable high-speed DOCSIS 3.1 services for its subscribers.
- On April 18, 2023, Vecima and Cadent, the largest independent platform for advanced TV advertising, announced the integration of Vecima's MediaScale™ Streaming solution with Cadent Aperture Platform to power the next generation of multichannel video programming distributor (MVPD) and vMVPD advertising services.
- On March 21, 2023, following its prior announcement on March 15, 2023, Vecima announced that Charter Communications, Inc. ("**Charter**") has selected its Entra Distributed Access Architecture solution with ERM3 Remote PHY Devices to support its fixed broadband network evolution to 10G. The ERM3 is expected to be used for a substantial portion of Charter's network and to support a growth plan driven by network evolution, expansion, and execution.
- On March 15, 2023, Vecima announced that a major Tier 1 U.S. Service Provider has selected its Entra Distributed Access Architecture solution with ERM3 Remote PHY Devices to support its enterprise-wide fixed broadband network upgrade to 10G. The ERM3 will be used to upgrade a substantial portion of the operator's network and support a growth plan driven by network evolution, expansion, and execution.
- On March 15, 2023, Vecima announced that Dell'Oro Group recognized Vecima as the 2022 market share leader in two of their cable access segments – Remote Optical Line Terminals and Remote MACPHY. Vecima was previously recognized by Dell'Oro Group as the leader in both categories for 2021.
- On January 25, 2023, Vecima announced that its Terrace portfolio shipping volume has surpassed quantities representing bulk video delivery to more than an estimated 25,000 hotels, enterprises, and commercial sites throughout the Americas. Terrace enables an open, flexible, and future-proof bulk video delivery product offering for service providers, and powers a high-quality video experience to their commercial video customers.

- On December 12, 2022, Vecima announced that it reached a major fiber milestone with a Tier 1 operator in the US. The deployment, which delivers more than 20,000 10G PON (Passive Optical Network) ports of Vecima's Entra® Fiber Access portfolio, brings high-speed broadband to underserved communities.
- On September 21, 2022, Vecima announced that Blue Stream Fiber, a Florida-based telecommunications provider offering gigabit-speed broadband, video, and voice services to residential and commercial customers, will deploy Vecima's Community Cache solution to save bandwidth used for video delivery and improve the broadband experience for its subscribers.
- On September 19, 2022, Vecima announced significant market adoption and scale for its Entra Cable Access and Fiber Access products based on deployment of the Entra Remote PHY, MACPHY, and 10G-EPON Remote OLT nodes and 10G-EPON chassis platforms at eight out of the top twelve largest cable operators in North America.

## **Fiscal Year 2022**

Product development highlights included:

- On May 10, 2022, Vecima announced a new software release for the 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 the 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 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.
- 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.
- 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.

## 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<sup>®</sup> family of products and platforms addresses the network migration to 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<sup>®</sup> 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;
- Entra Cloud – An open, interoperable set of software applications to centralize orchestration, management, control, and virtualized data plane across all the Entra products, which includes:
  - the cloud-native Entra vCMTS virtual cable access core that allows broadband service providers to transform their networks for next-generation broadband access and designed to maximize performance while minimizing space, power, and cost through virtualization;
  - 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;
- 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, Terrace QAM<sup>™</sup>, and Terrace IQ 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<sup>™</sup> 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;
- **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;
- **Dynamic Content:** provides dynamic ad insertion, content replacement, blackout, simultaneous substitution, official alert insertion, and other content personalization on a stream-by-stream basis at the edge of the customer network; and
- **Open CDN:** Streaming Video Technology Alliance standards-compliant Open Caching solution aimed at operator monetization of OTT content via partnerships with OTT content owners.

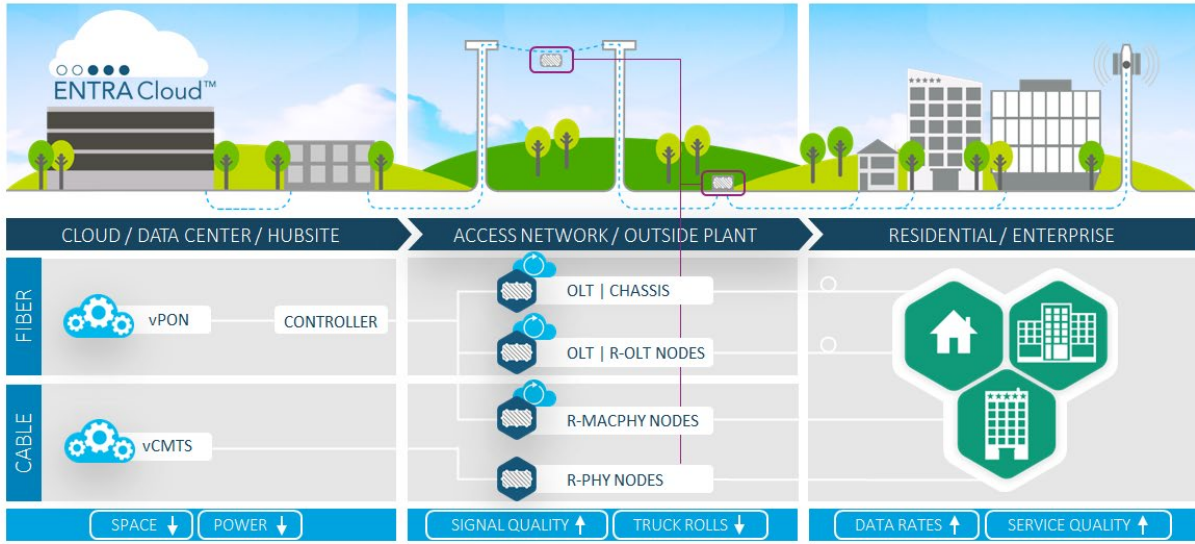
3) **Telematics** provides fleet managers with the key information and analytics they require to optimally manage their mobile and fixed assets under the Contigo and Nero Global Tracking® brands. Vecima's Telematics solutions allow fleets and high value assets to be tracked, managed, reported on, and 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, traffic management, and embedded system management.

Vecima's diverse array of products across its business segments allows for strategic alignment with a broad array of global customers.

