UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended May 31, 2023
or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from_____to

COMMISSION FILE NUMBER: 0-12182

CALAMP CORP.
(Exact name of Registrant as specified in its Charter)

Delaware	**95-3647070**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
15635 Alton Parkway, Suite 250 **Irvine, California**	**92618**
(Address of principal executive offices)	(Zip Code)

(949) 600-5600
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol	Name of Each Exchange On Which Registered
Common stock, $0.01 per share	CAMP	Nasdaq Global Select Market

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐	Accelerated filer	☒
Non-accelerated filer	☐	Smaller reporting company	☐
		Emerging growth company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

The number of shares outstanding of the registrant's common stock as of July 7, 2023 was 37,572,834.

CALAMP CORP.
QUARTERLY REPORT ON FORM 10-Q
FOR THE QUARTER ENDED MAY 31, 2023

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PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

CALAMP CORP.
CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands, except par value)
(Unaudited)

Assets	May 31, 2023	February 28, 2023
Current assets:		
Cash and cash equivalents	$ 34,960	$ 41,928
Accounts receivable, net	85,033	82,946
Inventories	24,336	23,902
Prepaid expenses and other current assets	23,848	26,019
Total current assets	168,177	174,795
Property and equipment, net	31,526	32,832
Operating lease right-of-use assets	11,632	12,293
Deferred income tax assets	3,624	3,275
Goodwill	94,708	94,214
Other intangible assets, net	25,695	26,633
Other assets	36,872	36,078
Total assets	$ 372,234	$ 380,120
Liabilities and Stockholders' Equity		
Current liabilities:		
Current portion of long-term debt	$ 276	$ 705
Accounts payable	47,904	52,716
Accrued payroll and employee benefits	11,583	11,766
Deferred revenue	22,143	25,448
Other current liabilities	17,523	15,865
Total current liabilities	99,429	106,500
Long-term debt, net of current portion	227,690	227,416
Operating lease liabilities	11,277	12,314
Other non-current liabilities	21,394	19,583
Total liabilities	359,790	365,813
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, $.01 par value; 3,000 shares authorized; no shares issued or outstanding	—	—
Common stock, $.01 par value; 80,000 shares authorized; 37,466 and 37,388 shares issued and outstanding at May 31, 2023 and February 28, 2023, respectively	375	374
Additional paid-in capital	186,592	184,672
Accumulated deficit	(172,848)	(168,816)
Accumulated other comprehensive loss	(1,675)	(1,923)
Total stockholders' equity	12,444	14,307
Total liabilities and stockholders' equity	$ 372,234	$ 380,120

See accompanying notes to condensed consolidated financial statements.

CALAMP CORP.
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
(In thousands, except per share amounts)
(Unaudited)

	Three Months Ended May 31, 2023	Three Months Ended May 31, 2022
Revenues:		
Products	$ 46,298	$ 39,395
Application subscriptions and other services	24,593	25,331
Total revenues	70,891	64,726
Cost of revenues:		
Products	30,615	25,735
Application subscriptions and other services	13,215	13,344
Total cost of revenues	43,830	39,079
Gross profit	27,061	25,647
Operating expenses:		
Research and development	5,842	7,000
Selling and marketing	11,023	11,478
General and administrative	11,354	15,162
Intangible asset amortization	1,222	1,342
Total operating expenses	29,441	34,982
Operating loss	(2,380)	(9,335)
Non-operating income (expense):		
Investment income (loss)	207	(114)
Interest expense	(1,678)	(1,533)
Other expense, net	(129)	(942)
Total non-operating expenses	(1,600)	(2,589)
Loss from operations before income taxes	(3,980)	(11,924)
Income tax provision	(52)	(249)
Net loss	$ (4,032)	$ (12,173)
Loss per share:		
Basic	$ (0.11)	$ (0.34)
Diluted	$ (0.11)	$ (0.34)
Shares used in computing loss per share:		
Basic	36,632	35,723
Diluted	36,632	35,723
Comprehensive loss:		
Net loss	$ (4,032)	$ (12,173)
Other comprehensive income (loss):		
Foreign currency translation adjustments	248	189
Total comprehensive loss	$ (3,784)	$ (11,984)

See accompanying notes to condensed consolidated financial statements.

CALAMP CORP.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)
(Unaudited)

	Three Months Ended May 31, 2023	Three Months Ended May 31, 2022
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	$ (4,032)	$ (12,173)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation expense	4,328	4,156
Intangible asset amortization	1,222	1,342
Stock-based compensation	2,178	2,960
Amortization of debt issuance costs and discount	281	304
Noncash operating lease cost	842	893
Revenue assigned to factors	(436)	(784)
Deferred tax assets, net	(304)	109
Other	22	-
Changes in operating assets and liabilities:		
Accounts receivable	(1,868)	(4,754)
Inventories	(257)	(1,105)
Prepaid expenses and other assets	1,723	(1,252)
Accounts payable	(6,008)	(2,692)
Accrued liabilities	1,767	1,428
Deferred revenue	(1,342)	(2,662)
Operating lease liabilities	(1,096)	(1,320)
NET CASH USED IN OPERATING ACTIVITIES	(2,980)	(15,550)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Capital expenditures	(1,958)	(3,630)
NET CASH USED IN INVESTING ACTIVITIES	(1,958)	(3,630)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Taxes paid related to net share settlement of vested equity awards	(257)	(425)
NET CASH USED IN FINANCING ACTIVITIES	(257)	(425)
EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS	(1,773)	(576)
Net change in cash and cash equivalents	(6,968)	(20,181)
Cash and cash equivalents at beginning of period	41,928	79,221
Cash and cash equivalents at end of period	$ 34,960	$ 59,040

See accompanying notes to condensed consolidated financial statements.

CALAMP CORP.
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(In thousands)
(Unaudited)

	Three Months Ended May 31,	
	2023	**2022**
Total stockholders' equity, beginning balances	$ 14,307	$ 75,402
Common stock and additional paid-in capital:		
Beginning balances	185,046	242,747
Cumulative-effect adjustment related to the adoption of ASU 2020-06	-	(67,003)
Stock-based compensation expense	2,178	2,960
Shares issued on net share settlement of equity awards	(257)	(425)
Exercise of stock options and contributions to employee stock purchase plan	-	-
Ending balances	186,967	178,279
Accumulated deficit:		
Beginning balances	(168,816)	(165,965)
Cumulative-effect adjustment related to the adoption of ASU 2020-06	—	29,639
Net (loss) income	(4,032)	(12,173)
Ending balances	(172,848)	(148,499)
Accumulated other comprehensive income (loss):		
Beginning balances	(1,923)	(1,380)
Foreign currency translation adjustments	248	189
Ending balances	(1,675)	(1,191)
Total stockholders' equity, ending balances	$ 12,444	$ 28,589

See accompanying notes to condensed consolidated financial statements.

NOTE 1 - DESCRIPTION OF BUSINESS, BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Description of Business

CalAmp Corp. (including its subsidiaries unless the context otherwise requires, “CalAmp”, “the Company”, “we”, “our”, or “us”) is a connected intelligence company that leverages a data-driven solutions ecosystem to help people and organizations improve operational performance. We solve complex problems for customers within the market verticals of transportation and logistics, commercial and government fleets, industrial equipment, and consumer vehicles by providing solutions that track, monitor, and recover their vital assets. The data and insights enabled by CalAmp solutions provide real-time visibility into a user’s vehicles, assets, drivers, and cargo, giving organizations greater understanding and control of their operations. Ultimately, these insights drive operational visibility, safety, efficiency, maintenance, and sustainability for organizations around the world. We are a global organization that is headquartered in Irvine, California.

Basis of Presentation

In the opinion of our management, the accompanying unaudited condensed consolidated financial statements reflect all adjustments (consisting of normal recurring adjustments) considered necessary to present fairly our financial position at May 31, 2023 and our results of operations for the three months ended May 31, 2023 and 2022. The results of operations for such periods are not necessarily indicative of results to be expected for the full fiscal year ending February 29, 2024.

Certain notes and other information included in the audited financial statements in our Annual Report on Form 10-K for the fiscal year ended February 28, 2023 are condensed in or omitted from the interim financial statements presented in this Quarterly Report on Form 10-Q. Therefore, these financial statements should be read in conjunction with our 2023 Annual Report on Form 10-K as filed with the U.S. Securities and Exchange Commission (“SEC”) on April 28, 2023.

All intercompany transactions and accounts have been eliminated in consolidation.

The accompanying condensed consolidated financial statements have been prepared with the assumption that the Company will continue as a going concern. Based on our current and projected level of operations, we believe that our future cash flows from operating activities, our existing cash and cash equivalents and our revolving credit facility will provide adequate funds for ongoing operations and working capital requirements for at least the next 12 months. However, our business is subject to various factors that could materially impact our assumptions leading to the future consumption of our available cash.

