

# Code of Ethics and Business Conduct

## 1. Purpose

This global Code of Ethics and Business Conduct (the “Code”) explains, in clear and practical terms, how we are expected to act while working at Powerfleet, Inc. and its subsidiaries and affiliates (collectively, the “Company” or “Powerfleet”). This Code sets the minimum standards for ethical, lawful, and responsible behavior for everyone at Powerfleet worldwide.

As a publicly traded company, Powerfleet is committed to operating and conducting business with integrity, respect, transparency and accountability. This Code serves as a guide with further detailed obligations and requirements set out in the Company policies referenced below.

## 2. Applicability and Scope

This Code applies to all directors, officers, employees, contractors, consultants, agents and other third parties acting on behalf of Powerfleet globally (collectively, “Covered Persons”).

Covered Persons are expected to follow any local law in the event of a conflict between such local law and this Code. If this Code imposes stricter or different obligations or requirements than local law, Covered Persons are expected to adhere to this Code to the extent permitted by law.

## 3. Our Core Expectations

We expect all Covered Persons to:

- Act with honesty, integrity, and professionalism
- Comply with all applicable laws, regulations, and Company policies
- Avoid actual or perceived conflicts of interest
- Protect Company assets, confidential information, and personal data
- Treat colleagues, customers, partners, and communities with respect
- Speak up when something does not seem right

Managers have additional responsibilities:

Managers and leaders have a special responsibility to lead by example, ensure their teams understand and follow this Code, encourage open and ethical communication, promptly escalate concerns, and never tolerate retaliation.





## 4. Compliance with Laws and Regulations

Covered Persons must comply with all applicable local, national, and international laws and regulations, including but not limited to:

- Securities laws and insider trading regulations
- Anti-bribery and anti-corruption laws
- Competition and antitrust laws
- Employment and labor laws
- Health, safety, environmental, and human rights laws

## 5. Key Risk Areas You Must Know

### 5.1 Bribery and Corruption

Never offer, give, request, or accept bribes, kickbacks, or anything of value intended to improperly influence a business decision. This prohibition applies to dealings with government officials and private parties.

### 5.2 Conflicts of Interest

Covered Persons are required to refrain from any action or interest that conflicts with, or may reasonably be expected to conflict with, the Company's interests. A "conflict of interest" exists whenever an individual's private interests interfere or conflict in any way (or even appear to interfere or conflict) with the interests of the Company. All actual or potential conflicts of interest must be disclosed to the Company promptly.

### 5.3 Gifts, Entertainment, and Hospitality

Gifts, entertainment, or hospitality must be modest, infrequent, lawful, and never intended to influence business judgment. Cash or cash equivalents are prohibited.

### 5.4 Political Contributions

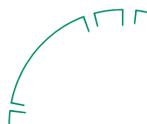
The Company does not permit political contributions or donations made on behalf of the Company to any person or organization (including contributions or donations to political action committees).

### 5.5 Charitable Donations

No charitable donations or sponsorships may be offered or provided in exchange for any favor or benefit to the Company. Charitable donations made on behalf of the Company must be directed only to legitimate, properly registered charitable organizations

### 5.6 Insider Trading

Do not trade in Company securities or share material, non-public information with others who may trade while in possession of such information.





## 5.7 Accurate Books, Records and Internal Controls (SOX)

All Company books, records, reports, and disclosures must be accurate, complete, and timely. Covered Persons must comply with the Company's internal controls and financial reporting requirements.

## 5.8 Data Protection and Confidentiality

Protect Company confidential information and personal data at all times. Use information only for legitimate business purposes and in compliance with applicable data protection laws.

## 5.9 Fair Competition

The Company competes vigorously but fairly. Anti-competitive conduct such as price-fixing, bid-rigging, or market allocation is strictly prohibited.

## 5.10 Corporate Opportunities

Covered Persons are prohibited from pursuing personal opportunities discovered through the use of corporate property or their role at the Company, or in which they anticipate that the Company might have an interest, to benefit themselves. No Covered Person may use corporate property or information or their position for improper personal gain, and no employee may compete with the Company directly or indirectly.

## 5.11 Social Media

Covered Persons must adhere to this Code when using social media, whether personally or professionally, and ensure that any representation of the Company is accurate and respectful.

## 5.12 Drugs and Alcohol

The Company is committed to maintaining a workplace free of drugs and alcohol abuse to ensure a safe, healthy and productive work environment for employees and others.

# 6. Theft and Fraud

All Covered Persons are responsible for the proper use of the Company's resources and property, as well as its confidential information. Any Covered Person found to be engaging in, or attempting, theft of any property of the Company, including documents, products or services, equipment, intellectual property, personal property of other Covered Persons, cash or any other items of value will be subject to immediate termination and possible civil or criminal action. All Covered Persons have a responsibility to report any theft or attempted theft to their respective managers or the Legal Department in accordance with the resources listed in this Code.

# 7. Human Rights, Workplace Conduct, and Safety

## 7.1 Human Rights

The Company is committed to respecting internationally recognized human rights. We do not tolerate forced labor, child labor, human trafficking, discrimination, harassment, or abusive conduct.



## 7.2 Modern Slavery and Supply Chain Responsibility

The Company is committed to preventing modern slavery, forced labour, child labour, human trafficking, and other forms of exploitation within its operations and, where reasonably practicable, within its supply chains. The Company expects its employees, suppliers, contractors, and business partners to comply with applicable labour and human rights laws and to conduct business in a manner consistent with internationally recognised human rights standards. Any concerns relating to modern slavery or labour exploitation should be reported through the channels described in this Code.

