**Risk Factors Comparison 2024-02-22 to 2023-03-03 Form: 10-K**

**Legend:** **New Text** ~~Removed Text~~ Unchanged Text Moved Text Section

The risks and uncertainties described below are those that we currently deem to be material, and do not represent all of the risks that we face. Additional risks and uncertainties not presently known to us or that we currently do not consider material may in the future become material and impair our business operations. Some of the risks and uncertainties described herein have been grouped so that related risks can be viewed together. You should not draw conclusions regarding the relative magnitude or likelihood of any risk based on the order in which risks or uncertainties are presented herein. If any of the following risks actually occur, our business could be materially harmed, and our financial condition and results of operations could be materially and adversely affected. As a result, the trading price of our securities could decline. You should also refer to the other information contained in this Annual Report on Form 10- K, including our consolidated financial statements and the related notes. SUMMARY OF RISK FACTORS Risks Related to Our ~~Business~~ **Outstanding Debt** • Our ~~quarterly operating results~~ **debt service requirements are significant, and we may not** have **sufficient cash flow from** ~~fluctuated in the past and may fluctuate in the future, which could cause declines or volatility in the price of our common stock. • We have an accumulated deficit and may not be able to achieve or sustain profitability, which may negatively impact our ability to achieve~~ our business ~~objectives. • The 5G market may take longer~~ to **pay** ~~materialize than we expect or~~ **our substantial debt** , if it does materialize rapidly,...... position and our business could be harmed . • Our future capital needs are uncertain, and we may need to raise additional funds in the future. We may not be able to raise such additional funds on acceptable terms or at all. • **We** ~~Our debt service requirements~~ are ~~significant,~~ **required to comply with certain financial** and **other covenants under our Credit Agreement (as defined below) and, if** we **fail to meet those covenants** ~~may not have sufficient cash flow from our~~ **or** ~~business to pay~~ **otherwise suffer a default thereunder,** our ~~substantial debt~~ **lender may accelerate the payment of such obligations** . Risks Related to ~~Corporate Development Activities • We may, as part of our growth strategy, acquire companies and businesses, and / or divest assets or businesses. The completion of acquisition or divestiture transactions could have an adverse effect on our financial condition. • Following acquisitions and / or divestitures, our reorganized business may not perform as we or the market expects, which could have an adverse effect on the price of our common stock. Risks Related to Competition • The market for the products and services that we offer is rapidly evolving and highly competitive. We may be unable to compete effectively. • The market for asset management and fleet management solutions and the markets for telemetry and tracking solutions are all highly fragmented and competitive, with low barriers to entry. If we do not compete effectively, our operating results may be harmed. • Industry consolidation may result in increased competition, which could result in a loss of customers or a reduction in revenue. Risks Related to~~ Our ~~Customers and Demand for Our Solutions • Our inability to adapt to rapid technological change in our markets could impair our ability~~ **Ability** to **Generate Revenues** ~~remain competitive and adversely affect our results of operations.~~ • We depend upon **two customers** ~~Verizon Wireless and T- Mobile~~ for a substantial portion of our revenues, and our business would be negatively affected by an adverse change in our dealings with either of these customers. • We may not be able to retain and increase sales to our existing customers, which could negatively impact our financial results. • Loss of, or a significant reduction in business from, one or more **significant** ~~enterprise or government~~ customers could adversely affect our revenue and profitability. • **The FWA market** ~~Adverse economic conditions or reduced spending on information technology solutions~~ may ~~adversely impact~~ **take longer to materialize than we expect** ~~our~~ **or** ~~revenue~~ **, if it does materialize rapidly, we may not be able to meet the development schedule** and ~~profitability~~ **other customer demands** . • The marketability of our products may suffer if wireless telecommunications operators do not deliver acceptable wireless services. ~~, if it does materialize rapidly~~ **• If customers do not adopt our software** ,we may not be able to ~~meet~~ **monetize** ~~the~~ **these** ~~development schedule~~ **software assets** and ~~other customer demands~~ **realize a key part of our growth and profitability strategy** .• **The market for the** ~~Our plan to position ourselves as a leading provider of industrial IoT~~ products and services **that we offer is rapidly evolving and highly competitive.We may be unable** to ~~our customer base could subject us~~ **compete effectively.• If we fail** to **develop** ~~increased costs~~ and ~~related risks and~~ **maintain strategic relationships,we** may not ~~achieve the intended results~~ **be able to penetrate new markets** .• If we fail to develop and timely introduce new products and services or enter new markets for our products and services successfully,we may not achieve our revenue targets,or we may lose key customers or sales and our business could be harmed. ~~• An assertion by a third party that we are infringing its intellectual property could subject us to costly~~ Risks Related to Developing, Manufacturing and Delivering Our Solutions • We ~~currently~~ rely on third parties to manufacture and warehouse many of our products, which exposes us to a number of risks and uncertainties outside our control. • We depend on sole source suppliers for some **components used in our** products ~~used in our services~~ . The availability and sale of those services would be harmed if any of these suppliers is not able to meet our demand and alternative suitable products are not available on acceptable terms, or at all. • **Natural disasters, public health crises, political crises and other catastrophic events or other events outside of our control could damage our facilities or the facilities of third parties on which we depend, and could impact consumer spending. •** If disruptions in our transportation network occur or our shipping costs substantially increase, we may be unable to sell or timely deliver our products, and our operating expenses could increase. • We may be unable to adequately control the costs or maintain adequate supply of components and raw materials associated with our operations. • If we do not effectively manage our sales channel inventory and product mix, we may incur costs associated with excess inventory **,** or lose sales from having too few products. • **Product liability, product replacement or recall costs could adversely affect our business and financial performance. • We rely on third- party software and other intellectual property to develop and provide our solutions and significant increases in**

**licensing costs or defects in third- party software could harm our business. • Our solutions integrate with third- party technologies and if our solutions become incompatible with these technologies, our solutions would lose functionality and our customer acquisition and retention could be adversely affected. •** Our software may contain undetected errors, defects or other software problems, and if we fail to correct any defect or other software problems, we could lose customers or incur significant costs, which could result in damage to our reputation or harm to our operating results. • **Our " over- the- air " transmission of firmware updates** ~~Any significant disruption in service on our websites or in our computer systems~~ could **permit** ~~damage our reputation and result in~~ a ~~loss of~~ **third party to disable our** customers ~~, which would harm~~ **' in- vehicle devices** ~~our~~ - **or introduce malware into** ~~business and operating results. • We provide minimum service level commitments to certain of~~ our customers **' in- vehicle devices** ~~, and our failure to meet them could require us to issue credits for future subscriptions or pay penalties~~ , which could **expose us to widespread loss of service and customer claims. Legal and Regulatory Risks • Evolving regulations and changes in applicable laws relating to data privacy may increase our expenditures related to compliance efforts or otherwise limit the solutions we can offer, which may** harm our ~~results of operations~~ **business and adversely affect our financial condition** . • **Enhanced United States fiscal** ~~Failure to maintain the security of our information and technology networks~~ , **tax** ~~including information relating to our customers~~ and ~~employees~~ **trade restrictions** and **executive** ~~access to our asset~~ and **legislative actions** ~~fleet management and telemetry solutions,~~ could adversely affect **our business, financial condition, and results of operations. • The increasing focus on environmental sustainability and social initiatives could increase our costs, harm our reputation and adversely impact our financial results. • An assertion by a third party that we are infringing its intellectual property could subject** us **to costly and time- consuming litigation or expensive licenses and our business could be harmed** . • ~~Our~~ **If we are unable to protect our intellectual property and proprietary rights, our competitive position and our** business ~~may~~ **could** be **harmed.** ~~adversely affected by unfavorable macroeconomic conditions~~ Risks Related to International Operations • Due to the global nature of our operations, we are subject to political and economic risks of doing business internationally. • Weakness or deterioration in global economic ~~or political~~ conditions ~~in~~ **or** jurisdictions where we have significant foreign operations could have a material adverse effect on our results of operations and financial condition. ~~Risks Related~~ **• Weakness or deterioration in global political conditions where we have significant business interests could have a material adverse effect on our business, results of operations and financial condition. • Fluctuations in foreign currency exchange rates could adversely affect our results of operations. • Unionization efforts in certain countries in which we operate could materially increase our costs or limit our flexibility. • Our international operations may increase our exposure** to **potential liability under anti- corruption, trade protection, tax and other laws and** ~~Regulations~~ **regulations .** ~~, Taxation and Accounting Matters~~ • A governmental challenge to our transfer pricing policies or practices could impose significant costs on us. **Risks Related to Business Development Activities** • **We** ~~Evolving regulations and changes in applicable laws relating to data privacy~~ may **acquire companies and** ~~increase our expenditures related to compliance efforts or otherwise limit the solutions we can offer, which may harm our business~~ **businesses , and / or divest assets or businesses. The completion of acquisition or divestiture transactions could have** ~~and~~ - **an** ~~adversely~~ -- **adverse** ~~affect~~ **effect on** our financial condition. • **If** ~~Enhanced United States fiscal, tax and trade restrictions and executive and legislative actions could adversely affect~~ our **goodwill** ~~business, financial condition,~~ and ~~results of operations~~ **acquired intangible assets become impaired, we may be required to record a significant charge to earnings** . Risks Related to Owning Our Securities • Our share price has been highly volatile in the past and could be highly volatile in the future. • **Our ability to use our net operating loss carryforwards and certain other tax attributes may be limited • The price of our stock may be vulnerable to manipulation, including through short sales. •** Future settlements of any conversion obligations with respect to the 2025 Notes may result in dilution to existing stockholders, lower prevailing market prices for our common stock or require a significant cash outlay. • Ownership of our common stock is concentrated, and as a result, certain stockholders may exercise significant influence over ~~us~~ **the Company** . • Our outstanding Series E Preferred Stock or future equity offerings could adversely affect the holders of our common stock in some circumstances. ~~RISKS RELATED TO OUR BUSINESS~~ **• We do not currently intend to pay dividends on our common stock, and, consequently, your ability to achieve a return on your investment will depend on appreciation, if any, in the price of our common stock. • Our restated certificate of incorporation and restated bylaws and Delaware law could prevent a takeover that stockholders consider favorable and could also reduce the market price of our stock. • If financial or industry analysts do not publish research or reports about our business, or if they issue negative or misleading evaluations of our stock, our stock price and trading volume could decline. • If we fail to maintain an effective system of internal controls over financial reporting, we may not be able to report our financial results timely and accurately, which could adversely affect investor confidence in us, and in turn, our results of operations and our stock price. • If the accounting estimates we make, and the assumptions on which we rely, in preparing our financial statements prove inaccurate, our actual results may be adversely affected. • Changes to the accounting systems or new accounting system implementations may be ineffective or cause delays in our ability to record transactions and / or provide timely financial results. • Any changes to existing accounting pronouncements or taxation rules or practices may cause adverse fluctuations in our reported results of operations or affect how we conduct our business. •** Our quarterly operating results have fluctuated in the past and may fluctuate in the future ~~as a result of a variety of factors~~ , ~~many of~~ which ~~are outside of~~ **could cause declines** ~~our~~ - **or volatility in** ~~control. If our quarterly operating results or guidance fall below the expectations of research analysts or investors,~~ the price of our common stock ~~could decline substantially~~ . ~~The following~~ **General Risk** ~~factors~~ **Factors** ~~, among others, could cause fluctuations in our quarterly operating results:~~ • our ability to attract new customers and...... from which Inseego may be excluded. We ~~believe that our quarterly revenue and operating results may vary significantly in the future and that period- to- period comparisons of our operating results may not be meaningful. You should not rely on the results of any quarter as an indication of future performance. We have reported net losses in each of the last six fiscal years, and we cannot predict when we~~

~~will become profitable or if such profitability can be sustained. We expect to continue making significant expenditures to develop and expand our business. Any growth in our revenue or customer base may not be sustainable, and we may not generate sufficient revenue to become profitable. We may incur significant losses in the future for a number of reasons, including the other risks described in this section, and we may encounter unforeseen expenses, difficulties, complications and delays and other unknown events. Accordingly, we~~ may not be able to **maintain** ~~achieve or sustain profitability,~~ and **expand** ~~the failure to fund our capital requirements may negatively impact our ability to achieve~~ our business **if** ~~objectives. Growth of the 5G market and its emerging standards, including the newly defined 5G NR standard, is accelerating and we believe that~~ we are ~~at the forefront of this newly emerging standard and already have a solid footing in this growing market. However, this market may~~ not **able** ~~see as much growth as we expect or this growth may take longer~~ to **hire** ~~materialize than we expect which could delay important commercial network launches. Even if the market does materialize at the rapid pace that we are expecting~~ , ~~we may have difficulties meeting aggressive timing expectations of our current customers and getting our target products to market on time to meet the demands of our target customers. The 5G market requires us to design routers and antennas that meet certain~~ - **retain** ~~technical specifications. While we launched our fourth generation mobile hotspot in 2022, we may have difficulties meeting the market~~ and any further technical specifications and timelines....... degrees in different countries. Failure to manage **additional qualified personnel** ~~challenges related to 5G markets and opportunities could have a material adverse effect on our financial condition and results of operations~~ . **•** Our ~~strategic plan to position ourselves as a leading provider of high value industrial IoT products and services could subject us to unexpected costs and risks. Such activities could subject us to increased operating costs, product liability, regulatory requirements and reputational risks. Our expansion into new and existing markets and implementation of our strategic plan may present competitive and distribution challenges that differ from those of our historical~~ business ~~model. We~~ may ~~be less familiar with the target customers and may face different or additional risks, as well as increased or unexpected costs, compared to existing operations. Growth into new markets may also bring us into direct competition with companies with whom we have little or no past experience as competitors. To the extent we are reliant upon expansion into new product