Estimates and Assumptions

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (“GAAP”) requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. We have considered all known and reasonably available information that existed throughout the three months ended May 31, 2023 in making accounting judgements, estimates and disclosures. We are monitoring the potential effects of the health care related and economic conditions of COVID-19 in assessing certain matters including (but not limited to) supply chain disruptions, decreases in customer demand for our products and services, potential longer-term effects on our customer and distribution channels particularly in the U.S. and relevant end markets as well as other developments. If the impact results in longer term closures of businesses and economic recessionary conditions, we may recognize material asset impairments and charges for uncollectible accounts receivable in future periods.

Revenue Recognition

Revenues from subscription services are recognized ratably on a straight-line basis over the term of the subscription, which generally ranges from two to five years.

We recognize revenue from telematics product sales upon the transfer of control of promised products to customers in an amount that reflects the transaction price. Customers generally do not have a right of return except for defective products returned during the warranty period. We record estimated commitments related to customer incentive programs as reductions of revenues.

From time to time, we provide various professional services to customers. These services include project management, engineering services and installation services, which are often distinct from other performance obligations and are recognized as the related services are performed. For certain professional service contracts, we recognize revenue based on the proportion of total costs incurred to-date over the estimated cost of the contract, which is an input method.

In many customer arrangements, subscription services are bundled with the sale or lease of telematics devices within the same contractual arrangement. To determine the performance obligations under these arrangements, we assess the contractual elements and, in particular, whether the telematics products within the arrangement are distinct. This is an area of judgment that includes the consideration of all elements of the arrangement. Significant factors in determining whether telematics devices are distinct are whether such devices are sold separately, as well as the degree of integration and interdependency between the subscription elements of the arrangement and the associated telematics devices. If we conclude that the telematics devices within a customer arrangement are distinct and therefore represent a separate performance obligation, the total expected consideration associated with the contract is allocated between the performance obligations based upon the relative stand-alone selling price associated with each performance obligation. We base stand-alone selling prices on pricing for the same or similar items.

For some customer arrangements, we have concluded that the subscription services and associated telematics devices are not distinct performance obligations and thus represent a single combined performance obligation. For certain other customer arrangements under which devices are leased in combination with subscription services, we consider the arrangement to be predominately a subscription service and thus a combined single performance obligation for purposes of revenue recognition. In both of these circumstances, we generally recognize the total expected consideration as revenue over the term of the subscription. In customer arrangements for which the embedded lease is an operating lease, we utilize the practical expedient that allows for the combining of lease and nonlease components. Device related costs associated with arrangements in which title to the device is transferred to the customer under a single combined performance obligation are recorded as deferred costs on the balance sheet and are amortized into cost of revenues over the term of the subscription or the estimated in-service lives of the devices. In contractual arrangements under which we provide devices as part of the subscription contract but we retain control of the devices, the cost of the devices is capitalized as property and equipment and depreciated over the estimated useful life of three to five years.

We exclude from the measurement of the transaction price all taxes assessed by a governmental authority that are both imposed on and concurrent with a specific revenue-producing transaction and collected by us from a customer.

The timing of revenue recognition may differ from the timing of our invoicing to customers. Contract assets are comprised of unbilled amounts for which we have transferred products or provided services to our customers and are classified as accounts receivable. Contract liabilities (deferred revenues) are comprised of billings or payments received from our customers in advance of performance under the contract. During the fiscal quarter ended May 31, 2023, we recognized $9.5 million in revenue from the deferred revenue balance of $36.6 million as of February 28, 2023.

Incremental costs of obtaining a contract with a customer consist of sales commissions, which are recognized on a straight-line basis over the life of the corresponding contracts. Sales commissions included in prepaid expenses and other current assets and other assets were $1.7 million and $4.1 million, respectively, as of May 31, 2023.

We disaggregate revenue from contracts with customers into reportable segments, geography, type of goods and services and timing of revenue recognition. See Note 12, *Segment Information and Geographic Data*, for our revenue by segment and geography. The disaggregation of revenue by type of goods and services and by timing of revenue recognition is as follows (in thousands):

	Three Months Ended May 31,	
	2023	2022
Revenue by type of goods and services:		
Telematics devices and accessories	$ 46,291	$ 39,395
Rental income and other services	$ 5,434	4,270
Recurring application subscriptions (1)	$ 19,166	21,061
Total	$ 70,891	$ 64,726

	Three Months Ended May 31,	
	2023	2022
Revenue by timing of revenue recognition:		
Revenue recognized at a point in time	$ 48,551	$ 41,489
Revenue recognized over time	$ 22,340	23,237
Total	$ 70,891	$ 64,726

(1) Recurring application subscriptions includes zero and $0.8 million during the three months ended May 31, 2023 and 2022, respectively, attributable to the auto vehicle finance business which has been completely wound down.

Telematics devices and accessories revenues presented in the table above include devices sold in customer arrangements that include both device and subscription services. Revenues related to recurring application subscriptions include subscription revenues as well as amortization of deferred revenue for contractual arrangements under which the subscription services and associated telematics devices were determined to be a single combined performance obligation.

Remaining performance obligations for Software & Subscription Services represents contracted revenue that has not yet been recognized, which includes deferred revenue on our consolidated balance sheets and unbilled amounts that will be recognized as revenue in future periods. As of May 31, 2023 and February 28, 2023, we have estimated remaining performance obligations for contractually committed revenues of $217.5 million and $234.5 million respectively. As of May 31, 2023, we expect to recognize approximately 40% of the revenue under these remaining performance obligations in the remainder of fiscal 2024 and 29% in fiscal 2025. As of February 28, 2023, we expected to recognize approximately 49% of the then remaining performance obligations in fiscal 2024 and 27% in fiscal 2025. We exclude contracts that have original durations of less than one year from the aforementioned remaining performance obligation disclosure.

Cash and Cash Equivalents

We consider all highly liquid investments with maturities at date of purchase of three months or less to be cash equivalents.

Accounts Receivable and Allowance for Doubtful Accounts

Accounts receivable consists of amounts due to us from sales arrangements executed in our normal business activities and are recorded at invoiced amounts or in some cases amounts expected to be invoiced. In addition, this balance includes unbilled amounts as discussed within *Revenue Recognition* above. Our payment terms generally range between 30 to 60 days of our invoice date with a few exceptions that extend the credit terms up to 90 days, and we do not offer financing options. We present the aggregate accounts receivable balance net of an allowance for doubtful accounts. Generally, collateral and other security is not obtained for outstanding accounts receivable. Credit losses, if any, are recognized based on management's evaluation of historical collection experience, customer-specific financial conditions as well as an evaluation of current industry trends and general economic conditions. Past due balances are assessed by management on a periodic basis and balances are written off when the customer's financial condition no longer warrants pursuit of collection. Actual collections may differ from estimated amounts.

We group all accounts receivables and lease receivables into a single portfolio and analyze the credit risk associated with our accounts receivables and lease receivables. Our historical loss rates have not shown any significant differences between customer industries or geographies. As disclosed in Note 12, *Segment Information and Geographic Data*, we do not have significant international geographic concentrations of revenue, and, as a result, we do not have significant concentrations of accounts receivables or lease receivables in any single geography outside of the United States.

The allowance for doubtful accounts totaled $2.0 million and $1.8 million as of May 31, 2023 and February 28, 2023, respectively.

Goodwill and Other Long-Lived Assets

Goodwill and long-lived assets to be held and used, including identifiable intangible assets, are reviewed for impairment annually in the fourth quarter or whenever events or changes in circumstances indicate that the carrying amount of an asset may not be fully recoverable. These events or changes in circumstances may include a significant deterioration of operating results, changes in business plans or changes in anticipated future cash flows. If an impairment indicator is present, we evaluate recoverability by a comparison of the carrying amount of the assets or reporting unit to the estimated fair value of those assets or reporting unit determined using either an income approach, a market approach, or a combination of both. If the assets are impaired, the impairment recognized is the amount by which the carrying amount exceeds the fair value of the assets.

Fair Value Measurements

We apply fair value accounting for all financial assets and liabilities and non-financial assets and liabilities that are recognized or disclosed at fair value in our financial statements. We define fair value as the price that would be received from selling an asset or paid to transfer a liability in an orderly manner in an arm's-length transaction between market participants at the measurement date. Fair value is estimated by using the following hierarchy:

Level 1 – Quoted prices in active markets for identical assets or liabilities.

Level 2 – Observable inputs other than quoted prices in active markets for identical assets and liabilities, quoted prices for identical or similar assets or liabilities in inactive markets, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 – Inputs that are generally unobservable and typically reflect management's estimate of assumptions that market participants would use in pricing the asset or liability.

