

## **POWERFLEET, INC.**

### **AUDIT COMMITTEE CHARTER**

The members of the Audit Committee shall be appointed by the Board of Directors to assist the Board in monitoring (1) the integrity of the Company's accounting and financial reporting processes including its internal controls regarding financial reporting, (2) the compliance by the Company with legal and regulatory requirements, (3) the independence and performance of the Company's auditors and (4) provide an avenue of communication among the independent auditors, management and the Board of Directors.

The Audit Committee shall be composed of three (3) or more non-employee directors, as determined by the Board. Each member shall satisfy the independence standards in accordance with applicable law, including the standards set forth in the Listing Rules of the Nasdaq Stock Exchange, Rule 10A-3 of the Securities Exchange Act of 1934 and the independence requirements set forth in the applicable rules of the Securities and Exchange Commission.

Each member of the Audit Committee must be able to read and understand fundamental financial statements, including the Company's balance sheet, income statement and cash flow statement. The Audit Committee shall endeavor to include at least one member who qualifies as an "audit committee financial expert" for purposes of Item 407(d)(5)(ii) of Regulation S-K. At a minimum, at least one member of the Audit Committee will have accounting or related financial management expertise, as the Board interprets such qualification in its business judgment.

No member of the Audit Committee 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 preceding three years, and each member must be free from any relationship that, in the opinion of the Board, could interfere with the exercise of independent judgment as a member of the Audit Committee.

The Audit Committee shall have the authority to retain special independent legal, accounting or other consultants to advise the Audit Committee. The Audit Committee shall have sole authority to approve related fees and retention terms. The Audit Committee shall have available appropriate funding from the Company as determined by the Audit Committee for payment of:

- compensation to any accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company;
- compensation to any advisors employed by the Audit Committee; and
- ordinary administrative expenses of the Audit Committee that are appropriate or necessary to carry out its duties.

The Audit Committee may request any officer or employee of the Company or the Company's outside counsel or independent auditor to attend a meeting of the Audit Committee or to meet with any members of, or consultants to, the Audit Committee.

The Audit Committee shall make regular reports to the Board.

The Audit Committee shall:

1. Review and reassess the adequacy of this Charter annually and submit it to the Board for approval.
2. Review the annual audited financial statements with management, including major issues regarding accounting and auditing principles and practices as well as the adequacy of internal controls that could significantly affect the Company's financial statements.
3. Review an analysis prepared by management and the independent auditor of significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements.
4. In consultation with management and the independent auditors, consider the integrity of the Company's financial reporting processes and controls.
5. Review with management and the independent auditor the Company's quarterly financial statements prior to the release of quarterly earnings.
6. Meet with management to review the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures.
7. Review major changes to the Company's accounting principles and practices taking into consideration the views of the independent auditor or management.
8. Appoint, (and recommend that the Board submit for stockholder ratification, if applicable), compensate, retain and oversee the work performed by the independent auditor retained for the purpose of preparing or issuing an audit report or performing other audit or audit-related services. The Audit Committee will review the performance and independence of the independent auditor and remove the independent auditor, if circumstances warrant. The independent auditor shall report directly to the Audit Committee and the Audit Committee will oversee the resolution of any disagreements between management and the independent auditor, if any disagreements arise.
9. Approve the fees and any other compensation to be paid to the independent auditor.
10. Receive periodic formal written reports from the independent auditor regarding the auditor's independence, including a description of all relationships between the auditor and the Company, discuss such reports with the auditor, and if so determined by the Audit Committee, recommend that the Board take appropriate action to assure the independence of the auditor.
11. Evaluate the performance of the independent auditor and, if so determined by the Audit Committee, recommend that the Board replace the independent auditor.
12. Meet with the independent auditor prior to the audit to review the planning and staffing of the audit.

13. Obtain from the independent auditor an understanding of whether there are any indications that Section 10A of the Private Securities Litigation Reform Act of 1995 is applicable and consult counsel if necessary.
14. Obtain reports from management and the independent auditor that the Company's subsidiary/foreign affiliated entities are in conformity with applicable legal requirements and the Company's Code of Business Conduct and Ethics.
15. Discuss with the independent auditor the matters required to be discussed by Statement on Auditing Standards No. 1301 relating to the conduct of the audit.
16. Review with the independent auditor any problems or difficulties the auditor may have encountered and any management letter provided by the auditor and the Company's response to that letter. Such review should include a discussion of any difficulties encountered in the course of the audit work, including any restrictions on the scope of activities or access to required information.
17. Prepare the report required by the rules of the Securities and Exchange Commission to be included in the Company's annual proxy statement.
18. Advise the Board with respect to the Company's policies and procedures regarding compliance with applicable laws and regulations and with the Company's Code of Business Conduct and Ethics.
19. Review with the Company's legal counsel legal matters that may have a material impact on the financial statements, the Company's compliance policies and any material reports or inquiries received from regulators or governmental agencies.
20. Meet at least annually with the chief financial officer and the independent auditor in separate executive sessions.
21. Establish procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters, including procedures for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting, auditing matters or violations of the Company's Code of Business Conduct and Ethics.
22. Establish, review, and update periodically a Code of Ethics for Senior Financial Officers and Code of Business Conduct and Ethics and ensure that management has established a system to enforce the code.
23. Annually review policies and procedures associated with directors' and officers' expense accounts and perquisites.
24. Annually review all transactions or series of similar transactions to which the Company is or was a party and in which any director, executive officer or beneficial holder of more than 5% of any class of common stock of the Company or members of such person's immediate family had or will have a direct or indirect material interest.

25. Perform any other activities consistent with this Charter, as the Audit Committee or Board deems necessary or appropriate.

While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles; this is the responsibility of management and upon completion of the audit by the independent auditor, subject to their findings, they render their report on the financial statements.