



## **Policies and Procedures for Director Candidates**

(as revised and approved by the Board of Directors on September 13, 2017)

### **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 Corporate Secretary, at the Company's offices at 471 Brighton Drive, Bloomingdale, IL 60108. Such notice must include the candidate's name, home and business contact information, detailed biographical data, relevant qualifications, a signed letter from the candidate confirming willingness to serve, information regarding any relationships between the candidate and the Company within the last three years, and evidence of the required ownership of Common Stock by the recommending stockholder.

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. Section 2.5 of the Company's Bylaws requires that a stockholder who seeks to nominate a candidate for director must provide a written notice to the Corporate Secretary not less than 120 days prior to the date of the Company's proxy statement released to stockholders in connection with the Company's previous year's annual meeting of stockholders. That notice must state the name and address of the nominating stockholder, the name and address of the nominee, and other information relevant to the nominee and the process for nomination as required by the Company's Bylaws. The Corporate Secretary will provide a copy of the Bylaws upon request in writing from a stockholder.

### **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 and integrity, age, 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.