

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

*(as revised and approved by the Board of Directors on May 27, 2021)*

**Purpose:**

The purpose of the Compensation Committee of the Board of Directors of PCTEL, Inc. (the “Company”) established pursuant to this charter is to: (i) recommend to the Board of Directors compensation for the independent members of the Board of Directors and the Chief Executive Officer (“CEO”), (ii) approve compensation for each of the officers subject to Section 16 of the Securities Exchange Act of 1934 and any other employees reporting directly to the CEO (collectively, “officers”), (iii) provide general guidance regarding compensation for other employees, (iv) provide oversight and serve as administrator of the Company’s equity plans, and (v) oversee policies and strategies of the Company related to human capital.

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 and members of the Board of Directors in such a manner as to: (i) closely align the interests of the officers and members of the Board of Directors 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 to perform to the best of their abilities for the Company and to reward performance commensurate with achievement of identified goals, (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, and (v) establish a strong correlation between the level of compensation and financial performance of the Company.

**Membership:**

The members of the Committee and its chair shall be appointed by the Board. The Compensation Committee shall consist of a minimum of two (2) non-employee Directors of the Company, as determined by the Board of Directors. Committee members and the chair shall serve until their successors are duly appointed and qualified or until their earlier resignation or removal by the Board. The members of the Compensation Committee must satisfy the independence requirements of The Nasdaq Stock Market and the Securities and Exchange Commission (“SEC”) as well as the outside director definition of Section 162(m) of the Internal Revenue Code, as amended. The determination as to the satisfaction of these requirements shall be made by the Board.

## **Responsibilities:**

The responsibilities of the Compensation Committee include the following:

### Employee Compensation

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 independent Directors with respect to the compensation criteria and proposed total compensation (including salary, bonus, benefits, and incentive compensation) of the CEO, including relevant corporate goals and objectives, following (i) a performance evaluation of the CEO by the independent Directors, as designed and coordinated by the Nominating and Governance Committee, and (ii) directional guidance from the independent Directors 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 approving an appropriate compensation package for each officer structured to be consistent with the Statement of Philosophy as well as the Company's peer group data and survey data of other relatively comparable companies;
5. Reviewing the internal pay equity among the CEO and the officers;
6. Reviewing, on an annual basis, Company-provided employee benefits and change of control, severance and other benefits granted to officers of the Company;

### Director Compensation

7. Reviewing and making recommendations from time to time to the Board of Directors regarding general equity and cash compensation for the independent members of the Board of Directors;

### Oversight of Equity Plans

8. 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;

9. 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;
10. Authorizing the repurchase of shares from terminated employees pursuant to applicable law;

#### Human Capital Oversight

11. Reviewing the Company's human capital strategies and philosophies;
12. Monitoring the Company's efforts in regard to diversity and inclusion;

#### Governance

13. Reviewing and discussing with management the Compensation Discussion and Analysis or other description of executive compensation that will be included in the Company's annual proxy statement and, if applicable, reviewing and approving a report of the Compensation Committee for inclusion in the annual proxy statement that complies with the applicable SEC rules and regulations;
14. Reviewing, on an annual basis, this Charter of the Compensation Committee, its structure, processes and membership requirements and submitting any recommended changes to the Board of Directors;
15. Reviewing, on an annual basis, compliance of Directors with the Stock Ownership Guidelines For Directors and compliance by Section 16 officers with the Stock Retention Guidelines, both as adopted by the Board and then in effect; and
16. 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. The Compensation Committee is not required to implement or act consistently with the advice or recommendations of the Advisor and obtaining assistance of an Advisor does not affect the ability or obligation of the Compensation Committee to exercise its own judgment in fulfillment of the duties of the Compensation Committee.

**Meetings:**

The Compensation Committee will meet as often as it determines, but at least once during each fiscal quarter. The Compensation Committee may establish its own schedule, which it will provide to the Board of Directors in advance.

The members of the Compensation Committee may invite the CEO, the Vice President of Corporate Resources, in-house legal counsel, Advisors or any other person to attend meetings as appropriate. The Compensation Committee will meet in executive session (*i.e.*, members only) as it determines appropriate. The Compensation Committee will be governed by the rules regarding meetings and action without meetings set forth in Section 4.3 of the Company's Bylaws.

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