markets and implementation of our strategic plan for growth and do not meet the new challenges posed by such expansion and implementation, our future sales growth could be negatively impacted, our operating costs could increase, and our business operations and financial results could be negatively affected. Implementing our plan to position the Company as a leading provider of industrial IoT products and solutions has required, and is expected to continue to require, additional investments by us in both product development and go- to- market resources and additional attention from management, and if not successful, we may not realize the return on our investments as anticipated or our operating results could~~ be adversely affected by ~~slower than expected sales growth~~ **unfavorable macroeconomic conditions • Adverse economic conditions** or **reduced spending on information technology** ~~additional costs. The development of new~~ solutions **may adversely impact our revenue** ~~for mobile broadband data, vehicle tracking, asset management, fleet management~~ and ~~telemetry applications can~~ **profitability. • We may** be **exposed to** ~~difficult, time- consuming and costly. There are inherent~~ risks ~~and uncertainties associated with offering new products and services, especially when new markets are not fully developed,~~ related **to litigation** ~~technology standards are not mature, or when the laws~~ and **administrative proceedings that could** ~~regulations regarding a new product or solution are not mature. Factors outside of our control, such as developing laws and regulations, regulatory orders, competitive product offerings and changes in commercial and consumer demand for products or services may also~~ materially ~~impact the successful implementation of new products or services. As we introduce new products or solutions, our current customers may not require or desire the features of these new offerings~~ and **adversely affect** ~~may not purchase them or might purchase them in smaller quantities than we had expected. We may face similar risks that our products or solutions will not be accepted by customers as we enter new markets for our solutions, both in the United States and international markets. Further, as part of~~ our business, we may enter into contracts with some...... consuming and distracting to management, result **results** ~~in costly litigation or settlement, cause development delays, or require us or our subsidiaries to enter into royalty or licensing agreements. In addition, we or our subsidiaries could be obligated to indemnify our customers against third parties' claims~~ of **operations** ~~intellectual property infringement based on our products or solutions. If our products or solutions violate any third- party intellectual property rights, we could be required to withdraw them from the market, re- develop them or seek to obtain licenses from third parties, which might not be available on reasonable terms or at all. Any efforts to re- develop our products or solutions, obtain licenses from third parties on favorable terms or license a substitute technology might not be successful~~ and ~~, in any case, might substantially increase our costs and harm our business,~~ financial condition ~~and operating results~~ . **RISKS RELATED TO OUR OUTSTANDING DEBT** ~~Withdrawal of any of our products or solutions from the market could harm our business, financial condition and operating results. In addition, we incorporate open source software into our products and solutions. Given the nature of open source software, third parties might assert copyright and other intellectual property infringement claims against us based on our use of certain open source software programs.~~ The **outstanding principal** terms of many open source licenses to...... our existing debt agreements may limit the amount **of** ~~and / or~~ **our** ~~type of indebtedness that we are able to incur. If we do not have, or are not able to obtain, sufficient funds, we may have to delay development or commercialization of our products and solutions, liquidate some or all of our assets, or delay, reduce the scope of or eliminate some or all of our sales and marketing expansion programs. Any of these actions could harm our operating results. During the second quarter of 2020, we issued $ 180. 4 million of~~ 3. 25 % convertible senior notes due 2025 (the " 2025 Notes ") ~~and used a portion of the proceeds to repay our previous term loan in full and retire the 5. 5 % convertible senior notes due 2022 (the " 2022 Notes " formerly referred to as the " Inseego Notes "). The principal amount of 2025 Notes outstanding~~ at December 31, ~~2022~~ **2023** ~~is~~ **was** $ 161. 9 million. **The** ~~Further, on August 5, 2022~~ **2025 Notes have a maturity date of May 1** , **2025. In addition,** we ~~entered into~~ **have a line of credit pursuant to** a Loan and Security Agreement (the " Credit Agreement ") by and among Siena Lending Group LLC, as lender, the borrower parties thereto and the Company, as guarantor, which established a $ 50 million revolving credit facility (the " Credit Facility "). As of December 31, ~~2022~~ **2023** , the Credit Facility had outstanding borrowings of $ ~~7~~ **4** . ~~9~~ **1** million ~~, gross borrowing base of $ 15 .~~ ~~7 million~~ **The Credit Facility has a maturity date of December 31, 2024. The Company' s intention is to restructure or refinance the Credit Facility** and **the 2025 Notes, however, there can be no assurance that any required or desired restructuring or financing will be** ~~availability~~ - **available** ~~of $ 7. 8 million~~ **on terms favorable to the Company, or at all** . Our ability to make scheduled payments on, or to refinance our indebtedness, depends on our future performance, which is subject to economic, financial, competitive and other factors beyond our control. Our business may not generate cash flow from operations in the future sufficient to service our debt and other fixed charges, fund working capital needs and make necessary capital expenditures. If we are unable to generate such cash flow, we may be required to adopt one or more alternatives, such as selling assets, refinancing or restructuring debt or obtaining additional equity capital on terms that may be onerous or dilutive. Our ability to refinance or restructure our indebtedness will depend on **the condition of** the capital markets and our financial condition at such time. We may not be able to engage in any of these activities or engage in these activities on favorable terms, which could result in a default on our debt obligations. Any default under such indebtedness could have a material adverse effect on our business, results of operations and financial condition. We ~~ZTE,Sierra Wireless,TCL,Franklin Wireless,WNC,Nokia and NETGEAR.More broadly,those products also compete against wireless handset manufacturers such as HTC,Apple,LG and Samsung,which all offer mobile hotspot capability as a feature of their cellular smartphones.Failure to manage these challenges,or failure of our hotspot product or service offerings to be successful and profitable,could have a material adverse effect on our financial condition and results of operations.We~~ may need to raise substantial additional capital in the future to **refinance our indebtedness,** fund our operations,develop and commercialize new products and solutions or acquire companies.If we require additional funds in the future,we may not be able to obtain those funds on acceptable terms,or at all.If we raise additional funds by issuing equity securities,our stockholders may experience dilution.Debt financing,if available,may involve covenants restricting our operations or our ability to incur additional debt.Any debt or additional equity financing that we raise may contain terms that are not favorable to us or our stockholders.In addition,restrictions in our existing debt agreements may limit **the amount and / or type of indebtedness that we are able to incur.If we do not have,or are not able to obtain,sufficient funds,we may have to delay development or commercialization of our products and solutions,liquidate some or all of our assets,or delay,reduce the scope of or eliminate some or all of our sales and marketing expansion programs.Any of these actions could harm our operating results.We** are required to comply with certain financial and other covenants under our Credit Agreement and, if we fail to meet those covenants or otherwise suffer a default thereunder, our lender may accelerate the payment of such obligations. The Credit Agreement contains various covenants, restrictions and events of default. Among other things, these provisions require us to maintain a certain level of consolidated liquidity and impose certain limits on our ability to engage in certain activities. The restrictions in the Credit Agreement impose operating and financial restrictions on us and may limit our ability to compete effectively, take advantage of new business opportunities or take other actions that may be in our, or our shareholders', best interests. Further, various risks and uncertainties may impact our ability to comply with our obligations under the Credit Agreement. Our obligations under the Credit Agreement are secured by a continuing security interest in all property (other than certain excluded collateral) of the Company and each of the borrower parties. Our inability to comply with any of the provisions of the Credit Agreement could result in a default under it. If such a default occurs, the lender may elect to (a) terminate all or any portion of its commitments without prior notice, (b) demand payment in full of all or any portion of our obligations under the Credit Facility, along with an early payment / termination premium **,** and (c) demand that the letters of credit be cash collateralized **and / or foreclose on our assets** . The occurrence of any of these events could have a material adverse effect on our business, financial condition, results of operations and liquidity. ~~Uncertainties relating to recent changes in our management team may adversely affect our operations. Over the last three years, we have experienced significant turnover and additions to our senior management. While we are currently engaged in an orderly transition process as we integrate newly appointed officers and managers, we face a variety of risks and uncertainties relating to the lack of management continuity, including diversion of management attention from business concerns, failure to retain other key personnel or inability to hire new key personnel. These risks and uncertainties could result in operational and administrative inefficiencies and added costs, which could adversely impact our results of operations, stock price and customer relationships.~~ RISKS RELATED TO ~~CORPORATE DEVELOPMENT ACTIVITIES~~ **OUR ABILITY TO GENERATE REVENUES Sales to Verizon Wireless and T- Mobile collectively accounted for 59 % and 67 % of our consolidated net revenues for the years ended December 31, 2023 and 2022, respectively. Revenues from T- Mobile generated through our wireless subscriber management solution (Inseego Subscribe) makes up a significant portion of our Services and other revenue. While we have accelerated our engagements with prospective new customers and continue to focus on growing revenue in other parts of our business, we expect that Verizon Wireless and T- Mobile will continue to account for a substantial portion of our net revenues, and any impairment of our relationship or reduction in our services with Verizon Wireless or T- Mobile would adversely affect our business and financial position. Additionally, any change in the forecasted or actual product sell- through of Verizon Wireless or T- Mobile could have a detrimental impact on our revenue, bottom line and cash position. We generally seek to license our software and enterprise solutions pursuant to customer agreements with multi- year terms and subscriptions. However, our customers have no obligation to renew these agreements after their initial terms expire. We also actively seek to sell additional solutions to our existing customers.** If ~~we do~~ **our efforts to satisfy our existing customers are** not ~~properly manage~~ **successful, we may not be able to retain** ~~the~~ **them** ~~development of our~~ - **or sell additional functionality to them and, as a result, our revenue and ability to grow could be adversely affected. Customers may choose not to renew their subscriptions for many reasons, including the belief that our service is not required for their** business **needs or is otherwise not cost- effective** , ~~we~~ **a desire to reduce discretionary spending, or a belief that our competitors' services provide better value. Additionally, our customers** may ~~experience~~ **not renew for reasons entirely out of our control, such as the dissolution of their business or an economic downturn in their industry. A** significant ~~strains~~

**increase in our churn rate would have an adverse effect** on our ~~management and operations and disruptions in our~~ business **,** **financial condition,** ~~. Various risks arise if companies~~ and ~~industries quickly grow~~ **operating results. A part of** ~~or~~ **our** ~~evolve. If our business~~ **growth strategy is to sell additional new features and solutions to** ~~or~~ **our existing customers. Our ability to sell new features to customers will depend in significant part on our ability to anticipate** industry ~~develops more quickly than~~ **evolution, practices and standards and to continue to enhance existing solutions** ~~our~~ - **or introduce** ~~ability to respond, our~~ - **or acquire new solutions on** ~~ability to meet customer demand in~~ a timely **basis to keep pace with technological developments both within our industry** and ~~efficient~~ **in related industries,and to remain compliant with any regulations mandated by federal agencies or state- mandated or foreign government regulations as they pertain to our customers.However,we may prove unsuccessful either in developing new features or in expanding the third- party software and products** with which our solutions integrate.In addition,the success of any enhancement or new feature depends on several factors,including the timely completion,introduction and market acceptance of the enhancement or feature.Any new solutions we develop or acquire might not be introduced in a timely or cost- effective ~~manner and might not achieve the broad market acceptance necessary to generate significant revenue.If any of our competitors implement new technologies before we are able to implement them or better anticipate the innovation and integration opportunities in related industries,those competitors may be able to provide more effective~~ manner ~~could~~ **and might not achieve the broad market acceptance necessary to generate significant revenue. If any of our competitors implement new technologies before we are able to implement them or better anticipate the innovation and integration opportunities in related industries, those competitors may** be ~~challenged~~ **able to provide more effective or cheaper solutions than ours. Another part of our growth strategy is to sell additional subscriptions to existing customers as their fleet sizes or asset portfolios increase** . We **cannot be assured** ~~may also experience development, certification or production delays as we seek to meet demand for our products or unanticipated product requirements. Our failure to properly manage the developments~~ that ~~we or~~ **our customers' fleet sizes** ~~our~~ - **or** ~~industry might experience could negatively impact~~ **asset portfolios will continue to increase. A significant decrease in** our ability to ~~execute on~~ **sell additional functionality** ~~our~~ - **or subscriptions to existing customers** ~~operating plan and, accordingly,~~ could have an adverse ~~impact~~ **effect** on our business, ~~our cash flow~~ **financial condition,** and **operating** results **.