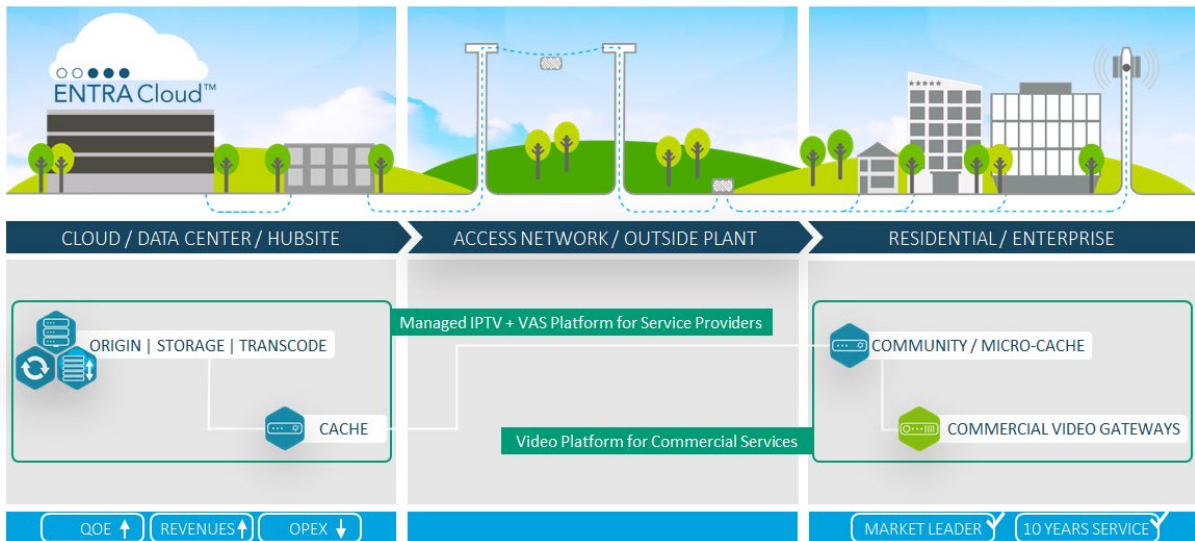
# Transforming next-gen Broadband Networks



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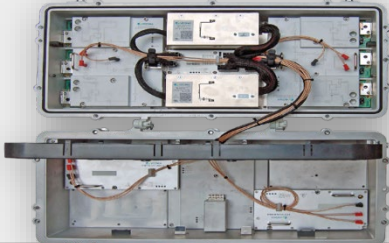
# Bringing video to life



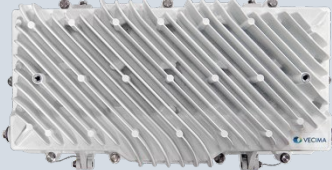


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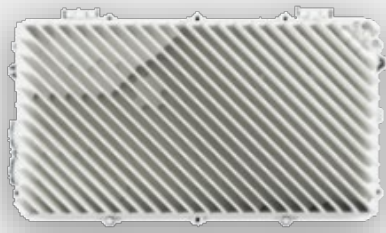
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Vecima’s major products are described in more detail below:



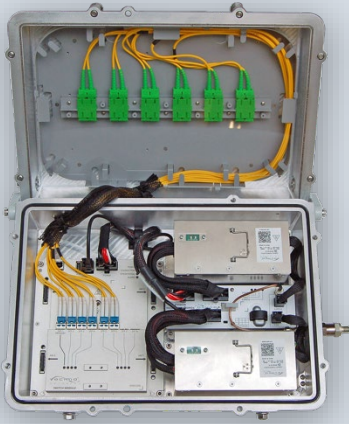
Name of Product	Picture	Description of Product
Terrace QAM™		<p>The Terrace QAM gateway is a multi-channel digital video to digital video transcriptor for the hospitality industry. Enables cable video service operators to distribute high-definition video without the use of digital STBs.</p> <p>Demodulates 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>
Terrace TC600E™		<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>
Terrace IQ™		<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 ABR, UDP and SRT input, decryption, transcoding, electronic channel guide, QAM and IP output and a high channel capacity.</p>
<b>Entra® EN8100 and EN8400 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</p>





Name of Product	Picture	Description of Product
		<p>visibility, as well as third-party operational tools.</p> <p>The EN8100 is hardware upgradeable to 1.8 GHz capability and the EN8400 is a 1.8 GHz node housing. Both EN8100/8400 are hardware upgradeable to future R-PHY or R-MACPHY modules including D4.0</p>
<p><b>Entra® EN9000 GAP Node</b></p>		<p>The EN9000 is the industry's first Generic Access Platform (GAP) node compliant with SCTE 273 interoperable specifications. The node was designed from the ground up to support 1.8 GHz RF to enable the next generation of hybrid fiber-coax (HFC) access with DOCSIS® 4.0. The EN9000 provides a multigigabit, multiaccess platform to support ongoing DOCSIS evolution, PON, and wireless technologies with a foundation of interoperability.</p>
<p><b>Entra® EN2100 Access Node</b></p>		<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 future R-PHY or R-MACPHY modules.</p>
<p><b>Entra ERM3 Remote PHY Module</b></p>		<p>The Entra ERM3 Series is comprised of the ERM322 and ERM324 Remote PHY Devices (RPD). They are high-density stand-alone modules that build upon our field proven RPD technology found in the Entra EN8100 DOCSIS 3.1 and EN8400 DOCSIS 4.0 capable 4-port nodes. The ERM322/ERM324 is</p>


Name of Product	Picture	Description of Product
<p><b>Entra SC-2D Access Node</b></p>		<p>designed specifically to fit in new and existing nodes that are suitable for all markets.</p> <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>The SC-2D is hardware upgradeable to 1.8 GHz capability and future R-PHY or R-MACPHY modules including D4.0.</p>
<p><b>Entra SC-1D Access Node</b></p>		<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>The SC-1D is hardware upgradeable to 1.8 GHz capability and future R-PHY or R-MACPHY modules including D4.0.</p>
<p><b>Entra SF-4X Optical Access Node</b></p>		<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 vCMTS</b>		<p>The Entra® vCMTS is part of Vecima’s Entra Cloud™ platform of open, interoperable, cloud-native applications that help cable operators transform their networks for next-generation broadband access and has been designed to maximize performance while minimizing space, power, and cost.</p> <p>The Entra vCMTS is built from the ground up to provide the scalability and throughput required for DOCSIS® 4.0 and Turbo DOCSIS® 3.1 with backwards compatibility. It features an open, cloud-native design that is fully containerized and dynamically scalable for operators of every size at market-leading densities.</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>

