



Compensation Committee Charter

Title

**CHARTER FOR THE COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS
OF
PCTEL, INC.**

(as revised and approved by the Board of Directors on March 14, 2013)

PURPOSE:

The purpose of the Compensation Committee established pursuant to this charter is to assume oversight responsibility for the executive compensation policies and strategies of PCTEL, Inc. and its subsidiaries (the "Company") and to review and where appropriate, to approve or to make recommendations to the Board of Directors regarding all forms of compensation to be provided to the officers and key managers of the Company, including salary, bonuses and incentive compensation, and all compensation to the members of the Board of Directors ("Directors") and Board committee members.

The Compensation Committee has the authority to undertake the specific duties and responsibilities listed below and will have the authority to undertake such other specific duties as the Board of Directors from time to time prescribes.

STATEMENT OF PHILOSOPHY:

The philosophy of the Compensation Committee is to provide compensation to the Company's officers, key managers and Directors in such a manner as to: (i) closely align the interests of the officers and key managers with those of the Company's stockholders with the objective of enhancing stockholder value and promoting long-term, sustainable growth, (ii) attract and retain the best available personnel for positions of substantial responsibility with the Company, (iii) provide incentives to motivate the officers and key managers to perform to the best of their abilities for the Company through increased rewards for superior individual and corporate performance, and substantially reduced or no rewards for average or inadequate performance, (iv) promote the success of the Company's business while minimizing the opportunity for high-risk behaviors that potentially imperil the underlying value of the Company, (v) establish a strong correlation between the level of compensation and financial performance of the Company compared with its peer group and other companies, and (vi) embrace an appropriate balance of work and family life.

MEMBERSHIP:

The Compensation Committee shall consist of a minimum of two (2) non-employee Directors of the Company, as determined by the Board of Directors. The members of the Compensation Committee are appointed by and serve at the discretion of the Board of Directors. The members of the Compensation Committee shall meet (i) the independence requirements of the listing standards of the Nasdaq National Market (including specifically the "Fees Factor" and "Affiliation Factor"), (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. The members of the Compensation Committee may invite the Chief Executive Officer ("CEO"), the Vice President of Corporate Resources, in-house legal counsel, Advisors (as hereinafter defined) or any other person to attend meetings as appropriate.

RESPONSIBILITIES:

The responsibilities of the Compensation Committee include:

1. Providing guidance with respect to general compensation goals and philosophies for the Company's employees at all levels, including general performance and measurement guidelines for the determination of bonuses and other forms of incentive compensation;
2. Balancing the portion of executive compensation at risk and tied to achievement of financial, corporate and functional performance goals established by the Board of Directors with managing overall enterprise risk;

3. Reviewing and making recommendations to the Board of Directors with respect to the compensation of the CEO, including relevant corporate goals and objectives, following (i) a performance evaluation of the CEO designed and coordinated among the members of the Board by the Nominating and Governance Committee, and (ii) directional guidance from the members of the Board on the different elements of CEO compensation based on such evaluation. The CEO may not be present during deliberation or voting on CEO compensation;
4. Reviewing the compensation criteria and proposed total compensation (including salary, bonus, benefits, and incentive compensation) recommended by the CEO for each of the officers and key managers of the Company, and approving an appropriate compensation package for each named executive officer structured to be consistent with the Statement of Philosophy;
5. Reviewing the internal pay equity among the CEO, the officers and the key managers;
6. Reviewing and making recommendations from time to time to the Board of Directors regarding general equity and cash compensation incentives for the outside Directors on the Board of Directors;
7. Acting as administrator of the Company's equity incentive plans. In its administration of the plans, the Compensation Committee may, pursuant to authority delegated by the Board of Directors (i) grant stock options or stock purchase rights to individuals eligible for such grants (including grants to individuals subject to Section 16 of the Securities Exchange Act of 1934 in compliance with Rule 16b-3 promulgated thereunder, and in accordance with procedures and guidelines as may be established by the Board of Directors), and (ii) amend such stock options or stock purchase rights. The Compensation Committee shall also make recommendations to the Board of Directors with respect to amendments to the plans and changes in the number of shares reserved for issuance thereunder;
8. Reviewing and making recommendations to the Board of Directors regarding other plans that are proposed for adoption or adopted by the Company for the provision of compensation to employees of, Directors of, and consultants to the Company;
9. Reviewing and discussing with management the Compensation Discussion and Analysis that will be included in the Company's annual proxy statement and reviewing and approving a report of the Compensation Committee for inclusion in the annual proxy statement that complies with the applicable rules and regulations of the Securities and Exchange Commission;
10. Reviewing this Charter of the Compensation Committee, its structure, processes and membership requirements on an annual basis and submit any recommended changes to the Board of Directors;
11. Authorizing the repurchase of shares from terminated employees pursuant to applicable law; and
12. Retaining, as the members of the Compensation Committee consider appropriate or necessary, outside compensation consulting, legal or other advisors ("Advisors") to advise or assist the Compensation Committee in the execution of its responsibilities. Prior to retaining any Advisor, the Compensation Committee shall consider the following factors in order to assess the independence of such Advisor (and in each case "Advisor" refers to the person that employs the Advisor, if applicable):
 - (i) the provision of other services to the Company by the proposed Advisor;
 - (ii) the amount of fees received from the Company by the proposed Advisor as a percentage of the total revenue of such proposed Advisor;
 - (iii) the policies and procedures of the proposed Advisor that are designed to prevent conflicts of interest;
 - (iv) any business or personal relationship of the proposed Advisor with a member of the Compensation Committee;
 - (v) any stock of the Company owned by the proposed Advisor; and
 - (vi) any business or personal relationship of the proposed Advisor with an executive officer of the Company.

The Compensation Committee shall be responsible for the appointment, compensation and oversight of the work of any Advisor. The Company must provide for appropriate funding, as determined by the Compensation Committee, for payment of reasonable compensation to an Advisor.

MEETINGS:

It is anticipated that the Compensation Committee will meet at least once during each calendar quarter. However, the

Compensation Committee may establish its own schedule, which it will provide to the Board of Directors in advance.

MINUTES:

The Compensation Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board of Directors.

REPORTS:

The Compensation Committee will report to the Board of Directors of the Company regarding recommendations of the Compensation Committee and actions taken by the Compensation Committee pursuant to delegated authority.