

LoJack Corporation
Amended and Restated
Nominating/Corporate Governance Committee Charter

I. Purpose

The primary objectives of the Lojack Corporation (the “Company”) Nominating/Corporate Governance Committee (the “Committee”) are to assist the Company’s Board of Directors (the “Board”) by: (i) identifying individuals qualified to become Board members consistent with criteria approved by the Board and recommending that the Board select a group of director nominees for each next annual meeting of the Company's stockholders; (ii) ensuring that the Audit, Compensation and Nominating/Corporate Governance Committees of the Board shall have the benefit of qualified and experienced "independent" directors (as that term is defined by applicable SEC and Nasdaq rules and regulations); (iii) developing and recommending to the Board a set of effective corporate governance policies and procedures applicable to the Company; and (iv) performing other tasks such as studying the size, committee structure or meeting frequency of the Board.

II. Organization

The Committee shall consist of three or more directors, each of whom shall satisfy the applicable independence requirements of The Nasdaq Marketplace Rules and any other regulatory requirements.

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 Chairman by vote of a majority of the full Committee.

III. Structure and Meetings

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

IV. Goals and Responsibilities

The following are activities of the Committee designed to promote fulfillment of its functions as described in this charter:

- (i) The Committee shall develop and recommend to the Board a set of corporate governance principles applicable to the Company, and review and reassess the adequacy of such guidelines annually and recommend to the Board any changes deemed appropriate;
- (ii) The Committee shall develop policies on the size and composition of the Board and recommend the Board’s criteria for selecting directors;
- (iii) The Committee shall seek individuals qualified to become members of the Board, consistent

with criteria approved by the Board, and shall recommend director nominees for selection by the Board for nomination to fill expiring terms of directors of each annual meeting of shareholders. The Committee shall consider candidates for nominees as directors of the Company which are properly recommended by shareholders for nomination by the Board at a meeting of shareholders at which directors are to be elected as provided in the Bylaws (as provided in paragraph (v) below);

(iv) If the Company is legally required by contract or otherwise to provide third parties with the ability to nominate directors, the selection and nomination of such directors shall be subject to the Committee process described in paragraphs (ii) and (iii) above;

(v) To be considered by the Committee a shareholder recommendation for a nominee must be made by written notice to the Chair of the Committee and the Clerk of the Company, containing, at a minimum the name, appropriate biographical information and qualification of the nominee. In considering shareholder recommendations for nominees, the Committee may request additional information concerning the nominee or the applicable shareholder or shareholders;

(vi) In the event that the Committee or the Board identifies the need to fill a vacancy or to add a new member to fill a newly created position on the Board with specific criteria, the Committee will initiate a search process and informally keep the Board apprised of progress. The Committee may seek input from members of the Board, the Chief Executive Officer and other management and, if necessary, hire a search firm. In addition, as a matter of policy, the Committee will consider candidates for Board membership properly recommended by shareholders. The initial candidate or candidates, including anyone recommended by a shareholder, who satisfy the specific criteria for Board membership and otherwise qualify for membership on the Board will then be reviewed and evaluated by the Committee; the evaluation process for candidates recommended by shareholders is not different from candidates recommended by any other source;

(vii) The Committee shall annually recommend a slate of nominees to the Board with respect to nominations for the Board to be voted on at the annual meeting of the Company's stockholders;

(viii) The Committee shall lead the Board in its annual performance evaluation, including, soliciting comments from all directors, preparing a report to the Board with an assessment of the performance of the Board and making recommendations for improvements of the Board's operations;

(ix) The Committee shall lead the Board in its annual review of the skills and characteristics of individual Board members as well as the composition of the Board as a whole, including assessments of independence of non-management directors, and shall take action to effect changes in incumbent directors if deemed appropriate;

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

(xi) The Committee, together with other non-management directors, if any, shall receive and consider communications from interested parties who wish to make their concerns known to non-management directors. The Committee shall receive these communications from the Secretary, and such communications shall not be screened prior to review by the Committee. Any communications addressed to individual directors or other committees of the Board shall be delivered to the addressees promptly following the receipt of such notice; and

(xii) The Committee shall generally advise the Board (as a whole) on corporate governance matters.

The Committee shall also advise the Board on: (a) committee member qualifications of members of the Committee, the Compensation Committee and the Audit Committee, (b) appointments and removals of members of the Committee, the Compensation Committee and the Audit Committee, (c) Committee structure and operations and (d) Corporation Governance Committee reporting to the Board.

The Committee shall perform any other activities consistent with this Charter, the Company's By-laws and governing law as the Committee or the Board deems appropriate. These activities are set forth as a guide with the understanding that the Committee may diverge from this guide as appropriate given the circumstances.

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. Committee Resources

The Committee shall have the authority to obtain advice and seek assistance from internal or external legal, accounting or other advisors. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm's fees and other retention terms.