** **Loss** of ~~and~~ any further technical specifications and timelines.Additionally,our target customers have no guarantee that the configurations of their respective target products will be successful or that they can reach the appropriate target client base to provide a positive return on the research and development investments we are making in the ~~FWA~~ **5G** market.While we believe that 5G technology will provide expanded use cases and opportunities and that we are strategically placed to realize these opportunities,the development of our products and our portfolio may not prove to be as successful as we expect. ~~The success~~ **Furthermore,we are pursuing 5G opportunities in the United States and abroad.5G markets outside** of ~~our business depends,~~ **the United States will develop at different rates and we will encounter these challenges to varying degrees** in **different countries** ~~part,on the capacity,affordability,reliability and prevalence of wireless data networks provided by wireless telecommunications operators and on which our products and solutions operate~~ . **Failure to** ~~Currently,various~~ operations **, fail to offer services that** ~~and our reputation with our current or potential~~ customers **consider valuable at acceptable prices, fail to maintain sufficient capacity to meet demand for wireless data access, delay the expansion of their wireless networks and services, fail to offer and maintain reliable wireless network services or fail to market their services effectively** . ~~As~~ **A key** part of our business strategy **is to increase customer adoption of our software** , **including Inseego Connect** ~~we may review acquisition~~ and ~~divestiture opportunities that~~ **SD EDGE. If the markets relating to network software solutions do not develop as** we ~~believe~~ **anticipate, or if we are unable to commercialize, increase market awareness and gain adoption of our software and services within those markets, revenue from our software may not grow. We have a limited history in commercializing and selling these software solutions and we continue to build out the capability of our software portfolio. Moreover, the market and competitive landscape for these solutions is dynamic, and it is difficult to predict important trends, including the potential growth, if any, of this market. If the market for these software solutions does not evolve in the way we anticipate or if customers do not adopt our software, a part of our strategy for growth** would ~~be advantageous or complementary to the development of our business. Based on these opportunities, we may acquire additional businesses, assets or technologies in the future. Alternatively, we may divest businesses, assets or technologies. All of these activities are subject to risks and uncertainties and could disrupt or harm our business. For example, if we make an acquisition, we could take any or all of the following actions, any one of which could adversely affect our business, financial condition, results of operations or stock price: • use a substantial portion of our available cash; • incur substantial debt, which may not be available to us on favorable terms and may adversely affect our liquidity; • issue equity or equity- based securities that would dilute the percentage ownership of existing stockholders; • assume contingent liabilities; and • take substantial charges in connection with acquired assets. Acquired businesses may have liabilities or adverse operating issues that we fail to discover through due diligence prior to the acquisition, such as: • failure by previous management to comply with applicable laws or regulations; • inaccurate representations; and • unfulfilled contractual obligations to customers or vendors. The reorganized company resulting from any acquisitions and / or divestitures we pursue and consummate may not perform as we or the market expect. Risks associated with such acquisitions and divestitures, including the Ctrack Transaction, include the following: • integrating new business acquisitions and divesting existing lines of business is a difficult, expensive and time- consuming process and will divert management' s attention from existing operations, and the failure to successfully manage such transitions could adversely affect our financial condition and results of operations; • acquisitions and divestitures may change the nature of the business in which we have historically operated, including entering markets in which we have limited or no prior experience, and if we are not able to effectively adjust to such changes in the fundamental nature of our business, our financial condition and results of operations may~~ be adversely affected ~~; • our assumptions with respect to future revenue, growth rates, expense rates~~ and ~~synergies resulting from acquisitions and / or divestitures may prove to be inaccurate, which may adversely affect the price~~

~~of our common stock; • it is possible that our key employees might decide not to remain with us as a result of these changes in our business or for other reasons, and the loss of such personnel could have a material adverse effect on~~ our financial ~~condition,~~ results ~~of operations and growth prospects; • relationships with third parties, including key vendors and customers,~~ may **suffer** ~~be affected by changes in our business resulting from these acquisitions and divestitures, and any adverse changes in these third party relationships could adversely affect our business, financial condition and results of operations; and • the price of our common stock may be affected by factors different from those that affected the price of our common stock prior to such acquisitions and / or divestitures~~ . ~~As a result, if we fail to properly evaluate or implement acquisitions or divestitures, we may not achieve the anticipated benefits of any such transactions, and we may incur unanticipated costs, either of which could harm our business and operating results. If our goodwill and acquired intangible assets become impaired, we may be required to record a significant charge to earnings. Goodwill is required to be tested for impairment at least annually. Factors that may be considered when determining if the carrying value of our goodwill or intangible assets may not be recoverable include a significant decline in our expected future cash flows or a sustained, significant decline in our stock price and market capitalization. As a result of our acquisition strategy, we may have significant goodwill and intangible assets recorded on our balance sheets. In addition, significant negative industry or economic trends, such as those that have occurred as a result of the recent economic downturn, including reduced estimates of future cash flows or disruptions to our business could indicate that goodwill and intangible assets might be impaired. If, in any period our stock price decreases to the point where our market capitalization is less than our book value, this too could indicate a potential impairment and we may be required to record an impairment charge in that period. Our valuation methodology for assessing impairment requires management to make judgments and assumptions based on projections of future operating performance. The estimates used to calculate the fair value of a reporting unit change from year to year based on operating results and market conditions. Changes in these estimates and assumptions could materially affect the determination of fair value and goodwill impairment for each reporting unit. We operate in highly competitive environments and projections of future operating results and cash flows may vary significantly from actual results. As a result, we may incur substantial impairment charges to earnings in our financial statements should an impairment of our goodwill and intangible assets be determined resulting in an adverse impact on our results of operations. RISKS RELATED TO COMPETITION~~ The market for the products and services that we offer is rapidly evolving and highly competitive. We expect competition to continue to increase and intensify, especially in the 5G market. Many of our competitors or potential competitors have significantly greater financial, technical, operational and marketing resources than we do. These competitors, for example, may be able to respond more rapidly or more effectively than we can to new or emerging technologies, changes in customer requirements, supplier- related developments, or a shift in the business landscape. They also may devote greater or more effective resources than we do to the development, manufacture, promotion, sale, and post- sale support of their respective products and services. Many of our current and potential competitors have more extensive customer bases and broader customer, supplier and other industry relationships that they can leverage to establish competitive dealings with many of our current and potential customers. Some of these companies also have more established and larger customer support organizations than we do. In addition, these companies may adopt more aggressive pricing policies or offer more attractive terms to customers than they currently do, or than we are able to do. They may bundle their competitive products with broader product offerings and may introduce new products, services and enhancements. Current and potential competitors might merge or otherwise establish cooperative relationships among themselves or with third parties to enhance their products, services or market position. In addition, at any time any given customer or supplier of ours could elect to enter our then existing line of business and thereafter compete with us, whether directly or indirectly. As a result, it is possible that new competitors or new or otherwise enhanced relationships among existing competitors may emerge and rapidly acquire significant market share to the detriment of our business. Our ~~products compete with a variety of solutions, including other wireless modems and mobile hotspots, wireless handsets, wireless handheld computing devices, IoT wireless solutions and enterprise software solutions. Our~~ current competitors include: • ~~fleet~~ **Fleet** management **– Companies** ~~SaaS and services providers,~~ such as **Lytx** ~~Verizon Connect, Masternaut, MiX Telematics~~ and ~~Cartrack~~ **Samsara** ; • ~~mobile~~ **Mobile** ~~hotspot providers,~~ **broadband – Companies** such as ~~NETGEAR~~ **Netgear** , Franklin Wireless, ~~Sierra Wireless, Nokia,~~ TCL ~~,~~ **and** ZTE ~~and Huawei;~~ • ~~IoT solution providers,~~ **Fixed wireless access – Companies** such as **Nokia,** Cradlepoint ~~and Sierra Wireless; and • customer experience software solutions and services providers~~ , ~~such as Amdocs.~~ **ZTE, Huawei and Cisco** We expect our competitors to continue to improve the features and performance of their current products and to introduce new products, services and technologies which, if successful, could reduce our sales and the market acceptance of our products, generate increased price competition and make our products obsolete. For our products to remain competitive, we must, among other things, continue to invest significant resources (financial, human and otherwise) in, among other things, research and development, sales and marketing, and customer support. We cannot be sure that we will have or will continue to have sufficient resources to make these investments or that we will be able to make the technological advances in the marketplace, meet changing customer requirements, achieve market acceptance and respond to our competitors' products ~~. The 5G fixed wireless access gateway business is subject to a number of challenges that will be difficult to overcome. The developing market for FWA devices is very competitive. In addition to other challenges, our fixed wireless access gateway products compete against similar products offered by mature companies, including Samsung, Ericsson, Nokia and Wistron NeWeb Corporation. Failure to manage these challenges, or failure of our fixed wireless access business to grow to become successful and profitable, could have a material adverse effect on our financial condition and results of operations. The market for asset management and fleet management solutions and the markets for telemetry and tracking solutions are all highly fragmented, consisting of a large number of vendors, competitive and rapidly changing product and service offerings, with relatively low barriers to entry. Competition in all these markets is based primarily on the level of difficulty in installing, using and maintaining solutions, total cost of ownership, product performance, functionality, interoperability, brand and reputation, distribution channels, industries and the financial resources of the vendor. We expect~~

~~competition to intensify in the future with the introduction of new technologies and market entrants. For example, in the telematics market, mobile service and software providers, such as Google and makers of GPS navigation devices, such as Garmin, provide limited services at lower prices or at no charge, such as basic GPS- based mapping, tracking and turn- by- turn directions that could be expanded or further developed to more directly compete with our fleet management solutions. In addition, wireless carriers, such as Verizon Wireless, offer fleet management solutions that benefit from the carrier' s scale and cost advantages which we are unable to match. Similarly, vehicle OEMs may provide factory- installed devices and effectively compete against us directly or indirectly by partnering with other fleet management suppliers. We can provide no assurances that we will be able to compete effectively in this ecosystem as the competitive landscape continues to develop. Competition could result in reduced operating margins, increased sales and marketing expenses and the loss of market share, any of which would likely cause serious harm to our operating results. Some of our competitors have made or may make acquisitions or may enter into partnerships or other strategic relationships to offer more comprehensive services than they individually had offered or achieve greater economies of scale. In addition, new entrants not currently considered to be competitors may enter our market through acquisitions, partnerships or strategic relationships. We expect these trends to continue as companies attempt to strengthen or maintain their market positions. Many of the potential entrants may have competitive advantages over us, such as greater name recognition, longer operating histories, more varied services and larger marketing budgets, as well as greater financial, technical and other resources. These pressures could result in a substantial loss of our customers, a reduction in our revenue or increased costs as we seek ways to become more competitive. RISKS RELATED TO OUR CUSTOMERS AND DEMAND FOR OUR SOLUTIONS All of the markets in which we operate are characterized by rapid technological change, frequent introductions of new products, services and solutions and evolving customer demands. In addition, we are affected by changes in the many industries related to the products or services we offer, including the aviation, automotive, telematics, wireless telemetry, GPS navigation device and work flow software industries. As the technologies used in each of these industries evolves, we will face new integration and competition challenges. For example, as automobile manufacturers evolve in- vehicle technology, GPS tracking devices may become standard equipment in new vehicles and compete against some segments of our telematics or asset tracking service offerings. If we are unable to adapt to rapid technological change, it could adversely affect our results of operations and our ability to remain competitive. If we fail to develop and maintain strategic relationships, we may not be able to penetrate new markets~~ . A key element of our business strategy is to penetrate new markets by developing new service offerings through strategic relationships with industry participants **, including cellular carriers, distributors and channel partners** . We are currently investing, and plan to continue to invest, significant resources to develop these relationships. We believe that our success in penetrating new markets for our products will depend, in part, on our ability to develop and maintain these relationships and to cultivate additional or alternative relationships. There can be no assurance, however, that we will be able to develop additional strategic relationships, that existing relationships will survive and successfully achieve their purposes or that the companies with whom we have strategic relationships will not form competing arrangements with others or determine to compete with us. **The development** ~~As a result~~ of ~~the significant revenues~~ **new products and services can be difficult, time- consuming and costly. There are inherent risks and uncertainties** associated with **offering** ~~our MiFi business, sales to Verizon Wireless and T- Mobile collectively accounted for 67 %, 70 % and 55 % of our consolidated net revenues for each of the years ended December 31, 2022, 2021 and 2020, respectively. While we have accelerated our engagements with prospective~~ new ~~MiFi customers and continue to focus on growing revenue in other parts of our business, we expect that Verizon Wireless and T- Mobile will continue to account for a substantial portion of our net revenues, and any impairment of our relationship with Verizon Wireless or T- Mobile would adversely affect our business. Additionally, any change in the forecasted or actual product~~ **products** ~~sell- through of Verizon Wireless or T- Mobile could have a detrimental impact on our revenue, bottom line~~ and **services** ~~cash position. We generally seek to license our software and enterprise solutions pursuant to customer agreements with multi- year terms and subscriptions. However~~ , **especially when** ~~our customers have no obligation to renew~~ -- **new markets** ~~these agreements after their initial terms expire. We also actively seek to sell additional solutions to our existing customers. If our efforts to satisfy our existing customers~~ are not ~~successful~~ **fully developed** , ~~we may~~ **related technology standards are** not ~~be able to retain~~ **mature, or when** ~~them~~ - **the laws** ~~or sell additional functionality to them~~ and ~~, as~~ **regulations regarding** a ~~result,~~ **new product** ~~our~~ - **or solution are** ~~revenue and ability to grow could be adversely affected. Customers may choose~~ not **mature** ~~to renew their subscriptions for many reasons, including the belief that our service is not required for their business needs or is otherwise not cost- effective, a desire to reduce discretionary spending, or a belief that our competitors' services provide better value~~ . **Factors outside** ~~Additionally, our customers may not renew for reasons entirely out~~ of our control, such as **developing laws** ~~the dissolution of their business or an~~ **and** ~~economic downturn in their industry. A significant increase in our churn rate would have an adverse effect on our business, financial condition, and operating results. A part of our growth strategy is to sell additional new features and solutions to our existing customers. Our ability to sell new features to customers will depend in significant part on our ability to anticipate industry evolution, practices and standards and to continue to enhance existing solutions or introduce or acquire new solutions on a timely basis to keep pace with technological developments both within our industry and in related industries, and to remain compliant with any~~ regulations **,** ~~mandated by federal agencies or state- mandated or foreign government regulations~~ - **regulatory orders** ~~as they pertain to our customers. However~~ , **competitive** ~~we may prove unsuccessful either in developing new features or in expanding the third- party software and products~~ - **product offerings** with which our solutions integrate. In...... subscriptions to existing customers could have an **and** ~~adverse effect on our business, financial condition, and operating results. Loss of one or more of our large enterprise or government customers could result in a meaningful decrease in revenue and profitability, as well as a material increase in our customer churn rate. Because of the variability of industries in which our enterprise and government customers operate and the unpredictability of economic conditions in any particular industry which comprises a significant number of our enterprise or government customers, the composition of, and the volume of business from,~~

