



**CALAMP CORP.  
GOVERNANCE AND NOMINATING COMMITTEE CHARTER**

**1. Members**

The Board of Directors (the “**Board**”) of CalAmp Corp. (the “**Company**”) shall appoint a Governance and Nominating Committee (the “**Committee**”) of at least three members, consisting entirely of independent directors, and shall designate one member as chairperson. Each Committee member must satisfy the applicable independence requirements of the Nasdaq Stock Market LLC as determined by the Board. Each Committee member shall be subject to reconfirmation annually and may be removed by the Board in its discretion.

**2. Purposes, Duties, and Responsibilities**

The purpose, duties and responsibilities of the Committee shall be to identify individuals qualified to become Board members (consistent with the criteria approved by the Board), recommend to the Board director candidates for election at the annual meeting of stockholders, and perform a leadership role in shaping the Company's corporate governance. The duties and responsibilities of the Committee shall be to:

a. Develop and recommend to the Board criteria for identifying and evaluating director candidates. These criteria include, among other things, an individual's business experience and skills, independence, judgment, integrity, and ability to commit sufficient time and attention to the activities of the Board, as well as the absence of any potential conflicts with the Company's interests. The Committee considers these criteria in the context of an assessment of the anticipated needs of the Board as a whole. The Committee has adopted a director diversity policy pursuant to which it will consider and evaluate director candidates in the context of an assessment of the anticipated needs of the Board as a whole in order to achieve a diversity of occupational and personal backgrounds and a variety of complementary skills so that, as a group, the Board will possess the appropriate talent, skills and expertise to oversee the Company's business and maintain compliance with applicable regulatory requirements.

b. Identify, review the qualifications of, and recruit candidates for election to the Board.

c. Oversee the periodic self-evaluations of the performance of the Board and all committees thereof, including an assessment of the contributions and independence of each of the incumbent directors.

d. Annually review and make an affirmative determination regarding the independence of each director, and report such determinations to the Board.

e. Establish a procedure for the consideration of Board candidates recommended for the Committee's consideration by the Company's stockholders.

f. Recommend to the Board the Company's candidates for election or reelection to the Board at each annual stockholders meeting.

- g. Recommend to the Board candidates to be elected by the Board as necessary to fill vacancies and newly created directorships.
- h. Make recommendations to the Board concerning the structure, composition and functioning of the Board and its committees.
- i. Recommend to the Board candidates for appointment to Board committees and consider periodically rotating directors among the committees.
- j. Review and recommend to the Board retirement and other tenure policies for directors.
- k. Review directorships in other public companies held by or offered to directors and senior officers of the Company.
- l. Review and assess the channels through which the Board receives information, and the quality and timeliness of the information received.
- m. Review the Company's succession plans relating to the CEO and other senior officers and make recommendations to the Board as appropriate regarding the selection of individuals to fill these positions.
- n. Develop and recommend to the Board a set of corporate governance principles, and annually review and recommend changes as appropriate to these principles.
- o. Establish a code of conduct for directors, officers and employees which focuses attention throughout the Company on the obligation of ethical conduct. Such a code of conduct shall include enforcement mechanisms to deal fairly and promptly with questionable behavior and shall be publicly available.
- p. Oversee the administration and annual renewal of the Company's directors and officers liability insurance coverage.
- q. Annually evaluate the performance of the Committee and the adequacy of the Committee's charter.
- r. Oversee new director orientation.
- s. Provide oversight, guidance, and make recommendations concerning the Company's policies and initiatives around environmental impact and sustainability.
- t. Perform such other duties and responsibilities as are consistent with the purpose of the Committee and the Company's Amended and Restated Bylaws (the "bylaws") and as the Board or the Committee deems appropriate.

### **3. Outside Advisors**

The Committee shall have the authority to retain, at the expense of the Company, such outside counsel, experts, and other advisors as it determines appropriate to assist it in the full performance of its functions, including any search firm used to identify director candidates, and to approve the fees and other retention terms of any advisors retained by the Committee.

**4. Meetings**

The Committee shall meet as often as may be deemed necessary or appropriate, in its judgment, either in person or telephonically, and at such times and places as the Committee determines. The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the bylaws that are applicable to the Committee. The majority of the members of the Committee constitutes a quorum. The Committee shall report regularly to the full Board with respect to its meetings and activities.

**5. Delegation of Authority.** The Committee may delegate any or all of its responsibilities to a subcommittee of the Committee.