Litigation and Other Contingencies

We accrue for litigation and other contingencies whenever we determine that an unfavorable outcome is probable and a liability is reasonably estimable. The amount of the accrual is estimated based on a review of each claim, including the type and facts of the claim and our assessment of the merits of the claim. These accruals are reviewed at least on a quarterly basis and are adjusted to reflect the impact of recent negotiations, settlements, court rulings, advice from legal counsel and other events pertaining to the case. Such accruals, if any, are recorded as general and administrative expenses in our condensed consolidated statements of comprehensive loss. Although we take considerable measures to mitigate our exposure in these matters, litigation is unpredictable; however, we believe that we have valid defenses with respect to pending legal matters against us as well as adequate provisions for probable and estimable losses. All costs for legal services are expensed as incurred.

Foreign Currency Translation

We translate the assets and liabilities of our non-U.S. dollar functional currency subsidiaries into U.S. dollars using exchange rates in effect at the end of each period. Revenue and expenses for these subsidiaries are translated using rates that approximate those in effect during the period. Gains and losses from these translations are recognized in foreign currency translation included in accumulated other comprehensive income (loss) during the period. The aggregate foreign currency transaction exchange rate gain (loss) included in determining income (loss) before income taxes was $0.2 million and ($0.3) million for the three months ended May 31, 2023. and 2022, respectively.

Comprehensive Loss

Comprehensive loss consists of two components, net loss and other comprehensive loss (“OCI”). OCI refers to revenue, expenses and gains and losses that under GAAP are recorded as an element of stockholders’ equity and excluded from net loss. Our OCI consists of foreign currency translation adjustments from those subsidiaries not using the U.S. dollar as their functional currency.

Recently Issued Accounting Pronouncements, Not Yet Adopted

There are currently no accounting standards that have been issued but not yet adopted that we believe will have a significant impact on our unaudited condensed consolidated financial position, results of operations or cash flows.

NOTE 2 – CASH, CASH EQUIVALENTS AND INVESTMENTS

The following tables summarize our financial instrument assets (in thousands):

	As of May 31, 2023			Balance Sheet Classification of Fair Value	
	Cost	Unrealized Gains (Losses)	Fair Value	Cash and Cash Equivalents	Other Assets
Cash	$ 34,934	$ —	$ 34,934	$ 34,934	$ —
Level 1:					
Money market funds	26	—	26	26	—
Mutual funds (1)	369	(8)	361	—	361
Total	$ 35,329	$ (8)	$ 35,321	$ 34,960	$ 361

	As of February 28, 2023			Balance Sheet Classification of Fair Value	
	Cost	Unrealized Gains (Losses)	Fair Value	Cash and Cash Equivalents	Other Assets
Cash	$ 41,903	$ —	$ 41,903	$ 41,903	$ —
Level 1:					
Money market funds	25	—	25	25	—
Mutual funds (1)	341	(3)	338	—	338
Total	$ 42,269	$ (3)	$ 42,266	$ 41,928	$ 338

(1)Amounts represent various equities, bond and money market mutual funds that are held in an irrevocable “Rabbi Trust” for payment obligations to non-qualified deferred compensation plan participants. In addition to the mutual funds above, our “Rabbi Trust” also included Corporate-Owned Life Insurance (COLI) starting in fiscal 2020. As of May 31, 2023, the cash surrender value of COLI was $5.6 million.

NOTE 3 - INVENTORIES

Inventories consist of the following (in thousands):

	May 31, 2023	February 28, 2023
Raw materials	$ 8,914	$ 11,920
Finished goods	15,422	11,982
	$ 24,336	$ 23,902

NOTE 4 – GOODWILL AND OTHER INTANGIBLE ASSETS

Other intangible assets consist of the following (in thousands):

		Gross (2)			Accumulated Amortization (2)			Net	
	Useful Life	February 28, 2023	Additions & Adjustments, net (1)	May 31, 2023	February 28, 2023	Expense	May 31, 2023	February 28, 2023	May 31, 2023
Developed technology	4-6 years	$ 26,895	$ 23	$ 26,918	$ 26,735	$ 183	$ 26,918	$ 160	$ -
Tradenames	10 years	30,046	37	30,083	22,704	529	23,233	7,342	6,850
Customer relationships	10-15 years	35,613	224	35,837	16,813	510	17,323	18,800	18,514
Patents	5 years	589	—	589	258		258	331	331
		$ 93,143	$ 284	$ 93,427	$ 66,510	$ 1,222	$ 67,732	$ 26,633	$ 25,695

(1)Amounts also include any net changes in intangible asset balances for the periods presented that resulted from foreign currency translations.
(2)This table excludes the gross value of fully amortized intangible assets totaling $38.9 million at May 31, 2023 and February 28, 2023.

Intangible assets with finite lives are amortized on a straight-line basis over the expected period to be benefited by future cash flows. We monitor and assess these assets for impairment on a periodic basis. Our assessment includes various new product lines and services, which leverage the existing intangible assets as well as consideration of historical and projected revenues and cash flows. Amortization expense of intangible assets from continuing operations was $1.2 million and $1.3 million for the three months ended May 31, 2023 and 2022, respectively.

Estimated future amortization expense as of May 31, 2023 is as follows (in thousands):

2024 (remainder)	$ 3,525
2025	4,390
2026	4,175
2027	2,555
2028	2,307
Thereafter	8,743
	$ 25,695

Changes in goodwill are as follows (in thousands):

	Software & Subscription Services	Telematics Products	Total
Balance as of February 28, 2023	$ 78,025	$ 16,189	$ 94,214
Effect of exchange rate change on goodwill	494	—	494
Balance as of May 31, 2023	$ 78,519	$ 16,189	$ 94,708

NOTE 5 – OTHER ASSETS

Other assets consist of the following (in thousands):

	May 31, 2023	February 28, 2023
Deferred product cost	$ 749	$ 842
Deferred compensation plan assets	6,103	6,221
Lease receivables, non-current	22,856	22,006
Prepaid commissions	4,079	4,057
Other	3,085	2,952
	$ 36,872	$ 36,078

NOTE 6 – FINANCING ARRANGEMENTS

The following table provides a summary of our debt as of May 31, 2023 and February 28, 2023 (in thousands):

	Maturity Date	Effective Interest Rate	May 31, 2023	February 28, 2023
2025 Convertible Notes, 2.00% fixed rate	August 1, 2025	2.49 %	230,000	230,000
Due to factors under revenue assignments	2020 - 2024	4.70 %	713	1,149
Total term debt			230,713	231,149
Unamortized discount and issuance costs			(2,747)	(3,028)
Less: Current portion of long-term term debt			(276)	(705)
Long-term debt, net of current portion			$ 227,690	$ 227,416

The effective interest rates for the convertible notes include the interest on the notes and amortization of the debt issuance costs. As of May 31, 2023 and February 28, 2023, the fair value of the 2025 Convertible Notes were $196 million and $201 million, respectively, based on Level 2 inputs.

2025 Convertible Notes

In July 2018, we issued debt of $230.0 million aggregate principal amount of convertible senior unsecured notes due in 2025 (“2025 Convertible Notes”). These notes require semi-annual interest payments at an annual rate of 2.00% until maturity, conversion, redemption or repurchase, which will be no later than August 1, 2025. We may redeem the notes at our option at any time on or after August 6, 2022 at a cash redemption price equal to the principal amount plus accrued interest, but only if the last reported sale price per share of our stock exceeds 130% of the conversion price on (i) each of at least 20 trading days, whether or not consecutive, during the 30 consecutive trading days ending on, and including, the trading day immediately before the date we send the related redemption notice; and (ii) the trading day immediately before the date we send such notice. The 2025 Convertible Notes are convertible into cash, shares of our common stock or a combination of both, at our election, based on an initial conversion price of $30.7450. Holders may convert their 2025 Convertible Notes at their option upon the occurrence of certain events, as defined in the 2025 Indenture.

In July 2018, in connection with the 2025 Convertible Notes, we entered into capped call transactions with certain option counterparties who were initial purchasers of the 2025 Convertible Notes. The capped call transactions are expected to reduce the potential dilution of earnings per share upon conversion of the 2025 Convertible Notes. Under the capped call transactions, we purchased options relating to 7.48 million shares of common stock underlying the notes, with a strike price equal to the conversion price of the notes and with a cap price equal to $41.3875. We paid $21.2 million for the note hedges and as a result, approximately $15.9 million, net of tax, was recorded as a reduction to additional paid-in capital within stockholders’ equity.