~~our enterprise and government customers is likely to change~~ **changes** ~~over time. If we lose one or more large enterprise or government customers, or if we experience a significant reduction~~ in **commercial** ~~business from one or more large enterprise or government customers, there is no assurance that we would be able to replace those customers to generate comparable revenue over a short time period, which could harm our operating results~~ and ~~profitability. Uncertainty about future economic conditions makes it difficult for us to forecast operating results and to make decisions about future investments. We are unable to predict the likely duration and severity of adverse economic conditions in the United States and other countries, but the longer the duration, the greater risks we face in operating our business. We cannot assure you that current economic conditions, worsening economic conditions or prolonged poor economic conditions will not have a significant adverse impact on the demand for our solutions, and consequently on our results of operations and prospects. The success of our business depends, in part, on the capacity, affordability, reliability and prevalence of wireless data networks provided by wireless telecommunications operators and on which our products and solutions operate. Currently, various wireless telecommunications operators, either individually or jointly with us, sell our products in connection with the sale of their wireless data services to their customers. Growth in demand for wireless data access may be limited if, for example, wireless telecommunications operators cease or materially curtail operations, fail to offer services that customers consider~~ **consumer** ~~valuable at acceptable prices, fail to maintain sufficient capacity to meet demand for wireless data access, delay the expansion of their wireless networks and services, fail to offer and maintain reliable wireless network services or fail to market their services effectively. Changes in practices of insurance companies in the markets in which we provide our solutions could materially and adversely affect~~ demand for products ~~and~~ **or** services **may also materially impact the successful implementation of new products or services. As we introduce new products or solutions, our current customers may not require or desire the features of these new offerings and may not purchase them or might purchase them in smaller quantities than we had expected** . We **may face similar risks that our products or solutions will not be accepted by customers as we enter new markets for our solutions. Further, as part of our business, we may enter into contracts with some customers in which we would agree to develop products or solutions that we would sell to such customers. Our ability to generate future revenue and operating income under any such contracts would** depend ~~in part on~~ **upon, among** ~~the~~ **other factors,** ~~practices of insurance companies in some of~~ our ~~markets~~ **ability** to **timely and profitably develop** ~~support demand for certain of our~~ products **or solutions that can be cost- effectively deployed** and **that meet required design** ~~services. In certain markets~~ , **technical and performance specifications. If we are unable to successfully manage** these ~~practices include: (i) accepting mobile asset location technologies such as~~ **risks or meet required delivery specifications or deadlines in connection with one or more of** ~~ours~~ - **our key contracts, we may lose key customers** ~~as a preferred security product; (ii) providing premium discounts for~~ - **or orders** ~~using location~~ and ~~recovery products and services such as ours~~ - **our business** ~~; and / or (iii) mandating the use of our products and services, or similar products and services, for certain vehicles. If any of these policies or practices change, revenues from sale of our products and services~~ could **be harmed** ~~decline, which would materially and adversely affect our business, results of operations and financial condition. Reduction in regulation in certain markets may adversely impact demand for certain of our solutions by reducing the necessity for, or desirability of, our solutions. Regulatory compliance and reporting is driven by legislation and requirements, which are often subject to change, from regulatory authorities in nearly every jurisdiction globally. For example, in the United States, fleet operators can face numerous complex regulatory requirements, including mandatory Compliance, Safety and Accountability driver safety scoring, hours of service, compliance and fuel tax reporting. The reduction in regulation in certain markets may adversely impact demand for certain of our solutions, which could materially and adversely affect our business, financial condition and results of operations~~ . RISKS RELATED TO DEVELOPING, MANUFACTURING AND DELIVERING OUR SOLUTIONS We currently outsource the manufacturing of many of our products to companies including Foxconn **, Inventec Appliances Corporation** and AsiaTelco Technologies Co. If one of these third- party manufacturers were to experience delays, disruptions, capacity constraints or quality control problems in its manufacturing operations, product shipments to our customers could be delayed or rejected or our customers could consequently elect to change product demand or cancel the underlying subscription or service. These disruptions would negatively impact our revenues, competitive position and reputation. Further, if we are unable to manage successfully our relationship with a manufacturer, the quality and availability of products used in our services and solutions may be harmed. None of our third- party manufacturers are obligated to supply us with a specific quantity of products, except as may be provided in a particular purchase order that we have submitted to, and that has been accepted by, such third- party manufacturer. Our third- party manufacturers could, under some circumstances, decline to accept new purchase orders from us or otherwise reduce their business with us. If a manufacturer stopped manufacturing our products for any reason or reduced manufacturing capacity, we may be unable to replace the lost manufacturing capacity on a timely and comparatively cost- effective basis, which would adversely impact our operations. In addition, we generally do not enter into long- term contracts with our manufacturers. As a result, we are subject to price increases due to availability, and subsequent price volatility, in the marketplace of the components and materials needed to manufacture our products. If a third- party manufacturer were to negatively change the product pricing and other terms under which it agrees to manufacture for us and we were unable to locate a suitable alternative manufacturer, our manufacturing costs could increase. Because we outsource the manufacturing of our products, the cost, quality and availability of third- party manufacturing operations is essential to the successful production and sale of our products. Our reliance on third- party manufacturers exposes us to a number of risks which are outside our control, including: • unexpected increases in manufacturing costs; • interruptions in shipments if a third- party manufacturer is unable to complete production in a timely manner; • inability to control quality of finished products; • inability to control delivery schedules; • inability to control production levels and to meet minimum volume commitments to our customers; • inability to control manufacturing yield; • inability to maintain adequate manufacturing capacity; and • inability to secure adequate volumes of acceptable components at suitable prices or in a timely manner. Although we promote ethical business practices and our operations personnel periodically visit and monitor the operations of our manufacturers, we do not control the manufacturers or their labor and other legal compliance practices. If our current manufacturers, or any other third- party manufacturer which we may use in the future, violate U. S. or foreign laws or regulations, we may be subjected to extra duties, significant monetary penalties, adverse publicity, the seizure and forfeiture of products that we are attempting to import or the loss of our import privileges. The effects of these factors could render the conduct of our business in a particular country undesirable or impractical and have a negative impact on our operating results. Our services use hardware and software from various third parties, some of which are procured from single suppliers. For example our MiFi mobile hotspots **and fixed wireless access devices** rely substantially on chipsets from Qualcomm. From time to time, certain components used in our products or solutions have been in short supply or their anticipated commercial introduction has been delayed or their availability has been interrupted for reasons outside our control. If there is a shortage or interruption in the availability to us of any such components ~~or products~~ and we cannot timely obtain a commercially and technologically suitable substitute or make sufficient and timely design or other modifications to permit the use of such a substitute component ~~or product~~ , we may not be able to timely deliver sufficient quantities of our products or solutions to satisfy our contractual obligations and may not be able to meet particular revenue expectations. Moreover, even if we timely locate a substitute part or product, but its price materially exceeds the original cost of the component or product, then our results of operations could be adversely affected. ~~Natural disasters, public health crises, political crises and other catastrophic events or other events outside of our control could damage our facilities or the facilities of third parties on which we depend, and could impact consumer spending.~~ Our corporate offices ~~are located~~ in San Diego, California ~~near major~~ **and the facilities of our third- party contract manufacturers are exposed to various natural hazards, including** earthquake **,** ~~faults and~~ fire ~~zones~~ **, severe weather and landslides** . If any of our facilities or the facilities of our third- party service providers, dealers or partners is affected by natural disasters, such as earthquakes, tsunamis, wildfires, power shortages, floods, public health crises (such as pandemics and epidemics), political crises (such as terrorism, war, political instability or other conflict) or other events outside our control, including a cyberattack, our critical business or IT systems could be destroyed or disrupted and our ability to conduct normal business operations and our revenues and operating results could be adversely affected. Moreover, these types of events could negatively impact consumer spending in the impacted regions or, depending upon the severity, globally, which could adversely impact our operating results. Our business, our results of operations...... other risks described in this section. We are highly dependent upon the transportation systems we use to ship our products, including surface and air freight. Our attempts to closely match our inventory levels to our product demand intensify the need for our transportation systems to function effectively and without delay ~~. For example, the outbreak of the COVID- 19 pandemic has led to significant limitations on the availability of key transportation resources and an increase in the cost of air and ocean freight. These developments negatively impact our profitability as we seek to transport an increased number of products from manufacturing locations in Asia to other markets around the world as quickly as possible~~ . The transportation network is subject to disruption or congestion from a variety of causes, including labor disputes or port strikes, acts of war or terrorism, natural disasters, pandemics like COVID- 19 and congestion resulting from higher shipping volumes. Labor disputes among freight carriers and at ports of entry are common, particularly in Europe, and we expect labor unrest and its effects on shipping our products to be a continuing challenge for us. A port worker strike, work slow- down or other transportation disruption ~~in the ports of Los Angeles or Long Beach, California,~~ could significantly disrupt our business. Additionally, our international freight is regularly subjected to inspection by governmental entities. If our delivery times increase unexpectedly for these or any other reasons, our ability to deliver products on time would be materially adversely affected and result in delayed or lost revenue as well as customer **-** imposed penalties. In addition, if increases in fuel prices continue to occur, our transportation costs would likely increase. Moreover, the cost of shipping our products by air freight is greater than other methods. From time to time in the past, we have shipped products using extensive air freight to meet unexpected spikes in demand, shifts in demand between product categories, to bring new product introductions to market quickly and to timely ship products previously ordered. If we rely more heavily upon air freight to deliver our products, our overall shipping costs will increase. A prolonged transportation disruption or a significant increase in the cost of freight could severely disrupt our business and harm our operating results. From time to time, we may experience increases in the cost or a sustained interruption in the supply or shortage of components or raw materials associated with our operations. We expect to incur significant costs related to procuring raw materials required to manufacture and assemble our products. The prices for and availability of these raw materials fluctuate depending on factors beyond our control. For example, our business depends on the continued supply of semiconductor chips, which are integral components for our 5G and 4G products. A global semiconductor supply shortage is having wide- ranging effects across the technology industry and may negatively impact the supply of semiconductors needed for our testing and production timeline. Any reduced availability of these raw materials or substantial increases in the prices for such materials may increase the cost of our components and consequently, the cost of our products. There can be no assurance that we will be able to recoup increasing costs of our components by increasing prices, which in turn could have a material adverse impact on our financial condition, results of operations and cash flows. We continue to work closely with suppliers and customers to minimize the potential adverse impact of the semiconductor supply shortage and monitor the availability of semiconductor chips and other component parts and raw materials. However, if we are not able to mitigate the semiconductor shortage impact, any direct or indirect supply chain disruptions may have a material adverse impact on our financial condition, results of operations and cash flows. If we ~~do not effectively manage our sales channel inventory and product mix, we may incur costs associated with excess inventory, or lose sales from having too few products. If we~~ are unable to properly monitor and manage our sales channel inventory and maintain an appropriate level and mix of products with our distributors and within our sales channels, we may incur increased and unexpected costs associated with this inventory. We determine production levels based on our forecasts of demand for our products. Actual demand for our products depends on many factors, which makes it difficult to forecast. We have experienced differences between our actual and our forecasted demand in the past and expect differences to arise in the future. If we improperly forecast demand for our products, we could end up with too many products and be unable to sell the excess inventory in a timely manner, if at all, or, alternatively we could end up with too few products and not be able to satisfy demand. This problem is exacerbated because we attempt to closely match inventory levels with product demand leaving limited margin for error. If these events occur, we could incur increased expenses associated with writing off excessive or obsolete inventory, lose sales, incur penalties for late delivery or have to ship products by air freight to meet immediate demand incurring incremental freight costs above the sea freight costs, a preferred method, and suffering a corresponding decline in gross margins. ~~Product liability, product replacement or recall costs could adversely affect our business and financial performance.