



INSEEGO CORP.

CORPORATE GOVERNANCE GUIDELINES

These Corporate Governance Guidelines have been adopted by the Board of Directors (the “**Board**”) of Inseego Corp., a Delaware corporation (the “**Company**”). The Board recognizes the importance of good corporate governance as a means of addressing the needs of the Company’s stockholders, employees, customers, suppliers and the community. These guidelines are intended to serve as flexible principles and to be interpreted in the context of all applicable laws and the Company’s Amended and Restated Certificate of Incorporation, Bylaws, the charters of the committees of the Board, and other governing legal documents, each as may be amended from time to time. The Board recognizes that corporate governance is a developing and dynamic area warranting periodic review. Accordingly, the following guidelines are subject to review and change from time to time by the Board.

I. The Board of Directors

A. Role of the Board

The Board oversees and provides policy guidance on the business and affairs of the Company. Among other things, the Board monitors overall corporate performance, the integrity of the Company’s controls and the effectiveness of its legal, ethics and compliance programs. The Board selects the Chair of the Board (the “**Board Chair**”), if any, selects the Chief Executive Officer of the Company (the “**CEO**”), selects the other officers, designates which executive officers are officers for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (each a “**Section 16 Officer**”), and oversees management. The Board also oversees the Company’s strategic and business planning process. Finally, the Board reviews and assesses risks facing the Company and management’s approach to addressing such risks.

Directors are expected to attend Board and applicable Board committee meetings and to review meeting materials in advance of such meetings. Directors also are encouraged to attend the Company’s annual meetings of stockholders.

B. Fiduciary Oversight

The Board shall support a corporate environment of internal controls, fiscal accountability, ethical standards and compliance with applicable governance policies, laws and regulations. Under Delaware law, each director owes duties of loyalty and care to the Company and is expected to act in the best interests of the Company’s stockholders as a whole.

C. Board Size

In accordance with the Company's Bylaws the number of directors is determined by the Board. The Board size is assessed at least annually by the Nominating and Corporate Governance Committee in consultation with the Board Chair. If any nominee is unable to serve as a director for any reason, the Board, by resolution, may reduce the number of directors or choose a substitute; provided, however, that upon such reduction or substitution, the Board shall continue to be comprised of a majority of independent directors.

D. Election of Directors

The current size of the Board is five, which the Board believes is appropriate. The Board is presently divided into three classes, Class I, Class II and Class III, serving staggered three year terms. The term of office of each class expires at a different time in annual succession, with one class being elected at each annual meeting of stockholders. The Board will assess its size from time to time to determine whether its size continues to be appropriate. Under the Company's Bylaws, the Board has the authority to change its size.

E. Voting Policy for Uncontested Elections

In an uncontested election, the Board expects any director nominee who receives a greater number of votes "withheld" from his or her election than votes "for" such election (a "**Majority Withheld Vote**") to tender his or her resignation. For purposes of these guidelines, an election shall be "**uncontested**" if, as determined by the Board, the number of persons properly nominated to serve as director does not exceed the number of directors to be elected.

To facilitate the foregoing expectation of the Board, in connection with any uncontested election, the Board shall nominate for election or re-election as a director only candidates who agree to tender, prior to being nominated, irrevocable resignations that will be effective upon (i) such director nominee receiving a Majority Withheld Vote at the annual meeting at which they are nominated to be elected or re-elected as a director and (ii) the Board's acceptance of such resignation. The Board shall fill vacancies on the Board and new directorships only with candidates who agree to tender, prior to being nominated for election or otherwise appointed as a director, the same form of resignation tendered by other Board nominees in accordance with these Corporate Governance Guidelines.

