



**CALAMP CORP.  
CODE OF BUSINESS CONDUCT AND ETHICS**

## **Introduction**

This Code of Business Conduct and Ethics (the “Code”) covers a wide range of business practices and procedures. It does not cover every issue that may arise, but it sets out basic principles to focus each individual employee, officer and director on areas of ethical risk, provide guidance to help them recognize and deal with ethical issues, establish mechanisms to report unethical conduct and help foster the values of CalAmp Corp. (the “Company”). All of our employees, officers and directors must conduct themselves accordingly and seek to avoid even the appearance of improper behavior. The Code should also be provided to and followed by the Company's agents and representatives, including consultants.

Those who violate the standards in this Code may be subject to disciplinary action, up to and including termination of employment. *If you are in a situation that you believe may violate or lead to a violation of this Code, or are aware of a possible violation of the Code by another employee, officer or director, follow the guidelines described in Sections 12, 13 or 15 of this Code, as applicable.*

### **1. Compliance with Laws, Rules and Regulations**

Obedying the law is the foundation on which the Company’s ethical standards are built. All employees, officers and directors must respect and obey the laws, which include rules and regulations, of the cities, states and countries in which we operate. Although not all employees, officers and directors are expected to know the details of these laws, it is important to know enough to determine when to seek advice from supervisors, managers or other appropriate personnel.

If a law conflicts with a policy in this Code, you must comply with the law. If you have any questions about these conflicts, you should ask your supervisor how to handle the situation.

### **2. Conflicts of Interest**

A conflict of interest exists when a person’s private interest interferes, or appears to interfere, in any way with the interests of the Company. A conflict situation can arise when an employee, officer or director takes actions or has interests that may make it difficult to perform his or her Company work objectively and effectively. Conflicts of interest may also arise when an employee, officer or director, or a member of his or her family, receives improper personal benefits, including gifts of more than nominal value, as a result of his or her position in the Company.

It is almost always a conflict of interest for a Company employee, officer or director to work simultaneously for a competitor, customer or supplier. You are not allowed to work for a competitor as a consultant or board member. The best policy is to avoid any direct or indirect business connection with the Company's customers, suppliers or competitors, except on the Company's behalf. Conflicts of interest are prohibited as a matter of Company policy, except for situations that are approved by the Board of Directors after full disclosure of the facts has been made.

Employees, officers and directors owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises. Employees, officers and directors are prohibited from personally taking for themselves opportunities in which they could reasonably anticipate that the Company might have an interest or that are discovered through the use of Company property, information or position without the consent of the Board of Directors after full disclosure of the facts has been made. No employee, officer or director may use Company property, information or position for improper personal gain.

Members of the Company's Board of Directors are expected to disclose to their fellow directors any personal interest they may have in a transaction upon which the Board passes, and to abstain from any deliberation or decision in which there is a conflict between their personal interests and the interest of the Company. Directors should also consider discussing any potential conflicts of interest with the Company's outside legal counsel.

Any employee, officer or director who becomes aware of an actual, apparent or potential conflict should bring it to the attention of a supervisor, manager or other appropriate personnel after reviewing the guidelines described in Sections 12 and 13 of this Code. Conflicts of interest may not always be clear-cut, so if you have a question, you should consult with higher levels of management or with the Human Resources Director in the Company's corporate office who also serves as the Company's Ethics and Compliance Officer.

### **3. Insider Trading**

Employees, officers and directors who have access to material non-public information are not permitted to use or share that information for stock trading purposes or for any other purpose except the conduct of our business. All non-public information about the Company should be considered confidential information. The use of non-public information for personal financial benefit or to "tip" others who might make an investment decision on the basis of this information is not only unethical but also is a violation of federal securities laws. For further information regarding insider trading, please see the Company's Insider Trading Policy (No. AD-02).

### **4. Competition and Fair Dealing**

We seek to outperform our competition fairly and honestly. Stealing proprietary information, possessing trade secret information that was obtained without the owner's consent or inducing such disclosures by past or present employees of other companies is prohibited. Each employee, officer and director should endeavor to respect the rights of and deal fairly with the Company's customers, suppliers, competitors and employees. No employee, officer or director should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other intentional unfair-dealing practice.

