



**CHARTER OF THE AUDIT COMMITTEE
OF
THE BOARD OF DIRECTORS
OF
INSEEGO CORP.**

This Audit Committee Charter ("**Charter**") was adopted by the Board of Directors (the "**Board**") of Inseego Corp. (the "**Company**") on November 8, 2016.

PURPOSE

The purpose of the Audit Committee (the "**Committee**") of the Board is to act on behalf of the Board in fulfilling the Board's oversight responsibilities with respect to the accounting and financial reporting processes of the Company, the audits of the financial statements and internal controls over financial reporting of the Company, the quality and integrity of the Company's financial statements and reports and the qualifications, independence and performance of the registered public accounting firm or firms engaged as the Company's independent outside auditors for the purpose of preparing or issuing an audit report or performing other audit, review or attestation services (the "**Auditors**") and compliance with legal and regulatory requirements and ethical standards adopted by the Company.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Bylaws of the Company, as they may be amended from time to time (the "**Bylaws**"), and applicable law. The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee's sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board. To the fullest extent permitted by law, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it.

MEMBERSHIP

Except as otherwise permitted by the rules of The Nasdaq Stock Market LLC ("**Nasdaq**") applicable to audit committees, the Committee shall consist of at least three members of the Board, with the exact number determined by the Board. No Committee member shall be an employee of the Company and each member shall be free from any relationship that would interfere with the exercise of his or her independent judgment, as determined by the Board. Each

Committee member shall satisfy the independence and financial literacy requirements of Nasdaq applicable to audit committee members, as in effect from time to time, when and as required by Nasdaq, and the independence requirements of Rule 10A-3(b)(1) of the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), subject to any exceptions permitted by these requirements. Each Committee member must be able to read and understand fundamental financial statements, including the Company’s balance sheet, statement of operations and statement of cash flows. Members of the Committee are not required to be engaged in the accounting and auditing profession and, consequently, some members may not be expert in financial matters, or in matters involving auditing or accounting. However, at least one member of the Committee shall qualify as an “audit committee financial expert,” as defined in Item 407(d)(5)(ii) of Regulation S-K under the Exchange Act. Members of the Committee may not receive any compensation from the Company, except for fees and equity awards for service as directors and committee members. No member of the Committee shall have participated in the preparation of the financial statements of the Company or any subsidiary of the Company at any time during the past three years.

The members of the Committee, including the Chair of the Committee (the “*Chairperson*”), shall be appointed by the Board in accordance with the Bylaws of the Company, and shall serve at the discretion of the Board. The Board may remove any member of the Committee at any time with or without cause, and vacancies occurring on the Committee shall be filled by the Board.

MEETINGS AND PROCEDURES

The Chairperson of the Committee (or in his or her absence, a member designated by the Chairperson) shall preside at each meeting of the Committee and set the agenda for each Committee meeting. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with applicable law or any provisions of the Company’s Bylaws that are applicable to the Committee. A majority of the Committee members constitute a quorum.

The Committee shall meet at least once during each fiscal quarter and more frequently as the Committee deems necessary or appropriate. Special meetings of the Committee may be called by the Chairperson of the Committee or the Chairperson of the Board. Periodically, at least quarterly, the Committee shall meet separately with management and with the Company’s Auditors. The Audit Committee shall maintain an ongoing open communication with management and with the Auditors.

In addition to the members of the Committee, the other members of the Board, the executive officers and other employees of the Company, as well as outside advisors, may be invited to participate in Committee meetings, or portions thereof. The Committee may act by unanimous written consent (which may include electronic consent) in lieu of a meeting in accordance with the Bylaws, which shall constitute a valid action of the Committee if it has been executed by each Committee member and shows the date of execution.

The Committee shall maintain written minutes of its meetings and copies of its actions by unanimous written consent, and shall cause such minutes and copies of written consents to be

filed with the minutes of the meetings of the Board. The minutes of the Committee and actions by unanimous written consent of the Committee members shall be made available to the other members of the Board. The Committee, through the Chairperson, shall report all material activities of the Committee to the Board from time to time, or whenever so requested by the Board.

