

# PCTEL Corporate Governance Guidelines

(as amended and approved by the Board of Directors on February 4, 2021)

**I. Introductory Note:** These guidelines set forth the corporate governance practices the Board of Directors (the “Board”) of PCTEL, Inc. (the “Company”) has developed to assist in fulfillment of its responsibilities to oversee the actions of management and the performance of the Company.

## **II. Composition of the Board**

A. Qualification. The Board consists of a majority of outside directors who meet (i) the independence requirements of the listing standards of The Nasdaq Stock Market, (ii) the non-employee director definition of Rule 16b-3 promulgated under Section 16 of the Securities Exchange Act of 1934, as amended, and (iii) the outside director definition of Section 162(m) of the Internal Revenue Code, as amended. In determining the independence of a director, the Board affirmatively determines whether a non-employee director has a relationship that would interfere with that director’s exercise of independent judgment in carrying out the responsibilities of being a director.

The Nominating and Governance Committee (the “Committee”) considers and makes recommendations to the Board concerning the appropriate size and needs of the Board. The Committee also assesses the credentials and qualities of prospective Board candidates and continuing directors and recommends nominees to the Board for election or re-election by stockholders. In performing these duties, the Committee will follow the procedures and evaluate the skills and attributes outlined in the Company’s Policies and Procedures for Director Candidates (“Policies and Procedures”).

In addition to possessing the skills and other attributes listed in the Policies and Procedures, directors must not be more than 76 years of age. If a director attains 76 years of age during a term of directorship, such director must resign by December 31 of the year in which such director becomes 76 years of age.

B. Selection. The Committee considers candidates for Board and committee membership. Potential Director candidates for consideration may be identified through the Committee’s own initiatives (including through professional recruiters) or offered by management, by other directors, or by the Company’s stockholders. Final approval of candidates to fill vacancies or nominees for election by the stockholders is determined by the independent directors.

C. Leadership. The Board is led by a Chairman selected by the directors. The Chairman of the Board provides guidance and independent oversight, approves Board meeting agendas, serves as a liaison between directors and management, coordinates communication among the committees and the directors, presides over the meetings of the Board and participates in certain negotiations involving potential combination transactions, including mergers and acquisitions.

The Board may select a non-employee director or the Chief Executive Officer (“CEO”) to serve as Chairman of the Board; provided, however, if the CEO is selected as Chairman of the Board, the Board must also select a non-employee Director to serve as Lead Independent Director. In such case, the Lead Independent Director will assist in creating the Board meeting agenda, chairing the executive sessions of the Board meetings, and discharging any duties in which the dual roles of Chairman of the Board and CEO may influence, or be perceived to influence, a decision.

D. Committee Structure. All major decisions are considered by the full Board. The committee structure of the Board is limited to those committees considered by the Board to be essential to or required for the operation of a publicly owned company. Currently those committees are the Audit Committee, the Nominating and Governance Committee and the Compensation Committee. Each committee has its own charter setting forth the purposes of the committee as well as qualifications for committee membership. The members and chairs of these committees will be evaluated annually and recommended by the Committee to the Board in consultation with the Chairman of the Board and CEO. All members of the Audit, Nominating and Governance and Compensation Committees must be independent Directors as described in Section II(A).

Each standing committee of the Board may appoint a subcommittee comprised solely of its members to discharge a specific duty of the committee in the interim period between meetings. The subcommittee shall be temporary and shall serve solely the purpose identified by the committee.

In addition to the three standing committees of the Board, the Board may appoint special committees to address important issues that arise from time to time. Each special committee shall be temporary, shall serve solely the purpose identified, and shall have the authority granted to such special committee by resolution of the Board. Its membership shall be appointed by the Board.

### III. Functioning of the Board

A. Ethics. The Board and each Director has a duty to comport themselves in accordance with the Company's Code of Ethics and Business Conduct, which is posted on the Company's website.

B. Board Meetings. Directors are expected to attend Board meetings and to spend the time needed to prepare for a meeting. The Board will generally hold four (4) regularly scheduled meetings per year and will hold additional special meetings as necessary. The Chairman of the Board will establish the agenda for each Board meeting, with the understanding that items pertinent to the advisory and monitoring functions of the Board will be brought to it periodically for review and/or decision. Any member of the Board may request that an item be included on the agenda. At a Board meeting any member of the Board may raise a subject that is not on the agenda for that meeting. Materials related to agenda items are to be provided to the Board members sufficiently in advance of the meeting as necessary to allow the members to prepare for discussion of the items at the meeting.

C. Executive Sessions. Executive sessions, or meetings of independent Directors without management present, are held as part of each regularly scheduled Board meeting. The Chairman of the Board shall chair these meetings.

