

POWERFLEET, INC.

NOMINATING COMMITTEE CHARTER

Purpose of the Nominating Committee

The purpose of the Nominating Committee is:

- to identify qualified individuals for membership on the Company's board of directors; and
- to recommend to the board the director nominees for election at the next annual meeting of stockholders.

Membership of the Nominating Committee

The Nominating Committee:

- shall consist of no fewer than three members of the board of directors, the exact number to be established by the board of directors from time to time;
- members shall consist solely of individuals who meet the independence standards set forth in Securities and Exchange Commission rules and in the listing standards applicable to the Company; and
- members shall be appointed and may be removed by the board of directors.

Duties of the Nominating Committee

The Nominating Committee shall:

- establish general criteria for identifying and selecting individuals who may be nominated for election to the board of directors, which criteria shall
 - reflect, at a minimum, all applicable laws, rules, regulations and listing standards applicable to the Company, and
 - include, without limitation, a potential candidate's experience, areas of expertise and other factors relative to the overall composition of the board of directors;
- annually review the size, composition and needs of the board of directors and make recommendations to the board;
- recommend to the board of directors the director nominees for election at the next annual meeting of stockholders;
- consider and recommend candidates for appointment to the board to the extent vacancies arise between annual meetings of stockholders;

- consider director candidates submitted by stockholders, in accordance with guidelines developed by the Nominating Committee; and
- annually review the Nominating Committee charter and recommend to the board any changes it deems necessary or desirable.

Meetings of the Nominating Committee

The Nominating Committee shall meet as often as necessary to carry out its responsibilities, but not less than once each year. At the discretion of the chairperson of the Nominating Committee, but at least once each year, the members of the Nominating Committee shall meet in executive session, without any members of management present.

Additional Authority of the Nominating Committee

The Nominating Committee shall have the authority to do the following, in its discretion, to the extent it deems appropriate in carrying out its duties under this Charter:

- delegate any of its responsibilities to a subcommittee or subcommittees; and
- retain outside counsel and other advisors.