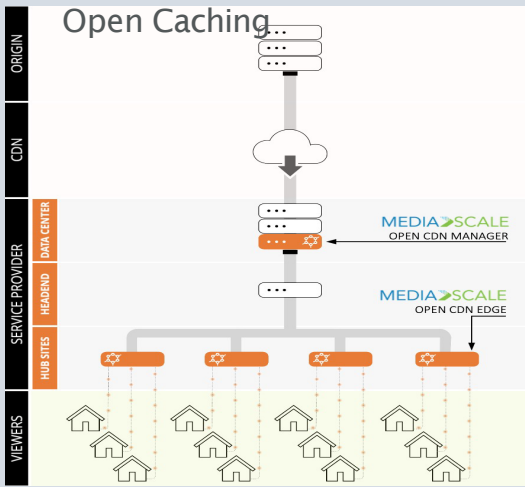
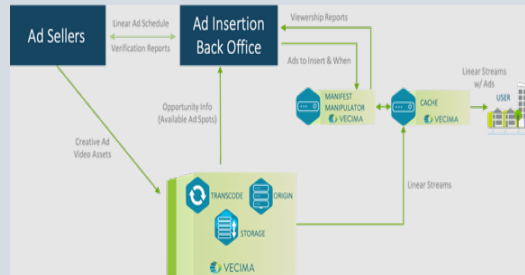
Name of Product	Picture	Description of Product
<b>Entra DV-12</b>		<p>Terminates RF video services in the hub, enabling Ethernet transport to R-MACPHY access nodes. Allows operators to leverage existing video infrastructure.</p> <p>Integrated with the Entra Access Controller, SC-2D, and SC-1D access 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 easily supports mixed deployments of centralized and distributed access.</p>
<b>Entra® Access Switch</b>		<p>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.</p>
<b>Entra Remote PHY Monitor</b>		<p>Vecima's Entra Remote PHY Monitor collects, stores, and presents RPD configuration and operational data in a</p>

Name of Product	Picture	Description of Product
		<p>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.</p>
<p><b>Entra Video QAM Manager</b></p>		<p>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.</p>

**Storage, Delivery and Transcoding Products**

Name of Product	Picture	Description of Product
<p><b>MediaScale™ Origin</b></p>		<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>

Name of Product	Picture	Description of Product
<b>MediaScale Cache</b>	 <p>The image shows a silver, rack-mountable hardware unit for MediaScale Cache. It features a perforated front panel with the Vecima logo in the center. On the left side of the front panel, the text 'MEDIASCALE' is visible, and on the right side, the word 'CACHE' is printed.</p>	<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>The image shows a silver, rack-mountable hardware unit for MediaScale Storage. It features a perforated front panel with the Vecima logo in the center. On the left side of the front panel, the text 'MEDIASCALE' is visible, and on the right side, the word 'STORAGE' is printed.</p>	<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>
<b>MediaScale Transcode</b>	 <p>The image shows a silver, rack-mountable hardware unit for MediaScale Transcode. It features a perforated front panel with the Vecima logo in the center. On the left side of the front panel, the text 'MEDIASCALE' is visible, and on the right side, the word 'TRANSCODE' is printed.</p>	<p>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.</p>

Name of Product	Picture	Description of Product
<p><b>MediaScale Open CDN</b></p>	 <p>The diagram illustrates the MediaScale Open CDN architecture. It is organized into layers: ORIGIN (top), CDN, SERVICE PROVIDER (subdivided into DATA CENTER and HEADEND), HUB SITES, and VIEWERS (bottom). Content flows from the ORIGIN through the CDN and DATA CENTER (managed by MEDIA SCALE OPEN CDN MANAGER) to the HEADEND (managed by MEDIA SCALE OPEN CDN EDGE). From the HEADEND, content is distributed to HUB SITES, which then deliver it to VIEWERS (represented by house icons).</p>	<p>MediaScale Open CDN is a Streaming Video Technology Alliance standards-compliant Open Caching solution aimed at operator monetization of OTT content via partnerships with OTT content owners.</p>
<p><b>MediaScale Dynamic Content with TruLive™</b></p>	 <p>The diagram shows the dynamic content workflow. Ad Sellers provide Creative Ad Video Assets to the Ad Insertion Back Office. The Back Office sends Linear Ad Schedule and Verification Reports to Ad Sellers and Viewership Reports to the Ad Insertion Back Office. The Ad Insertion Back Office sends Opportunity Info (Available Ad Spots) to the Ad Insertion Back Office and Ad to Insert &amp; When to the Manifest Manipulator. The Manifest Manipulator (powered by VECIMA) sends Linear Streams to the Cache (powered by VECIMA). The Cache sends Linear Streams w/ Ads to the User.</p>	<p>MediaScale Dynamic Content provides dynamic ad insertion, content replacement, blackout, simultaneous substitution, official alert insertion, and other content personalization on a stream-by-stream basis at the edge of the customer network.</p>

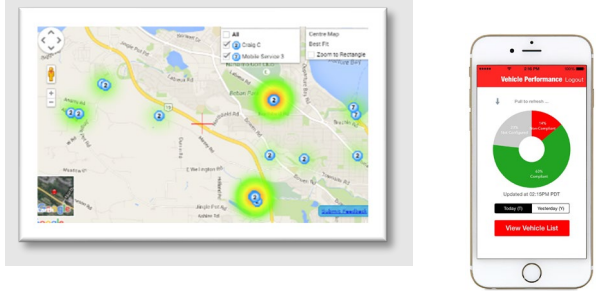
**Professional Services**

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:

- 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

<p><b>Telematics</b></p>		<p>Through various brands, including Nero Global Tracking<sup>®</sup>, Vecima is providing fleet management, asset tracking and maintenance solutions for small and medium-sized fleets across North America.</p>
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## Sales and Distribution

Vecima sells its products directly, through distributors, and/or through original equipment manufacturers (“OEMs”) (or system integrators) to service providers 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 2025.

Telematics services are sold through indirect channels via the Contigo platform, and directly via the Nero Global Tracking<sup>®</sup> brand 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 the two most recently completed fiscal years.