Revolving Credit Facility

On July 13, 2022, we replaced our revolving credit facility with JP Morgan Chase Bank, N.A. and we entered into a new revolving credit facility with PNC Bank, N.A., that provides for an asset-based senior secured revolving credit facility for borrowings up to an aggregate of $50.0 million, subject to certain conditions, including borrowing base provisions that limit borrowing capacity to 80% of eligible accounts receivable and 50% of eligible inventory. At our election, the borrowings under this revolving credit facility bear interest at either the Bloomberg short-term bank yield rate plus a margin of 2.50% per annum or an alternate base rate plus a margin of 1.50% per annum. We also pay an unused line fee ranging from 0.50% to 0.75% per annum, based on the level of borrowings, payable quarterly in arrears. Amounts owed under the revolving credit facility are guaranteed by the Company and certain of its subsidiaries. We have also granted security interests in substantially all of our respective assets to secure these obligations. The revolving credit facility will terminate, and all outstanding loans will become due and payable on the earlier of July 13, 2025 and the date that is ninety days prior to the maturity date of our 2025 Convertible notes. The proceeds available under the revolving credit facility could be used for working capital and general corporate purposes, which could include acquisitions. Amounts available for borrowing under the revolving credit facility are reduced by the balance of any outstanding letters of credit. The revolving credit facility contains customary events of default, that upon our default may require us to pay all amounts outstanding and allow PNC Bank to foreclose on collateral. As of May 31, 2023, there were no borrowings outstanding and $3.3 million of outstanding letters of credit under this revolving credit facility and total remaining borrowing availability was $35.6 million.

The revolving credit facility contains certain negative and affirmative covenants, including financial covenants that require us to maintain a fixed charge coverage rate of not less than 1.10 to 1.00, measured as of the last day of each fiscal quarter if our liquidity position, consisting of specified cash balances plus unused availability on the revolving credit facility, falls below $40.0 million on such day. Additionally, the revolving credit facility contains a cash dominion trigger whereby PNC Bank may direct domestic cash balances and receipts to pay down borrowings under the revolving credit facility should our liquidity position, consisting of specified cash balances plus unused availability on the revolving credit facility, fall below $25.0 million at the end of any month. As of May 31, 2023, we were in compliance with our covenants under the revolving credit facility.

NOTE 7 - INCOME TAXES

We use the assets and liabilities method when accounting for income taxes. Under this method, deferred income tax assets and liabilities are recognized for future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to the taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

We evaluate our estimated annual effective tax rate (“ETR”) on a quarterly basis based on current and forecasted operating results. The relationship between our income tax provision or benefit and our pretax book income or loss can vary significantly from period to period considering, among other factors, the overall level of pretax book income or loss and changes in the blend of jurisdictional income or loss that is taxed at different rates and changes in valuation allowances. The income tax expense of $0.1 million for the three months ended May 31, 2023, was primarily attributable to one of our foreign subsidiaries, partially offset by a $0.3 million decrease in uncertain tax benefits related to certain foreign net operating loss carryforwards. Any income tax benefit associated with the pre-tax loss for the quarter ended May 31, 2023, resulting primarily from the U.S. jurisdiction, is offset by a full valuation allowance.

NOTE 8 - EARNINGS PER SHARE

Basic earnings (loss) per share is computed by dividing net income (loss) for the period by the weighted average number of common shares outstanding during the period. Diluted earnings per share is computed by dividing net income (loss) for the period by the weighted average number of common shares outstanding during the period plus the dilutive effect of outstanding stock options and restricted stock-based awards using the treasury stock method. The calculation of the basic and diluted loss per share of common stock is as follows (in thousands, except per share value):

	Three Months Ended May 31, 2023	Three Months Ended May 31, 2022
Net loss	$ (4,032)	$ (12,173)
Basic weighted average number of common shares outstanding	36,632	35,723
Effect of stock options and restricted stock units computed on treasury stock method	—	—
Diluted weighted average number of common shares outstanding	36,632	35,723
Basic net income (loss) per common share:		
Net loss	$ (0.11)	$ (0.34)
Diluted net income (loss) per common share:		
Net loss	$ (0.11)	$ (0.34)

All outstanding options and restricted stock units for the three months ended May 31, 2023 and 2022 were excluded from the computation of diluted loss per share because we reported a net loss for each of these periods and the effect of inclusion would be antidilutive.

NOTE 9 – STOCKHOLDERS' EQUITY

Stock-based compensation expense is included in the following captions of the condensed consolidated statements of comprehensive loss (in thousands):

	Three Months Ended May 31,	
	2023	2022
Cost of revenues	$ 35	$ 55
Research and development	372	764
Selling and marketing	639	560
General and administrative	1,132	1,581
	$ 2,178	$ 2,960

Changes in our outstanding stock options during the three months ended May 31, 2023 were as follows (options in thousands):

	Number of Options	Weighted Average Exercise Price	Weighted average remaining contractual life (years)	Aggregate intrinsic value
Outstanding at February 28, 2023	506	$ 16.02	4.0	
Granted	—	—		
Exercised	—	—		
Forfeited or expired	(506)	16.02		
Outstanding at May 31, 2023	-	$ -		$ -
Exercisable at May 31, 2023	-	$ -		$ -

Changes in our outstanding restricted stock shares, performance stock units ("PSUs") and restricted stock units ("RSUs") during the three months ended May 31, 2023 were as follows (restricted shares, PSUs and RSUs in thousands):

	Number of Restricted Shares, PSUs and RSUs	Weighted Average Grant Date Fair Value	Shares Retained to Cover Statutory Minimum Withholding Taxes
Outstanding at February 28, 2023	3,506	$ 6.75	
Granted	-	-	
Vested	(246)	8.19	99,648
Forfeited	(291)	6.17	
Outstanding at May 31, 2023	2,969	$ 6.69	

As of May 31, 2023, there was $10.6 million of total unrecognized stock-based compensation cost related to outstanding nonvested equity awards that is expected to be recognized as an expense over a weighted-average remaining vesting period of 1.6 years.

NOTE 10 - CONCENTRATION OF RISK

Significant Customers

We sell telematics products and services to large global enterprises in the industrial equipment, transportation and automotive market verticals. One customer in the industrial equipment industry accounted for 23% and 15% of our consolidated revenue for the three months ended May 31, 2023 and 2022, respectively. The same customer accounted for 15% and 14% of our consolidated accounts receivable at May 31, 2023 and February 28, 2023, respectively.

Significant Suppliers

We purchase a significant amount of our inventory from certain manufacturers or suppliers including components, assemblies and electronic manufacturing parts. These suppliers are located in Mexico and Asia, including China. The inventory is purchased under standard supply agreements that outline the terms of the product delivery. The title and risk of loss of the product generally pass to us upon shipment from the manufacturer's plant or warehouse. Some of these manufacturers accounted for more than 10% of our purchases and accounts payable as follows (rounded):

	Three Months Ended May 31, 2023	2022
Inventory purchases:		
Supplier A	16%	11%
Supplier B	16%	11%
Supplier C	23%	25%
Supplier D	6%	10%

	May 31, 2023	February 28, 2023
Accounts payable:		
Supplier A	11%	10%
Supplier B	12%	22%
Supplier C	22%	12%
Supplier D	9%	9%

We are currently reliant upon these manufacturers and suppliers for products. Although we believe that we can obtain products from other sources, the loss of a significant manufacturer or supplier could have a material impact on our financial condition and results of operations as the products that are being purchased may not be available on similar terms from another manufacturer or supplier.

NOTE 11 – OTHER FINANCIAL INFORMATION

Supplemental Balance Sheet Information

Other current liabilities consist of the following (in thousands):

	May 31, 2023	February 28, 2023
Operating lease liabilities	$ 4,858	$ 4,884
Warranty reserves	1,556	1,868
Customer deposits	4,581	2,492
Other (1)	6,528	6,621
	$ 17,523	$ 15,865

(1)Amount represents accruals for various operating expense such as professional fees, vendor incentives and other estimates that are expected to be paid within the next 12 months.

Other non-current liabilities consist of the following (in thousands):

	May 31, 2023	February 28, 2023
Deferred revenue	$ 13,148	$ 11,104
Deferred compensation plan liability	5,677	5,727
Deferred tax liability	253	242
Other	2,316	2,510
	$ 21,394	$ 19,583

Supplemental Statement of Comprehensive Loss Information

Interest expense consists of the following (in thousands):

	Three Months Ended May 31,	
	2023	2022
Interest expense on 2025 Convertible Notes:		
Stated interest at 2.00% per annum	$ 1,176	1,176
Amortization of discount and issue costs	273	267
	1,449	1,443
Other interest expense	229	90
Total interest expense	$ 1,678	$ 1,533

Supplemental Cash Flow Information

"Net cash used in operating activities" includes cash payments for interest expense and income taxes as follows (in thousands):

	Three Months Ended May 31,	
	2023	2022
Cash payments for interest and income taxes:		
Interest expense paid	$ 97	$ 50
Income tax paid, net of refunds	$ (1)	$ 50
Non-cash investing activities:		
Accrued liability for capital expenditures	$ 733	$ -

NOTE 12 - SEGMENT INFORMATION AND GEOGRAPHIC DATA

We operate under two reportable segments: Software & Subscription Services and Telematics Products. Our organizational structure is based on a number of factors that our CEO, the Chief Operating Decision Maker ("CODM"), uses to evaluate and operate the business, which include customer base, homogeneity of products, and technology.