AUTHORITY

The Committee shall have the authority to appoint, determine compensation for, and at the expense of the Company, retain and oversee the Auditors as set forth in Section 10A(m)(2) of the Exchange Act, and the rules thereunder and otherwise to fulfill its responsibilities under this Charter. The Committee shall have authority to retain and determine compensation for, at the expense of the Company, special legal, accounting or other advisors or consultants as it deems necessary or appropriate in the performance of its duties. The Committee may also utilize the services of the Company's regular legal counsel or other advisors to the Company. The Committee shall have the authority to pay, at the expense of the Company, ordinary administrative expenses that, as determined by the Committee, are necessary or appropriate in carrying out its duties. The Committee also has the authority to conduct any investigation appropriate to fulfill its responsibilities, and shall have direct access to the Auditors. Each member of the Committee shall have full access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by any member of the Committee to discharge his or her responsibilities hereunder. The Committee shall have the authority to require that any of the Company's personnel, counsel, accountants (including the Auditors) or investment bankers, or any other consultant or advisor to the Company attend any meeting of the Committee or meet with any member of the Committee or any of its special legal, accounting or other advisors and consultants. The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion. The operation of the Committee shall be subject to the Bylaws and Section 141 of the General Corporation Law of the State of Delaware, each as in effect from time to time. The approval of this Charter by the Board shall be construed as a delegation of authority to the Committee with respect to the responsibilities set forth herein.

RESPONSIBILITIES

The Committee's responsibilities are limited to oversight. Management of the Company is responsible for the preparation, presentation and integrity of the Company's financial statements as well as the Company's financial reporting process, accounting and financial reporting policies, internal accounting controls and disclosure controls and procedures. The Auditors are responsible for performing an audit of the Company's annual financial statements in accordance with generally accepted auditing standards, expressing an opinion as to the conformity of such annual financial statements with U.S. generally accepted accounting principles ("**GAAP**"), expressing an opinion on management's assessment of, and the effective operation of, internal controls over financial reporting, and reviewing the Company's quarterly financial statements. It is not the responsibility of the Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate,

conform to GAAP or otherwise comply with applicable laws, rules and regulations. Absent actual knowledge to the contrary, each member of the Committee shall be entitled to rely on the integrity of those persons within the Company and of the professionals and experts (including, but not limited to, the Company's internal auditor or others responsible for the internal audit function and the Company's Auditors) from which the Committee receives information, if any, and the accuracy of the financial and other information provided to the Committee by such persons, professionals or experts.

Further, auditing literature, particularly Statement on Auditing Standards No. 100 (AU Section 722), defines the term "review" to include a particular set of required procedures to be undertaken by independent auditors. The members of the Committee are not independent auditors, and the term "review" as used in this Charter is not intended to have that meaning and should not be interpreted to suggest that the Committee members can or should follow the procedures required of independent auditors performing reviews of financial statements.

A. Evaluation and Retention of Auditors; Approval of Engagement; Internal Audit

1. ***Evaluation and Retention.*** The Committee shall evaluate the performance of the Auditors, including the lead partner, to assess their qualifications (including their internal quality-control procedures and any material issues raised by that firm's most recent internal quality-control review or any litigation status, disciplinary actions or investigations by regulatory authorities) and to determine whether to retain the existing Auditors or to dismiss the existing Auditors and appoint and engage new auditors for the ensuing year.

2. ***Communication Prior to Engagement.*** Prior to engagement of any prospective auditors, to review a written disclosure by the prospective auditors of all relationships between the prospective auditors, or their affiliates, and the Company, or persons in financial oversight roles at the Company, that may reasonably be thought to bear on independence, and to discuss with the prospective auditors the potential effects of such relationships on the independence of the prospective auditors, consistent with Ethics and Independence Rule 3526, *Communication with Audit Committees Concerning Independence* ("**Rule 3526**"), of the Public Company Accounting Oversight Board (United States) (the "**PCAOB**").

3. ***Approval of Audit Engagements.*** To determine and approve engagements of the Auditors, prior to commencement of such engagements, to perform all proposed audit, review and attestation services, including the scope of and plans for the audit, the adequacy of staffing, the compensation to be paid, at the Company's expense, to the Auditors and the negotiation and execution, on behalf of the Company, of the Auditors' engagement letters, which approval may be pursuant to preapproval policies and procedures established by the Committee consistent with applicable laws, rules and regulations, including the delegation of preapproval authority to one or more Committee members so long as any such preapproval decisions are presented to the full Committee at the next scheduled meeting. The Auditors shall report directly to the Committee.