The purpose of business entertainment and gifts in a commercial setting is to create good-will and sound working relationships, not to gain unfair advantage with customers. No gift or entertainment should ever be offered, given, provided or accepted by any Company employee, officer, director, or family member unless it: (1) is not a cash gift, (2) is consistent with customary business practices, (3) is not excessive in value, (4) cannot be construed as a bribe or payoff and (5) does not violate any laws, rules or regulations. Discuss with your supervisor any gifts or proposed gifts that you are not certain are appropriate.

## **5. Discrimination and Harassment**

The diversity of the Company's employees is a tremendous asset. We are firmly committed to providing equal opportunity in all aspects of employment and will not tolerate any illegal discrimination or harassment of any kind. Examples include derogatory comments based on racial or ethnic characteristics and unwelcome sexual advances. For further information concerning the Company's discrimination policy, please see the section titled "EEO with ADA Provision" in the Company's Employee Handbook. For further information concerning the Company's harassment policy, please see the "Harassment Policy" section of the Company's Employee Handbook.

## **6. Health and Safety**

The Company strives to provide each employee with a safe and healthy work environment. Each employee has responsibility for maintaining a safe and healthy workplace for all employees by following safety and health rules and practices and promptly reporting accidents, injuries and unsafe equipment, practices or conditions. Violence and threatening behavior are not permitted. Employees should report to work in condition to perform their duties, free from the influence of alcohol or illegal drugs. For further information on the Company's policies in these areas, please see the "Health and Safety" and "Drug and Alcohol Abuse" sections of the Company's Employee handbook.

## **7. Record-keeping**

The Company requires honest and accurate recording and reporting of information in order to make responsible business decisions. For example, only the true and actual number of hours worked should be reported.

Many employees regularly use business expense accounts, which must be documented and recorded accurately. CalAmp's procedures and rules related travel and entertainment expenses are set forth in the Company's Travel and Expense Policy (No. AD-07). If you are not sure whether a certain expense is legitimate, ask your supervisor or the Company's Corporate Controller.

All of the Company's books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect the Company's transactions and must conform both to applicable legal requirements and to the Company's system of internal controls.

Business records and communications often become public, and we should avoid exaggeration, derogatory remarks, guesswork or inappropriate characterizations of people and companies that can be misunderstood. This applies equally to e-mail, internal memos, and formal reports.

## **8. Confidentiality**

Employees, officers and directors must maintain the confidentiality of Confidential Information entrusted to them by the Company or its suppliers or customers, and any other non-public information that comes to them, from whatever source, in the course of performing their duties and responsibilities as an employee, officer or director, except when disclosure is authorized by a written agreement or is required by applicable laws, rules or regulations. Confidential Information includes all non-public information that might be of use to competitors, or harmful to the Company or its customers, if disclosed. It also includes

information that suppliers and customers have entrusted to us. The obligation to preserve confidential information continues even after employment ends.

## **9. Protection and Proper Use of Company Assets**

All employees, officers and directors should endeavor to protect the Company's assets and ensure their efficient use solely for Company purposes. Theft, carelessness and waste have a direct impact on the Company's profitability. Any suspected incident of fraud, theft or misuse should be immediately reported for investigation. Company equipment should not be used for non-Company business, though incidental personal use may be permitted.

The obligation of employees, officers and directors to protect the Company's assets includes its proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks and copyrights, as well as business, marketing and service plans, engineering and manufacturing ideas, designs, databases, records, salary information and any unpublished financial data and reports. Unauthorized use or distribution of this information would violate Company policy. It could also be illegal and result in civil or even criminal penalties.

## **10. Payments to Government Personnel**

The U.S. Foreign Corrupt Practices Act prohibits giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or retain business. It is strictly prohibited to make illegal payments to government officials of any country. Additional information is set forth in the Company's Foreign Corrupt Practices Act Compliance Policy (No. AD-06).

In addition, the U.S. government has a number of laws and regulations regarding business gratuities that may be accepted by U.S. government personnel. The promise, offer or delivery to an official or employee of the U.S. government of a gift, favor or other gratuity in violation of these rules would not only violate Company policy but could also be a criminal offense. State and local governments, as well as foreign governments, may have similar rules.

## **11. Export Controls**

The Company requires compliance with laws and regulations governing export controls in both the United States and in the countries where the Company conducts its business. A number of countries maintain controls on the destinations to which products may be exported. Some of the strictest export controls are maintained by the United States against countries that the U.S. government considers unfriendly or as supporting international terrorism. The U.S. regulations are complex and apply both to exports from the United States and to exports of products from other countries, when those products contain U.S.-origin components or technology. In some circumstances, an oral presentation containing technical data made to foreign nationals in the United States may constitute an export subject to control. Any questions about export control laws and regulations should be directed to the Company's Chief Financial Officer.

