



LoJack Corporation

Compensation, Organization and Succession Committee Charter

(Amended and Restated as of May 22, 2013)

I. Purpose

The primary purpose of the LoJack Corporation (the “**Company**”) Compensation, Organization and Succession Committee (the “**Committee**”) is to: (i) assist the Board in discharging its responsibilities in respect of compensation of the Company’s directors and executive officers; (ii) provide recommendations regarding management successors; and (iii) produce an annual report for inclusion in the Company’s annual report on Form 10-K and annual proxy statement in accordance with applicable SEC and NASDAQ rules and regulations.

II. Organization

The Committee shall consist of three or more directors, each of whom shall satisfy the applicable independence and other requirements of The NASDAQ Stock Market and any other regulatory requirements. In determining the members of the Committee, the Board will consider whether the members qualify as “non-employee directors” as defined in Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), and as “outside directors” as defined in Section 162(m) of the Internal Revenue Code of 1986, as amended.

Committee members shall be elected by the Board and shall serve until their successors shall be duly elected and qualified. The Committee’s chairperson shall be designated by the full Board or, if it does not do so, the Committee members shall elect a chairperson by vote of a majority of the full Committee.

III. Structure and Meetings

The chairperson of the Committee will preside at each meeting of the Committee and, in consultation with the other members of the Committee and the Chief Executive Officer, shall set the frequency and length of each meeting and the agenda of items to be addressed at each meeting. The chairperson will ensure that the agenda for each meeting is circulated in advance of the meeting.

IV. Goals and Responsibilities

The Committee shall have the power and authority of the Board to perform the following duties and to fulfill the following responsibilities:

(a) develop guidelines and annually review and approve the compensation of officers (as that term is defined in Section 16 of the Exchange Act and Rule 16a-1 thereunder) and other key executives of the Company;

(b) review and approve corporate goals relevant to the compensation of the Chief Executive Officer, evaluate the Chief Executive Officer's performance in light of these goals and objectives, and set the Chief Executive Officer's compensation based on this evaluation (the Chief Executive Officer shall not be present during voting or deliberations on his compensation);

(c) annually review and discuss with management a draft of the Company's Compensation Discussion and Analysis ("CD&A") to be included in the Company's annual report on Form 10-K and annual proxy statement and, in connection with such review, produce a report as required by Securities and Exchange Commission rules to be included in the annual proxy statement stating whether (i) the Committee has reviewed and discussed the CD&A with management and (ii) based on the review and discussions, the Committee recommended to the Board that the CD&A be included in the Company's annual report on Form 10-K and annual proxy statement;

(d) make recommendations to the Board with respect to incentive-compensation plans and equity-based plans, and establish criteria for the granting of equity awards to the Company's officers and other employees and review and approve the granting of equity awards in accordance with such criteria;

(e) review and approve establishment of, changes in, or delegations of authority with respect to, the Company's stock incentive plans, deferred compensation plan, 401(k) plan and benefit plans available to senior management, and shall review and approve any proposed significant changes in plan design for all other employee benefit plans;

(f) review and discuss with senior officers plans for managerial succession of the Company;

(g) fix and determine equity awards to employees pursuant to any of the Company's employee stock option or stock-related plans now or from time to time hereafter in effect and exercise such other power and authority as may be permitted or required under such plans;

(h) review and approve compensation packages for new executive officers and separation or retirement packages for executive officers;

(i) administer the Company's executive stock ownership policy and monitor the executive officers' compliance with such policy;

(j) review director compensation levels and practices, and recommend, from time to time, changes in such compensation levels and practices to the Board;

(k) annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval; and

(l) perform any other activities consistent with this Charter, the Company's By-laws and governing law as the Committee or the Board deem appropriate.

V. Performance Evaluation

The Committee shall conduct an annual performance evaluation of the Committee's structure and operations and make recommendations to the Board, if appropriate.

VI. Compensation Consulting Firms or Other Outside Advisors

The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other adviser. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other adviser retained by the Committee. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any compensation consultant, legal counsel or other adviser retained by the Committee.

Before any compensation consultant, legal counsel or other adviser is selected by, or provides advice to, the Committee, the Committee shall take into consideration the following factors:

- (a) the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
- (b) the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
- (c) the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
- (d) any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
- (e) any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and
- (f) any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.

The foregoing shall not apply to (i) in-house legal counsel or (ii) any compensation consultant, legal counsel or other adviser whose role is limited to the following activities for which no disclosure would be required under Item 407(e)(3)(iii) of Regulation S-K: consulting on any broad-based plan that does not discriminate in scope, terms or operation, in favor of executive officers or directors of the Company, and that is available generally to all salaried employees; and/or providing information that either is not customized for a particular company or that is customized based on parameters that are not developed by the compensation consultant, legal counsel or other adviser, and about which the compensation consultant, legal counsel or other adviser does not provide advice. The Committee may select, or receive advice from, any



compensation consultant, legal counsel or other adviser it prefers, including one that is not independent, after considering the independence factors outlined above.

VII. General

In carrying out its responsibilities, the Committee shall be entitled to rely upon advice and information that it receives in its discussions and communications with management and such experts, advisors and professionals with whom the Committee may consult. The Committee shall have the authority to request that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditor or any other professional retained by the Company to render advice to the Company attend a meeting of the Committee or meet with any members of or advisors to the Committee.