Our Software & Subscription Services segment offers telematics devices bundled with cloud-based, application enablement and telematics service platforms that facilitate integration of our own applications, as well as those of third parties, through open Application Programing Interfaces ("APIs") to deliver full-featured Internet of Things ("IoT") solutions to a wide range of customers and markets. Our scalable proprietary SaaS offerings enable rapid and cost-effective deployment of high-value solutions for customers all around the globe. Software & Subscription Services segment revenues include SaaS, professional services, devices sold with monitoring services and amortization of revenues and costs for customized devices functional only with application subscriptions that are not sold separately.

Our Telematics Products segment offers a portfolio of wireless data communications products, which includes asset tracking units, mobile telematics devices, fixed and mobile wireless gateways and routers. These wireless networking devices underpin a wide range of our own and third party software and service solutions worldwide and are critical for applications demanding secure, reliable and business-critical communications. Telematics Products segment revenues consist primarily of distinct product sales.

Segment information is as follows (in thousands):

	Three Months Ended May 31, 2023				Three Months Ended May 31, 2022			
	Reportable Segments				Reportable Segments			
	Software & Subscription Services	Telematics Products	Corporate Expenses	Total	Software & Subscription Services	Telematics Products	Corporate Expenses	Total
Revenues	$ 44,952	$ 25,939		$ 70,891	$ 39,557	$ 25,169		$ 64,726
Gross profit	$ 20,072	$ 6,989		$ 27,061	$ 18,058	$ 7,589		$ 25,647
Gross margin	45%	27%		38%	46%	30%		40%
Adjusted EBITDA	$ 6,314	$ 314	$ (583)	$ 6,045	$ 3,955	$ (747)	$ (1,352)	$ 1,856

The amount shown for each period in the "Corporate Expenses" column above consists of expenses that are not allocated to the business segments. These non-allocated corporate expenses include salaries and benefits of certain corporate staff and expenses such as audit fees, investor relations, stock listing fees, director and officer liability insurance, and director fees and expenses.

Our CODM evaluates each segment based primarily on revenue and Adjusted Earnings Before Interest, Taxes, Depreciation and Amortization ("Adjusted EBITDA"), and we therefore consider Adjusted EBITDA to be a primary measure of operating performance of our reportable segments. We define Adjusted EBITDA as earnings before investment income, interest expense, taxes, depreciation, amortization, stock-based compensation, impairment loss and other adjustments as identified below. The adjustments to our net income (losses) prepared in accordance with GAAP to calculate Adjusted EBITDA are itemized below (in thousands):

	Three Months Ended May 31,	
	2023	2022
Net loss	$ (4,032)	$ (12,173)
Investment income	(207)	114
Interest expense	1,678	1,533
Income tax provision	52	249
Depreciation	4,328	4,156
Amortization of intangible assets	1,222	1,342
Stock-based compensation	2,178	2,960
Non-recurring legal expenses	175	3,131
Costs incurred in transition of LoJack North America business to acquiror	36	752
Other	615	(208)
Adjusted EBITDA	$ 6,045	$ 1,856

Our CODM does not obtain identifiable assets by segment because our businesses share resources, functions and facilities. We do not have significant long-lived assets outside the United States.

Revenues by geographic area are as follows (in thousands):

	Three Months Ended May 31,	
	2023	2022
United States	$ 39,402	$ 40,402
EMEA	17,003	12,539
LATAM	7,098	5,977
APAC	6,156	5,219
All other	1,232	589
	$ 70,891	$ 64,726

Revenues by geographic area are based upon the country of billing. The geographic location of distributors and OEM customers may be different from the geographic location of the ultimate end users of the products and services provided by us. No single non-U.S. country accounted for more than 10% of our revenue in the three months ended May 31, 2023 and 2022.

NOTE 13 – LEGAL PROCEEDINGS

Omega patent infringement claim

On April 28, 2023, we filed our Form 10-K for the fiscal year ended February 28, 2023 which disclosed the current status of the Omega Patents LLC ("Omega") patent infringement claim.

The parties commenced a mediation on April 12, 2022, and on May 17, 2022, CalAmp and Omega executed an agreement for a settlement and release and a covenant not to sue under certain patents. On June 1, 2022, we paid $4.9 million pursuant to this settlement agreement. The parties filed a Joint Stipulation of Dismissal With Prejudice on June 15, 2022, and on June 16, 2022, the court dismissed the case with prejudice.

Philips patent infringement claim

On December 17, 2020, Koninklijke Philips N.V. ("Philips") filed four separate legal actions against us, and several other companies, accusing the companies of infringing Philips's 3G and 4G wireless standard-essential patents: (1) first, in the U.S. District Court, District of Delaware, Philips v. Quectel Wireless Solutions Co. Ltd. ("Quectel"), CalAmp, Xirgo Technologies, LLC ("Xirgo"), and Laird Connectivity, Inc. ("Laird"), Philips alleges that our location monitoring units infringe certain claims of U.S. Patent No. 7,831,271 ("the '271 patent"), U.S. Patent No. 8,199,711 ("the '711 patent"), U.S. Patent No. 7,554,943 ("the '943 patent"), and U.S. Patent No. 7,944,935 ("the '935 patent") (all four patents collectively, the "Patents"); (2) second, in the U.S. District Court, District of Delaware, Philips v. Telit Wireless Solutions, Inc., Telit Communications Plc, (collectively, "Telit"), and CalAmp, Philips alleges that our location monitoring units and certain modules therein infringe certain claims of the Patents; (3) third, in the U.S. District Court, District of Delaware, Philips v. Thales DIS AIS USA LLC (F/K/A Gemalto IoT LLC "Gemalto") F/K/A Cinterion Wireless Modules NAFTA LLC ("Cinterion"), Thales DIS AIS Deutschland GmbH (F/K/A Gemalto M2M GmbH), Thales USA, Inc., Thales S.A., (collectively, "Thales"), CalAmp, Xirgo, and Laird, Philips alleges that our location monitoring units infringe certain claims of the Patents, and (4) fourth, before The International Trade Commission ("ITC"), Philips v. Quectel, CalAmp, Xirgo, Laird, Thales, Gemalto, Cinterion, and Telit, Philips alleges violations of section 337 of the U.S. Tariff Act based upon our importation into the United States, the sale for importation, and the sale within the United States after importation of certain UMTS (Universal Mobile Telecommunications System) and LTE (Long Term Evolution) cellular communication modules and products containing the same by reason of our location monitoring units that allegedly infringe on certain claims of the Patents.

On April 1, 2022, the administrative law judge ("ALJ") at the ITC issued a Final Initial Determination on the question of violation of section 337 (19 U.S.C. § 1337). The ALJ determined that a violation of section 337 had not occurred with respect to any of the asserted patents. On July 6, 2022, the ITC affirmed the Final Initial Determination of no violation of Section 337 and terminated the investigation and the deadline for any appeal has passed.

While the district court case against Thales was recently reopened to set a status conference, the district court cases against Quectel and Telit are currently stayed. Considering the ITC's determination of no infringement of any of the four patents asserted we believe that we have strong defenses in the Delaware district court cases. Also, we believe we have strong indemnification claims against our communication module suppliers, and are entitled to have our defense costs and any losses resulting from these proceedings paid by those suppliers, who are co-defendants in these proceedings. Currently, it is not feasible to predict with certainty the outcome of the three district court cases, and no specific amount of damages has been identified. Additionally, we believe the ultimate resolution of the proceedings, including indemnification and defense by our module suppliers, will not have a material adverse effect on our consolidated results of operations, financial condition, or cash flows.

Other matters

In addition to the foregoing matters, from time to time as a normal consequence of doing business, various claims and litigation may be asserted or commenced against us. In particular, we may receive claims concerning contract performance or claims that our products or services infringe the intellectual property of third parties which are in the ordinary course of business. While the outcome of any such claims or litigation cannot be predicted with certainty, management does not believe that the outcome of such matters existing at the present time would have a material adverse effect on our condensed consolidated results of operations, financial condition or cash flows.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Our discussion and analysis of financial condition and results of operations is based upon our condensed consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP"). The preparation of these financial statements requires management to make estimates and assumptions that may affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues, costs and expenses during the reporting periods. Actual results could differ materially from these estimates. The critical accounting policies listed below involve our more significant accounting judgments and estimates that are used in the preparation of the consolidated financial statements. These policies are described in greater detail in Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") under Part II, Item 7 of our Annual Report on Form 10-K for the fiscal year ended February 28, 2023, as filed with the U.S. Securities and Exchange Commission (the "SEC") on April 28, 2023, and include the following areas:

- Revenue recognition;
- Patent litigation and other contingencies;
- Goodwill and long-lived assets; and
- Deferred income tax assets and uncertain tax positions.