If a director nominee receives a Majority Withheld Vote, the Nominating and Corporate Governance Committee will act on an expedited basis to determine whether the Board should accept or reject such director nominee's resignation and will submit a recommendation to the Board for prompt consideration by the Board. The Nominating and Corporate Governance Committee will consider all factors deemed relevant by the members of such committee, including, without limitation, any stated reasons why stockholders "withheld" votes for election from such director nominee and the qualifications of the director nominee whose resignation has been tendered. The Board will review the Nominating and Corporate Governance Committee's recommendation and accept or reject the director nominee's resignation within ninety (90) days following certification of the stockholder vote at which the election of directors was held where such director received a Majority Withheld Vote. The Company will publicly disclose on a Form

8-K filed with or furnished to the Securities and Exchange Commission (the “**SEC**”) with the Board’s decision whether to accept the resignation as tendered, including a full explanation of the process by which the decision was reached and, if applicable, the reasons for rejecting the tendered resignation. Notwithstanding the foregoing, the Board may determine to extend such ninety (90) day period by an additional period of up to ninety (90) days if it determines that such an extension is in the best interest of the Company and its stockholders.

The Board expects a director nominee whose resignation is under consideration to abstain from any decisions by either the Nominating and Corporate Governance Committee or the Board regarding such director nominee’s resignation.

This policy for uncontested elections will be summarized or included in each proxy statement filed by the Company relating to an election of directors of the Company.

F. Term Limits

At this time, the Board does not believe it should establish term limits. While term limits could help ensure that there are fresh ideas and viewpoints available to the Board, they could result in the loss of the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company and its operations and, therefore, provide an increasing contribution to the entire Board.

G. Independent Directors

The Board intends that, except during periods of temporary vacancies, a majority of its directors will be independent. For purposes of these guidelines, “***independent director***” shall mean a director who satisfies the definition of an “independent director” under the applicable NASDAQ Listing Rules and the rules and regulations of the SEC. The Nominating and Corporate Governance Committee will monitor compliance with the NASDAQ Listing Rules and the rules and regulations of the SEC for director independence on an ongoing basis. Each independent director is expected to notify the Chair of the Nominating and Corporate Governance Committee as soon as reasonably practicable in the event that his or her personal circumstances change in a manner that may affect the Board’s evaluation of such director’s independence.

H. CEO, Board Chair and Lead Independent Director

The Board selects the Company’s CEO and Board Chair in the manner that it determines to be in the best interest of the Company’s stockholders. The Board does not have a policy as to whether the Board Chair should be an independent director, or a member of management. If the independent directors determine that it is in the best interest of the Company, they shall appoint from among themselves a “***Lead Independent Director.***” Circumstances that may justify (but do not require) the appointment of a Lead Independent Director include: (i) when the Board Chair is an affiliated director, (ii) when the Board Chair is a member of Company management, or (iii) when the independent directors determine that due to other circumstances it is in the best interest of the Company. The Lead Independent Director coordinates the activities of the independent directors and is authorized to call meetings of the independent directors, chairs executive sessions of the independent directors, and performs the other duties either specified in these

guidelines or assigned from time to time by the Board. In addition, when appropriate, the Lead Independent Director will be available for consultation with stockholders.

I. Director Compensation

Eligible directors will receive compensation for serving on the Board. The Compensation Committee recommends, and the Board approves, the form and amount of director compensation in accordance with current corporate policies, practices and principles relevant to director compensation. In order to align the interests of directors with the interests of stockholders, the Board expects all directors to display confidence in the Company by ownership of the Company's common stock ("*Shares*").

The Compensation Committee will consider that directors' independence may be jeopardized if substantial charitable contributions are made to organizations with which a director is affiliated, or if other indirect forms of compensation are made to a director or an organization with which the director is affiliated.

J. Other Boards and Committees

Directors must inform the Board Chair and the chairperson of the Nominating and Corporate Governance Committee in advance of accepting any invitation to serve on another public company board or any committee thereof. In the event of a perceived conflict of interest between such director serving on the Board and serving on another public company board or a committee thereof, prior to accepting the organization's invitation, the director must request the Nominating and Corporate Governance Committee evaluate possible conflicts of interests or other legal concerns, including compliance with relevant NASDAQ listing rules and the rules and regulations of the SEC. The Board expects a director whose potential conflict of interest is under consideration to abstain from any proceedings of the Nominating and Corporate Governance Committee or the Board related to such matter. Should the Nominating and Corporate Governance Committee conclude that a conflict of interest exists or that such director serving on the board of another public company or a committee thereof would violate relevant NASDAQ listing rules or the rules and regulations of the SEC, such director would be expected to decline the organization's invitation or resign from the Board. No director may sit on the board of any competitor of the Company in its principal lines of business to the extent that any such service would constitute a violation of U.S. antitrust law.