4. ***Approval of Non-Audit Services.*** To determine and approve engagements of the Auditors, prior to commencement of such engagements (unless in compliance with exceptions available under applicable laws, regulations and rules related to immaterial aggregate amounts of services), to perform any proposed permissible non-audit services, including the scope of the

services and the compensation to be paid therefor, which approval may be pursuant to preapproval policies and procedures established by the Committee consistent with applicable laws, rules and regulations, including the delegation of preapproval authority to one or more Committee members so long as any such preapproval decisions are presented to the full Committee at the next scheduled meeting. The Committee shall not engage the independent auditor to perform non-audit services prohibited by law or regulation, including, but not limited to, the prohibited activities set forth under Section 10A(g) of the Exchange Act.

5. ***Independence and Qualifications of Auditors.*** The Committee shall periodically, at least annually, review the independence of the Auditors, and the experience and qualifications of any additions to the Auditors' senior personnel that are providing audit services to the Company. In conducting its review:

(a) The Committee shall ensure that the Auditors prepare and deliver, at least annually, a written statement delineating all relationships between the Auditors, or their affiliates, and the Company, or persons in financial oversight roles at the Company, consistent with Rule 3526, and a letter affirming their independence. The Committee shall actively engage in a dialogue with the Auditors with respect to any disclosed relationships or services that, in the view of the Committee, may impact the objectivity or independence of the Auditors. If the Committee determines that further inquiry is advisable, the Committee shall take appropriate action in response to the Auditors' report to satisfy itself of the Auditors' independence.

(b) The Committee shall confirm with the Auditors that they are in compliance with the partner rotation requirements established by the Securities and Exchange Commission ("**SEC**").

(c) The Committee shall consider whether the Company should adopt a policy regarding rotation of auditing firms, and, if deemed appropriate, adopt such a policy.

6. ***Internal Audit Oversight and Responsibilities.***

(a) The Committee shall review and approve the internal audit function's annual audit plan and all major changes to the plan.

(b) The Committee shall periodically review and discuss with the internal auditors the scope, progress, and results of executing the annual internal audit plan.

(c) The Committee shall receive reports on the status of significant findings, recommendations, and management's responses.

(d) The Committee shall review the charter, reporting relationship, activities, staffing, organizational structure, and credentials of the internal audit function.

(e) The Committee shall review and concur in the appointment, replacement, reassignment, or dismissal of the Internal Audit Director who shall have direct access to the Committee.

(f) The Committee shall review the annual performance of the internal audit function.

B. Annual Financial Statements and Annual Audit

1. *Meetings with Management and the Auditors.*

(a) The Committee shall meet with management and the Auditors in connection with each annual audit to discuss the scope of the audit, the procedures to be followed and the staffing of the audit.

(b) The Committee shall discuss with management and the internal auditors management's process for assessing the effectiveness of internal control over financial reporting under Section 404 of the Sarbanes-Oxley Act, including any material weaknesses or significant deficiencies identified.

(c) The Committee shall review and discuss with management and the Auditors, as appropriate: (i) any issues regarding accounting principles and financial statement presentation, including critical accounting policies and practices to be used in the audit and any significant changes in the Company's selection or application of accounting principles; (ii) any issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies; (iii) any significant analyses prepared by management or the Auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including analyses of alternative accounting policies and treatments of financial information available under GAAP related to material items discussed with management and the potential impact on the Company's financial statements of the use of such alternative accounting policies and treatments (including off-balance sheet transactions, arrangements, structures and obligations) and (iv) the effect of regulatory, legal and accounting initiatives and developments on the Company's financial statements, compliance programs or policies.

(c) The Committee shall review management's report on its assessment of the effectiveness of internal control over financial reporting as of the end of each fiscal year and the Auditors' report on the effectiveness of internal control over financial reporting.

