



**CHARTER FOR THE
NOMINATING AND GOVERNANCE COMMITTEE
OF
PCTEL, INC.**

(as revised and approved by the Board of Directors on September 11, 2013)

PURPOSE:

The purpose of the Nominating and Governance Committee is to establish, maintain and improve corporate governance guidelines on behalf of the Board of Directors, with responsibility for establishing appropriate related procedures, to ensure that the Board of Directors is properly constituted to meet its fiduciary obligations and that the Company has and follows appropriate governance standards. To carry out this purpose, the Nominating and Governance Committee shall review and make recommendations to the Board of Directors on matters concerning corporate governance, enterprise risk management, Board composition, evaluation and nominations, Board committees and conflicts of interest. The Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board of Directors may prescribe from time to time.

MEMBERSHIP:

- The Nominating and Governance Committee shall be comprised of no fewer than two (2) members.
- The members of the Nominating and Governance Committee shall meet the independence requirements of Nasdaq and the Securities and Exchange Commission.
- The members of the Nominating and Governance Committee shall be appointed and replaced by the Board.

RESPONSIBILITIES AND AUTHORITY:

- To evaluate the current composition, organization and governance of the Board and its committees, determine future requirements and make recommendations to the Board for approval.
- To evaluate and make recommendations to the Board concerning the appointment of directors to Board committees and the selection of Board committee chairs.
- To identify individuals believed to be qualified to become Board members, and to recommend to the Board the nominees to stand for election as directors at the annual meeting of stockholders or, if applicable, at a special meeting of stockholders. In nominating candidates, the Committee shall take into consideration such factors as it deems appropriate.

- To review and oversee a corporate code of business ethics as developed by management of the Company.
- To oversee and coordinate the risk management activities of the Company, including the activities of the Board, Compensation Committee and Audit Committee, in order to minimize high-risk behaviors that potentially imperil the underlying value of the Company.
- To develop and recommend to the Board a set of corporate governance guidelines applicable to the Company and to review those guidelines from time to time as appropriate.
- To oversee a process designed to annually produce a management succession plan for the Board's consideration.
- As requested by the Board or the compensation committee of the Board, to assist in the performance evaluation of the chief executive officer or any other executive officer of the Company from a corporate governance perspective.
- To oversee the design and implementation of director orientation, training and development programs.
- To review and re-examine this charter annually and make recommendations to the Board for any proposed changes.
- To oversee and coordinate the annual performance evaluation of the Board and each of the committees of the Board.
- To review actual and potential conflicts of interest of Board members and corporate officers, and approve or prohibit any involvement of such persons in matters that may involve a conflict of interest or taking of a corporate opportunity.
- To annually review and evaluate the Committee's performance.

DELEGATION OF AUTHORITY:

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

MEETINGS:

The Committee will meet at least once each fiscal quarter.

MINUTES:

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

REPORTS:

The Committee will summarize its discussions, reviews and recommendations to the Board as may be appropriate, consistent with the Committee charter.

RESOURCES:

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of special counsel or other experts or consultants, as it deems appropriate, without seeking approval of the Board or management. With respect to consultants or search firms used to identify director candidates, this authority shall be vested solely in the Committee.