

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>Lewis Catherine J</u> <hr/> (Last) (First) (Middle) <u>C/O POWERFLEET, INC.</u> <u>123 TICE BOULEVARD</u> <hr/> (Street) <u>WOODCLIFF LAKE NJ 07677</u> <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 04/02/2024	3. Issuer Name and Ticker or Trading Symbol <u>Powerfleet, Inc. [ PWFL ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) _____ <u>Chief Customer Officer</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.01 per share	322,972 <sup>(1)</sup>	D	

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Stock Appreciation Right	(2)	08/05/2025	Common Stock 95,715 <sup>(1)</sup>	3.46 <sup>(1)(7)</sup>	D	
Stock Appreciation Right	(3)	06/01/2026	Common Stock 89,334 <sup>(1)</sup>	2.45 <sup>(1)(7)</sup>	D	
Stock Appreciation Right	(4)	12/09/2027	Common Stock 89,334 <sup>(1)</sup>	3.06 <sup>(1)(7)</sup>	D	
Stock Appreciation Right	(5)	11/01/2028	Common Stock 74,657 <sup>(1)</sup>	2.11 <sup>(1)(7)</sup>	D	
Stock Appreciation Right	(6)	06/26/2029	Common Stock 63,810 <sup>(1)</sup>	2.08 <sup>(1)(7)</sup>	D	

**Explanation of Responses:**

- Represents securities acquired in connection with the consummation of the transactions (the "Transactions") contemplated by the Implementation Agreement, dated October 10, 2023, by and among Powerfleet, Inc. ("Powerfleet"), Main Street 2000 Proprietary Limited ("Powerfleet Sub"), and MiX Telematics Limited ("MiX Telematics"), pursuant to which, on April 2, 2024, Powerfleet Sub acquired all of the issued ordinary shares of MiX Telematics, including the ordinary shares represented by MiX Telematics' American Depositary Shares, through the implementation of a scheme of arrangement, in exchange for shares of common stock, par value \$0.01 per share, of Powerfleet. As a result of the Transactions, MiX Telematics became an indirect, wholly owned subsidiary of Powerfleet and former MiX Telematics shareholders now own common stock of Powerfleet. The closing price per share of Powerfleet common stock on April 1, 2024 (the last trading day prior to the closing date of the Transactions) was \$4.92.
- 71,786 shares of common stock underlying these stock appreciation rights have vested as of the date of this report. The remaining shares of common stock underlying these stock appreciation rights vest on August 5, 2024, provided that the reporting person is employed by Powerfleet on such date.
- 44,667 shares of common stock underlying these stock appreciation rights have vested as of the date of this report. The remaining shares of common stock underlying these stock appreciation rights vest in equal installments on each of June 1, 2024 and June 1, 2025, provided that the reporting person is employed by Powerfleet on each such date.
- 22,333 shares of common stock underlying these stock appreciation rights have vested as of the date of this report. The remaining shares of common stock underlying these stock appreciation rights vest in equal installments on each of December 9, 2024, December 9, 2025 and December 9, 2026, provided that the reporting person is employed by Powerfleet on each such date.
- The shares of common stock underlying these stock appreciation rights will vest in equal installments on each of November 1, 2024, November 1, 2025, November 1, 2026 and November 1, 2027, provided that the reporting person is employed by Powerfleet on each such date.
- The shares of common stock underlying these stock appreciation rights will vest in equal installments on each of June 26, 2025, June 26, 2026, June 26, 2027 and June 26, 2028, provided that the reporting person is employed by Powerfleet on each such date.
- For purposes of this table, the award price has been converted, based on the South African Rand/U.S. dollar exchange rate in effect as of April 2, 2024.

**Remarks:**

Exhibit 24 - Power of Attorney

/s/ Catherine J. Lewis 04/11/2024  
 \*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

## POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Steve Towe and David Wilson his or her true and lawful attorneys-in-fact to:

1. execute for and on behalf of the undersigned (i) Schedules 13D and 13G, Form ID, and Forms 3, 4 and 5 in accordance with Sections 13 and 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules thereunder, and (ii) Form 144 in accordance with Rule 144 of the Securities Act of 1933, as amended (the "Securities Act"), and the rules thereunder;
2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete the execution of any such Schedules 13D or 13G, Form ID application for EDGAR codes, and Forms 3, 4, 5 or 144, and the timely filing of such Forms with the United States Securities and Exchange Commission and any other authority; and
3. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorneys-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, including, without limitation, the execution and filing of a Form 4 with respect to a transaction which may be reported on a Form 5, it being understood that the documents executed by such attorneys-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorneys-in-fact may approve in their discretion.

The undersigned hereby grants to such attorneys-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully and to all intents and purposes as she might or could do in person, with full power of substitution and resubstitution, hereby ratifying and confirming all that such attorneys-in-fact, or their substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with Sections 13 and 16 of the Exchange Act and Rule 144 of the Securities Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file any Schedules 13D and 13G and Forms 3, 4 and 5 in accordance with Sections 13 and 16(a) of the Exchange Act and the rules thereunder and any Form 144 in accordance with Rule 144 of the Securities Act and the rules thereunder with respect to the undersigned's holdings of and transactions in securities issued by Powerfleet, Inc., unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

This Power of Attorney hereby revokes any other powers of attorney previously executed by the undersigned with respect to the execution and filing of any Schedules 13D and 13G, Form ID and Forms 3, 4 and 5 in accordance with Sections 13 and 16(a) of the Exchange Act and the rules thereunder and any Form 144 in accordance with Rule 144 of the Securities Act and the rules thereunder with respect to the undersigned's holdings of and transactions in securities issued by Powerfleet, Inc.

[Signature Page Follows]

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 11th day of April 2024.

By: /s/ Catherine Lewis  
 Name: Catherine Lewis

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