~~ We are subject to product liability and product recall claims if any of our products and services are alleged to have resulted in injury to persons or damage to property. If any of our products proves to be defective, we may need to recall and / or redesign them. In addition, any claim or product recall that results in significant adverse publicity may negatively affect our business, financial condition, or results of operations. We maintain product liability insurance, but this insurance may not adequately cover losses related to product liability claims brought against us. We may also be a defendant in class action litigation, for which no insurance is available. Product liability insurance could become more expensive and difficult to maintain and may not be available on commercially reasonable terms, if at all. In addition, we do not maintain any product recall insurance, so any product recall we are required to initiate could have a significant impact on our financial position, results of operations or cash flows ~~. We rely on third- party software and other intellectual property to develop and provide our solutions and significant increases in licensing costs or defects in third- party software could harm our business~~ . We rely on software and other intellectual property licensed from third parties to develop and offer our solutions. In addition, we may need to obtain future licenses from third parties to use software or other intellectual property associated with our solutions. We cannot assure you that these licenses will be available to us on acceptable terms, without significant price increases or at all. Any loss of the right to use any such software or other intellectual property required for the development and maintenance of our solutions could result in delays in the provision of our solutions until equivalent technology is either developed by us, or, if available from others, is identified, obtained, and integrated, which could harm our business. Any errors or defects in third- party software could result in errors or a failure of our solutions, which could harm our business. Our solutions integrate with third- party ~~technologies and if our solutions become incompatible with these technologies, our solutions would lose functionality and our customer acquisition and retention could be adversely affected. Our solutions integrate with third- party~~ software and devices to allow our solutions to perform key functions. Errors, viruses or bugs may be present in third- party software that our customers use in conjunction with our solutions. Changes to third- party software that our customers use in conjunction with our solutions could also render our solutions inoperable. Customers may conclude that our software is the cause of these errors, bugs or viruses and terminate their subscriptions. The inability to easily integrate with, or any defects in, any third- party software could result in increased costs, or in delays in software releases or updates to our products until such issues have been resolved, which could have a material adverse effect on our business, financial condition, results of operations, cash flows and future prospects and could damage our reputation. Although we warrant that our software will be free of defects for various periods of time, our software platform and its underlying infrastructure are inherently complex and may contain material defects or errors. We must update our solutions quickly to keep pace with the rapidly changing market and the third- party software and devices with which our solutions integrate. We have from time to time found defects in our software and may discover additional defects in the future, particularly as we continue to migrate our product offerings to new platforms or use new devices in connection with our services and solutions. We may not be able to detect and correct defects or errors before customers begin to use our platform or its applications. Consequently, our solutions could contain undetected errors or defects, especially when first introduced or when new versions are released or when new hardware or software is integrated into our solutions. We implement bug fixes and upgrades as part of our regular system maintenance, which may lead to system downtime. Even if we are able to implement the bug fixes and upgrades in a timely manner, any history of defects or inaccuracies in the performance of our software for our customers could result in damage to our reputation or harm to our operating results ~~. Our " over- the- air " transmission of firmware updates could permit a third party to disable our customers' in- vehicle devices or introduce malware into our customers' in- vehicle devices, which could expose us to widespread loss of service and customer claims~~ . " Over- the- air " transmission of our firmware updates may provide the opportunity for a third party, who has deep inside knowledge of our systems, to modify or disable our customers' in- vehicle systems or introduce malware into our customers' in- vehicle systems. No such incidents have occurred to date, but there can be no assurance that they will not occur in the future. Damage to our customers' in- vehicle devices as a result of such incidents could only be remedied through direct servicing of their installed in-vehicle devices by trained personnel, which would impose a very significant cost on us, particularly if the incidents are widespread. Moreover, such incidents could expose us to widespread loss of service and claims by our customers under various theories of liability, the outcome of which would be uncertain. Third party interference with our over- the- air transmission of firmware, or with our customers' in- vehicle devices during such process, could materially and adversely affect our business, financial condition and results of operations. ~~the California Consumer Privacy Act,which took effect on January 1,2020,provides new data privacy rights for California consumers,~~ including the right to know what personal information is being collected about them and how it is being used.We market our products in over 50 countries,and accordingly,we are subject to many different,and potentially conflicting,privacy laws.If our privacy or data security measures fail to comply,or are perceived to fail to comply,with current or future laws and regulations,we may be subject to litigation,regulatory investigations or other liabilities.Furthermore,there can be no assurance that our employees,contractors and agents will comply with the policies and procedures we establish regarding data privacy and data security,particularly as we expand our operations through organic growth and acquisitions.While our employees may violate our policies and procedures,we remain responsible for,and obligated to implement,policies and procedures and enter into contracts with service providers that require appropriate protection.Any violations could subject us to civil or criminal penalties,including substantial fines or prohibitions on our ability to offer our products in one or more countries,and could also materially damage our reputation,our brand,our international expansion efforts,our business,results of operations and financial condition.The transmission of data over the Internet and cellular networks is a critical component of our SaaS business model.Additionally,as cloud computing continues to evolve,increased regulation by federal,state or foreign agencies becomes more likely,particularly in the areas of data privacy and data security.In addition,taxation of services provided over the Internet or other charges imposed by government agencies,or by private organizations for accessing the Internet,may be imposed.Any regulation imposing greater fees for Internet use or restricting information exchange over the Internet,could result in a decline in the use of the Internet and the viability of Internet- based services,which could harm **our business.Our solutions and products enable us to collect,manage and store a wide range of data related to fleet management** Our solutions ~~rely on cellular~~ and **products enable** ~~GPS networks and any disruption, failure or increase in costs could impede our profitability and harm our financial results. Two critical links in our current solutions are between in- vehicle devices and GPS satellites and between in- vehicle devices or customer premise equipment and cellular networks, which allow~~ us to ~~obtain location~~ **collect, manage and store a wide range of** data **related** ~~and transmit it~~ to **fleet management** ~~our system. Increases in the fees charged by cellular carriers for data transmission or changes in the cellular networks,~~ such as **mobile asset location and fuel usage, speed and mileage. We obtain our data from** a **variety** ~~cellular carrier discontinuing support~~ of **sources, including** ~~the network currently used by~~ our ~~in~~ **customers and third** - ~~vehicle devices or customer premise equipment, requiring retrofitting of~~ **party providers. The United States and various state governments have adopted** ~~our~~ - **or proposed limitations** ~~devices could increase our costs and impact our profitability. In addition, technologies that rely~~ on ~~GPS depend on~~ the **collection, distribution and** use of **personal data** ~~radio frequency bands and any modification of the permitted uses of these bands may adversely affect the functionality of GPS and, in turn, our solutions. The mobile carriers can and will discontinue radio frequency technologies as they become obsolete. If we are unable to design our solutions into new technologies such as 4G, 4G LTE and 5G or 5G NR, our future prospects and revenues could be limited. Our brand, reputation, and ability to attract, retain, and serve our customers are dependent upon the reliable performance of our services and our customers' ability to access our solutions at all times. Our customers rely on our solutions to make operating decisions related to their businesses~~ , as well as ~~to measure, store and analyze valuable~~ **requirements that must be followed if a breach of such personal** data ~~regarding~~ **occurs. The European Union and** ~~their~~ -- **the** ~~businesses. Our solutions are vulnerable to interruption~~ **United Kingdom have adopted legislation (including directives, national laws** and **regulations) that increase** ~~our~~ - **or change the requirements governing** data **collection** ~~centers are vulnerable to damage or interruption from human error~~ , **use** ~~intentional bad acts~~ , **storage** ~~computer viruses or hackers, earthquakes, hurricanes, floods, fires, war, terrorist attacks, power losses, hardware failures, systems failures, telecommunications failures,~~ and **disclosure** ~~similar events, any~~ of **personal data in these jurisdictions. The current European Union legislation related to data protection is the GDPR,** which **came into** ~~could limit our customers' ability to access our solutions. Prolonged delays or unforeseen difficulties in connection with adding capacity or upgrading our network architecture may cause our service quality to suffer. Any event that significantly disrupts our service or exposes our data to misuse could damage our reputation and harm our business and operating results, including reducing our revenue, causing us to issue credits to customers, subjecting us to potential liability, harming our churn rates, or increasing our cost of acquiring new customers. We host our solutions and serve our customers from network servers hosted by third parties, which are located at data center facilities in the United States, Europe and Australia. If these data centers are unable to keep up with our growing needs for capacity, this could have an adverse~~ effect on **May 25** ~~our business. Our disaster recovery systems are located at third- party hosting facilities. While we are increasing redundancy~~ , ~~our systems~~ **2018. We** have **updated** ~~not been tested under actual disaster conditions~~ and **will continue** ~~may not have sufficient capacity~~ to ~~recover all~~ **evaluate our group** data **protection** ~~and services in the event of an~~ **and security policies** ~~outage. In the event of a disaster in which our disaster recovery systems are irreparably damaged or destroyed~~ , **charters, and procedures** ~~we would experience interruptions in access~~ to **assist** ~~our products. Any changes~~ in **maintaining** ~~third- party service levels at our~~ data **privacy** ~~centers or any errors, defects, disruptions, or other performance problems with our solutions could harm our reputation~~ and ~~may damage our data. Interruptions in our services might reduce our revenue, cause us to issue credits or refunds to customers, subject us to potential liability, or harm our churn rates. Certain of our customer agreements currently, and may in the future, provide minimum service level commitments regarding items such as system availability, functionality or performance. If we are unable to meet the stated service level commitments for these customers or suffer extended periods of service unavailability, we are or may be contractually obligated to provide these customers with credits for future subscriptions, provide services at no cost, or pay other penalties which could adversely impact our revenue. We do not currently have any reserves on our balance sheet for these commitments. Failure to maintain the security of our information and technology networks, including information relating to our customers and employees, could adversely affect us. Furthermore, if security breaches in connection with the delivery of our services allow unauthorized third parties to obtain control or access of our asset management, fleet management and telemetry solutions, our reputation, business, results of operations and financial condition could be harmed. We are dependent on information technology networks and systems, including the Internet, to process, transmit and store electronic information and, in the normal course of our business, we collect and retain certain information pertaining to our customers and employees. The protection of customer and employee data is critical to us. We devote significant resources to addressing security vulnerabilities in our products and information technology systems, however, the security measures put in place by us cannot provide absolute security, and our information technology infrastructure may be vulnerable to criminal cyber- attacks or~~ data security ~~incidents due to employee or customer error, malfeasance, or other vulnerabilities. Cybersecurity attacks are increasingly sophisticated, change frequently, and often go undetected until after an attack has been launched. We may fail to identify these new and complex methods of attack or fail to invest sufficient resources~~ in **line with international practices** ~~security measures. We cannot be certain that advances in cyber- capabilities or other developments will not compromise or breach the technology protecting the networks that access our services. As cyber- attacks~~

~~become more sophisticated, the need to develop our infrastructure to secure our business and customer data can lead to increased cybersecurity protection costs. Such costs may include making organizational changes, deploying additional personnel and protection technologies, training employees, and engaging third party experts and consultants. These efforts come at the potential cost of revenues and human resources that could be utilized to continue to enhance our product offerings. If a security breach occurs, our reputation, business, results of operations and financial condition could be harmed~~ . We may also be subject to costly notification and remediation requirements if we, or a third party, determines that we have been the subject of a data breach involving personal ~~information~~ **data** of individuals. ~~Though and data security in line with international practices.We may also be subject to costly notification and remediation requirements if we,or a third party,determines that we have been the subject of a data breach involving personal data of individuals.~~ Data breach notification regulations vary among the countries where we conduct business,and also vary among the states of the United States,and any breach of personal data could be subject to any number of these requirements.As noted above,we have sought to implement internationally recognized practices regarding data privacy and data security.If our privacy or data security measures fail to comply,or are perceived to fail to comply,with current or future laws and regulations,we may be subject to litigation,regulatory investigations or other liabilities.Moreover,if future laws and regulations limit our customers' ability to use and share this data or our ability to store,process and share data with our customers over the Internet,demand for our solutions could decrease and our costs could increase.We might also have to limit the manner in which we collect data,the types of personal data that we collect,or the solutions we offer.Any of these risks would materially and adversely affect our business,results of operations and financial condition.There is currently significant uncertainty about the future relationship between the United States and various other countries,most significantly China,with respect to trade policies,treaties,tariffs and taxes.The current and former U.S.administrations have called for substantial changes to U.S.foreign trade policy with respect to China and other countries,including significant new and increased tariffs on goods imported into the United States.In 2018,the Office of the U.S.Trade Representative (the " USTR ") enacted tariffs on imports into the U.S.from China,including communications equipment products and components manufactured and imported from China.The tariff became effective in September 2018,with an initial rate of 10 % that increased to 25 % in May 2019.The current U.S.administration has kept the tariffs in place,however trade negotiations between the U.S.and China continue and there is a possibility that certain product exclusions from the tariffs may be reinstated at some point in the future.Our business may also be affected by tariffs set by countries into which we sell our products, **whether as a response to U.S.foreign trade policy or otherwise.In addition,changes in international trade agreements,regulations,restrictions and tariffs,including new tariffs,may increase our operating costs,reduce our margins and make** it ~~compete in the U.S.and overseas markets,and our business,financial condition and results of operations could be~~ adversely impacted.We have taken actions to mitigate the impact of such tariffs,however,there is no assurance that all such efforts will be successful.These actions include moving our contract manufacturing out of mainland China and working directly with U.S.Customs and Border Protection (" CBP ") to address the harmonized tariff codes used for our products.The majority of our move out of mainland China has been completed in prior years.The inability to mitigate the impact of the recently enacted tariffs,including the inability to obtain favorable results from our efforts with CBP,or any similar future increases in tariffs would increase our costs,and our business,financial condition and results of operations could be adversely affected.In some cases,the U.S.government' s imposition of trade restrictions involving products sold by certain Chinese manufacturers has caused U.S.wireless carriers to divert business from international providers to us,and accordingly,we have invested resources in satisfying the needs of such customers.If the U.S.government were to remove or reduce such trade restrictions,it could cause such carriers to reduce their business with us and we may be unable to recoup or attain a return on such investments.In August 2022,the Inflation Reduction Act of 2022 was signed into law which includes provisions that will impact the U.S.federal income taxation of corporations.Among other items,this legislation includes provisions that will impose a minimum tax on the book income of certain large corporations and an excise tax on certain corporate stock repurchases that would be imposed on the corporation repurchasing such stock.It is unclear how this legislation will be implemented by the U.S.Department of the Treasury and we cannot predict how this legislation or any future changes in tax laws might affect us or purchasers of our securities. **The increasing focus on environmental sustainability and social initiatives could increase our costs,harm our reputation and adversely impact our financial results.