OUR COMPANY

We are a connected intelligence company that leverages a data-driven solutions ecosystem to help people and organizations improve operational performance. We solve complex problems for customers within the market verticals of transportation and logistics, commercial and government fleets, industrial equipment, government and consumer vehicles by providing solutions that track, monitor and recover their vital assets. The data and insights enabled by CalAmp solutions provide real-time visibility into a user's vehicles, assets, drivers, and cargo, giving organizations greater understanding and control of their operations. Ultimately, these insights drive operational visibility, safety, efficiency, maintenance, and sustainability for organizations around the world. Headquartered in Irvine, California, we have an installed base of approximately ten million devices reporting to our cloud-based platform and approximately 1.6 million software and subscription services subscribers worldwide.

Reportable Segments

We operate under two reportable segments: Software & Subscription Services and Telematics Products.

Software & Subscription Services

Our Software & Subscription Services segment offers solutions comprised of telematics devices bundled with cloud-based application enablement and telematics service platforms that facilitate integration of our own applications, as well as those of third parties, through open APIs to deliver full-featured mobile IoT solutions to a wide range of customers and markets. Our scalable proprietary applications and other subscription services enable rapid and cost-effective development of high-value solutions for customers all around the globe. Services include tracking and monitoring services within Fleet Management as well as Supply Chain Integrity and International Vehicle Location.

Telematics Products

Our Telematics Products segment offers a series of advanced telematics products for the broader connected vehicle and emerging industrial IoT marketplace, which enable customers to optimize their operations by collecting, monitoring and effectively reporting business-critical information and desired intelligence from high-value remote and mobile assets. Our telematics products include asset tracking units, mobile telematics devices, fixed and mobile wireless gateways, and routers. These wireless networking devices underpin a wide range of solutions, and are ideal for applications demanding secure, reliable and business-critical communications. Telematics Products include OEM and MRM products.

Adjusted EBITDA

In addition to our GAAP results, we present Adjusted EBITDA as a supplemental non-GAAP measure of our performance. Our CEO, the CODM, uses Adjusted EBITDA to evaluate and monitor segment performance. A non-GAAP financial measure is defined as a numerical measure of a company's financial performance that excludes or includes amounts to be different than the most directly comparable measure calculated and presented in accordance with GAAP in the statements of comprehensive income (loss), balance sheets or statements of cash flows. We define Adjusted EBITDA as earnings before investment income, interest expenses, taxes, depreciation, amortization, stock-based compensation, acquisition and integration expenses, non-cash costs and expenses arising from purchase accounting adjustments, litigation provisions, gain from legal settlement, impairment losses and certain other adjustments. We believe this non-GAAP financial information provides additional insight into our ongoing performance and have therefore chosen to provide this information to investors for a more consistent basis of comparison to help investors evaluate our results of ongoing operations and enable more meaningful period-to-period comparisons. Pursuant to the rules and regulations of the SEC regarding the use of non-GAAP financial measures, we have provided a reconciliation of non-GAAP financial measures to the most directly comparable financial measure. See Note 14, *Segment Information and Geographic Data*, to the accompanying condensed consolidated financial statements for additional information related to Adjusted EBITDA by reportable segment and reconciliation to net loss.

OPERATING RESULTS

Three months ended May 31, 2023 compared to three months ended May 31, 2022:

Revenue by Segment

	Three Months Ended May 31,					
	2023		2022			
(In thousands)	**$**	**% of Revenue**	**$**	**% of Revenue**	**$ Change**	**% Change**
Segment						
Software & Subscription Services	$ 44,952	63.4%	$ 39,557	61.1%	$ 5,395	13.6%
Telematics Products	25,939	36.6%	25,169	38.9%	770	3.1%
Total	$ 70,891	100.0%	$ 64,726	100.0%	$ 6,165	9.5%

Our Software & Subscription Services enable customers to gather and analyze critical data used to track, monitor and recover vital mobile assets with real-time visibility and insights. Our services focus on three principal end markets: (i) transportation and logistics, (ii) government and municipalities, and (iii) connected car services. Throughout fiscal 2023 we transitioned a substantial majority of the customers that historically purchased MRM telematics products from us into subscription-based arrangements, a shift that favorably impacted revenues in our Software & Subscription Services segment and unfavorably impacted revenues in our Telematics Products segment. Additionally, throughout fiscal 2023 we experienced supply shortages driven by the COVID-19 global pandemic, which adversely impacted revenues. While supply chain shortages still persist, we are beginning to experience improvements in supply and production availability.

As of May 31, 2023, our remaining contractual performance obligations were $217.5 million compared to $216.4 million as of May 31, 2022. The decline in contractual performance obligations was primarily driven by the completion of obligations following the initial growth in conversions of telematics products customers to multi-year subscription contracts.

Software & Subscription Services revenue increased by $5.4 million or 13.6% for the three months ended May 31, 2023 compared to the same period last year largely due to increased transportation and logistics revenues generated through the transition of MRM telematics products customers onto multi-year subscription arrangements, which commenced in the third quarter of fiscal 2022. Such customer transitions contributed $16.0 million to Software & Subscription Services revenues during the three months ended May 31, 2023 compared to $9.0 million during the three months ended May 31, 2022. Active subscribers increased by 41% in the three months ended May 31, 2023 when compared to the prior year period.

Telematics Products revenue, comprised primarily of MRM telematics and OEM/network products, increased by $0.8 million or 3.1% for the three months ended May 31, 2023 compared to the same period last year. This increase was driven by strong shipments of telematics hardware relative to the same period last year, offset by the conversion of certain telematics hardware customers onto multi-year subscription contracts. The revenues generated by those conversions, after the contract effective dates, are classified within Software & Subscription Services revenues to the extent they are associated with a subscription arrangement.

Gross Profit by Segment

	Three Months Ended May 31,					
	2023		2022			
(In thousands)	**$**	**% of Revenue**	**$**	**% of Revenue**	**$ Change**	**% Change**
Segment						
Software & Subscription Services	$ 20,072	44.7%	$ 18,058	45.7%	$ 2,014	11.2%
Telematics Products	6,989	26.9%	7,589	30.2%	(600)	(7.9%)
Gross profit	$ 27,061	38.2%	$ 25,647	39.6%	$ 1,414	5.5%

Consolidated gross profit increased by $1.4 million or 5.5% for the three months ended May 31, 2023 compared to the same period last year largely due to increased revenues. Consolidated gross margins decreased by 150 basis points for the three months ended May 31, 2023 compared to the same period last year primarily due to lower gross margins in both Telematics Products and Software & Subscription Services.

Software & Subscription Services: Gross profit increased by $2.0 million or 11.2% for the three months ended May 31, 2023 compared to the same period last year primarily due to increased revenues. Gross margin decreased by 100 basis points primarily due to subscription mix.

Telematics Products: Gross profit decreased by $0.6 million or 7.9% for the three months ended May 31, 2023 compared to the same period last year primarily due to lower gross margins, which were primarily driven by product mix.

As described above, throughout fiscal 2023 we experienced adverse impacts to revenues as a result of global supply shortages. These supply shortages have led to significant cost increases on many of the components used in our devices as well as the cost of production. Although we are beginning to experience improvements in supply and production availability, cost inflation has continued. As a result, in the coming quarters we may experience lower gross margins if we are unable to effectively offset the impacts of these cost increases.

Operating Expenses

	Three Months Ended May 31,					
	2023		2022			
(In thousands)	**$**	**% of Revenue**	**$**	**% of Revenue**	**$ Change**	**% Change**
Research and development	$ 5,842	8.2%	$ 7,000	10.8%	$ (1,158)	(16.5%)
Selling and marketing	11,023	15.5%	11,478	17.7%	(455)	(4.0%)
General and administrative	11,354	16.0%	15,162	23.4%	(3,808)	(25.1%)
Intangible asset amortization	1,222	1.7%	1,342	2.1%	(120)	(8.9%)
Total	$ 29,441	41.4%	$ 34,982	54.0%	$ (5,541)	(15.8%)

Consolidated research and development expense decreased by $1.2 million or 16.5% for the three months ended May 31, 2023 compared to the same period last year due to a reduction in research and development activities associated with our Telematics Products business.

Consolidated selling and marketing expense decreased by $0.5 million or 4.0% for the three months ended May 31, 2023 compared to the same period last year primarily due to decreased marketing event costs.

Consolidated general and administrative expenses decreased by $3.8 million or 25.1% for the three months ended May 31, 2023 compared to the same period last year, primarily driven by decreased legal expenses.

Amortization of intangibles decreased slightly for the three months ended May 31, 2023 compared to the same period last year.

Non-operating Income (Expense)

Investment income (loss) increased to $0.2 million for the three months ended May 31, 2023 from ($0.1) million for the three months ended May 31, 2022. The increase was primarily driven by higher investment returns on invested funds.