	<b>Year ended</b>		<b>Year ended</b>	
<b>Sales by Segment (in ‘000’s)</b>	<b>June 30, 2024</b>		<b>June 30, 2023</b>	
Video and Broadband Solutions	\$ 236,085	81%	\$ 245,083	81%
Content Delivery and Storage	\$ 48,220	17%	\$ 52,283	17%
Telematics	\$ 6,742	2%	\$ 6,071	2%
	<u>\$ 291,047</u>	<u>100%</u>	<u>\$ 303,437</u>	<u>100%</u>

## 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. Skillsets include embedded and cloud software development, high speed digital and 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<sup>™</sup>, Terrace, Terrace QAM<sup>™</sup> and its next-generation Terrace IQ<sup>™</sup> and Entra<sup>®</sup> 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 and 4.0 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 and network resiliency enhancements 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 further increased demands on network bandwidth, and accelerated 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 unserved or underserved. Operators have favored architectures and products that allow them to cohesively orchestrate both coaxial cable 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 broadband service providers. These competitors include ATX Networks, Commscope, 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<sup>®</sup> 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 2025, 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. On September 15, 2022, Vecima announced its latest Remote PHY Cable Access module, which includes enhanced support for third-party node platforms. The ERM322 module, part of Vecima's industry-leading Entra Distributed Architecture Access platform for Cable Access, extends the useful life of widely deployed, non-Vecima hybrid-fiber coax access nodes. On September 20, 2022, Vecima announced the official launch of its Entra EXS1610 All-PON 10G solution. The EXS1610 supports a variety of widely deployed PON standards, including XGS-PON, GPON, 10G-EPON, and EPON. On March 11, 2024, Vecima announced the introduction of the Entra Virtualized Cable Modem Termination System (vCMTS) and lab trials of the platform at a North American Tier 1 service provider. Part of the Entra Cloud platform of open, interoperable, and cloud-native applications, the Entra vCMTS maximizes performance while minimizing space, power, and cost by virtualizing core functions of DAA into software deployable on commercial-off-the-shelf servers in the hub, data-center, or Cloud.

For the fiscal year 2025, Vecima expects the CDS business to continue to augment its existing product lines, evolve its technology and improve its implementations to be highly 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, 2024, Vecima had 608 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 65 distinct and issued patents in the United States, Canada, and/or abroad with various expiration dates, there are two patents pending. 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 22 distinct trademarks with various renewal dates and has one trademark pending. Vecima intends to renew all these trademarks when they become due. Vecima also claims several unregistered trademarks.

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 4,950 square foot facility, which is leased by Vecima, is used for executive staff, sales, marketing, and R&D.

Vecima is dependent on its 90,000 square foot manufacturing and R&D facility and a 5,342 square foot additional R&D facility in Saskatoon, Saskatchewan. The 90,000 square foot facility is Vecima-owned and is also used for administration and operations support. The additional R&D facility is leased. Vecima is also dependent on a 15,000 square foot warehouse facility in Saskatoon, Saskatchewan that is leased. In addition, Vecima is dependent on, and leases an approximately 6,936 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 30,307 square feet of office and lab 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 3,487 square feet of office space for R&D.

## Cybersecurity

Vecima relies on information technology systems and networks in our operations. To help protect those systems and networks from disruption, damage or failure Vecima takes a number of proactive and protective measures, which includes:

- *Aligning to Global Standards for Information Security:* As of August 2024, Vecima has achieved ISO 27001:2022 certification, reflecting our strong commitment to maintaining the highest standards of information security. This certification ensures that we have implemented a robust Information Security Management System that addresses risk management, access controls and data protection. Maintaining our ISO 27001:2022 certification will involve annual internal and/or external audits.
- *Employee Training and Education:* Employees are required to complete periodic cyber awareness security awareness training sessions. Employees must also review and acknowledge Vecima's information security policies.
- *Network and Systems Controls:* Vecima has implemented numerous network and systems controls to prevent and mitigate any impact of disruption and conducts periodic testing of these controls.
- *Utilization of Best-in-Class Business Systems:* We utilize trusted third-party business systems with advanced security features. These systems undergo regular updates and audits to ensure compliance with industry standards and best practices.

## Manufacturing

Vecima's Saskatoon manufacturing facility 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 an 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 2025, 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 2025, Vecima expects that some of its suppliers may extend lead-times, limit supplies, or increase prices. To manage this risk Vecima continuously works to explore and qualify alternative suppliers.

Vecima's CDS business does not "manufacture" its products. It uses proprietary software loaded on commercial off-the-shelf servers for sales to Vecima's customers. Such configuration of these products are performed in Duluth, Georgia, which facility is certified to the ISO 9001:2015 standard,. Vecima's CDS business sometimes purchases product components or subcontracts assembled components from a single supplier to obtain the required technology and the most favorable 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 upholding the human rights of workers, and to treating 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. More information regarding Vecima's efforts and procedures related to combating forced labour and child labour is available its "Report Pursuant To Canada's Fighting Against Forced Labour and Child Labour in Supply Chains Act for Calendar Year December 31, 2023" located at <https://vecima.com/investor-relations/corporate-policies-and-documents/>.
- 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 action.
  - 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 know-how 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 the 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.

### **Risks Related to Our Customers and Operations**

***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 the 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, 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.

***The BEAD Program provides \$42.45 billion in federal government grants passed by the U.S. Congress for broadband deployment, mapping, and adoption projects, to be through U.S. state and territorial government authorities. This amount is anticipated to be supplemented by various state and territorial funding for the same purpose. If customers do not receive BEAD Program-related funding to build fiber, funding awards are delayed, or other vendors are selected for implementation by customers, we may encounter delays or not realize anticipated revenues from the program;***

On November 15, 2021, U.S. President Biden signed the \$1 trillion IIJA, which contains \$65 billion for various broadband initiatives. The IIJA includes \$42.5 billion in BEAD Program funding that will be distributed by the National Telecommunications and Information Administration ("NTIA") to states for awards to public and private entities to expand broadband deployment to currently unserved or underserved areas.

NTIA finalized its rules related to certain BABA domestic sourcing requirements for the BEAD Program funding, and the individual state broadband offices are developing similar plans for awarding funds within their respective states. To achieve BEAD compliance with respect to certain of its Entra products, Vecima expanded manufacturing of those products to the U.S., which required significant resources and investment. There is no guarantee that Vecima will be able to maintain compliance with the BEAD-related BABA requirements or to do so in a timely manner that allows it to capture BEAD related opportunities. If Vecima is not able to successfully compete for BEAD related opportunities, it could have a material adverse effect on its business operations.

***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 us 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.

***Vecima may be required to expand or modify its manufacturing operations to comply with changing regulatory requirements applicable to Vecima and/or its customers.***

Vecima relies on a combination of its own manufacturing facilities and third-party contract manufacturers for its operations. To align with changing regulatory requirements that Vecima or its customers may be subject to, such as the BEAD program, Vecima may be required to spend significant time and resources managing or implementing changes to its manufacturing network. This may include Vecima having to expand or modify its manufacturing options to meet new manufacturing requirements, which may cause Vecima to incur significant costs. If Vecima is unable to keep pace with changing regulatory requirements it may not be able to offer products to customers compliant with such requirements, which could have a material adverse effect on Vecima’s business, results of operation and financial condition.

