



## Whistleblower Policy

### Policy

It is the corporate policy of PCTEL, Inc. and its subsidiaries (collectively "PCTEL") to encourage its employees and others to bring to the attention of management any good faith complaints regarding (i) the integrity of PCTEL's internal financial controls or the accuracy or completeness of financial or other information used in or related to PCTEL's financial statements; (ii) any violation of applicable law by PCTEL, its employees, contractors, investors, agents, vendors, or customers; or (iii) any violation of PCTEL's Code of Ethics and Business Conduct which includes, without limitation, anti-corruption, anti-harassment, anti-bullying and non-discrimination policies. As a result, PCTEL employees shall not be discharged, demoted, suspended, threatened, harassed or discriminated against in any manner on account of such employees taking any lawful action with respect to the following:

- Raising questions concerning the fair presentation of PCTEL financial statements, including the accuracy or completeness of the financial or other information used in the preparation thereof.
- Raising concerns regarding PCTEL's accounting or auditing practices or its internal financial controls.
- Reporting any suspected criminal activity, including fraud, embezzlement, theft, or falsification of contracts, reports or records.
- Reporting any violations or suspected violations of securities laws, including insider trading laws.
- Reporting violations or suspected violations of PCTEL's Code of Ethics and Business Conduct or Insider Trading Policy.
- Lawfully reporting waste, fraud, or abuse related to the performance of a Government contract to a designated investigative or law enforcement representative of a Federal department or agency authorized to receive such information (e.g., agency Office of the Inspector General).
- Providing information and otherwise assisting in investigations relating to fraud against PCTEL's stockholders or other crimes against PCTEL or its stockholders conducted by (A) a federal regulatory agency, (B) a member or committee of the United States Congress, (C) local law enforcement, or (D) any PCTEL officer or employee, member or committee of the Board of Directors, or any agent or representative acting on their behalf.
- Providing information and otherwise assisting in investigations relating to violations of PCTEL's Code of Ethics and Business Conduct by any PCTEL officer or employee, any member or committee of the Board of Directors or any agent or representative acting on their behalf.
- Filing, testifying at, participating in or otherwise assisting in a proceeding filed or about to be filed relating to allegations of fraud against PCTEL's stockholders or violations of PCTEL's Code of Ethics and Business Conduct.

## **Reporting**

Any employee or other person who, in good faith, has a complaint regarding, or wishes to report, any incident or occurrence described in the Policy section above should report such matter to the Chief Legal Officer or through *EthicsPoint*, a disclosure service company that guarantees anonymity. A report through *EthicsPoint* may be made in one of the following methods:

1. By web portal at <http://www.pctel.com/internal/anonymoustdisclosure.html>;

OR

2. By telephone. If in the United States, call 1-888-288-1749. If international, dial the International Operator and request that a charge call be placed to + 1 503-906-8414. If asked your name but you wish to remain anonymous, you may instead state "PCTEL."

Each report should include the following information:

- (i) a description of the matter or irregularity and persons involved;
- (ii) the location where the employee observed the matter or irregularity;
- (iii) the period of time during which the matter or irregularity was observed; and
- (iv) any steps that the employee has taken to investigate the matter or irregularity, including reporting it to a supervisor or Human Resources and the response given.

An employee or other person making a report may choose to also include his or her contact information in the event that additional information is needed; provided, however, that a report shall not be deemed deficient solely because contact or other self-identifying information is not included. In some cases, however, it may not be possible to proceed with or properly conduct an investigation unless the employee or other person identifies himself or herself.

*EthicsPoint* will promptly deliver a copy of the report to (1) the Chair of the Audit Committee, (2) the Chief Legal Officer; and (3) the Chairman of the Board of Directors (collectively, "Policy Administrators"). Reports made directly to the Chief Legal Officer will be delivered by the Chief Legal Officer to the other Policy Administrators.

## **Investigation**

Upon receiving a report and provided there is enough information to proceed with an investigation, the Policy Administrators, under the direction of the Chair of the Audit Committee or other appropriate committee, shall investigate the issues identified in the report.

The Policy Administrators may consult with the Chief Executive Officer, the Chief Financial Officer, any other employee of PCTEL, outside legal counsel, independent auditors, and, as needed, the Audit Committee, as a part of their investigation. At the conclusion of the investigation, the Policy Administrators shall prepare a written response to the report for review and approval by the Audit Committee or other appropriate committee or the Board of Directors.

After the Board of Directors or applicable committee has reviewed and approved the response, the Policy Administrators shall provide a summary of the response to the party who made the report, unless such report was made anonymously.

## **Publication of the Policy**

PCTEL shall place a copy of this Policy in the Employee Handbook distributed to new employees as well as posting this Policy on its website at [www.pctel.com](http://www.pctel.com).

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