

**RULES OF CONDUCT  
FOR  
POWERFLEET ANNUAL MEETING OF STOCKHOLDERS  
JULY 9, 2020**

1. Only stockholders and their properly authorized proxies will be admitted to the meeting. Credentialed press representatives may observe without recording devices.
2. The business of the meeting will follow the order listed in the Agenda. The Chairman has the authority to decide all procedural issues regarding the conduct of the meeting, including adjournment.
3. If a stockholder has a question or comment not related to an Agenda item, the question or comment should be raised in the general question and answer period at the end of the meeting.
4. Stockholders should not address the meeting until recognized by the Chairman. Upon recognition, a stockholder should state his or her name and whether he or she is a stockholder or a proxy for a stockholder (and, if a proxy, the name of the stockholder represented). Questions should be addressed to the Chairman.
5. A stockholder should confine his or her comments to one subject in order to give other stockholders an opportunity to speak. If there are other stockholders waiting with questions, the stockholder who has been recognized by the Chairman to speak may ask only one question or make only one comment. Each speaker should be allowed to conclude his or her remarks without interruption, subject to the time limits described below. All stockholders should be given the opportunity to speak before any stockholder asks to be recognized for a second time. No stockholder will be permitted to speak more than two times.
6. In fairness to all stockholders, a stockholder will be permitted up to two minutes for questions or comments.
7. In order that the business of the meeting be accomplished in a timely manner, discussion of the Agenda items will be limited to a total of ten minutes, unless the Chairman determines otherwise. If there are any additional comments or questions, they may be raised in the general question and answer period at the end of the meeting.
8. If there are any matters of individual concern to a stockholder and not of general concern to all stockholders, they should be raised after the meeting. Representatives of the Company are present who will respond to such questions after the conclusion of the meeting or at another mutually convenient time.
9. Conduct that is not in compliance with these rules or that is not appropriate, including derogatory remarks, improper language or comments that are otherwise in bad taste, will not be permitted and may be a basis for removal from the meeting at the Chairman's discretion.

10. The views of stockholders are welcome, but conducting the business set out in the Agenda will be paramount. The Chairman will rule as out of order discussions that are, among other things:
  - Not related to the matters set forth in the Agenda or otherwise properly brought before the meeting;
  - Not related to the business of the Company;
  - Disorderly;
  - Repetitious statements already made by other persons;
  - In furtherance of the speaker's personal or business interests;
  - Subject to resolution by collective bargaining;
  - Concern confidential information or pending litigation.
11. The use of sound or video recording equipment or similar equipment is prohibited at the meeting.
12. In accordance with the Company's regulations and Delaware law, the only substantive matters that may be voted on are the items identified in the proxy statement.