Interest expense increased to $1.7 million for the three months ended May 31, 2023 from $1.5 million for the three months ended May 31, 2022 due to additional interest expense related to the revolving credit facility.

Other non-operating income was $0.1 million for the three months ended May 31, 2023 as compared to non-operating expense of $0.9 million for the three months ended May 31, 2022

Overall Profitability Measures

Net Loss:

GAAP-basis net loss for the three months ended May 31, 2023 was $4.0 million compared to a net loss of $12.2 million in the three months ended May 31, 2022. The change in the net loss was largely driven by higher revenues, and lower operating and non-operating expenses in the current year period.

Adjusted EBITDA:

	Three Months Ended May 31,			
(In thousands)	**2023**	**2022**	**$ Change**	**% Change**
Segment				
Software & Subscription Services	$ 6,314	$ 3,955	$ 2,359	59.6%
Telematics Products	314	(747)	1,061	(142.0%)
Corporate Expenses	(583)	(1,352)	769	56.9%
Total Adjusted EBITDA	$ 6,045	$ 1,856	$ 4,189	225.7%

Adjusted EBITDA for Software & Subscription Services increased $2.4 million compared to the same period last year primarily due to higher revenues and decreased operating expenses partially offset by lower gross margins. Adjusted EBITDA for Telematics Products increased

$1.1 million compared to the same period last year as a result of decreased operating expenses partially offset by lower gross margins in the current year period. Corporate Expenses decreased by $0.8 million compared to the same period last year. During the fourth quarter of the previous fiscal year, the Company implemented cost savings and cost efficiency measures which are expected to continue to impact Adjusted EBITDA results.

See Note 12, *Segment Information and Geographic Data*, to the accompanying condensed consolidated financial statements for information related to Adjusted EBITDA by reportable segment and a reconciliation to GAAP-basis net loss.

Income Tax Provision

We evaluate our estimated annual effective tax rate ("ETR") on a quarterly basis based on current and forecasted operating results. The relationship between our income tax provision or benefit and our pretax book income or loss can vary significantly from period to period considering, among other factors, the overall level of pretax book income or loss and changes in the blend of jurisdictional income or loss that is taxed at different rates and changes in valuation allowances. Consequently, our ETR may fluctuate significantly period to period and may make quarterly comparisons less meaningful.

The income tax expense of $0.1 million was primarily attributable to one of our foreign subsidiaries, partially offset by a $0.3 million decrease in uncertain tax benefits related to certain foreign net operating loss carryforwards. Any income tax benefit associated with the pre-tax loss for the three months ended May 31, 2023, resulting primarily from the U.S. jurisdiction, is offset by a full valuation allowance.

LIQUIDITY AND CAPITAL RESOURCES

Consistent with fiscal 2023, our primary recurring cash needs have been for working capital purposes and to a lesser extent, capital expenditures. We have historically funded our principal business activities through cash flows generated from operations and cash on hand. As we continue to grow our customer base to a subscription model while increasing our revenues, there will be a need for working capital in the future. While our subscription arrangements create recurring multi-year revenue, they elongate the cash conversion cycle as we must outlay cash for the associated device but recover this cash outlay over a subscription period. Our operations have consumed substantial amounts of cash, and we may continue to incur substantial losses and negative cash flow from operations for the foreseeable future. As of May 31, 2023, we had $35.0 million of cash and cash equivalents a decrease from February 28, 2023 of $7.0 million. While we expect to continue to finance our operations with cash on hand and cash generated from operations, our future performance is subject to economic, operational, financial, competitive and other factors, including the current inflationary environment, supply chain constraints and the impact of uncertain international trade relations.

Our immediate sources of liquidity are cash and cash equivalents, and our asset-based revolving credit facility. As of May 31, 2023, we have $35.0 million of cash and cash equivalents and $35.6 million available under our revolving credit facility, subject to fixed charge coverage ratio and minimum cash and availability tests. We expect to continue to finance our operations with cash on hand and cash generated from operations. See Note 1, *Description of Business, Basis of Presentation and Summary of Significant Accounting Policies*, for additional information on the Company's liquidity.

On July 13, 2022, we replaced our revolving credit facility with JP Morgan Chase Bank, N.A. and we entered into a new revolving credit facility with PNC Bank, N.A., that provides for an asset-based senior secured revolving credit facility for borrowings up to an aggregate of $50.0 million, subject to certain conditions, including borrowing base provisions that limit borrowing capacity to 80% of eligible accounts receivable and 50% of eligible inventory. The revolving credit facility will terminate, and all outstanding loans will become due and payable on the earlier of July 13, 2025 and the date that is ninety days prior to the maturity date of our 2025 Convertible notes. Borrowings under our existing credit facility bear interest at either the Bloomberg short-term bank yield rate plus a margin of 2.50% per annum or an alternate base rate plus a margin of 1.50% per annum as selected by us on a periodic basis. As of May 31, 2023, there were no borrowings and $3.3 million of outstanding letters of credit under this revolving credit facility. See Note 6, *Financing Arrangements*, for additional information on our revolving credit facility.

We are a defendant in various legal proceedings involving intellectual property claims and contract disputes. Regarding the Philips patent infringement claim, the ITC affirmed the Final Initial Determination of the administrative law judge of no violation of Section 337 and terminated the investigation on July 6, 2022 and the deadline for any appeal has passed. The Delaware District Court cases in the Philips matter remain stayed but may be reinstated. In connection with this matter, we may be required to enter into a license agreement or other settlement arrangement that requires us to make a significant payment in the future. While it is not feasible to predict with certainty the outcome of this legal proceeding, based on currently available information, including the ITC's affirmation of no violation of Section 337, we believe that the ultimate resolution of this matter will not have a material adverse effect on our condensed consolidated results of operations, financial condition and cash flows.

See Note 13, *Legal Proceedings*, of the Notes to Unaudited Condensed Consolidated Financial Statements for additional information on legal proceedings.

Future Cash Obligations

During the first quarter of fiscal 2024, there were no significant changes to our estimates of future payments under our fixed contractual obligations and commitments as presented in Part II, Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations, included in our Annual Report on Form 10-K for our fiscal year ended February 28, 2023 as filed with the SEC on April 28, 2023.

Cash flows from operating activities

Cash flows from operating activities consist of net loss adjusted for certain non-cash items, including depreciation, intangible asset amortization, stock-based compensation expense, amortization of discount and debt issue costs, deferred income taxes, amortization of certain revenue assignment arrangements and the effect of changes in components of working capital.

Our cash flow from operating activities are attributable to our net loss as well as how well we manage our working capital, which is dictated by the volume of products we purchase from our manufacturers or suppliers and then sell to our customers along with the payment and collection terms that we negotiate with them. We purchase a majority of our products from significant suppliers located in Asia and Mexico that generally provide us 60-day payment terms for products purchased.

Our significant customers are located in the United States as well as certain foreign countries. We believe that our relationships with our key customers are good and that these customers are in good financial condition. We generally grant credit to our customers based on their financial viability and our historical collections experience with them. We typically require payment from our customers within 30 to 45 days of our invoice date with a few exceptions that extend the credit terms up to 90 days. Historically, since we paid our suppliers at or within 60 days of inventory purchase and our payment terms on our accounts receivable are generally within 45 days, we generated positive cash flows from operating activities.

For the three months ended May 31, 2023, net cash used in operating activities was $3.0 million and net loss was $4.0 million. Our non-cash expenses from continuing operations, comprised principally of depreciation, intangible asset amortization, stock-based compensation expense, amortization of debt discount and issuance costs, noncash operating lease costs and changes in deferred income taxes totaled $8.6 million. These non-cash expenses were slightly offset by non-cash revenues of $0.4 million related to acquired revenue assignment arrangements. Changes in operating assets and liabilities from continuing operations used $7.1 million of cash, largely as a result of the decrease in accounts payable as well as the increase in accounts receivable and the decrease in deferred revenue, which were driven by differences in timing of collections under new subscription arrangements such that less cash is collected at contract inception. These cash outflows were partially offset by the utilization of prepaid expenditures and the timing of payments related to accrued liabilities.

For the three months ended May 31, 2022, net cash used in operating activities was $15.6 million and net loss was $12.2 million. Our non-cash expenses from continuing operations, comprised principally of depreciation, intangible asset amortization, stock-based compensation expense, amortization of debt discount and issue costs, noncash operating lease costs and changes in deferred income taxes totaled $9.8 million. These non-cash expenses were partially offset by non-cash revenues of $0.8 million related to acquired revenue assignment arrangements. Changes in operating assets and liabilities from continuing operations used $12.4 million of cash, primarily driven by the impact of lower inventory levels, partly offset by a net decrease in accounts payable. Both the increase in accounts receivable and decrease in deferred revenue were driven by differences in timing of collections under new subscription arrangements such that less cash is collected at contract inception. Operating cash flows were also negatively impacted by the timing of payments on accounts payable.

