

WESTELL TECHNOLOGIES, INC.
Audit Committee Charter

1. MEMBERSHIP

The Audit Committee (the “Committee”) shall be comprised of at least three directors as the Board of Directors (the “Board”) shall from time to time determine each of whom: (i) is “independent” under the rules of the NASDAQ Stock Market, Inc. except as permitted by NASDAQ Stock Market, Inc. rules and the Sarbanes-Oxley Act of 2002, and the rules promulgated thereunder, (ii) does not accept any consulting, advisory or other compensatory fee from the Company other than in his or her capacity as a member of the Board or any committee of the Board, (iii) has not participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years and (iv) is not an “affiliate” of the Company or any subsidiary of the Company, as such term is defined in Rule 10A-3 under the Securities Exchange Act of 1934, as amended. All members of the Committee must be able to read and understand financial statements including a company’s balance sheet, income statement and cash flow statement. At least one member of the Committee shall in the judgment of the Board qualify as an “audit committee financial expert” within the meaning of regulations promulgated by the SEC pursuant to the Sarbanes-Oxley Act of 2002. Members shall serve at the pleasure of the Board and for such term or terms as the Board may determine. Unless such limitation is waived by the Board, members shall not serve on more than three public company audit committees simultaneously. One member of the Committee shall be appointed as its Chairman by the Board.

2. MEETINGS

The Committee shall meet as often as necessary to carry out its responsibilities. The Chairman shall preside at each meeting. In the event the Chairman is not present at a meeting, the Committee members present at that meeting shall designate one of its members as the acting chair of such meeting. A majority of the members of the Committee must be present to constitute a quorum for any Committee meeting. A majority of the members present shall decide any question brought before the Committee. The actions by the majority may be expressed either by a vote at a meeting or in writing without a meeting.

3. COMMITTEE RESPONSIBILITIES AND AUTHORITY

The purpose of the Committee is to oversee and assist the Board in fulfilling its oversight responsibilities with respect to: (i) the integrity of the Company’s financial statements; (ii) the effectiveness of the Company’s internal control over financial reporting; (iii) the Company’s compliance with legal and regulatory requirements; (iv) the qualifications and independence of the Company’s independent registered public accountants; and (v) the performance of the Company’s independent registered public accountants and the Company’s internal audit function. In discharging its oversight role, the Committee is empowered to investigate any matter brought to its attention, with full access to all of the Company’s books, records, facilities and personnel and the power to retain outside counsel, auditors or other experts for this purpose. The

Company's independent auditors, internal auditors, executive and financial management and legal counsel will have full access to the Audit Committee and each is responsible for bringing before the Audit Committee in a timely manner any matter such firm or person feels appropriate to the discharge of the Audit Committee's responsibility.

The function of the Audit Committee is oversight. Management of the Company is responsible for the preparation, presentation and integrity of the Company's financial statements and for the effectiveness of internal control over financial reporting. Management is responsible for maintaining appropriate accounting and financial reporting principles and policies and internal controls and procedures that provide for compliance with accounting standards and applicable laws and regulations. The independent auditors are responsible for planning and carrying out a proper audit of the Company's annual financial statements, reviews of the Company's unaudited quarterly financial statements prior to the filing of each quarterly report on Form 10-Q, issuing an attestation report on management's assessment of the effectiveness of internal control over financial reporting (if applicable) and other procedures. In fulfilling their responsibilities hereunder, it is recognized the members of the Audit Committee are not full-time employees of the Company and are not, and do not represent themselves to be, performing the functions of auditors or accountants. As such, it is not the duty or responsibility of the Audit Committee or its members to conduct "field work" or other types of auditing or accounting reviews or procedures or to set auditor independence standards.

The independent auditors shall submit to the Audit Committee annually a formal written statement (the "Independent Auditors' Statement") conforming to the requirements of applicable audit standards. The independent auditors shall also submit to the Audit Committee annually a formal written statement of the fees billed in each of the last two fiscal years for each of the following categories of services rendered by the independent auditors: (i) the audit of the Company's annual financial statements and review of the unaudited financial statements included in the Company's Quarterly Reports on Form 10-Q or services that are normally provided by the independent auditors in connection with statutory and regulatory filings or engagements; (ii) assurance and related services not included in clause (i) that are reasonably related to the performance of the audit or review of the Company's financial statements, in the aggregate and by each service; (iii) tax compliance, tax advice and tax planning services, in the aggregate and by each service; and (iv) all other products and services rendered by the independent auditors, in the aggregate and by each service.

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

The Audit Committee has the responsibility and authority to:

Oversight of the Independent Accountants

- Be directly responsible for the appointment, compensation, retention and oversight of the work of the independent accountants (including the resolution of disagreements between management and the independent accountants regarding financial reporting), who shall report directly to the Committee.