(d) The Committee shall discuss with the Auditors the characterization of any deficiencies in internal control over financial reporting. The Committee shall also discuss with management its remediation plan to address internal control deficiencies. The Committee shall determine that the disclosures describing any identified material weaknesses and management's remediation plans are clear and complete.

(e) The Committee shall discuss with management, the internal auditors, and the Auditors any (i) fraud, whether or not material, that includes management or other employees who have any significant role in the Company's internal control over financial reporting; (ii) changes in internal control over financial reporting that have materially affected or are reasonably likely to materially affect the Company's internal control over financial reporting that

are required to be disclosed and (iii) any other changes in internal control over financial reporting that were considered for disclosure in the Company's periodic filings with the SEC.

(f) The Committee shall review and discuss with management and the Auditors the results of the annual audit, including the Auditors' assessment of the quality, not just acceptability, of the Company's accounting principles and practices, the Auditors' views about qualitative aspects of the Company's significant accounting practices, the reasonableness of significant judgments and estimates (including material changes in estimates), all known and likely misstatements identified during the audit, including any material audit adjustments proposed by the Auditors and any adjustments proposed but not recorded, the adequacy of the disclosures in the financial statements and any other matters required to be communicated to the Committee by the Auditors under generally accepted accounting standards, including the standards of the PCAOB, as appropriate.

(g) The Committee shall review and discuss with management and the Auditors, as appropriate, (i) the annual audited financial statements proposed to be included in the Company's Annual Report on Form 10-K to be filed with the SEC, and whether or not such financial statements should be so included, and (ii) the Company's disclosures contained under the caption "Management's Discussion and Analysis of Financial Condition and Results of Operations."

2. *Separate Meetings with the Auditors.*

(a) The Committee shall review with the Auditors any problems or difficulties the Auditors may have encountered during the course of the audit work, including any restrictions on the scope of activities or access to required information or, whether or not resolved, any significant disagreements with management and management's responses to such matters. Among the items that the Committee should consider reviewing with the Auditors are: (i) any significant accounting adjustments that were noted or proposed by the Auditors but were "passed" (as immaterial or otherwise); (ii) any communications between the audit team and the Auditors' national office respecting auditing or accounting issues presented by the engagement; and (iii) any "management" or "internal control" letter issued, or proposed to be issued, by the Auditors to the Company and management's response, if any, to such letter, as well as any additional material written communications between the Auditors and management. The Committee shall obtain from the Auditors assurances that Section 10A(b) of the Exchange Act has not been implicated with respect to a required response to audit discoveries.

(b) The Committee shall discuss with the Auditors the matters required to be discussed by PCAOB Auditing Standard No. 16, *Communications with Audit Committees* (including any successor rule adopted by the PCAOB).

C. **Quarterly Financial Statements and Quarterly Reviews**

1. *Meetings with Management and the Auditors.* The Committee shall review and discuss with management and the Auditors the results of the Auditors' review of the Company's quarterly financial statements, prior to public disclosure of quarterly financial information, if

practical, or prior to filing with the SEC of the Company's Quarterly Report on Form 10-Q, and any other matters required to be communicated to the Committee by the Auditors under U.S. generally accepted auditing standards, including the standards of the PCAOB.

2. ***Section 302 Certification.*** The Committee shall discuss with management its process for performing its required quarterly certifications under Section 302 of the Sarbanes-Oxley Act, including the evaluation of the effectiveness of disclosure controls and procedures by the Chief Executive Officer and Chief Financial Officer.

D. **Other Powers and Responsibilities**

1. ***Press Releases.*** The Committee shall review and discuss with management and the Auditors, as appropriate, the Company's earnings press releases and press releases containing other financial information, as well as the substance of financial information and earnings guidance provided to analysts and ratings agencies, which discussions may be general in nature (i.e., discussion of the types of information to be disclosed and the type of presentation to be made). The Chairperson of the Committee may represent the entire Committee for purposes of this discussion.