K. Code of Business Conduct and Ethics.

Directors shall act at all times in accordance with the requirements of the Company's Code of Conduct and Ethics. This obligation shall include, without limitation, adherence to the Company's policies with respect to conflicts of interest, confidentiality, protection of the Company's assets, ethical conduct in business dealings and respect for and compliance with applicable law. Any waiver of the requirements of the Company's Code of Conduct and Ethics with respect to a director shall be reported to, and be subject to the approval of, the Board.

II. Selection and Qualifications

A. Selection and Invitation

The Board shall be responsible for selecting nominees for membership on the Board. All applications, recommendations or proposed nominations for Board membership received by the Company shall be referred to the Nominating and Corporate Governance Committee. Nominations made other than by or at the direction of the Board shall be made pursuant to the requirements set forth in the Company's Bylaws. Invitations to join the Board should be extended by the Board Chair and the CEO, or a designated representative. The Nominating and Corporate Governance Committee also shall periodically review the Company's procedures for stockholder nominations of directors. In furtherance of such stockholder action, the Company shall designate in its proxy statement and on its website a means for stockholders to recommend director nominees to the Nominating and Corporate Governance Committee.

B. Selection Criteria

The Nominating and Corporate Governance Committee shall be responsible for assisting the Board in identifying and attracting qualified candidates for election to the Board. The Nominating and Corporate Governance Committee also shall be responsible for recommending to the Board nominees for director to be voted on at the annual meetings of stockholders. The Board does not prescribe any minimum qualifications for director candidates. The Nominating and Corporate Governance Committee shall consider a potential director candidate's background, experience, areas of expertise and other factors relative to the overall composition of the Board and Board committees, including the following characteristics:

1. the highest ethical standards and integrity and a strong personal reputation;
2. a background that demonstrates experience and achievement in business, finance, telecommunications, or other activities relevant to the Company's business and activities;
3. a background that contributes to the diversity of the Board, considered from a number of aspects, including but not limited to gender, age, race, ethnicity, nationality, cultural background, education, professional experience, skills, and industry knowledge;
4. a willingness to act on and be accountable for Board and, as applicable, committee decisions;
5. an ability to provide reasoned, informed, and thoughtful counsel to management on a range of issues affecting the Company and its stockholders;
6. an ability to work effectively and collegially with other individuals;
7. loyalty and commitment to driving the Company's success and increasing long-term value for the Company's stockholders;

8. sufficient time to devote to Board and, as applicable, committee membership matters; and
9. meeting the independence requirements imposed by the NASDAQ Listing Rules and the rules and regulations of the SEC.

The Nominating and Corporate Governance Committee shall evaluate the proposed director's candidacy, including proposed candidates recommended by stockholders, and recommend whether the Board should nominate the proposed director candidate for election by the Company's stockholders. In any formal search for Board candidates, the Nominating and Corporate Governance Committee shall request that any search firm that it engages include qualified candidates that would contribute to the diversity of the Board (taking into account the current composition of the Board) in the initial pool from which the Committee selects director candidates.

C. Annual Determination of Director Independence

The Nominating and Corporate Governance Committee shall be responsible for annually reviewing and reporting to the Board on the affiliations of each outside director. After receiving the Nominating and Corporate Governance Committee's report, the Board shall annually review the affiliations of each outside director to determine if he or she has any material relationship with the Company or is independent under the NASDAQ Listing Rules and the rules and regulations of the SEC.

D. Changed Circumstances

If a director, including an employee director, discontinues, retires or changes his or her employment affiliation, becomes involved in a current or potential conflict of interest or becomes unable to dedicate the required time to service on the Board, that director shall submit a letter offering his or her resignation for consideration by the Board. The Nominating and Corporate Governance Committee shall recommend to the Board what action, if any, is to be taken with respect to the resignation.