***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. This includes reliance on suppliers that may require the ability, in their sole discretion, to designate certain supplies as non-returnable and non-cancellable from time to time. Designation of supplies as non-returnable and non-cancellable subjects Vecima to additional risk if Vecima is required to purchase such supplies in advance of confirmed customer orders or for customer orders that remain subject to cancellation rights;
- 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) the timing of when customers are permitted to cancel orders from Vecima relative to when Vecima is permitted to cancel orders from component suppliers;
- 6) fluctuations in the rate of customer orders or customer cancellations due to customer or other third-party challenges in managing infrastructure projects or accumulation of excess inventory due to changes in their customers’ demands;
- 7) the lack of control over the end-customer installation rates;

- 8) if competition intensifies, we may be required to reduce our prices and gross margins to remain competitive;
- 9) Vecima's ability to maintain existing strategic relationships and to create new ones; and
- 10) 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 face increased risk in managing and forecasting customer orders and managing related inventory and cash needs.***

Vecima experiences increased risk in forecasting and managing customer purchase orders due to the (i) the short lead time between the typical time that a customer places an order and the requested delivery date and (ii) the lack of minimum volume purchases in most customer supply agreements, leaving Vecima at increased risk of competition in securing orders from customers, regardless of whether customers had existing supply agreements with Vecima, and providing Vecima with low visibility into future orders. During the height of the COVID-19 pandemic, suppliers began requiring longer lead times and given the scarcity of certain supplies, customers were motivated to place orders far ahead of their usual pre-pandemic timelines. This shift in customer behavior resulted in a considerable growth in the amount of backlogged orders, which provided Vecima with enhanced ability to forecast its expected revenue and inventory needs with respect to future quarters. While the COVID-19 pandemic impacted Vecima's operational needs and decisions, its reduced impact on the economy and supply chain, as compared to the height of the pandemic in fiscal year 2021, has resulted in a shift back towards the shorter customer order lead times provided prior to the pandemic, leaving Vecima with less visibility for forecasting customer orders and managing inventory.

In addition, the increased amount of orders placed by customers during the COVID-19 pandemic to combat supply chain shortages has resulted in some customers dealing with excess inventory as their inventory levels have outpaced their capacity to integrate inventory into their infrastructure and installation projects. Vecima may be subject to increased customer cancellation orders or requests to push out delivery dates, thus impacting when Vecima may recognize such revenue, as customers continue to recover and reset their key project timelines. Reduced customer orders or less visibility into future customer orders may increase Vecima's manufacturing costs as Vecima sometimes secures cost savings with contract manufacturers by contracting for specified volumes of product.

The reduced ability to forecast and manage inventory requires Vecima to tightly balance the need to maintain sufficient inventory to respond quickly to customer purchasing needs while mitigating risks that come with maintaining excess inventory. Maintaining excess inventory can subject Vecima to the following:

- 1) increased expenses on Vecima's balance sheet, requiring tighter focus and management of Vecima's use of cash and its credit line;
- 2) increased risk of damage or loss to inventory while in Vecima's possession and cost of insurance to protect such inventory while stored with Vecima;
- 3) increased storage and warehousing needs; and

- 4) risk that such inventory will not be purchased if subject to prolonged storage times.

Because of the highly competitive and customized nature of our customer orders, if inventory is manufactured in excess of customer needs or is subject to customer order cancellation, it is difficult for us to find a replacement customer to purchase such inventory. Most customers have already placed orders based on their current forecasts and do not typically have unexpected purchase needs. Attempts to sell or an inability to sell excess or obsolete inventory could result in sales price reductions and/or inventory write-downs which could adversely affect our business and the results of operations.

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

Vecima has entered into important supply contracts with 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 orders. 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. In addition, the markets in which we operate generally require us to produce a relatively high volume of products in a short period of time. There is no assurance that we will be able to obtain enough high-volume orders to absorb the capital costs incurred in increasing our manufacturing capacity.
- 4) Order Management and Forecasting - most supply contracts designate the terms of purchase but do not require customers to purchase any specified quantity of products and allow customers to cancel orders within a certain time period prior to delivery. Vecima must rely heavily on customer and industry forecasts to manage the risks of not maintaining sufficient product inventory or producing excess inventory.

If Vecima cannot successfully manufacture products in the future at volumes, yields or cost levels necessary to meet customers' needs, Vecima may lose customers and sales may suffer. If we are unable to manage these risks successfully or if any of our major customers terminate their contracts or significant orders with us, our business, results of operations and financial condition could be materially adversely affected.

***Even if Vecima is able to successfully manage its operations to timely deliver products to key customers, it is subject to potential fluctuating revenue due to risks faced by customers that are outside of Vecima's control.***

Even if Vecima is able to successfully manage its operations to reduce or mitigate the risks outlined above, because most supply contracts with customers do not require customers to purchase any specified quantity of products Vecima remains vulnerable to factors that influence the purchasing activity of key customers but are outside of Vecima's control, such as:

- 1) Changes in strategic plans and capital budgets of customers;
- 2) Material changes in the type or rate of use of the consumers or businesses that utilize our customers' products and services;
- 3) Legislative or regulatory impacts on customers;
- 4) Consolidations and other acquisition activity among customers;
- 5) Customer staffing challenges; and
- 6) Changes in key customer personnel.

If Vecima is unable to manage these risks successfully or if any of our major customers terminate their contracts or significant orders 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 their 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.

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

Cable and fiber access solutions compete with other high-speed solutions such as DSL, fixed wireless access, and satellite. These alternative technologies have existing installed infrastructure and have achieved significant market acceptance and penetration. Vecima expects cable and fiber 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 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'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 may face increased costs and delay in customer required shifts to our research and development plans.***

Because Vecima relies on purchases from a number of major customers in a highly competitive market, Vecima's research and development efforts must closely align with such customers' product roadmaps and infrastructure plans. This competitive environment requires Vecima to remain highly agile and to quickly shift its research and development structure and focus to meet any change in the related development plans of major customers. Vecima may incur material costs and delays in having to shift its research and development plans, including changes in the type or amount of research and development personnel needed, its ability to retain such personnel or the location of or facilities necessary for such personnel. The materials costs incurred by Vecima may include significant write-offs related to deferred development costs, if, for example, a product or feature release does not make it to commercialization and then has to be fully written off.

***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. In addition, Vecima's ability to sell products through distributors may be materially and adversely impacted by any failure of distributors to properly manage their businesses or to comply with our policies and procedures, as well as applicable laws. 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.

***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.

***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, including customers and competitors. When consolidations occur among our customers, 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.

