



**INSEEGO CORP.
STOCK OWNERSHIP
GUIDELINES
(Adopted November 8, 2016)**

These Stock Ownership Guidelines (these “Guidelines”) are established by position and are stated as a value equal to a multiple of the employee's base salary or non-employee director annual cash retainer, not including any committee or meeting fees, as follows:

Position	Minimum Ownership Value
Chief Executive Officer	3x
President (if separate from CEO)	2x
Chief Operating Officer (if applicable)	2x
Other Executive Officers	1x
Non-Employee Directors	1x
Others as designated by the CEO	As determined by the CEO

To determine the amount of equity that must be held by each covered individual, the minimum ownership value requirement (the “Requirement”) shall be divided by the 365-day average closing stock price for the Company's stock.

The following equity will qualify as being “held” for purposes of determining minimum ownership:

- Shares purchased in the open market.
- Shares owned jointly with a spouse or child.
- Shares owned separately by a spouse or child or by a trust, if deemed beneficially owned by the covered individual.
- Shares obtained through stock option exercise.
- Vested restricted shares.
- The “in-the-money” value of vested stock options.

A person subject to these Guidelines is expected to satisfy the Requirement before the first December 31st following the fifth anniversary of being subject to these Guidelines. A person subject to these Guidelines may not transfer Company stock by sale or gift unless he or she has first attained the applicable Requirement and shall continue to meet such Requirement immediately following the proposed transaction.

In the event there is a decline in the Company’s stock price that causes a covered individual to not meet the applicable Requirement, the covered individual will not be required to purchase

additional shares to meet the applicable Requirement, but such covered individual shall not sell or transfer any shares until the applicable Requirement has again been met.

Unless the Compensation Committee determines otherwise, nothing in these Guidelines prohibits a covered individual from surrendering Company stock to the Company or selling shares solely to pay the exercise price of options or to pay any related withholding tax, including by completing a “cashless exercise” where the number of shares sold are limited to the number of shares required to pay the exercise price, broker fees and any related withholding tax, in each case as may be permitted under award provisions and any Company policies.

On an annual basis, covered individuals will verify their ownership of Company stock and the Company will review compliance with these Guidelines.

Failure to meet these Guidelines may result in a reduction or elimination of future stock incentive awards to the covered individual or in other corrective or disciplinary actions by the Company, including termination (provided that such termination, to the extent it is based on failure to meet these Guidelines, will not be treated as a termination for “cause”).

Exceptions to this policy for directors and executive officers must be approved by the Compensation Committee of the Board of Directors. All other exceptions to this policy must be approved by the CEO.

Last amended: November 8, 2016