



CALAMP CORP.

CORPORATE DEVELOPMENT COMMITTEE CHARTER

1. Membership and Administration

There shall be a committee of the Board of Directors of the Company (the "Board") to be known as the Corporate Development Committee (the "Committee"). The Committee shall be comprised of not less than three independent directors plus the CEO and any additional members of management as agreed upon by the Board of Directors.

The Board shall designate a Chairperson of the Committee. The Chairperson or his or her designee shall be responsible for (i) scheduling and presiding over meetings, (ii) preparing meeting agendas and any related materials, (iii) keeping minutes of meetings and summaries of recommendations to the Board, and (iv) where appropriate, coordinating the activities of the Committee.

2. Purposes, Duties and Responsibilities

The Committee shall serve at the direction of the Board to assist the Board in fulfilling its responsibilities to the Company's stockholders relating to the review, evaluation and approval of certain transactions not in the ordinary course of the Company's business (each a "Transaction"). For the purposes hereof, the term "Transaction" shall mean:

- (i) any transaction pursuant to which the Company proposes to issue shares of its capital stock or other securities, or options, warrants, convertible debt or other securities convertible into or exchangeable for any such capital stock or other securities, excluding the issuance of securities under the Company's stock option plans or other equity plans in accordance with the terms thereof;
- (ii) any proposed acquisition or disposition of assets, operations or businesses by merger, acquisition/disposition, business combination or other means (excluding dispositions of used equipment in the ordinary course of business); or
- (iii) any proposed initial or follow-on equity investment by the Company in any third party entity, outside of the ordinary course of business.

In carrying out its responsibilities, the Committee will, without limitation, be authorized and directed to do the following:

- a. Review all activities in connection with a Transaction and make appropriate recommendations to the Board with respect to any Transaction for which Board approval is required.
- b. Assist management and the Board in evaluating the proposed terms for any Transaction for which Board approval is required and, as appropriate, recommend specific limits on the purchase price and other terms as a condition precedent to proceeding with the Transaction.
- c. Assist management and the Board in assessing the specific risks and issues involved in each Transaction for which Board approval is required.
- d. In advance of the Company undertaking due diligence with respect to any specific Transaction, review the Company's due diligence plan to determine that the plan considers risk mitigation and other procedures appropriate in the circumstances, and recommend changes to such plan, as appropriate.
- e. Review the Company's integration plans for any proposed Transaction, as applicable.
- f. Advise and report to the Board as to any Transaction that is either: (i) subject to ratification by the Board; or (ii) approved by the Committee pursuant to delegation of authority from the Board.
- g. Assist management in developing effective and complete disclosures to the Board of the appropriate business, financial, technical and other information to enable a fully informed review and evaluation of any proposed Transaction.
- h. Conduct, as appropriate, periodic evaluations of the success of all Transactions previously completed by the Company.
- i. Annually evaluate the performance of the Committee and the adequacy of the Committee's Charter.
- j. Perform such other duties and responsibilities as are consistent with the purpose of the Committee and as the Board or the Committee deems appropriate.

3. Outside Advisors

The Committee shall have the authority to retain, at the expense of the Company, such outside counsel, experts, and other advisors as it determines appropriate to assist it in the full performance of its functions.

4. Meetings

The Committee shall meet as often as may be deemed necessary or appropriate, in its judgment, either in person or telephonically, and at such times and places as the Committee determines. The majority of the members of the Committee constitutes a quorum. The Committee shall report regularly to the full Board with respect to its meetings and activities.