When consolidations occur among our competitors, it may provide such competitors with additional leverage and advantage over our business such as enhanced ability to make interoperable products previously produced by the separate entities, providing competitive advantage as our customers require our product to interoperate with other third-party products they use; the ability to reduce necessary operational expenses and personnel without reducing the results of operations; or being able to provide products at lower prices or with larger gross margins. The strategic advantages of the merged companies could have a material adverse effect on Vecima's ability to compete in its highly competitive industry.

***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.

***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 adverse effect on Vecima's business, results of operations and financial condition.



## **Risks Related to Trade and International Operations**

### ***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 or margins 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.

### ***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.

## **Risks Related to Security and Regulatory Requirements**

***Vecima may be subject to liability if it is not able to comply with complex and evolving global data privacy related laws and regulations.***

The compliance requirements with respect to the processing, retention, disclosure and transfer of personal data continues to simultaneously grow and shift across provincial, state, national and international laws and regulations. These changes tend to create stricter compliance requirements with respect to personal data and can be modified at a much faster rate than many other laws and regulations. We may expend significant time and resources to try to keep pace with and meet the requirements of the privacy related laws and regulations applicable to our global business and there is no guarantee that we will be able to achieve full and constant compliance with this continuously evolving area of regulation. If we fail to comply with any privacy related laws and regulations, we could be subject to significant liability for such failure and additional costs and resources for remediation that 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 and other issues related to our information systems, technology and data may materially and adversely affect us.***

Cybersecurity incidents and cyberattacks have been occurring globally at a more frequent and severe level and will likely continue to increase in frequency in the future. The technology industry is a particular target for cybersecurity incidents, which may occur through intentional or unintentional acts by individuals or groups having authorized or unauthorized access to our systems or our clients' or counterparties' information, which may include confidential information. These individuals or groups include employees, vendors and customers, as well as hackers. The information and technology systems used by us and our service providers, and other third parties, are vulnerable to damage or interruption from, among other things: hacking, ransomware, malware and other computer viruses; denial of service attacks; network failures; computer and telecommunication failures; phishing attacks; infiltration by unauthorized persons; security breaches; usage errors by their respective professionals; power outages and terrorism.

We have experienced cybersecurity incidents in the past and expect to experience cybersecurity incidents in the future. While we take efforts to protect our systems and data, including establishing internal processes and implementing technological measures designed to provide multiple layers of security, and contract with third-party service providers to take similar steps, we have experienced cybersecurity breaches in the past, and there can be no assurance that our safety and security measures (and those of our third-party service providers) will prevent damage to, or interruption or breach of, our information systems, data (including personal data) and operations. We have recently taken steps to expand and enhance our cybersecurity controls and practices and, as cybersecurity-related threats continue to evolve, we may be required to expend significant additional resources to continue to modify or enhance our protective measures or to investigate and remediate any information security vulnerabilities. Nevertheless, it is possible we could suffer an impact or disruption that could materially and adversely affect us. Our operational infrastructure may be breached due to the actions of outside parties, error or malfeasance of our employee, or otherwise, and, as a result, an unauthorized party may obtain access to our accounts, data, or digital assets. Additionally, outside parties may attempt to fraudulently induce our employees to disclose sensitive

information in order to gain access to our infrastructure. As the techniques used to obtain unauthorized access, disable or degrade service, or sabotage systems change frequently, or may be designed to remain dormant until a predetermined event, and often are not recognized until launched against a target, we may be unable to anticipate these techniques or implement adequate preventative measures. Controls employed by our information technology department and our customers and third-party service providers, could prove inadequate. If an actual or perceived breach occurs, the market perception of our effectiveness could be harmed.

Moreover, there could be public announcements regarding any cybersecurity-related incidents and any steps we take to respond to or remediate such incidents, and if securities analysts or investors perceive these announcements to be negative, it could, among other things, have a substantial adverse effect on the price of our Common Shares. Further, any publicized security problems affecting our businesses or those of third parties with whom we are affiliated or otherwise conduct business may discourage consumers from doing business with us, which could have a material and adverse effect on our business, financial condition and results of operations.

It is difficult or impossible to defend against every risk being posed by changing technologies, as well as criminals' intent to commit cybercrime, and these efforts may not be successful in anticipating, preventing, detecting or stopping attacks, or reacting in a timely manner. The increasing sophistication and resources of cybercriminals and other non-state threat actors and increased actions by nation-state actors make it difficult to keep up with new threats and could result in a breach of security. Additionally, we cannot guarantee that our insurance coverage would be sufficient to cover any such losses.

To the extent the operation of our business relies on our third-party service providers, through either a connection to, or an integration with, third parties' systems, the risk of cybersecurity attacks and loss, corruption, or unauthorized access to or publication of our information or the confidential information and personal data of customers and employees may increase. Third-party risks may include insufficient security measures, where laws, security measures or other controls may be inadequate or in which there are uncertainties regarding governmental intervention and use of such information, and our ability to monitor our third-party service providers' cybersecurity practices are limited. Although we generally have agreements relating to cybersecurity and data privacy in place with our third-party service providers, they are limited in nature and we cannot guarantee that such agreements will prevent the accidental or unauthorized access to or disclosure, loss, destruction, disablement or encryption of, use or misuse of or modification of data (including personal data) or enable us to obtain adequate or any reimbursement from our third-party service providers in the event we should suffer any such incidents. Due to applicable laws and regulations or contractual obligations, we may be held responsible for any information security failure or cybersecurity attack attributed to our vendors as they relate to the information we share with them. A vulnerability in or related to a third-party service provider's software or systems, a failure of our third-party service providers' safeguards, policies or procedures, or a breach of a third-party service provider's software or systems could result in the compromise of the confidentiality, integrity or availability of our systems or the data housed in our third-party solutions.

The security of the information and technology systems used by us and our service providers may continue to be subjected to cybersecurity threats that could result in material failures or disruptions in our business. If these systems are compromised, become inoperable for extended periods of time or cease to function properly, we or a service provider may have to make a significant investment to fix or replace them. The failure of these systems or of disaster recovery plans for any reason could cause significant interruptions in operations and result in a failure to maintain the security, confidentiality or privacy of sensitive data, including personal information relating to stockholders (and the beneficial owners of stockholders). Such a failure could harm our reputation, subject us to legal claims and otherwise materially and adversely affect our investment and trading strategies and our value.

