

**PCTEL, INC.**  
**AMENDMENT TO PROXY STATEMENT FOR ANNUAL MEETING OF STOCKHOLDERS**  
**TO BE HELD ON MAY 29, 2019**  
**The date of this Amendment is April 29, 2019**

The following information relates to the proxy statement of PCTEL, Inc. (the “Company”), filed with the Securities and Exchange Commission (the “SEC”) on April 16, 2019, and furnished to stockholders of the Company in connection with the solicitation of proxies by the Board of Directors of the Company for the 2019 annual meeting of stockholders, to be held on May 29, 2019, and any adjournment or postponement thereof.

**Explanatory Note:** The Company is filing this amendment to its proxy statement for the 2019 annual meeting of stockholders, in order to amend and restate the following Q&A from the proxy statement. This amendment clarifies the vote required to adopt each proposal and that broker non-votes have no effect on the approval of any of the proposals presented in the proxy statement, rather than being treated as votes “against” any of these proposals. The rest of the proxy statement remains effective as it was originally filed. This amendment should be read in conjunction with the proxy statement.

**Q: What is the required vote for each of the proposals to pass?**

**A:** The required vote and effect of broker non-votes and abstentions are as follows:

| <u>Proposal</u>  | <u>Voting Options</u>                   | <u>Vote Required to Adopt Proposal</u>   | <u>Effect of Broker Non-Votes</u> | <u>Effect of Abstentions</u> |
|--|---|--|-----------------------------------|------------------------------|
| #1 Election of Directors   | FOR ALL, WITHHOLD ALL or FOR ALL EXCEPT | A plurality of the common stock present in person or represented by proxy, and entitled to vote                    | No effect                         | N/A                          |
| #2 Approval of the PCTEL, Inc. 2019 Stock Incentive Plan   | FOR, AGAINST or ABSTAIN                 | Affirmative vote of a majority of the common stock present in person or represented by proxy, and entitled to vote | No effect                         | Treated as votes against     |
| #3 Approval of the PCTEL, Inc. 2019 Employee Stock Purchase Plan   | FOR, AGAINST or ABSTAIN                 | Affirmative vote of a majority of the common stock present in person or represented by proxy, and entitled to vote | No effect                         | Treated as votes against     |
| #4 Non-binding advisory vote to approve the named executive officer compensation (Say-on-Pay)  | FOR, AGAINST or ABSTAIN                 | Affirmative vote of a majority of the common stock present in person or represented by proxy, and entitled to vote | No effect                         | Treated as votes against     |
| #5 Ratification of the appointment of Grant Thornton LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2019 | FOR, AGAINST or ABSTAIN                 | Affirmative vote of a majority of the common stock present in person or represented by proxy, and entitled to vote | No effect                         | Treated as votes against     |

### **Additional Information and Where to Find It**

This material may be deemed to be solicitation material in respect of the solicitation of proxies from stockholders in connection with the 2019 annual meeting of stockholders. On April 16, 2019, the Company filed the proxy statement and definitive form of proxy card with the SEC in connection with its solicitation of proxies from the Company's stockholders relating to the 2019 annual meeting. STOCKHOLDERS ARE STRONGLY ENCOURAGED TO READ THE PROXY MATERIALS, INCLUDING THE PROXY STATEMENT, THIS AMENDMENT AND THE ANNUAL REPORT, CAREFULLY AS THEY CONTAIN IMPORTANT INFORMATION TO CONSIDER WHEN DECIDING HOW TO VOTE ON THE MATTERS BROUGHT BEFORE THE 2019 ANNUAL MEETING.

This amendment is also available electronically, together with our other proxy materials, at [www.proxyvote.com](http://www.proxyvote.com), as well as on the Company's website at <https://investor.pctel.com/annual-meeting>. In addition, stockholders can access at no charge documents filed by the Company with the SEC, including the proxy statement and this amendment, at the SEC's website at [www.sec.gov](http://www.sec.gov).