** There has been increasing public focus by investors,environmental activists,the media and governmental and nongovernmental organizations on a variety of environmental,social and other sustainability matters.We may experience pressure to make commitments relating ~~to~~ is difficult **and costly. The steps we have taken** to ~~determine what harm~~ **protect our proprietary rights may not be adequate to prevent misappropriation of our intellectual property. We may not be able to detect unauthorized use of, or take appropriate steps to enforce, our intellectual property rights. Our competitors may also independently develop similar technology. In addition, the laws of** ~~may~~ **many countries do not protect** ~~directly result from any specific interruption or~~ **our** ~~security breach,~~ **proprietary rights to as great** ~~any~~ **an extent as do the laws of the United States. Any** failure **by** ~~or perceived failure to maintain performance, reliability, security and availability of systems or the actual or potential theft, loss, fraudulent use~~ **us to meaningfully protect** ~~or~~ **our intellectual property** ~~misuse of our products or the personally identifiable data of a customer or employee,~~ could result in ~~harm to our reputation~~ **competitors offering products that incorporate** ~~or~~ **our** ~~brand~~ **most technologically advanced features** , which could **seriously** ~~lead some customers to seek to stop using certain of our services,~~ reduce **demand** ~~or~~ **for** ~~delay~~ **our products and solutions. In addition, we may in the** future ~~purchases of~~ **need to initiate infringement claims** ~~our~~ **or** ~~services~~ **litigation. Litigation** , **whether we are a plaintiff** ~~use competing services, or materially and adversely affect the overall market perception of the security and reliability of our~~ **or** ~~services. A security breach also exposes~~ **a defendant, can be expensive, time consuming and may divert the efforts of our technical staff and managerial personnel, which could harm our business, whether or not such litigation results in a determination favorable to** us ~~to litigation and legal risks, including regulatory actions by state and federal governmental authorities and non-~~

~~U. S. authorities. We may not have adequate insurance coverages for a cybersecurity breach or may realize increased insurance premiums as a result of a security breach. Ultimately, a security breach exposes us to potential reputational harm among our customers and investors, along with uncertain damages to our competitiveness, stock price, and long- term shareholder value~~ . RISKS RELATED TO INTERNATIONAL OPERATIONS International revenue represents a significant percentage of our worldwide revenue. The risks inherent in global operations include: • difficulty managing sales, product development and logistics and support across continents; • limitations on ownership or participation in local enterprises; • lack of familiarity with, and unexpected changes in, foreign laws, regulations and legal standards, including employment laws, product liability laws, privacy laws and environmental laws, which may vary widely across the countries in which we operate; • increased expense to comply with U. S. laws that apply to foreign operations, including the U. S. Foreign Corrupt Practices Act (the " FCPA ") and Office of Foreign Assets Control regulations; • compliance with, and potentially adverse tax consequences of, foreign tax regimes; • fluctuations in currency exchange rates, currency exchange controls, price controls and limitations on repatriation of earnings; • transportation delays and interruptions; • local labor laws; • local economic conditions; • political, social and economic instability and disruptions; • acts of terrorism and other security concerns; • the escalation or continuation of armed conflict, hostilities or economic sanctions between countries or regions, including the current conflict between Russia and Ukraine; • government embargoes or foreign trade restrictions such as tariffs, duties, taxes or other controls; • import and export controls; • increased product development costs due to differences among countries' safety regulations and radio frequency allocation schemes and standards; • longer warranty terms and broader product warranty requirements; • increased expense related to localization of products and development of foreign language marketing and sales materials; • longer sales cycles; • longer accounts receivable payment cycles and difficulty in collecting accounts receivable in foreign countries; • increased financial accounting and reporting burdens and complexities; • workforce reorganizations in various locations; • restrictive employment regulations; • difficulties in staffing and managing multi- national operations; • difficulties and increased expense in implementing corporate policies and controls; • international intellectual property laws, which may be more restrictive or offer lower levels of protection than U. S. law; • compliance with differing and changing local laws and regulations in multiple international locations, including regional data privacy laws, as well as compliance with U. S. laws and regulations where applicable in these international locations; and • limitations on our ability to enforce legal rights and remedies. If we are unable to successfully manage these and other risks associated with managing and expanding our international business, the risks could have a material adverse effect on our business, results of operations or financial condition. ~~Weakness or deterioration in global economic conditions or jurisdictions where we have significant foreign operations could have a material adverse effect on our results of operations and financial condition.~~ As a result of weak or deteriorating economic conditions globally, or in certain jurisdictions where we have significant foreign operations, we could experience lower demand for our products, which could adversely impact our results of operations. Additionally, there could be a number of related effects on our business resulting from weak economic conditions, including the insolvency of one or more of our suppliers resulting in product launch or product delivery delays, customer insolvencies resulting in that customer' s inability to order products from us or pay for already delivered products, and reduced demand by the ultimate end- users of our products. Although we continue to monitor market conditions, we cannot predict future market conditions or their impact on demand for our products ~~. Weakness or deterioration in global political conditions where we have significant business interests could have a material adverse effect on our business, results of operations and financial condition~~ . We sell to customers throughout the world and we currently have operations and activities in Europe, China and other Asian countries. The political risks associated with the our global operations include: • economic and commercial instability risks, corruption and changes in local government laws, regulations and policies, such as those related to tariffs and trade barriers, taxation, exchange controls, employment regulations and repatriation of earnings; • political instability, civil unrest, expropriation, nationalization of properties by a government, imposition of sanctions and changes to import or export regulations and fees; • conflicts, territorial disputes, war or terrorist activities; • major public health issues, such as an outbreak of a pandemic or epidemic, which could cause disruptions in our operations or workforce, or the supply of products; and • difficulties enforcing intellectual property and contractual rights in certain jurisdictions. The impact of any of the foregoing factors is difficult to predict, and any one or more of them could adversely affect our business, operating results and financial condition. Existing insurance arrangements may not provide protection for the costs that may arise from such events ~~. Fluctuations in foreign currency exchange rates could adversely affect our results of operations~~ . A significant portion of our revenues are generated from sales agreements denominated in foreign currencies, and we expect to enter into additional such agreements as we expand our international customer base. In addition, we employ a significant number of employees outside the United States, and the associated employment and facilities costs are denominated in foreign currencies. As a result, we are exposed to changes in foreign currency exchange rates. Fluctuations in the value of foreign currencies will create greater uncertainty in our revenues and can significantly and adversely affect our operating results. We do not currently employ any vehicles as a hedge against currency fluctuations, however, we may decide to use hedging vehicles in the future. At times, we may attempt to manage the risk associated with currency changes, in part, by minimizing the effects of volatility on cash flows by identifying forecasted transactions exposed to these risks, or we may decide to use hedging vehicles such as foreign exchange forward contracts. Since there is a high correlation between the hedging instruments and the underlying exposures, the gains and losses on these underlying exposures are generally offset by reciprocal changes in the value of the hedging instruments. We may use derivative financial instruments as risk management tools and not for trading or speculative purposes. Nevertheless, there can be no assurance that we will not incur foreign currency losses or that foreign exchange forward contracts we may enter into to reduce the risk of such losses will be successful. ~~Unionization efforts in certain countries in which we operate could materially increase our costs or limit our flexibility.~~ Efforts may be made from time to time to unionize portions of our global workforce. In addition, we may be subject to strikes or work stoppages and other labor disruptions in the future. Unionization efforts, collective bargaining agreements or work stoppages could materially increase our costs, reduce our net revenues or limit our operational flexibility ~~. RISKS RELATED TO REGULATIONS, TAXATION AND ACCOUNTING MATTERS Our substantial international operations may increase our exposure to potential liability under anti-corruption, trade protection, tax and other laws and regulations~~ . The FCPA and other anti- corruption laws and regulations (" Anti- Corruption Laws ") prohibit corrupt payments by our employees, vendors or agents. From time to time, we may receive inquiries from authorities in the United States and elsewhere about our business activities outside of the United States and our compliance with Anti- Corruption Laws. While we devote substantial resources to our global compliance programs and have implemented policies, training and internal controls designed to reduce the risk of corrupt payments, our employees, vendors or agents may violate our policies. Our failure to comply with Anti- Corruption Laws could result in significant fines and penalties, criminal sanctions against us, our officers or our employees, prohibitions on the conduct of our business, and damage to our reputation. Operations outside of the United States may be affected by changes in trade protection laws, policies and measures, and other regulatory requirements affecting trade and investment. As a result of our international operations we are subject to foreign tax regulations. Such regulations may not be clear, not consistently applied and subject to sudden change, particularly with regard to international transfer pricing. Our earnings could be reduced by the uncertain and changing nature of such tax regulations. Our software contains encryption technologies, certain types of which are subject to U. S. and foreign export control regulations and, in some foreign countries, restrictions on importation and / or use. Any failure on our part to comply with encryption or other applicable export control requirements could result in financial penalties or other sanctions under the U. S. or foreign export regulations, including restrictions on future export activities, which could harm our business and operating results. Regulatory restrictions could impair our access to technologies needed to improve our solutions and may also limit or reduce the demand for our solutions outside of the United States. Our company has intercompany transactions with our subsidiaries and consequently closely monitors the appropriateness of our transfer pricing policies and compliance therewith. The global transfer pricing environment, including with respect to operational and reporting requirements, is continuously evolving and subject to input from multiple sources and jurisdictions. These complexities require management to closely monitor new developments, which it does. Many countries routinely examine transfer pricing policies of taxpayers subject to their jurisdiction, and authorities challenge transfer pricing policies aggressively where there is potential non- compliance and impose interest and penalties where non- compliance is determined. Although the documentation of and support for our transfer pricing policies has not been the subject of a governmental proceeding beyond examination to date, there can be no assurance that a governmental authority will not challenge these policies more aggressively in the future or, if challenged, that we will prevail. We could suffer costs related to one or more challenges to our transfer pricing policies. ~~Our~~ **RISKS RELATED TO BUSINESS DEVELOPMENT ACTIVITIES As part of our business strategy, we may review acquisition and divestiture opportunities that we believe would be advantageous or complementary to the development of our business. Based on these opportunities, we may acquire additional businesses, assets or technologies in the future. Alternatively, we may divest businesses, assets or technologies. All of these activities are subject to risks and uncertainties and could disrupt or harm our business. For example, if we divest a business or exit a** ~~products~~ **product line, it could result in any one of which could adversely affect our business, financial condition, results of operations or stock price: • cause a substantial decrease in revenue; • reduce gross margins and EBITDA; and • take substantial charges in connection with disposed assets. Similarly, if we make** ~~and~~ **an** ~~solutions enable~~ **acquisition, we could take any or all of the following actions, any one of which could adversely affect our business, financial condition, results of operations or stock price: • use a substantial portion of our available cash; • incur substantial debt, which may not be available to** us **on favorable terms** ~~to collect, manage~~ and ~~store a wide range~~ **may adversely affect our liquidity; • issue equity or equity- based securities that would dilute the percentage ownership** of ~~data related to vehicle tracking~~ **existing stockholders; • assume contingent liabilities;** and ~~fleet management~~ **• take substantial charges in connection with acquired assets. Acquired businesses may have liabilities or adverse operating issues that we fail to discover through due diligence prior to the acquisition,** such as **: • failure by previous management to comply with applicable laws** ~~vehicle location and fuel usage, speed and mileage. Some of the data we collect or use in our~~ **or** ~~business~~ **regulations; • inaccurate representations; and • unfulfilled contractual obligations to customers or vendors. Goodwill** is ~~subject~~ **required** to ~~data privacy laws, which are complex and increase~~ **be tested for impairment at least annually. Factors that may be considered when determining if the carrying value of our goodwill** ~~our~~ **or** ~~cost of doing business. The U. S. federal government~~ **intangible assets may not be recoverable include a significant decline in our expected future cash flows or a sustained, significant decline in our stock price** and ~~various~~ **market capitalization. As a result of our acquisition** ~~state~~ **strategy** ~~governments~~ **, we may** have ~~adopted or proposed limitations~~ **significant goodwill and intangible assets recorded** on ~~the collection, distribution and use of personal information. Many foreign jurisdictions, including the European Union and the United Kingdom, have adopted legislation (including directives or~~ **our balance sheets** ~~regulations) that increase or change the requirements governing data collection and storage in these jurisdictions~~ . In addition, **significant negative industry** ~~the California Consumer Privacy Act, which took effect on January 1, 2020, provides new data privacy rights for~~ **or** ~~California consumers~~ **economic trends** , including the right to know what personal...... range of data related to fleet management such as **those that** ~~mobile asset location and fuel usage, speed and mileage. We obtain our data from a variety of sources, including our customers and third- party providers. The United States and various state governments~~ have **occurred** adopted or proposed limitations on the collection...... which we sell our products, whether as a **result of the recent economic downturn** ~~response to U. S. foreign trade policy or otherwise. In addition, changes in international trade agreements, regulations, restrictions and tariffs~~ , including ~~new tariffs, may increase~~ **reduced estimates of future cash flows** ~~our~~ **or disruptions to our business could indicate that goodwill and intangible assets might be impaired. If, in any period our stock price decreases to the point where our market capitalization is less than our book value, this too could indicate a potential impairment and we may be required to record an impairment charge in that period. Our valuation methodology for assessing impairment requires management to make judgments and assumptions**