***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.

## **Risks Related to Product Liability and Intellectual Property**

*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 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 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 Vecima to lower product prices, which may further decrease its margins if Vecima is unable to offset that effect by cost-reduction measures. Recent increases in inflation may result in decreased demand for Vecima products and services and increased manufacturing and operating costs that negatively impact gross margins. Because some customer supply contracts provide for fixed pricing or pricing caps Vecima may be unable to raise the sales prices of our products and services to mitigate increased costs. 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 a 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 unfavorable 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.

***Use of third-party intellectual property could place us at a competitive disadvantage due to the risks and costs of using such intellectual property and the potential difficulties of obtaining the same under commercially reasonable terms.***

Because of the highly competitive nature of our industry, we are required to keep an intense pace of research and development to be able to meet the needs and wants of customers with respect to new products and features. In order to be able to provide the same on customers' required timelines we are sometimes required to utilize and license third-party intellectual property instead of developing technology in-house. Accordingly, we rely on and incorporate third-party intellectual property into certain of our products. While

we seek to obtain standard warranties, representations and indemnification obligations from such third parties, it is not guaranteed that we will be able to obtain such terms or other favorable or commercially reasonable contractual provisions. Failure to obtain such third-party intellectual property on commercially reasonable terms may place us at a competitive disadvantage and materially and adversely impact our business.

We are also subject to the risk of misappropriation of third-party intellectual property utilized by Vecima or claims that such intellectual property infringes on the rights of others, both of which could subject Vecima to material costs and delay in defending against such activity and/or require modification of Vecima's use of such intellectual property. It can be more difficult for Vecima, as a third-party user, to implement controls and other procedures to prevent the risks outlined here for intellectual property that is owned and maintained by third parties. Even if Vecima or the third-party intellectual property owner are able to successfully pursue other parties that misappropriate the licensed technology, Vecima may incur material costs and delay in product production and distribution.



## **Risks Related to Finance and Taxes**

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

Vecima's financial results are reported in Canadian dollars. For the year ended June 30, 2024, approximately 97% 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.

### ***Any weaknesses identified in our system of internal controls by us or by our independent public accounting firm could have an adverse effect on our business.***

Canadian securities law requires that companies evaluate and report on their systems of internal control over financial reporting. In future periods, we may identify deficiencies in our system of internal control over financial reporting that may require remediation. There can be no assurances that any such future deficiencies identified will not be significant deficiencies or material weaknesses that would be required to be reported in future periods. Any control deficiency that we may identify in the future could adversely affect our stock price, results of operations, or financial condition.

### ***A failure to detect fraud in the business could be serious.***

While we are confident that we have comprehensive controls in place, there can be no assurances that all business fraud will be detected and/or thwarted. A loss related to fraud, especially an uninsured loss, could have an adverse effect on our business.

### ***Fluctuations in our future effective tax rates could affect our future operating results, financial condition, and cash flows.***

We are required to review our deferred tax assets periodically and determine whether, based on available evidence, a valuation allowance is necessary. Accordingly, we have performed such evaluations from time to time, based on historical evidence, trends in profitability, and expectations of future taxable income, and implemented tax planning strategies.

The calculation of tax liabilities involves dealing with uncertainties in the application of complex global tax regulations. We recognize potential liabilities for anticipated tax audit issues in certain tax jurisdictions based on our estimate of whether, and the extent to which, additional taxes will be due. In the event we determine that it is appropriate to create a reserve or increase an existing reserve for any such potential liabilities, the amount of the additional reserve is charged as an expense in the period in which it is determined. If payment of these amounts ultimately proves to be unnecessary, the reversal of the liabilities would result in tax benefits being recognized in the period when we determine the liabilities are no longer necessary. If the estimate of tax liabilities proves to be less than the ultimate tax assessment for the applicable period, a further charge to expense in the period such shortfall is determined would result. Such a charge to expense could have a material and adverse effect on the results of operations for the applicable period.

***We have existing debt facilities and may choose to incur substantial debt to finance our growth plan, which may adversely affect our leverage and financial condition, and thus negatively impact the value of our shareholders' investment in us.***

Our MD&A for the year ended June 30, 2024 details our existing debt facilities. In addition to our existing debt facilities, although we have no commitments as of the date of this report, we may choose to incur substantial debt to finance our growth plans. The incurrence of debt could have a variety of negative effects, including:

- 1) default and foreclosure on our assets if our operating cash flows are insufficient to repay our debt obligations;
- 2) acceleration of our obligations to repay indebtedness, even if we make all principal and interest payments when due, if we breach covenants that require the maintenance of financial ratios, reserves or overdraw on our existing debt facility without a waiver or renegotiation of the covenants;
- 3) obligation for immediate payment of all principal and accrued interest, if any, if the debt security is payable on demand;
- 4) inability to obtain necessary additional financing if the debt security contains covenants restricting our ability to obtain such financing while the debt security is outstanding;
- 5) inability or a limitation on our ability to pay any declared dividends on our common stock;
- 6) using a substantial portion of our cash flow to pay principal and interest on our debt, which will reduce the funds available for dividends on our common stock, if declared, expenses, capital expenditures, acquisitions, and other general corporate purposes;
- 7) limitations on our flexibility in planning for and reacting to changes in our business and in the industries in which we operate or intend to operate;
- 8) increased vulnerability to adverse changes in general economic, industry, and competitive conditions and adverse changes in government regulation; and
- 9) limitations on our ability to borrow additional amounts for expenses, capital expenditures, acquisitions, debt service requirements, execution of our strategy, and other purposes, and other disadvantages compared to our competitors who have less debt.

## **Risks Related to Vecima's Stock**

### ***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 enhance its operations and financial condition by acquiring additional complementary businesses, products or technologies or by divesting of 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 or divest of 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. Acquisition activities could also result in potentially dilutive issuance of equity securities. Any failure by Vecima to manage an acquisition transaction successfully could 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, and together with the beneficial owners' direct share ownership, owns approximately 57% 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 57% 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.

### ***We may raise additional financing through public or private equity or convertible debt offerings, debt financing or other arrangements that could dilute equity held by our shareholders or result in issuance of new equity or securities with superior rights or preferences.***

We constantly monitor and manage our cash position in light of related economic conditions and the risks outlined in this report. We believe our current cash levels are sufficient however we may need to raise additional financing to take advantage of strategic opportunities that may arise, such as to raise additional financing for research and development based on material changes in the requirements of our customer base, to meet increased or changed manufacturing requirements or to assist in debt repayment. Previously, on December 14, 2022, Vecima announced the closing of the Offering, pursuant to which Vecima issued 957,880 Common Shares at a price of \$17.75 per Common Share for aggregate gross proceeds to Vecima of approximately \$17,002,370. The proceeds from the Offering were used to repay a line of credit.

