



**CALAMP CORP.  
AUDIT COMMITTEE CHARTER**

**1. Members**

The Board of Directors (the “**Board**”) of CalAmp Corp. (the “**Company**”) shall appoint an Audit Committee (the “**Committee**”) of at least three members, consisting entirely of independent directors of the Board, and shall designate one member as chairperson. Members of the Committee shall be appointed by the Board upon the recommendation of the Governance and Nominating Committee, and may be removed by the Board in its discretion. For the purposes hereof, the term “independent” shall mean a director who meets the independence requirements of the Nasdaq Stock Market, LLC (“**Nasdaq**”) for directors and audit committee members, as determined by the Board. In addition, no Committee member may have participated in the preparation of the financial statements of the Company, or any current subsidiary of the Company, at any time during the past three years.

Each member of the Committee must be financially literate at the time of appointment, as determined by the Board. In addition, at least one member of the Committee must be an “audit committee financial expert,” as determined by the Board in accordance with Securities and Exchange Commission (“**SEC**”) rules.

**2. Purposes, Duties, and Responsibilities**

The purposes of the Committee shall be to:

- Represent and assist the Board in discharging its oversight responsibility relating to: (i) the accounting and financial reporting processes of the Company and its subsidiaries, including the audits of the Company's financial statements and the integrity of such statements; (ii) the Company's compliance with legal and regulatory requirements; (iii) the Company's program to monitor compliance with internal controls; (iv) the outside auditor's qualifications and independence; and (v) the performance of the Company's outside auditor; and
- Prepare the Audit Committee report required by SEC rules to be included in the Company's annual proxy statement.

Among its specific duties and responsibilities, the Committee shall, consistent with and subject to applicable law and rules and regulations promulgated by the SEC, Nasdaq or other regulatory authority:

- a. Be directly responsible, in its capacity as a committee of the Board, for the appointment, compensation, retention, and oversight of the work of the outside auditor. In this regard, the Committee shall appoint and retain, approve the compensation of, evaluate and terminate, when appropriate, the outside auditor, which shall report directly to the Committee.

b. Obtain and review, at least annually, a report by the outside auditor describing: (1) the outside auditor's internal quality-control procedures; and (2) any material issues raised by the most recent internal quality-control review, or peer review, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the outside auditor, and any steps taken to deal with any such issues.

c. Approve in advance all audit and permissible non-audit services to be provided by the outside auditor, including any written engagement letters related thereto and establish policies and procedures for the pre-approval of the outside auditor to provide audit and permissible non-audit services.

d. At least annually, consider the independence of the outside auditor, including whether the outside auditor's performance of permissible non-audit services is compatible with the auditor's independence, and, consistent with rules of the Public Company Accounting Oversight Board ("PCAOB"), obtain and review a report by the outside auditor describing any relationships between the outside auditor and the Company or individuals in financial reporting oversight roles at the Company, that may reasonably be thought to bear on the outside auditor's independence and discuss with the outside auditor the potential effects of any such relationships on the independence of the auditor, in each case in accordance with applicable rules.

e. Review and discuss with the outside auditor the matters required to be discussed by the outside auditor under Auditing Standard No. 16, as adopted by the PCAOB and amended from time to time, including any problems or difficulties the outside auditor encountered in the course of its audit work, and management's response.

f. Meet to review and discuss with management and the outside auditor the annual audited and quarterly unaudited financial statements of the Company, including: (i) an analysis of the auditor's judgment as to the quality of the Company's accounting principles, setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements; (ii) the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" (iii) major issues regarding the Company's accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles and financial statement presentations; and (iv) reports from the outside auditor required by SEC rules.

g. Recommend to the Board based on the review and discussion described in paragraphs (c) - (e) above, whether the financial statements should be included in the Company's Annual Report on Form 10-K.

h. Receive reports from the outside auditor and management regarding, and review and discuss the adequacy and effectiveness of, the Company's disclosure controls and procedures and internal control over financial reporting, including any significant deficiencies and significant changes in internal controls reported to the Committee by the outside auditor or management.

i. Review and discuss with management and/or the internal auditor, as applicable, the scope and results of the testing program to monitor compliance with internal control over financial reporting.

j. Review and discuss earnings press releases, and corporate policies with respect to earnings press releases and financial information and earnings guidance provided to analysts and ratings agencies.

k. Review the Company's policy with respect to the Foreign Corrupt Practices Act and compliance therewith.

l. Review the Company's compliance with California SB 657 on supply chain labor practices and transparency.

m. Oversee the Company's compliance program with respect to legal and regulatory requirements, including the Company's code of conduct and the Company's policies and procedures for monitoring compliance; and at least annually, meet to review the implementation and effectiveness of the Company's compliance program with the general counsel, who shall have the authority to communicate directly to the Audit Committee, promptly, about actual and alleged violations of law or the Company's code of conduct, including any matters involving criminal or potential criminal conduct.

n. Establish and periodically review policies and procedures for the review, approval and ratification of related person transactions, as defined in applicable SEC rules, review related person transactions, and oversee other related party transactions governed by applicable accounting standards.

o. Review material pending legal proceedings involving the Company and other contingent liabilities, and consult with outside legal counsel on such matters as deemed necessary.

p. Establish procedures for receiving and handling complaints regarding accounting, internal accounting controls, auditing and federal securities law matters, including procedures for confidential, anonymous submission of concerns by employees regarding accounting, internal accounting controls and auditing and federal securities law matters.

q. Review and discuss the Company's practices with respect to risk assessment and risk management.

r. Establish policies for the hiring of employees and former employees of the outside auditor.

s. Evaluate annually the performance of the Committee and the adequacy of the Committee charter.

### **3. Outside Advisors**

The Committee shall have the authority to retain, at the expense of the Company, such outside counsel, accountants, experts and other advisors as it determines appropriate to assist the Committee in the performance of its functions. The Committee shall have sole authority to approve related fees and retention terms and shall receive appropriate funding, as determined by the Committee, from the Company for payment of compensation to any such advisors and for the payment of ordinary administrative expenses that are necessary or appropriate in carrying out the Committee's duties.

#### **4. Meetings**

The Committee shall meet at least quarterly, either in person or telephonically, and at such times and places as the Committee shall determine. The Committee shall meet separately in executive session, periodically, with management and the outside auditor. A majority of the members of the Committee present in person or by telephone shall constitute a quorum. The Committee shall report regularly to the full Board with respect to its activities.