III. Board Operations and Performance

A. Agenda

The Board Chair shall coordinate with the CEO and the Company Secretary to set the agenda for each Board Meeting. The Lead Independent Director and each other Board Member and members of the Company's senior management may also suggest the inclusion of item(s) on the agenda.

B. Advance Distribution of Board Materials

As a general rule, presentations on specific topics should be sent to the Board members sufficiently in advance to allow time for review. Directors are expected to review such materials prior to the applicable meeting so that Board meeting time may be conserved and discussion time focused on questions that the Board may have about the materials. On those occasions in which

the subject matter is highly sensitive, the individual directors should be notified by telephone in advance of the meeting of the general subject matter and that the topic will be discussed at the meeting.

C. Attendance at Meetings

While it is understood that practical considerations may limit a director from attending each Board meeting and each meeting for those committees on which he or she serves, it is expected that each director will endeavor to attend substantially all of such meetings and to attend in person whenever possible. In addition, directors are encouraged to attend each annual meeting of the Company's stockholders. Finally, to ensure compliance with Item 407(b) of Regulation S-K, it is expected that each director will, at an absolute minimum, for each fiscal year of such director's service, attend at least 75% of the aggregate of (i) the total number of meetings of the Board (held during the period for which such director served as a director), and (ii) the total number of meetings held by all committees of the Board on which such director served (during the periods that such director served).

D. Meetings of Non-Management Directors

Independent directors will meet at regularly scheduled executive sessions at least quarterly and at such other times as they deem appropriate. Additional executive sessions may be held as needed. Executive sessions of the independent directors will be called and chaired by the Board Chair, if the Board Chair is an independent director, or the Lead Independent Director, if the Board Chair is not an independent director. These executive sessions may include such topics as the non-management directors or independent directors, respectively, determine.

E. Access to Independent Advisors

The Board and each of its committees may hire independent legal, financial or other advisors, as the Board or any committee deems necessary, to assist it in evaluating proposals, transactions and information supplied by management. Each committee shall communicate to the full Board its intent to hire an independent advisor; however, prior Board approval is not required.

F. Access to Management and Employees

The Board shall have complete access to the Company's management. It is assumed that the Board members will use judgment to be sure that this contact is not distracting to the business operations of the Company and its subsidiaries, and that, if such contact is in writing, a copy is sent to the CEO. The Board also encourages management to, from time to time, bring officers, employees and representatives of the Company and its subsidiaries into meetings of the Board.

G. Director Orientation and Continuing Education

The Company has and will continue to maintain an orientation program for new directors that includes written materials, oral presentations and site visits. In addition, the Company will provide directors continuing education about the Company's business. The Company shall

conduct director continuing education programs from time to time and seek the input of outside advisors in connection with current developments in applicable law, including the U.S. federal securities laws and the requirements of NASDAQ. The Nominating and Corporate Governance Committee and management are responsible for director orientation and continuing education programs.

IV. Performance Evaluation and Succession Planning

A. Annual CEO Evaluation

The Chair of the Compensation Committee will lead the Compensation Committee in conducting a review of the performance of the CEO at least annually. The Compensation Committee establishes the evaluation process for reviewing the CEO's performance. The evaluation results are reviewed and discussed with the independent directors, and the results shall be communicated to the CEO.

B. Succession Planning

Principal responsibilities of the Board include planning for CEO succession and overseeing the identification and development of executive talent. The Board, with the assistance of the Nominating and Corporate Governance Committee, CEO and human resources department, oversees executive officer development and corporate succession plans for the CEO and other executive officers to provide for continuity in senior management. The succession plan covers identification of internal candidates, development plans for internal candidates, and, as appropriate, identification of external candidates. The Board will annually review the CEO succession plan. The criteria used to assess potential CEO candidates are formulated based on the Company's business strategies, and include strategic vision, leadership and operational execution.