D. Committee Meetings. The Chair of each committee determines the frequency and length of the committee meetings and develops the agenda for each meeting. Materials related to agenda items are to be provided to the committee members sufficiently in advance of the meeting where necessary to allow the members to prepare for discussion of the items at the meeting. Directors are expected to attend committee meetings and to spend the time needed to prepare for a meeting.

E. Orientation. The Company will conduct an orientation program for new directors, the design and implementation of which shall be overseen by the Committee. This program shall include presentations by the Company's executive officers with respect to PCTEL's products, strategic plans, financial reporting, auditing processes, risk management, and code of conduct.

F. Continuing Education. The Company encourages and supports the continuing education of its Directors. The Committee encourages each new Director to attend, in a timely manner, a corporate governance or other professional development or training program designed for Board members of publicly-held companies, and the Committee encourages each Chair of a committee to attend an educational or training program related to the subject matter addressed by such committee. The Committee recommends that each Director attends at least one training session every two years and requires that any director initially joining the Board who has not previously served on a board of directors of a public company must attend, virtually or in person, a program regarding duties and responsibilities of directors of public companies within six months of commencement of his/her term as a director. The Committee Chair will coordinate attendance at educational and training programs and approve funding for such programs.

G. Compensation. In accordance with its charter, the Compensation Committee annually reviews the compensation of Directors and reports its recommendations to the Board. Generally, the compensation paid to non-employee Directors is based upon the amount of time devoted to fulfilling Board and committee responsibilities and is competitive with that of other public companies of comparable size. The Board will determine appropriate equity and cash compensation for each twelve-month period commencing with its annual meeting. PCTEL employees serving as Directors do not receive additional compensation for their services as Directors.

In the event that the members of a special committee spend an extraordinary or unusual amount of time in order to serve the identified purpose, the Board may elect to have the Company pay such special committee members a reasonable amount of compensation for their service.

H. Access to Management; Independent Advisors. The directors have unrestricted access to members of management and employees of the Company. The Board and its committees welcome regular attendance of executive officers and other members of PCTEL management on an invitational

basis at Board and committee meetings. The Board and/or the committees of the Board also have the ability to hire, at PCTEL's expense, independent advisors when it is deemed necessary or advisable to do so. The directors rely on the advice, reports and opinions of management, counsel and expert advisers.

#### **IV. Duties of the Board**

A. Primary Duties. The primary duties of the Board include, but are not limited to, (i) reviewing, and where appropriate, approving the Company's business strategy as developed by management; (ii) continually evaluating the Company's business results; (iii) overseeing the accounting and financial reporting processes of the Company and audits of the Company's financial statements; (iv) determining whether the risk management processes designed and implemented by management are adequate and functioning as designed, (v) determining compensation for the CEO and the executive officers (*i.e.*, Section 16 officers and any other employees reporting directly to the CEO); and (vi) assuring that the interests and actions of the directors and management are aligned with those of the Company's stockholders.

B. Management Succession. The Board will plan for the succession of the CEO and executive officers. The Committee will oversee the annual process to create a succession plan with respect to the CEO and other executive officers for the Board's consideration, consistent with the Committee's Charter. In connection with the development of the succession plan, the CEO is required to (i) provide annual assessments of PCTEL's then current executive officers as well as any other persons considered potential successors to the CEO position and to other executive officer positions; and (ii) prepare a short-term succession plan that delineates a temporary delegation of authority to certain executive officers if any or all of the executive officers should unexpectedly become unable to perform their duties. The short-term plan would be in effect until the Board has the opportunity to consider the situation and take any necessary and appropriate action.

C. Board Evaluation. The Committee is responsible for coordinating an annual evaluation by the directors of the Board's performance. The Committee will also establish the evaluation criteria and conduct the evaluation. Directors are required to participate in the annual evaluation in a timely manner. Evaluation results are reported to the Board.

D. CEO Evaluation. The Committee will conduct a review of the performance of the CEO at least annually and report its findings to the Compensation Committee and the independent directors. The Compensation Committee will establish the long-term and short-term compensation and performance goals for the CEO, unless otherwise determined by a majority of the independent directors. These goals are communicated to the CEO by the Chairman of the Board and the Chair of the Compensation Committee.

E. Communications with Constituencies. Management speaks for the Company. Communications about PCTEL with the press, media and other constituencies (*e.g.*, customers, communities, suppliers, creditors, regulators and corporate partners) should be made by management. Individual directors may from time to time, at the request of the CEO, meet or otherwise communicate with various constituencies of the Company.

To ensure that the interests of the Company's stockholders can be made known directly to the Board, the Board has established procedures to enable stockholders to communicate directly with the Chairman of the Board. These procedures are disclosed on the Company's corporate governance website and published in the Company's annual proxy materials.

#### **V. Amendment**

The Corporate Governance Guidelines are subject to modification from time to time by the Board.