**based on projections of future** operating ~~costs, reduce our margins~~ **performance. The estimates used to calculate the fair value of a reporting unit change from year to year based on operating results** and ~~make~~ **market** ~~it more difficult~~ **conditions. Changes in these estimates and assumptions could materially affect the determination of fair value and goodwill impairment** for ~~us to~~ **each reporting unit. We operate in highly** ~~compete~~ **competitive environments** ~~in the U. S.~~ and ~~overseas markets,~~ **projections of future operating results** and ~~our business~~ **cash flows may vary significantly from actual results. As a result** , **we may incur substantial impairment charges to earnings in our** financial ~~condition~~ **statements should** ~~and~~ - **an** ~~results~~ **impairment** of ~~operations could~~ **our goodwill and intangible assets** be **determined** adversely impacted. We have taken actions...... may experience pressure to make commitments relating - **resulting** ~~to sustainability matters that affect us, including the design and implementation of specific risk mitigation strategic initiatives relating to sustainability. If we are not effective~~ in ~~addressing environmental, social and other sustainability matters affecting our business, or setting and meeting relevant sustainability goals, our reputation and financial results may suffer. In addition, we may experience increased costs in order to execute upon our sustainability goals and measure achievement of those goals, which could have~~ an adverse impact on our ~~business and financial condition. In addition, this emphasis on environmental, social and other sustainability matters has resulted and may result~~ **results** ~~in the adoption~~ of **operations** ~~new laws and regulations, including new reporting requirements. If we fail to comply with new laws, regulations or reporting requirements, our reputation and business could be adversely impacted~~ . RISKS RELATED TO OWNING OUR SECURITIES The market price of our common stock can be highly volatile due to the risks and uncertainties described in this report, as well as other factors, including: comments by securities analysts; announcements by us or others regarding, among other things, operating results, additions or departures of key personnel, and acquisitions or divestitures; additional equity or debt financing; technological innovations; introductions of new products; litigation; price and volume fluctuations in the overall stock market; the level of demand for our stock, including the amount of short interest in our stock, and particularly with respect to market prices and trading volumes of other high technology stocks; and our failure to meet market expectations. In addition, the stock market has from time to time experienced extreme price and volume fluctuations that were unrelated to the operating performance of particular companies. In the past, some companies have experienced volatility that subsequently resulted in securities class action litigation. If litigation were instituted on this basis, it could result in substantial costs and a diversion of management' s attention and resources. ~~Failure to meet the continued listing requirements of The NASDAQ Global Select Market, could result in delisting of our common stock, which in turn would negatively affect the price of our common stock and limit investors' ability to trade in our common stock. Our common stock trades on The NASDAQ Global Select Market. The standards for continued listing on The NASDAQ Global Select Market include, among other things, that the minimum closing bid price for the listed securities not fall below $ 1. 00 for a period in excess of thirty consecutive business days. During the months of December 2022, January 2023 and February 2023, our common stock periodically traded at levels below $ 1. 00 per share, but never for thirty consecutive days. At February 24, 2023, the closing bid price of our common stock was $ 0. 88. If the closing bid price of our common stock were to fail to meet the minimum closing bid price requirement, or if we otherwise fail to meet any other applicable requirements of The NASDAQ Global Select Market and we are unable to regain compliance, there may be a determination to delist our common stock. Such a delisting would likely have a negative effect on the price of our common stock and would impair your ability to sell or purchase our common stock when you wish to do so. If our common stock is delisted from The NASDAQ Global Select Market, we could face significant material adverse consequences, including: • limited availability of market quotations for our common stock; • reduced liquidity with respect to our common stock; • a determination that our shares of common stock are a " penny stock " which would require broker- dealers trading in our common stock to adhere to more stringent rules, possibly resulting in a reduced level of trading activity in the secondary trading market for our common stock; • a limited amount of news and analyst coverage for our company; and • a limited ability to issue additional securities or obtain additional financing in the future. In the event of a delisting notification, we anticipate that we would take actions to restore our compliance with the requirements for continued listing on The NASDAQ Global Select Market, such as stabilize our market price, improve the liquidity of our common stock, prevent our common stock from dropping below such exchange' s minimum bid price requirement, or prevent future non- compliance with such exchange' s listing requirements, but there is no guarantee that our actions would be successful.~~ Our ability to use our net operating loss carryforwards and certain other tax attributes may be limited. At December 31, ~~2022~~ **2023** , the Company had U. S. federal net operating loss carryforwards (" NOLs ") related to tax years ~~2020~~ **2021** and prior of approximately $ ~~417~~ **405** . ~~2~~ **1** million. Approximately $ ~~110~~ **106** . ~~0~~ **9** million of these NOLs have no expiration date. The remainder began to expire in ~~2023~~ **2024** , unless previously utilized. Some of these NOLs may be limited by either past or future changes in control events. The Company had California NOLs at December 31, ~~2022~~ **2023** of approximately $ ~~62~~ **64** . ~~0~~ **2** million, which begin to expire in 2028, unless previously utilized, and foreign NOLs for its active foreign subsidiaries of approximately $ ~~22~~ **25** . ~~7~~ **5** million, which generally have no expiration date. At December 31, ~~2022~~ **2023** , the Company had federal research and development tax credit carryforwards of approximately $ ~~15~~ **10** . 9 million, which begin to expire in 2026, unless previously utilized, and California research and development tax credit carryforwards of approximately $ ~~17~~ **10** . ~~4~~ **9** million, which have no expiration date. It is possible that we will not generate taxable income in time to use these NOLs before their expiration and additional NOLs will expire unused. Under legislative changes made in December 2017, as modified by federal tax law changes enacted in March 2020, U. S. federal net operating losses incurred in tax years beginning after December 31, 2017 and in future years may be carried forward indefinitely, but, for tax years beginning after December 31, 2020, the deductibility of such net operating losses is limited. In addition, the federal and state net operating loss carryforwards and certain tax credits may be subject to significant limitations under Section 382 and Section 383 of the Internal Revenue Code of 1986, as amended, or the Code, respectively, and similar provisions of state law. Under those sections of the Code, if a corporation undergoes an" ownership change," the corporation' s ability to use its pre- change net operating loss carryforwards and other pre- change attributes, such as research tax credits, to offset its post- change income or tax may be limited. In general, an" ownership change" will occur if there is a cumulative change in our ownership by" 5- percent shareholders" that exceeds 50 percentage points over a rolling three- year period. Similar rules may apply under state tax laws. We have completed a Section 382 review and have determined that none of the operating losses will expire solely due to Section 382 limitation (s). However, we may experience ownership changes in the future as a result of future shifts in our stock ownership, some of which may be outside of our control. If an ownership change occurs and our ability to use our net operating loss carryforwards and tax credits is materially limited, it would harm our business by effectively increasing our future tax obligations. ~~The price of our stock may be vulnerable to manipulation, including through short sales.~~ We believe there has been and may continue to be substantial off- market transactions in derivatives of our stock, including short selling activity or related similar activities, which are beyond our control and which may be beyond the full control of the SEC and Financial Institutions Regulatory Authority (" FINRA "). Short sales are transactions in which a market participant sells a security that it does not own. To complete the transaction, the market participant must borrow the security to make delivery to the buyer. The market participant is then obligated to replace the security borrowed by purchasing the security at the market price at the time of required replacement. If the price at the time of replacement is lower than the price at which the security was originally sold by the market participant, then the market participant will realize a gain on the transaction. Thus, it is in the market participant' s interest for the market price of the underlying security to decline as much as possible during the period prior to the time of replacement. While SEC and FINRA rules prohibit some forms of short selling and other activities that may result in stock price manipulation, such activity may nonetheless occur without detection or enforcement. Significant short selling or other types of market manipulation could cause our stock trading price to decline, to become more volatile, or both. Previous short selling efforts have impacted, and may in the future continue to impact, the value of our stock in an extreme and volatile manner to our detriment and the detriment of our stockholders. In addition, market participants with admitted short positions in our stock have published, and may in the future continue to publish, negative information regarding us and our management team on internet sites or blogs that we believe is inaccurate and misleading. We believe that the publication of this negative information may in the future lead to significant downward pressure on the price of our stock to our detriment and the further detriment of our stockholders. These and other efforts by certain market participants to manipulate the price of our common stock for their personal financial gain may cause our stockholders to lose a portion of their investment, may make it more difficult for us to raise equity capital when needed without significantly diluting existing stockholders, and may reduce demand from new investors to purchase shares of our stock. The 2025 Notes are currently convertible at the option of the holders at any time until close of business on the business day immediately preceding the maturity date. The 2025 Notes are convertible into shares of the Company' s common stock at a conversion rate of ~~79~~ **7** . ~~2896~~ **92896** shares of common stock per $ 1, 000 principal amount of 2025 Notes (which is equivalent to an initial conversion price of $ **126.** 12 ~~. 61~~ per share of common stock). The conversion rate is subject to adjustment if certain events occur, but in no event will the conversion rate exceed ~~95~~ **9** . ~~1474~~ **51474** shares of common stock per $ 1, 000 principal amount of 2025 Notes (which is equivalent to a conversion price of $ **105.** 10 ~~. 51~~ per share of common stock). Holders of the 2025 Notes who convert may also be entitled to receive, under certain circumstances, an interest make- whole payment payable in, at our election, either cash or shares of common stock. ~~Approximately $ 18. 5 million of 2025 Notes have been converted as of December 31, 2022.~~ If ~~additional~~ holders of the 2025 Notes elect to convert their 2025 Notes into common stock, ~~or if~~ we elect to settle any interest make- whole payments due upon conversion of the 2025 Notes with shares of common stock **, or we issue shares of common stock in connection with a future refinancing of the 2025 Notes** , this may cause significant dilution to our existing stockholders. Any sales in the public market of the common stock issued upon such conversion could adversely affect prevailing market prices of our common stock. If we do elect to settle any interest make- whole payments due upon conversion of the 2025 Notes with cash, such payments could adversely affect our liquidity. Certain provisions in the indenture governing the 2025 Notes (as amended or supplemented, the " Indenture ") could make it more difficult or more expensive for a third party to acquire us and could delay or prevent an otherwise beneficial takeover or takeover attempt. For example, if a takeover would constitute a fundamental change (as defined in the Indenture), holders of the 2025 Notes will have the right to require us to repurchase their notes in cash. In addition, if a takeover constitutes a make- whole fundamental change, we may be required to increase the conversion rate for holders who convert their 2025 Notes in connection with such takeover. In either case, and in other cases, our obligations under the 2025 Notes and the related Indenture could increase the cost of acquiring us or otherwise discourage a third party from acquiring us. As of December 31, ~~2022~~ **2023** , **Golden Harbor Ltd. and** North Sound Trading, L. P ~~. and Golden Harbor Ltd~~ . (together the " Investors ") and their affiliates ~~own~~ **owned** an aggregate of approximately ~~31~~ **17** . ~~1~~ **7** % **and 4. 0 %, respectively, for an aggregate of approximately 21. 7 %,** of the outstanding shares of our common stock. The Investors and their affiliates also hold approximately $ 80. 4 million of the 2025 Notes (49. 7 % of the outstanding principal amount). The Indenture relating to the 2025 Notes includes a Section 382 conversion blocker that may prevent the Investors from converting their 2025 Notes unless they receive the prior written approval of our Board of Directors. Assuming the conversion of the 2025 Notes owned by the Investors and their affiliates ~~and the exercise of the warrants also owned by the Investors and their affiliates~~ , the Investors and their affiliates would own approximately ~~31~~ **26** . 4 % of the outstanding shares of our common stock **(19. 0 % for Golden harbor Ltd. and 7. 4 % for North Sound Trading, L. P.)** . As a result, the Investors have the ability to significantly influence the outcome of any matter submitted for the vote of the holders of our common stock. The concentration of voting power could exert substantial influence over our business. For example, the concentration of voting power could delay, defer or prevent a change of control, entrench our management and the board of directors or delay or prevent a merger, consolidation, takeover or other business combination involving us on terms that other security holders may desire. In addition, conflicts of interest could arise in the future between us on the one hand, and either or both of the Investors on the other hand, concerning potential competitive business activities, business opportunities, capital financing, the issuance of additional securities and other matters. In addition, pursuant to that certain Securities Purchase

Agreement, dated August 6, 2018, by and among Inseego and the Investors (the " Purchase Agreement "), each of the Investors has the right to nominate a director so long as such Investor and its affiliates beneficially own at least 5 % of the issued and outstanding shares of common stock of the Company, subject to satisfaction of reasonable qualification standards. The Purchase Agreement further provides that, at any time at which either Investor, together with its affiliates, beneficially owns more than 20 % of the issued and outstanding common shares of stock of the Company, such Investor shall be entitled to appoint a second director, and the size of our Board of Directors shall not be increased to exceed seven directors. Notwithstanding the fact that all directors will be subject to fiduciary duties to the Company and to applicable law, the interests of the directors designated by the Investors may differ from the interests of our security holders as a whole or of our other directors. As of December 31, ~~2022~~ **2023** , there were 25, 000 shares of Series E Fixed- Rate Cumulative Perpetual Preferred Stock, par value $ 0. 