- Be directly responsible for the appointment, compensation, retention and oversight of the work of any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or to perform audit, review or attestation services, which firm shall also report directly to the Committee.
- Determine whether or not to retain the current independent accountants, make hiring decisions with respect to new independent accountants, and report to the Board regarding the basis for such decisions.
- Pre-approve all audit and permissible non-audit services. Review the scope and extent of non-audit services that may be provided by the independent accountants in relation to the objectivity needed from the independent accountants in the audit. As necessary, the Committee Chairman is authorized to pre-approve audit and permissible non-audit services, and shall report any pre-approval decisions to the Committee at the subsequent meeting.
- Perform an annual review of the proposed scope and general extent of the independent accountants' audit, including their engagement letter. The Committee Chairman shall be authorized to sign the engagement letter on behalf of the Committee.
- Review and approve the independent accountants' fees.
- At least annually, obtain and review a report provided by the independent accounting firm describing its internal quality control procedures, any material issues raised by the most recent internal quality control review or governmental/professional investigation of the firm, and detailing all relationships between the independent accounting firm and the Company. Actively engage in dialog with the auditor with respect to any disclosed relationships or services that may impact the objectivity and independence of the auditor.
- Take, or recommend that the full Board take, appropriate action to oversee the independence of the outside auditor.
- Evaluate the cooperation received by the independent accountants during their audit, including their access to all requested records, data and information. Inquire of the independent accountants whether there have been any disagreements with management which, if not satisfactorily resolved, would have caused them to issue a nonstandard report on the financial statements.
- Obtain management comments on the responsiveness of the independent accountants to the Company's needs.
- Inform management and the independent accountants that the independent accountants and the Committee may communicate directly with each other at all times.

Oversight of the Internal Audit Function

- Review the scope and overall effectiveness of the Company's internal controls.
- Review the performance and qualifications of the internal audit function.
- Approve the appointment and replacement of the internal audit director (or any outside firm filling such role) who shall report to the Audit Committee.
- Review the compensation of the internal audit director (or any outside firm filling such role).
- Discuss with the independent accountants and management the internal audit department (or any outside firm filling such role) responsibilities, budget and staffing and any recommendations regarding the internal audit function.

- Review the significant reports to management prepared by the internal audit department (or any outside firm filling such role) and management’s responses.

Oversight of Financial and Disclosure Matters

- Review the annual audited financial statements and quarterly financial statements, including the Company’s Forms 10-K and 10-Q disclosures under “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” and review any related significant adjustments, management judgments and accounting estimates, and new accounting and reporting issues and understand their impact on the financial statements.
- Review and discuss the Company’s reporting process, disclosure controls and procedures and internal control over financial reporting, which have been designed under the supervision of the Chief Executive Officer and Chief Financial Officer.
- Review, in conjunction with counsel, any legal and compliance matters that could have a significant effect on the financial statements.
- Have familiarity with the accounting and reporting principles and practices that are applied by the Company in preparing its financial statements.
- Review disclosures, if any, made by the CEO and CFO during the Forms 10-K and 10-Q certification process about significant deficiencies in the design or operation of internal controls or any fraud that involves management or other employees who have a significant role in the Company’s internal controls.
- Review earnings press releases (including the use of any “pro forma” or “adjusted” non-GAAP information) and updates to earnings guidance prior to issuance of the press release.
- Review internal policies regarding risk management and risk assessment, including discussion of the Company’s material financial risk exposures and the steps management has taken to monitor and control such exposures.

Committee Governance/Other

- Establish procedures for the receipt, retention, investigation and resolution of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters. Ensure that such complaints and any employee submissions of concerns regarding questionable accounting or auditing matters are treated confidentially and anonymously. The Committee should ascertain that the appropriate measures are taken to correct such matters and should inform the Board and the complainant, if feasible, of such corrective actions.
- Review related party transactions within the Company on an ongoing basis and review potential conflict of interest situations or questions where appropriate.
- Review the Company’s hiring practice for employees and former employees of the independent accountants to ensure consistency with restrictions imposed by Sarbanes-Oxley Act of 2002.
- Review the hiring process of the Chief Financial Officer and Controller.
- Recommend to the Board any appropriate extensions or changes in the duties of the Committee.

- Review the Committee's Charter annually, reassess the adequacy of this Charter and recommend any proposed changes to the Corporate Governance and Nominating Committee and the Board.
- Review its effectiveness as a Committee annually.
- Provide any reports or summaries that may be required for the annual report to shareholders, Proxy Statement and/or Form 10-K.
- Update the Board, through minutes and presentations as may be necessary or appropriate, of significant developments in the course of performing the duties set forth herein.
- Discuss the overall effectiveness of the Company's financial and accounting personnel.
- Review with management and the internal audit function, the results of management's review of the Corporation's compliance, and systems for ensuring compliance, with its code of conduct and applicable laws and regulations.
- Review the policies and procedures with respect to officers' expense accounts and perquisites including their use of corporate assets and consider the results of any review of these areas by internal audit or the independent accountants.

4. RESOURCES AND AUTHORITY OF THE AUDIT COMMITTEE

The Audit 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 or independent counsel, accountants or other experts and advisors, as it deems necessary or appropriate, without seeking approval of the Board or management.

The Company shall provide for appropriate funding, as determined by the Audit Committee, in its capacity as a committee of the Board, for payment of:

- Compensation to the independent auditors and any other public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company;
- Compensation of any advisers employed by the Audit Committee; and
- Ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.