



Policies and Procedures for Director Candidates

(as revised and approved by the Board of Directors on August 3, 2023)

Stockholder Recommendations and Nominations

Candidate Recommendations. It is the policy of the Nominating and Governance Committee of the Board of Directors of PCTEL, Inc. (the "Committee") to consider recommendations for candidates to the Board of Directors from stockholders holding on the date of submission of the recommendation not less than one percent (1%) of the then outstanding shares of the Company's Common Stock continuously for at least twelve (12) months prior to such date.

A stockholder that desires to recommend a candidate for election to the Board of Directors shall direct the recommendation in written correspondence by letter to the Company, attention of the Company Secretary, mailed to the Company's offices located at 471 Brighton Drive, Bloomingdale, IL 60108 or emailed to company.secretary@pctel.com. Such notice must include the information required by the Company's bylaws, as then in effect.

Candidate Nominations. A stockholder that instead desires to nominate a person directly for election to the Board of Directors at an annual or special meeting of the stockholders must meet the deadlines and other requirements set forth in Section 2.5 of the Company's Bylaws and the applicable rules and regulations of the Securities and Exchange Commission.

Identifying and Evaluating Nominees for Director

The Committee shall use the following procedures to identify and evaluate any individual recommended or offered for nomination to the Board of Directors:

- The Committee shall consider candidates recommended by stockholders in the same manner as candidates recommended to the Committee from other sources.
- In its evaluation of director candidates, including the members of the Board of Directors eligible for re-election, the Committee shall consider the following:
 - The current size and composition of the Board of Directors and the needs of the Board of Directors and the respective committees of the Board.
 - Such factors as judgment, independence, character, integrity, education, area of expertise, knowledge of the relevant industries and markets, experience with businesses and other organizations of comparable size, diversity, length of service, understanding of fiduciary and governance responsibilities in publicly held companies, actual or potential conflicts of interest, and number of board positions held with other companies.
 - Skills that are complementary to those of the existing Board.
 - Such other factors as the Committee may consider appropriate.
- The Committee requires the following minimum qualifications to be satisfied by any nominee for a position on the Board:
 - The highest personal and professional ethics and integrity.
 - Proven achievement and competence in the nominee's field and the ability to exercise sound business judgment.
 - The ability to assist and support management and make significant contributions to the Company's success.
 - An understanding of the fiduciary responsibilities that are required of a member of the Board and the commitment of time and energy necessary to diligently carry out those responsibilities.
- Where the Committee determines that an additional or replacement director is required, the Committee may take such measures that it considers appropriate in connection with its evaluation of a director candidate, including candidate interviews, inquiry of the person or persons making the recommendation or nomination, engagement of an outside search firm to gather additional information, or reliance on the knowledge of the members of the Committee, the Board or management.

Decision by Board of Directors



The Board of Directors shall have final authority on determining the selection of those director candidates for nomination to the Board.

Modification of Policies and Procedures

The policies and procedures set forth herein may be modified at any time as may be determined by the Committee.