



## **Audit Committee Charter**

### **Title**

**CHARTER  
FOR THE AUDIT COMMITTEE  
OF THE BOARD OF DIRECTORS  
OF  
PCTEL, INC.**

**(as amended September 21, 2010)**

### **Purpose**

The purpose of the Audit Committee of the Board of Directors (the "**Board**") of PCTEL, Inc. (the "**Company**") shall be to oversee the accounting and financial reporting processes of the Company and audits of the Company's financial statements by:

- Assisting the Board in monitoring of (i) the integrity of the Company's financial statements, (ii) the Company's accounting policies and procedures, (iii) the Company's compliance with legal and regulatory requirements, (iv) the independent auditor's qualifications, independence and performance, (v) the Company's disclosure controls and procedures, and (vi) the Company's internal controls, and
- Providing to the Board such additional information and materials as it may deem necessary to make the Board aware of significant financial matters that require the attention of the Board.

In addition, the Audit Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board may from time to time prescribe.

### **Membership**

The Audit Committee members will be appointed by, and will serve at the discretion of, the Board. The Audit Committee will consist of at least three members of the Board. Members of the Audit Committee must meet the following criteria:

- Each member will be an independent director, as defined in (i) Nasdaq Rule 4200 and (ii) the rules of the Securities and Exchange Commission (the "SEC"), as in effect from time to time;
- Each member will be able to read and understand fundamental financial statements, in accordance with the Nasdaq National Market Audit Committee requirements;
- No member will have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years; and
- At least one member will have past employment experience in finance or accounting, requisite professional certification in accounting, or other comparable experience or background, including a current or past position as a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities.

### **Responsibilities**

The responsibilities of the Audit Committee shall include:

- Reviewing the reports by management and the independent auditors concerning the design, implementation and maintenance for the Company's system of internal controls and meeting periodically with the Company's management and the independent auditors to review their assessment of the adequacy of such internal controls;
- Exercising direct responsibility for appointing, compensating (including all audit engagement fees and terms), overseeing the work of, and terminating the services of, the independent auditors for the purpose of preparing or issuing an audit report or other audit, review or attest services;
- Approving the audit and permitted non-audit services provided to the Company by the independent auditors in accordance with the applicable requirements of the SEC;

- Reviewing the independence of the outside auditors, including (i) obtaining on a periodic basis a formal written statement from the independent auditors regarding relationships and services with the Company that may impact independence, as defined by applicable standards and SEC requirements, (ii) presenting this statement to the Board, and (iii) to the extent there are relationships or services that may impact the objectivity and independence of the auditors, actively engaging in a dialogue with the auditors and taking, or recommending that the full Board take, appropriate action to oversee the independence of the outside auditors;
- Reviewing and providing guidance with respect to the external audit by (i) reviewing the independent auditors' proposed audit scope and approach; (ii) discussing with the Company's independent auditors the financial statements and audit findings, including any significant adjustments, management judgments and accounting estimates, significant new accounting policies and disagreements with management and any other matters described in SAS No. 61.; and (iii) reviewing reports submitted to the audit committee by the independent auditors in accordance with the applicable SEC requirements;
- Reviewing and discussing with management and the independent auditors the annual audited financial statements and quarterly unaudited financial statements, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," prior to filing the Company's Annual Report on Form 10-K and Quarterly Reports on Form 10-Q, respectively, with the SEC (which for purposes of the annual report shall include a recommendation to the Board as to whether the audited financial statements should be included in the Company's Annual Report on Form 10 K);
- Reviewing the audit findings, including any suggestions for improvements, provided to management by the independent auditors and management's response to such findings;
- Reviewing with the Company's management and the independent auditors before release the unaudited quarterly operating results in the Company's quarterly earnings release;
- Reviewing the procedures of management for the design, implementation and maintenance for the Company's system of disclosure controls (including any reports by management relating to such controls and procedures) and meeting periodically with the Company's management, independent auditors and legal counsel to review their assessment of such disclosure controls and procedures;
- If necessary, instituting special investigations with full access to all books, records, facilities and personnel of the Company;
- Supporting the Nominating & Governance Committee in managing overall enterprise risk through the identification of high-risk behaviors that potentially imperil the underlying value of the Company;
- Engaging, as appropriate, outside legal, accounting or other advisors to advise or assist the Audit Committee;
- Conducting appropriate review and oversight of any proposed related-party transactions;
- Reviewing the Audit Committee charter annually;
- Providing a report in the Company's proxy statement in accordance with the rules and regulations of the SEC; and
- Establishing the procedures for receiving, retaining and treating complaints received from the Company's employees regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

### **Meetings**

The Audit Committee will meet at least four times each year. The Audit Committee will meet separately with the Chief Financial Officer of the Company at such times as are appropriate to review the financial affairs of the Company. The Audit Committee will meet separately with the independent auditors of the Company, at such times as it deems appropriate, to fulfill the responsibilities of the Audit Committee under this charter.

### **Minutes**

The Audit Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

### **Reports**

In addition to preparing the report in the Company's proxy statement in accordance with the rules and regulations of the SEC, the Audit Committee will summarize its discussions, reviews and recommendations to the Board as may be appropriate, consistent with the Committee's charter.

### **Delegation of Authority**

The Audit Committee may delegate to one or more designated members of the Audit Committee the authority to pre-approve audit and permitted non-audit services, provided such pre-approval decision is presented to the full Audit Committee at its scheduled meetings.

### **Resources**

The Audit Committee shall have the resources as determined by the Committee and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of special counsel, accountants or other experts or consultants and the authority to approve any other ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties, as it deems appropriate, without seeking approval of the Board or management.