001 per share (the " Series E Preferred Stock ") outstanding with an aggregate liquidation preference of $ 25 million. The Series E Preferred Stock is senior to our shares of common stock in right of payment of dividends and other distributions. In the event of a liquidation, dissolution or winding up of the Company, the holders of the Series E Preferred Stock will be entitled to receive, after satisfaction of liabilities to creditors and subject to the rights of holders of any senior securities, but before any distribution of assets is made to holders of common stock or any other junior securities, the Series E Base Amount (as defined below) in Note ~~8.~~ **7 –** Preferred Stock and Common Stock in the Notes to the Consolidated Financial Statements) plus (without duplication) any accrued and unpaid dividends. In the future, we may offer additional shares of Series E Preferred Stock or other equity, equity-linked or debt securities, which may have rights, preferences or privileges senior to our common stock. Because our decision to issue debt or equity securities or incur other borrowings in the future will depend on market conditions and other factors beyond our control, the amount, timing, nature or success of our future capital raising efforts is uncertain. Thus, holders of our common stock bear the risk that our future issuances of debt or equity securities or our incurrence of other borrowings may negatively affect the market price of our common stock. We ~~do not currently intend to pay dividends on our common stock, and, consequently, your ability to achieve a return on your investment will depend on appreciation, if any, in the price of our common stock. We~~ have never declared or paid any cash dividend on our common stock. We currently anticipate that we will retain any future earnings for the development, operation and expansion of our business and do not anticipate declaring or paying any cash dividends for the foreseeable future. In addition, the terms of our debt agreements and any future debt agreements may preclude us from paying dividends. Any return to stockholders will therefore be limited to the appreciation of their stock. There is no guarantee that shares of our common stock will appreciate in value or even maintain the price at which stockholders have purchased their shares ~~. Our restated certificate of incorporation and restated bylaws and Delaware law could prevent a takeover that stockholders consider favorable and could also reduce the market price of our stock~~ . Our restated certificate of incorporation and restated bylaws contain provisions that could delay or prevent a change in control of us. These provisions could also make it more difficult for stockholders to elect directors and take other corporate actions. These provisions include: providing for a classified board of directors with staggered, three- year terms; authorizing the board of directors to issue, without stockholder approval, preferred stock with rights senior to those of our common stock; providing that vacancies on our board of directors be filled by appointment by the board of directors; prohibiting stockholder action by written consent; requiring that certain litigation must be brought in Delaware; limiting the persons who may call special meetings of stockholders; and requiring advance notification of stockholder nominations and proposals. In addition, we are subject to Section 203 of the Delaware General Corporation Law which may prohibit large stockholders, in particular those owning fifteen percent or more of our outstanding voting stock, from merging or combining with us for a certain period of time without the consent of our board of directors. These and other provisions in our restated certificate of incorporation and our restated bylaws and under the Delaware General Corporation Law could discourage potential takeover attempts, reduce the price that investors might be willing to pay in the future for shares of our common stock and result in the market price of our common stock being lower than it would be without these provisions. ~~GENERAL RISK FACTORS If financial or industry analysts do not publish research or reports about our business, or if they issue negative or misleading evaluations of our stock, our stock price and trading volume could decline.~~ The trading market for our common stock will be influenced by the research and reports that industry or financial analysts publish about us or our business. We do not control these analysts, or the content and opinions included in their reports. If one or more of the analysts who cover us were to adversely change their recommendation regarding our stock, or provide more favorable relative recommendations about our competitors, our stock price could decline. If one or more of the analysts who cover us cease coverage of our Company or fail to publish reports on us regularly, we could lose visibility in the financial markets, which in turn could cause our stock price or trading volume to decline ~~. If we fail to maintain an effective system of internal controls over financial reporting, we may not be able to report our financial results timely and accurately, which could adversely affect investor confidence in us, and in turn, our results of operations and our stock price~~ . Effective internal controls are necessary for us to provide reliable financial reports and operate successfully as a public company. Section 404 of the Sarbanes- Oxley Act of 2002 requires that companies evaluate and report on their systems of internal control over financial reporting. In addition, our independent registered public accounting firm must report on its evaluation of those controls. Any failure to maintain effective internal controls could cause a delay in compliance with our reporting obligations, SEC rules and regulations or Section 404 of the Sarbanes- Oxley Act of 2002, which could subject us to a variety of administrative sanctions, including, but not limited to, SEC enforcement action, ineligibility for short form registration, the suspension or delisting of our common stock from the stock exchange on which it is listed and the inability of registered broker- dealers to make a market in our common stock, which could adversely affect our business and the trading price of our common stock. ~~If the accounting estimates we make, and the assumptions on which we rely, in preparing our financial statements prove inaccurate, our actual results may be adversely affected.~~ Our financial statements have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires us to make estimates and judgments about, among other things, allowance for credit losses, provision for excess and obsolete inventory, valuation of intangible and long- lived assets, valuation of goodwill, royalty costs, accruals relating to litigation and restructuring, income taxes, share- based compensation expense and our ability to continue as a going concern. These estimates and judgments affect the reported amounts of our assets, liabilities, revenues and expenses, the amounts of charges accrued by us, and related disclosure of contingent assets and liabilities. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances and at the time they are made. If our estimates or the assumptions underlying them are not correct, actual results may differ materially from our estimates and we may need to, among other things, accrue additional charges that could adversely affect our results of operations, which in turn could adversely affect our stock price. In addition, new accounting pronouncements and interpretations of accounting pronouncements have occurred and may occur in the future that could adversely affect our reported ~~financial results. Any changes to the accounting systems or new accounting system implementations may be ineffective or cause delays in our ability to provide timely~~ financial results. A change in our accounting systems or new accounting system implementations could cause trial balances to be out of balance or hinder the reconciliation of items which are time consuming to diagnose, impacting our ability to provide timely audited and unaudited financial results. Any such change could have a significant impact on the effectiveness of our system of internal controls and could cause a delay in compliance with our reporting obligations, which could adversely affect our business and the trading price of our common stock. ~~Any changes to existing accounting pronouncements or taxation rules or practices may cause adverse fluctuations in our reported results of operations or affect how we conduct our business.~~ A change in accounting pronouncements or taxation rules or practices can have a significant effect on our reported results and may affect our reporting of transactions completed before the change is effective. New accounting pronouncements, taxation rules and varying interpretations of accounting pronouncements or taxation rules have occurred in the past and may occur in the future. The change to existing rules, future changes, if any, or the need for us to modify a current tax position may adversely affect our reported financial results or the way we conduct our business. ~~the price of our common stock could decline substantially.The following factors,among others,could cause fluctuations in our quarterly operating results:•~~ our ability to attract new customers and retain existing customers;• our ability to accurately forecast revenue and appropriately plan our expenses;• our ability to accurately predict changes in customer demand due to matters beyond our control;• our ability to introduce new features,including integration of our existing solutions with third- party software and devices;• the actions of our competitors,including consolidation within the industry,pricing changes or the introduction of new services;• our ability to effectively manage our growth;• our ability to attract and retain key employees,given intense competition for qualified personnel;• our ability to successfully manage and realize the anticipated benefits of any future divestitures or acquisitions of businesses,solutions or technologies;• our ability to successfully launch new services or solutions or sell existing services or solutions into additional geographies or vertical markets;• the timing and cost of developing or acquiring technologies,services or businesses;• the timing,operating costs,and capital expenditures related to the operation,maintenance and expansion of our business;• service outages or security breaches and any related occurrences which could impact our reputation;• the impact of worldwide economic,industry,and market conditions,including disruptions in financial markets and the deterioration of the underlying economic conditions in some countries,rises in inflation and interest rates,and those conditions specific to Internet usage and online businesses;• the emergence of global ~~events~~ **public health emergencies,such as the outbreak of COVID- 19** ,which could extend lead times in our supply chain and lengthen sales cycles with our customers;• fluctuations in currency exchange rates;• trade protection measures (such as tariffs and duties) and import or export licensing requirements;• costs associated with defending intellectual property infringement and other claims;• changes in laws and regulations affecting our business;and • the provision of fleet management solutions or asset management solutions from **cellular carrier- controlled or OEM- controlled channels from which Inseego may be excluded.** We **believe that our quarterly revenue and operating results** may **vary significantly in the future and that period- to- period comparisons of our operating results may not** be ~~exposed to risks related to litigation~~ **meaningful. You should not rely on the results of any quarter as an indication of future performance. GENERAL RISK FACTORS Our success in the future depends in part on the continued contribution of our executive, technical, engineering, sales, marketing, operations** and administrative ~~proceedings~~ **personnel. Recruiting and retaining skilled personnel in the industries in which we operate, including engineers and other technical staff and skilled sales and marketing personnel, is highly competitive. In addition, in the event** that **we acquire another** ~~could materially and adversely affect our~~ business **or company** , the success of any acquisition will depend in part on our retention and integration of key personnel from the acquired company or business.Although we may enter into employment agreements with members of our senior management and other key personnel,these arrangements do not prevent any of our management or key personnel from leaving the Company.If we are not able to attract or retain qualified personnel in the future,or if we experience delays in hiring required personnel,particularly qualified technical and sales personnel,we may not be able to maintain and expand our business. **Our** ~~The mobile hotspot~~ business **,our** results of operations and **our** financial condition ~~Our business,our results of operations and our financial condition~~ could be adversely affected by various macroeconomic factors and the current and future conditions in the global financial markets.The global credit and financial markets have recently experienced extreme volatility and disruptions,including severely diminished liquidity and credit availability,declines in consumer confidence,declines in economic growth,rising interest rates,inflation,increases in unemployment rates and uncertainty about economic stability.The financial markets and the global economy may also be adversely affected by the current or anticipated impact of military ~~conflict~~ **conflicts** ,including the conflict between Russia and Ukraine,terrorism or other geopolitical events.Sanctions imposed by the U.S.and other countries in response to such conflicts,including the one in Ukraine,may also adversely impact the financial markets and the global economy,and any economic countermeasures by affected countries and others could exacerbate market and economic instability.There can be no assurance that further deterioration in credit and financial markets and confidence in economic conditions will not occur.Our general business strategy may be adversely affected by any such economic downturn,volatile business environment or continued unpredictable and unstable market conditions.If the current equity and credit markets deteriorate,it may make any necessary debt or equity financing more difficult,more costly and more dilutive.Failure to secure any necessary financing in a timely manner and on favorable terms could have a material adverse effect on our growth strategy,financial performance and stock price.In addition,these macroeconomic factors could affect the ability of our current or potential future third- party manufacturers or sole source suppliers to remain in business,or otherwise maintain our manufacturing or supply demands,which could result in potential supply chain disruptions.This,along with any of the foregoing factors,could impact our financial conditions,results of operations and cash flows.We cannot anticipate all of the ways in which the current and future economic climate and financial market conditions could adversely impact our business. ~~Our~~ **Uncertainty about future economic conditions makes it difficult for us to forecast operating results and to make decisions about future investments.We are unable to predict the likely duration and severity of adverse economic conditions in the United States and other countries,but the longer the duration,the greater risks we face in operating our** business ~~is subject to risks arising from epidemic diseases,such as the recent COVID- 19 pandemic~~ . ~~The COVID- 19 pandemic continues to~~ **We cannot assure you that current economic conditions,worsening economic conditions or prolonged poor economic conditions will not have a significant adverse** impact **on** ~~worldwide economic activity.A pandemic,including COVID- 19 or other~~ -- **the demand** ~~public health epidemic,poses the risk that we or our employees,manufacturers,suppliers and other partners may be prevented from conducting business activities~~ for ~~an indefinite period of time,including due to spread of the disease within these groups or~~ **our** ~~due to shutdowns that~~ **solutions,and consequently on our results of operations and prospects** . In addition to intellectual property and other claims mentioned above, our business may expose us to litigation and administrative proceedings relating to labor, regulatory, tax proceedings, governmental investigations, tort claims, contractual disputes and criminal prosecution, among other matters, that could materially and adversely affect our business, results of operations, and financial condition. In the context of these proceedings, we may not only be required to pay fines or monetary damages but also be subject to sanctions or injunctions affecting our ability to continue our operations. While we may contest these matters vigorously and make insurance claims when appropriate, litigation and other proceedings are inherently costly and unpredictable, making it difficult to accurately estimate the outcome of actual or potential litigation or proceedings. Although we will establish provisions in accordance with the requirements of GAAP, the amounts that we reserve could vary significantly from any amounts we actually pay due to the inherent uncertainties in the estimation process. In addition, litigation and administrative proceedings can involve significant management time and attention and be expensive, regardless of outcome. During the course of any litigation and administrative proceedings, there may be announcements of the results of hearings and motions and other interim developments. If securities analysts or investors regard these announcements as negative, the trading price of our common stock may decline.