## 12. Waivers of the Code of Business Conduct and Ethics

Any waiver of this Code for executive officers or directors may be made only by the Board of Directors and will be promptly disclosed, along with the reasons therefore, as required by applicable law or stock market regulations.

## 13. Reporting any Illegal or Unethical Behavior

Each employee, officer and director is expected to report what he or she believes in good faith are actual or potential violations of this Code by any Company employee, officer or director. The Company's senior management is generally responsible for the enforcement of this Code relating to employees and officers. The Corporate Governance and Nominating Committee of the Board of Directors is generally responsible for enforcement of the Code relating to directors.

Employees, officers and directors are encouraged to talk to supervisors, managers or other appropriate personnel about observed illegal or unethical behavior and when in doubt about the best course of action in a particular situation. It is the policy of the Company not to allow retaliation for reports of misconduct by others made in good faith by employees, officers or directors. Employees, officers and directors are expected to cooperate in internal investigations of misconduct.

Section 15 of this Code sets forth the Employee Complaint Procedures for Accounting and Auditing Matters, which describes the Company's procedures for the receipt, treatment and retention of complaints received by the Company regarding accounting, internal accounting controls or auditing matters. Any employee, officer or director may submit a good faith concern regarding questionable accounting or auditing matters without fear of dismissal or retaliation of any kind.

## 14. Compliance Guidelines

We must all work to ensure prompt and consistent action against violations of this Code. However, in some situations it is difficult to know if a violation has occurred. Since we cannot anticipate every situation that will arise, it is important that we have a process to approach a new question or problem. These are the steps to keep in mind:

- **Make sure you have all the facts.** In order to reach the right solutions, we must be as fully informed as possible.
- **Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper?** This will enable you to focus on the specific question you are faced with, and the alternatives you have. Use your judgment and common sense; if something seems unethical or improper, it probably is.
- **Clarify your responsibility and role.** In most situations, there is shared responsibility. Are your colleagues informed? It may help to get others involved and discuss the problem.
- **Discuss the problem with your supervisor.** This is the basic guidance for all situations. In many cases, your supervisor will be more knowledgeable about the question, and will appreciate being brought into the decision-making process. Remember that it is your supervisor's responsibility to help solve problems.

- **Seek help from Company resources.** In the rare case where it may not be appropriate to discuss an issue with your supervisor, or where you do not feel comfortable approaching your supervisor with your question, discuss it with the Company's Human Resources Manager.
- **You may report ethical violations in confidence and without fear of retaliation.** If your situation requires that your identity be kept secret, your anonymity will be protected. The Company does not permit retaliation of any kind against employees, officers or directors for good faith reports of ethical violations.
- **Always ask first, act later.** If you are unsure of what to do in any situation, seek guidance before you act.

**15. Financial Management Code of Ethics: Special Ethics Obligations For Employees With Accounting, Financial and General Reporting Responsibilities**

As a publicly owned company it is of critical importance that CalAmp's filings with the Securities and Exchange Commission contain full, fair, accurate, timely and understandable disclosure. Depending on their position with the Company, employees and officers may be called upon to provide information within their respective areas of responsibility and for the timely notification of significant transactions, trends and other financial or non-financial information that may be material to the Company's public reports. Company employees and officers are also responsible for timely reports of other information that could have a significant impact on the Company's business, financial condition or results of operations. CalAmp expects all of its personnel to take this responsibility seriously and to provide prompt and accurate answers to inquiries related to the Company's public disclosure requirements.

The Finance Department bears a special responsibility for promoting integrity throughout the organization, with responsibilities to stakeholders both inside and outside of the Company. The Chief Executive Officer and all accounting and finance personnel have a special role both to adhere to these principles themselves and also to ensure that a culture exists throughout the company as a whole that ensures the fair and timely reporting of CalAmp's operating results and financial condition.

Because of this special role, the Chief Executive Officer and all accounting and finance personnel, including the Chief Financial Officer and the Corporate Controller, are bound by the following Financial Management Code of Ethics, and each agrees that he or she will:

- Act with honesty and integrity, avoiding actual or apparent conflicts of interest in personal and professional relationships.
- Provide information that is accurate, complete, objective, relevant, timely and understandable to ensure full, fair, accurate, timely, and understandable disclosure in reports and documents that CalAmp files with, or submits to, government agencies and in other public communications.
- Comply with rules and regulations of the federal government, the cities, states and countries in which we conduct business, and other appropriate private and public regulatory agencies.
- Act in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing one's independent judgment to be subordinated.