## 7.3 Safety

The Company is committed to providing a safe and healthy work environment. Covered Persons must comply with all health and safety requirements and report unsafe conditions.

## 8. Use of Company Assets

Company assets, including financial resources, equipment, systems, intellectual property, and data, must be used responsibly and primarily for legitimate business purposes.

## 9. Communications, Information, and Public Disclosures

Company communications and information must be truthful, accurate, and complete. Only authorized individuals may speak on behalf of the Company to investors, analysts, the media or the public.

## 10. Speaking Up and Non-Retaliation

If you see or suspect misconduct or a violation of this Code, you are expected to report it promptly. Reports may be made to your manager, Human Resources, the Legal Department or through the Company's confidential and, where permitted by law, anonymous reporting channels including the Whistleblowing Hotline.

The Company strictly prohibits retaliation against anyone who raises concern or reports misconduct in good faith.

## 11. Outside Employment

The Company requires that each Covered Person reports any other current employment (including self-employment or public office) that the Covered Person may have or may consider taking while continuing employment with the Company in accordance with the resources listed in this Code. The Company retains the right to determine whether this outside employment creates an actual or potential conflict with the Company's policies and procedures, the Covered Person's assigned duties at the Company or scheduling assignments or the Covered Person's ability to provide their best efforts to the Company's business.

## 12. Related Policies

This Code is supported by, and must be read together with, the following policies:

- Whistleblower Policy
- Insider Trading Policy



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- Anti-Bribery and Anti-Corruption Policy
  - Data Protection and Privacy Policy
  - Delegation of Authority Policy

### **13. Accountability and Disciplinary Action**

Violations of laws or this Code or Company policies may result in disciplinary action, up to and including termination of employment or engagement, without additional warning, and may also result in civil or criminal action and penalties.

Nothing in this Code prohibits or restricts the Company from taking corrective action on any matters pertaining to Covered Person's conduct, whether or not they are expressly discussed in this Code, and nothing in this Code creates a separate employment contract between the Company and any of its employees.

### **14. Waivers and Amendments**

Any waiver of this Code for executive officers or directors must be approved by the Powerfleet, Inc. Board of Directors or an authorized Board committee and disclosed as required by law. Any waiver of this Code for a Covered Person may be made only by the Chief Executive Officer or Chief Financial Officer of Powerfleet, Inc. after disclosure of all material facts by the individual seeking the waiver.

### **15. Acknowledgment**

Covered Persons are required to acknowledge and certify compliance with this Code as part of onboarding and periodic training.

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Effective Date: January 12, 2026



## Appendix A – European Union (EU) Specific Provisions

This Code is intended to comply with applicable EU laws, including works council, whistleblower, and data protection requirements.

- Nothing in this Code limits employee rights under applicable EU employment, whistleblower, or collective labor laws.
- Anonymous reporting and investigations will be conducted in accordance with local law and works council agreements, where applicable.
- Personal data will be processed in compliance with GDPR and applicable local data protection laws.

Covered Persons may contact Human Resources, Legal, or Compliance with questions.





## Appendix B – Israel Specific Provisions

This Code applies to Covered Persons in Israel subject to Israeli law.

- Nothing in this Code limits employee rights under Israeli labor, whistleblower, or privacy laws.
- Reporting channels and investigations will be conducted in accordance with Israeli legal requirements.
- Where required, employee representative bodies will be consulted in line with applicable law.

Covered Person in Israel may raise questions with Human Resources or the Legal Department.

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## Acknowledgment and Certification

I acknowledge that I have received, read, and understand the Company's Code of Ethics and Business Conduct (effective January 9, 2026), including all associated policies. I agree to comply with the Code and all related Company policies and understand that failure to do so may result in disciplinary action, up to and including termination of employment.

I certify that I am not now involved, and during the past 12 months, have not been involved in any violations of the Code nor have I engaged in any conduct which violated any laws or policies referenced in the Code.

I certify that I do not currently have, and have not had during the past 12 months, any conflicts of interest, including outside employment, self-employment, or service in a public office, that have not been disclosed and approved.

I understand that I am responsible for raising concerns about potential violations and that the Company prohibits retaliation for good-faith reporting.

Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_





## Code of Ethics – Employee FAQ

### **Q: What is this Code of Ethics?**

A: It explains how we are expected to act—honestly, lawfully, and responsibly—every day at work.

### **Q: What if I am not sure whether something is a problem?**

A: Ask or report it. If it feels wrong or unclear, raise it with your manager, HR, Legal or through the whistleblower channel.

### **Q: Will I get in trouble for reporting a concern?**

A: No. The Company strictly prohibits retaliation for good-faith reporting—even if the concern turns out to be unfounded.

### **Q: Can I report anonymously?**

A: Yes, where permitted by local law. See the Whistleblower Policy for details.

### **Q: Does this apply outside the U.S.?**

A: Yes. This Code applies globally. Local laws may add requirements, and those must be followed.

### **Q: Where can I find more detailed rules?**

A: Refer to the Whistleblower Policy, Insider Trading Policy, ESG and Sustainability Policy, and other policies listed in this Code.

### **Q: Who is responsible for ethics at the Company?**

A: Everyone. Managers and leaders have additional responsibilities, but ethical conduct is expected from all Covered Persons.