2. ***Ethical Compliance.*** The Committee shall review the results of management's efforts to monitor compliance with the Company's programs and policies designed to ensure adherence to applicable laws, rules and regulations, as well as to its Code of Conduct and Ethics, as may be amended from time to time, including review and oversight of related party transactions as required by Nasdaq and SEC rules (including, without limitation, those defined in Item 404 of Regulation S-K, but excluding any compensation-related matters), and to approve any waivers of the Code of Conduct and Ethics for an executive officer or director and all loans and guarantees to employees. The Committee shall administer the Company's policies regarding the review and approval of such transactions, if and as appropriate. The Committee shall also administer the Code of Conduct and Ethics, including by conducting a periodic review, at least annually, of the Code and the compliance procedures in place to implement it and providing updates, as needed.

3. ***Correspondence with Regulators.*** The Committee shall discuss with management, the Auditors, outside counsel, as appropriate, and, in the judgment of the Committee, such special counsel, separate accounting firm or other consultants and advisors as the Committee deems appropriate, any correspondence from or with regulators or governmental agencies and any published reports that raise material issues regarding the Company's financial statements, financial reporting process, internal controls or accounting policies.

4. ***Legal Matters.*** The Committee shall discuss with the Company's outside counsel any legal matters brought to the Committee's attention that could reasonably be expected to have a material impact on the Company's financial statements.

5. ***Foreign Subsidiaries and Foreign Affiliated Entities.*** The Committee shall request assurances from management that the Company's foreign subsidiaries and foreign

affiliated entities, if any, are in conformity with applicable legal requirements, including, but not limited to, disclosure of affiliated party transactions.

6. ***Risk Assessment and Management.*** The Committee shall review and discuss with management and the Auditors, as appropriate, the Company's guidelines and policies with respect to risk assessment and risk management, including the Company's significant financial risk exposures and the actions management has taken to limit, monitor or control such exposures. The Committee shall discuss with the Board the Company's significant financial risk exposures and the actions management has taken to limit, monitor or control such exposures in support of the Board's oversight role of the Company's risk management process.

7. ***Former Employees of the Auditors.*** The Committee shall be informed about the Company's proposed hiring of any employee or former employee of the Company's Auditors.

8. ***Complaint Procedures.*** The Committee shall establish and oversee procedures, when and as deemed necessary or appropriate by the Committee or required by applicable laws, rules and regulations, for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters. The Committee shall also review reports regarding alleged violations of the Company's Code of Conduct and Ethics or other Company policies. The Committee shall establish such procedures as the Committee may deem necessary or appropriate for the receipt, retention and treatment of complaints received by the Company with respect to any matters that may be directed to the Committee for review and assessment.

9. ***Investigations.*** The Committee shall investigate any matter brought to the attention of the Committee within the scope of its duties if, in the judgment of the Committee, such investigation is necessary or appropriate.

10. ***Proxy Report.*** The Committee shall prepare and review the report of the Committee required by the rules of the SEC to be included in each annual meeting proxy statement of the Company in accordance with applicable SEC rules and regulations.

11. ***Investment Policy; Hedging Strategy.*** The Committee shall periodically review and discuss with management, the Company's investment policy and overall hedging strategy and the use of swaps and other derivative instruments by the Company for hedging commercial risks, and to review and approve, at least annually, decisions by the Company to enter into swaps, including those that may not be subject to clearing and exchange trading and execution requirements in reliance on the "end-user exemption" under the Commodity Exchange Act of 1936, as amended, or other rules and regulations promulgated from time to time.

12. ***Audit Requirements for Retirement Plans.*** The Committee shall request assurances from management that the Company is complying with appropriate legal and audit requirements for any Company-sponsored retirement plans, including, but not limited to, any 401(k) plan or similar plan that the Company may sponsor from time to time.

13. **Report to Board.** The Committee, through its Chairperson, shall report regularly to, and review with, the Board any material issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance or independence of the Auditors, the performance of the Company's internal audit function or any other matter the Committee determines is appropriate or advisable to report to the Board from time to time, or whenever so requested by the Board.

14. **Charter Review.** The Committee shall periodically review and reassess this Charter, and submit any recommended changes to the Board for its consideration.

15. **Committee Self-Assessment.** The Committee shall engage in a periodic self-assessment with the goal of continuing improvement.

16. **General Authority.** The Committee may perform such other functions, and have such powers, as may be necessary or appropriate in the efficient and lawful discharge of its responsibilities hereunder.