- Respect the confidentiality of information acquired in the course of one’s work except when authorized or otherwise legally obligated to disclose such information. Confidential information acquired in the course of one’s work will not be used for personal advantage.
- Proactively promote and be an example of ethical behavior as a responsible partner among peers, in the work environment and the community.
- Achieve responsible use of and control over all assets and resources employed by the Company.
- Promptly report to the Chairman of the Audit Committee any conduct that the individual believes to be a violation of law or business ethics or of any provision of the Financial Management Code of Ethics, including any transaction or relationship that reasonably could be expected to give rise to such a conflict.

## **16. Employee Complaint Procedures for Accounting and Auditing Matters**

Any employee, officer of the Company may submit a good faith complaint regarding accounting or auditing matters to the Company without fear of dismissal or retaliation of any kind. The Company is committed to achieving compliance with all applicable securities laws and regulations, accounting standards, accounting controls and audit practices. The Company’s Audit Committee will oversee treatment of employee and officer concerns in this area.

In order to facilitate the reporting of employee and officer complaints, the Company’s Audit Committee has established the following procedures for (1) the receipt, retention and treatment of complaints regarding accounting, internal accounting controls, or auditing matters (referred to herein as “Accounting and Auditing Matters”) and (2) the confidential, anonymous submission by employees and officers of concerns regarding questionable Accounting and Auditing Matters.

### **a. Scope of Matters Covered by These Procedures:**

These procedures relate to employee and officers complaints regarding any questionable Accounting and Auditing Matters, including, without limitation, the following:

- fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company;
- fraud or deliberate error in the recording and maintaining of financial records of the Company;
- deficiencies in or noncompliance with the Company’s internal accounting controls;
- misrepresentation or false statement to or by a senior officer or accountant regarding a matter contained in the financial records, financial reports or audit reports of the Company;
- deviation from full and fair reporting of the Company’s financial condition; or

- violations or possible violations of the Financial Management Code of Ethics set forth above.

b. **Reporting Employee Complaints on Accounting and Auditing Matters:**

Employees and officers with concerns regarding Accounting and Auditing Matters can report their concerns on a confidential basis to the Company's external claims reporting service, which will relay the complaint to the Chairman of the Audit Committee of the Board of Directors. **The toll-free telephone number for the Confidential Employee Hotline is 1-866-210-7658.**

c. **Treatment of Complaints:**

- Upon receipt of a complaint, the Chairman of the Audit Committee will (i) determine whether the complaint actually pertains to Accounting and Auditing Matters, and (ii) when possible, acknowledge receipt of the complaint to the sender.
- Complaints relating to Accounting and Auditing Matters will be reviewed under Audit Committee direction or by such other persons as the Audit Committee determines to be appropriate. Confidentiality will be maintained to the fullest extent possible, consistent with the need to conduct an adequate review.
- Prompt and appropriate corrective action will be taken when and as warranted in the judgment of the Audit Committee.
- The Company will not discharge, demote, suspend, threaten, harass or in any manner discriminate or retaliate against any employee or officer in the terms and conditions of employment based upon any lawful actions of such employee with respect to good faith reporting of complaints regarding Accounting and Auditing Matters or otherwise as specified in Section 806 of the Sarbanes-Oxley Act of 2002.

d. **Reporting and Retention of Complaints and Investigations:**

The Chairman of the Audit Committee will maintain a log of all complaints, tracking their receipt, investigation and resolution and shall prepare a periodic summary report thereof to the full Audit Committee. Copies of complaints and such log will be retained as a part of the records of the Audit Committee for a period of not less than three (3) years.

## 17. **Violations**

Where Code violations are determined to exist, appropriate corrective and disciplinary action will be taken, which may include one or more of the following measures, as applicable: (i) counseling; (ii) a warning; (iii) a reprimand noted in the individual's personnel file; (iv) probation; (v) change, including reassignment, in job responsibilities, authority and/or title; (vi) temporary suspension, with or without pay; (vii) termination of employment or other relationship with the Company; (viii) removal as a director or officer; (ix) reimbursement to the Company of losses or damages resulting from the violation or (x) referral for criminal prosecution or civil action.