## 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:

Record Date	Payment Date	Type	Amount	Status
October 8, 2021	November 1, 2021	Regular	\$0.055	Ineligible
November 26, 2021	December 20, 2021	Regular	\$0.055	Ineligible
February 25, 2022	March 28, 2022	Regular	\$0.055	Ineligible
May 20, 2022	June 13, 2022	Regular	\$0.055	Ineligible
October 7, 2022	November 7, 2022	Regular	\$0.055	Ineligible
November 25, 2022	December 19, 2022	Regular	\$0.055	Ineligible
February 24, 2023	March 27, 2023	Regular	\$0.055	Ineligible
May 26, 2023	June 19, 2023	Regular	\$0.055	Ineligible
October 13, 2023	November 6, 2023	Regular	\$0.055	Eligible <sup>1</sup>
November 24, 2023	December 18, 2023	Regular	\$0.055	Eligible <sup>1</sup>
February 23, 2024	March 18, 2024	Regular	\$0.055	Eligible <sup>1</sup>
May 24, 2024	June 17, 2024	Regular	\$0.055	Eligible <sup>1</sup>

Note:

- (1) As of the first quarter of Fiscal 2024, Paid Dividends were deemed as eligible.

## 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, 2024:

		High	Low	Volume
2023	July	\$18.93	\$17.02	48,200
	August	\$18.14	\$17.00	17,400
	September	\$18.25	\$15.59	13,900
	October	\$17.68	\$16.38	12,800
	November	\$18.05	\$15.90	11,100
	December	\$16.79	\$15.50	18,300
2024	January	\$18.35	\$15.76	9,200
	February	\$18.00	\$14.50	13,200
	March	\$20.64	\$17.60	75,600
	April	\$23.00	\$19.25	28,500
	May	\$23.01	\$19.65	10,300
	June	\$22.00	\$20.00	36,000

### Prior Sales

Vecima has only Common Shares outstanding. During the fiscal year ended June 30, 2024, a total of 10,000 Common Shares were issued at various times upon the exercise of incentive stock options. The issue price of these Common Shares ranged from \$15.85 to \$17.22. During the fiscal year ended June 30, 2024, nil Performance Share Units vested had an average fair value per share was \$nil.

### 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>

The directors are elected by the shareholders at each annual meeting of shareholders and typically hold office until the next annual meeting of shareholders, at which time they may be re-elected or replaced.

<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>
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	Independent Director	Platina Systems Senior Advisor and Consulting Chief Commercial Officer since 2020. Glasnostic Senior Advisor and Chief Commercial Officer 2020 to 2022. CEO of Cypherpath Inc. from 2014 to 2020.	December 2016
James Blackley New York, USA	Independent Director	Executive Vice President, Advisor to the CEO at Charter Communications until June 30, 2020. Executive Vice President, Engineering, and Information Technology at Charter from 2012 to 2019.	December 2020
Scott Edmonds <sup>(1)(2)</sup> British Columbia, Canada	Independent 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
Samuel Chernak Washington, USA	Independent Director	Former senior executive with Comcast in the U.S. and with Unitel in Canada. Former VP with Impact Telecom (later acquired by Worldcom) in the U.S.	December 2023
Rick Brace <sup>(1)(2)</sup> Ontario, Canada	Independent Director	Former President of Rogers Media and former Chairman of CTV Specialty Television and Discovery Canada	December 2022

Note:

- (1) Member of the Corporate Governance and Compensation Committee.
- (2) Member of the Audit Committee.
- (3) 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	Former Chief Financial Officer	Former Chief Financial Officer of Vecima from October 2019 to September 2024; 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 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.
Judson Schmid Georgia, USA	Chief Financial Officer	Chief Financial Officer of Vecima; Vice President of Finance and Accounting of Vecima from July 2022 through September 2024; VP, Corporate Controller of Vecima from 2017 through July 2022.

### Common Shares Held by Directors and Executive Officers

As of September 19, 2024, 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 58% 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 56% and 57%, 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: Scott Edmonds (Chair as of December 12, 2022), Danial Faizullahoy, and Rick Brace. 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.

*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.

*Danial Faizullahoy* – Mr. Faizullahoy 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. 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.

*Rick Brace* – Mr. Brace has over 40 years of experience in the broadcast and media industry and has worked at some of the largest media outlets in North America. His experience includes executive positions at Rogers Media, TSN, Discovery Channel and Bell Media. From 2015 to January 2020, he served as President of Rogers Media. From 2000 to 2015 he held various executive positions at Bell Media (formerly CTV GlobeMedia). Mr. Brace also served as Chairman of CTV Specialty Television and Chairman of Discovery Canada from 2010 to 2015. He holds a Bachelor of Arts in Radio and Television from Ryerson (Toronto Metropolitan University).

### 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, 2024, and June 30, 2023.

Fee category	Year Ended June 30, 2024	Year Ended June 30, 2023
Audit fees <sup>(1)</sup>	\$577,972	\$660,950
Audit related fees <sup>(2)</sup>	-	-
Tax fees <sup>(3)</sup>	-	-
All other fees <sup>(4)</sup>	-	-
<b>TOTAL</b>	<b>\$577,972</b>	<b>\$660,950</b>

Note:

- (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, 2024, 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, 2024 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, 2024.

## **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**

Other than as set out below, 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.

### **Warrant Agreements with Charter**

On September 8, 2023, Vecima entered into warrant agreements with Charter Holdco whereby it issued an aggregate of 361,050 Warrants to Charter Holdco. The Warrants provide Charter Holdco with the opportunity to purchase an aggregate of up to 361,050 common shares in the capital of Vecima at an exercise price equal to C\$17.09 per Warrant until January 1, 2031. The Warrants are subject to vesting conditions based on the achievement of significant multi-year spending targets by Charter Holdco and its affiliates.

### **Credit Facility with Canadian Imperial Bank of Commerce**

Vecima is party to the credit agreement dated as of March 30, 2012 among Vecima, as borrower, and Canadian Imperial Bank of Commerce, as lender, as amended from time to time (collectively, the "**Credit Agreement**"). Pursuant to the terms of the Credit Agreement Vecima has access to certain credit facilities thereunder in an aggregate amount no greater than \$85,000,000.

## **INTERESTS OF EXPERTS**

Vecima's consolidated financial statements for the fiscal year ended June 30, 2024, 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, 2024, which is available under Vecima's profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

## 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
- b) in place to monitor such compliance.
- c) Review, with corporate counsel where required, any litigation, claims, and tax assessments that could have a material impact on financial statements.
- d) 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.