Cash flow from investing activities

For the three months ended May 31, 2023 and 2022, our net cash used in investing activities of continuing operations was $2.0 million and $3.6 million, respectively. In each of these periods, our primary investing activities consisted of capital expenditures. We expect that we will make additional capital expenditures in the future, including the devices that we lease to customers under subscription agreements in order to support the future growth of our business.

Cash flow from financing activities

For the three months ended May 31, 2023 and 2022, our net cash used in financing activities was $0.3 million and $0.4 million, respectively, driven primarily by payments for taxes related to the net share settlement of vested equity awards.

FORWARD LOOKING STATEMENTS

Forward looking statements in this Form 10-Q which include, without limitation, statements relating to our plans, strategies, objectives, expectations, intentions, projections and other information regarding future performance, are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. The words "may", "will", "could", "plans", "intends", "seeks", "believes", "anticipates", "expects", "estimates", "judgment", "goal", and variations of these words and similar expressions, are intended to identify forward-looking statements. These forward-looking statements reflect our current views with respect to future events and financial performance and are subject to certain risks and uncertainties that are difficult to predict, including, without limitation, the impact of adverse and uncertain economic conditions in the U.S. and international markets, the sufficiency of our cash and cash equivalents to meet our liquidity needs and service our indebtedness, product demand, competitive pressures and pricing declines in our markets, the timing of customer approvals of new product designs, intellectual property infringement claims, interruption or failure of our Internet-based systems used to wirelessly configure and communicate with the tracking and monitoring devices that we sell, global component supply shortages due to ongoing supply chain constraints, phased implementation of our ERP system, the effect of tariffs on exports from China and other countries, the ongoing effects of the COVID-19 pandemic (including its effect on the supply of labor), and other risks and uncertainties that are set forth in Part I, Item 1A of the Annual Report on Form 10-K for the fiscal year ended February 28, 2023 as filed with the SEC on April 28, 2023. Such risks and uncertainties could cause actual results to differ materially from historical or anticipated results. Although we believe the expectations reflected in such forward-looking statements are based upon reasonable assumptions, we can give no assurance that our expectations will be attained. We undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward looking statements.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Foreign Currency Risk

We have international operations, giving rise to exposure to market risks from changes in currency exchange rates. A cumulative foreign currency translation loss of $1.7 million related to our foreign subsidiaries is included in “Accumulated other comprehensive loss” in the Stockholders' Equity section of the condensed consolidated balance sheet at May 31, 2023. The aggregate foreign currency transaction exchange rate losses included in determining loss before income taxes was $0.2 million and $0.3 million for the three months ended May 31, 2023 and 2022, respectively.

As our international operations grow, our risks associated with fluctuation in foreign currency rates will become greater, and we will continue to reassess our approach to managing this risk. In addition, currency fluctuations or a weakening U.S. dollar could increase the costs of our international expansion and operations.

Interest Rate Risk

Our exposure to market rate risk for changes in interest rates relates primarily to our investment portfolio. The primary objective of our investment activities is to preserve principal and liquidity while at the same time maximizing yields without significantly increasing risk. To achieve this objective, we maintain our investment portfolio in a variety of available-for-sale fixed debt securities, including both government and corporate obligations and money market funds. Investments in fixed rate interest earning instruments carry a degree of interest rate risk. Fixed rate securities may have their fair market value adversely impacted due to a rise in prevailing interest rates. Due in part to these factors, we may suffer losses in principal if we need the funds prior to maturity and we choose to sell securities that have declined in market value due to changes in interest rates or perceived credit risk related to the securities’ issuers.

As the majority of our investment portfolio has a short-term nature, we do not believe an immediate increase or decrease in interest rate would have a material effect on the fair market value of our portfolio, and therefore, we do not expect our operating results or cash flows to be materially affected by a sudden change in market interest rates.

We do not believe our cash equivalents have significant risk of default or illiquidity. However, we cannot provide absolute assurance that in the future our investments will not be subject to adverse changes in market value. In addition, we maintain significant amounts of cash and cash equivalents at one or more financial institutions that are in excess of federally insured limits. We cannot be assured that we will not experience losses on these deposits.

Loans outstanding under our revolving credit facility bear interest at either the Bloomberg short-term bank yield rate plus a margin of 2.50% per annum or an alternate base rate plus a margin of 1.50% per annum. Changes in interest rates would impact our variable rate borrowings. As of May 31, 2023, there was no outstanding borrowings under our revolving credit facility.

ITEM 4. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

Our principal executive officer and principal financial officer have concluded, based on their evaluation of disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”)) as of the end of the period covered by this report, that our disclosure controls and procedures are effective to ensure that the information required to be disclosed in reports that are filed or submitted under the Exchange Act is accumulated and communicated to management, including the principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure and that such information is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal controls over financial reporting (as defined in Rules 13a-15(f) and 15d 15(f) under the Exchange Act) that occurred during the third quarter of fiscal 2023 that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

See Note 15, *Legal Proceedings*, of the Notes to Unaudited Condensed Consolidated Financial Statements above for information regarding the legal proceedings in which we are involved.

ITEM 1A. RISK FACTORS

The reader is referred to Part I, “Item 1A. Risk Factors” in our Annual Report on Form 10-K for the year ended February 28, 2023, as filed with the SEC on April 28, 2023, for a discussion of factors that could materially affect our business, financial condition, results of operations, or future results.

ITEM 2. UNREGISTERED SALES OF SECURITIES AND USE OF PROCEEDS

The following table contains information with respect to purchases made by or on behalf of CalAmp or any “affiliated purchaser” (as defined in Rule 10b18(a) (3) under the Securities Exchange Act of 1934), of our common stock during the quarter ended May 31, 2023:

	Total Number of Shares Purchased (1)	Average Price Paid per Share (2)	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares that may be Purchased Under the Plans or Programs
March 1 - March 31, 2023	8,695	$ 3.60	-	$ -
April 1 - April 31, 2023	82,868	$ 2.55	-	$ -
May 1 - May 31, 2023	8,085	$ 1.89	-	$ -
Total	99,648	$ 2.59	-	$ -

(1)The amounts in this column represent shares of our common stock surrendered by employees to the Company, upon vesting of restricted stock, to satisfy tax withholding requirements.

(2)Amounts in this column reflect the weighted average price paid for shares tendered to us in satisfaction of employee tax withholding obligations upon the vesting of restricted stock granted under our stock plan.

ITEM 6. EXHIBITS

Exhibit 10.1	Separation Agreement, dated as of May 10, 2023, between the Company and Jeff Gardner (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed on May 11, 2023)
Exhibit 31.1	Chief Executive Officer Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
Exhibit 31.2	Chief Financial Officer Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
Exhibit 32	Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101 .INS	Inline XBRL Instance Document
101 .SCH	Inline XBRL Taxonomy Extension Schema Document
101 .CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101 .DEF	Inline XBRL Taxonomy Definition Linkbase Document
101 .LAB	Inline XBRLTaxonomy Extension Label Linkbase Document
101 .PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

CALAMP CORP.

July 10, 2023	/s/ Jikun Kim
Date	Chief Financial Officer

EXHIBIT 31.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO RULE 13a-14(a) AND RULE 15d-14(a)
OF THE SECURITIES EXCHANGE ACT, AS AMENDED

I, Jeffery Gardner, certify that:

1.I have reviewed this Quarterly Report on Form 10-Q of CalAmp Corp.;

2.Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3.Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4.The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a)Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b)Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c)Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d)Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5.The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a)All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b)Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

July 10, 2023 Date	/s/ Jeffery Gardner Jeffery Gardner Chief Executive Officer

EXHIBIT 31.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO RULE 13a-14(a) AND RULE 15d-14(a)
OF THE SECURITIES EXCHANGE ACT, AS AMENDED

I, Jikun Kim, certify that:

1.I have reviewed this Quarterly Report on Form 10-Q of CalAmp Corp.;

2.Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3.Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4.The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a)Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b)Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c)Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d)Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5.The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a)All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b)Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

July 10, 2023 Date	/s/ Jikun Kim Jikun Kim Chief Financial Officer

EXHIBIT 32

CERTIFICATION OF CHIEF EXECUTIVE OFFICER
AND CHIEF FINANCIAL OFFICER PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of CalAmp Corp. (the "Company") on Form 10-Q for the quarter ended May 31, 2023 as filed with the Securities and Exchange Commission (the "Report"), we, Jeffery Gardner, Chief Executive Officer of the Company, and Jikun Kim, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to our knowledge:

(1)The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2)The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Jeffery Gardner
Jeffery Gardner
Chief Executive Officer

/s/ Jikun Kim
Jikun Kim
Chief Financial Officer

July 10, 2023

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.