The Board shall establish an emergency succession contingency plan should an unforeseen event, such as death or disability, occur that prevents the CEO from continuing to serve. The plan identifies the individuals who would act in an emergency and their responsibilities. The contingency plan shall be reviewed by the Board annually and revised as appropriate. The Board may review development and succession planning more frequently as it deems necessary or desirable.

C. Board and Committee Self-Evaluation

The Nominating and Corporate Governance Committee is responsible for conducting an annual evaluation of the performance of the Board and each of its members. In addition, each committee is responsible for conducting an annual performance evaluation. Evaluation results must be reported to the Board. The report of the Nominating and Governance Committee should generally include an assessment of the Board's compliance with the principles set forth in these guidelines, as well as an identification of areas in which the Board could improve its performance. Each committee's report generally should include an assessment of the committee's compliance with the principles set forth in these guidelines and the committee's charter, as well as an identification of areas in which the committee could improve its performance.

V. Executive Compensation

A. Compensation Committee

The Compensation Committee shall annually review and approve corporate goals and objectives relevant to the CEO's compensation, evaluate the CEO's performance in light of those goals and objectives and determine, or recommend to the full Board for determination, the individual elements of the CEO's total compensation based on the annual evaluation. In addition, the Compensation Committee shall determine compensation for the Company's other executive officers and advise the Board, the Board Chair and the CEO on other compensation and employee benefit matters consistent with the committee's charter.

B. Philosophy

The Compensation Committee's philosophy pertaining to executive compensation shall be described in the Compensation Discussion and Analysis section set forth each year in the Company's annual proxy statement.

C. Recoupment

In the event of any accounting restatement of the financial statements of the Company, the Board will review the incentive compensation and awards made to the executive officers based on the financial results during the period covered by the restatement and, in appropriate circumstances and to the extent permitted by applicable law and the Company's policies and plans, seek to recover or cancel the portion of any such compensation or awards in excess of what would have been received under the restated financial statements.

VI. Board Committees

A. Number and Type

The Board has three standing committees, an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee. The Board may add new committees or remove existing committees as it deems advisable in the fulfillment of its responsibilities. Each committee will perform its duties as assigned by the Board in compliance with the Company's Bylaws and the committee's charter.

B. Independence and Composition of Committees

The Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee shall each consist solely of independent directors and shall satisfy all requirements under the NASDAQ Listing Rules, the rules and regulations of the SEC and the respective committee charters for membership on the particular committee.

C. Agenda and Minutes

The chairperson of each committee, in consultation with the members of the committee and the Company Secretary, shall set the agenda and frequency for each meeting. Each

committee shall keep minutes of its proceedings and report its proceedings at the next meeting of the Board.

VII. Miscellaneous

A. Board Interaction with Investors, Research Analysts and the Media

As a general rule, certain members of management designated by the Board Chair and the CEO will speak on behalf of the Company. Each director should refer all inquiries from investors, the press or customers regarding the Company's business, operations and financial condition to management. If comments from the Board are appropriate, they should, in most circumstances, come from the Board Chair. The Company has established guidelines to avoid selective disclosure of material non-public information. For additional information, or to obtain copies of these guidelines, please contact the Company's Secretary.

In the case of stockholder communications directly to the outside directors, the Board Chair, if the Board Chair is an independent director, or the Lead Independent Director, if the Board Chair is not an independent director, will facilitate the review of and response to such communications and shall inform, as necessary, such committee or independent directors as may be appropriate of the communications.

B. Internal Reporting Procedures

The Audit Committee has established procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission by employees of the Company or its subsidiaries of concerns regarding questionable accounting or auditing matters pertaining to the Company or its subsidiaries and shall review reports regarding alleged violations of the Code of Conduct and Ethics or other Company policies.

C. Annual Review

These guidelines shall be reviewed by the Nominating and Corporate Governance Committee and the Board at least annually.

D. Amendment; Waiver

The Board may amend, waive, suspend or repeal any of these guidelines at any time, with or without public notice, as it determines necessary or appropriate, in the exercise of the Board's judgment or fiduciary duties.

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