

WESTELL TECHNOLOGIES, INC.
Compensation Committee Charter

1. MEMBERSHIP

The Compensation Committee (the “Committee”) shall consist of at least two members of the Board of Directors (the “Board”) as the Board shall from time to time determine. Each member shall be (1) a “non-employee director” as that term is defined for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended; (2) an “outside director” as that term is defined for purposes of Section 162(m) of the Internal Revenue Code, as amended; and (3) “independent” as that term is defined by the listing standards of the NASDAQ Stock Market, Inc. (the “Nasdaq Stock Market”), as amended, as well as applicable laws and regulations. The members of the Committee shall be appointed, and may be removed, by the Board and shall serve in accordance with the Bylaws of the Company. 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

Subject to the Board’s oversight, the Committee is appointed by the Board to discharge the Board’s responsibilities relating to compensation of the Company’s Chief Executive Officer (the “CEO”) and the Company’s other executive officers (collectively, and including the CEO, the “Executive Officers”). The Committee shall also provide guidance regarding overall compensation practices and has overall responsibility for approving and evaluating all compensation plans, policies and programs of the Company as they affect the Executive Officers. As part of its oversight of compensation activities:

- The Committee shall, at least annually, review and approve the annual base salaries and annual incentive opportunities of the Executive Officers. The Committee will evaluate the performance of the Executive Officers in light of the goals and objectives reviewed by the Committee and such other factors as the Committee deems appropriate and in the best interests of the Company. The CEO shall not be present during any Committee deliberations or voting respecting his or her compensation.
- The Committee shall, periodically and as and when appropriate, review and approve the following as they affect the Executive Officers: (a) all other incentive awards and opportunities, including both cash-based and equity-based awards and opportunities; (b) any employment agreements and severance arrangements; (c) any change-in-control agreements and change-in-control provisions affecting any elements of compensation and

benefits; and (d) any special or supplemental compensation and benefits for the Executive Officers and persons who formerly served as Executive Officers, including supplemental retirement benefits and the perquisites provided to them during and after employment.

- The Committee has the responsibility for recommending to the Board the level and form of compensation and benefits for directors.
- The Committee shall review and recommend for Board approval (or approve, where applicable) the adoption and amendment of the Company's Executive Officer incentive compensation and equity-based plans, review total incentive compensation for the Company and administer all equity-based plans established or maintained by the Company from time to time.
- The Committee shall oversee the Company's compliance with the requirement under the Nasdaq Stock Market that, with limited exceptions, shareholders approve equity compensation plans.
- The Committee shall review and discuss the Compensation Discussion and Analysis (the "CD&A") which may be required to be included in the Company's proxy statement and annual report on Form 10-K by the rules and regulations of the Securities and Exchange Commission (the "SEC") with management and, based on such review and discussion, determine whether or not to recommend to the Board that the CD&A be so included.
- The Committee shall produce the annual Compensation Committee Report required for inclusion in the Company's proxy statement in compliance with the rules and regulations promulgated by the SEC. The report will state whether the Committee reviewed and discussed with management the CD&A, and whether, based on such review and discussion, the Committee recommended to the Board that the CD&A be included in the Company's proxy statement or other applicable SEC filings.
- The Committee shall receive periodic reports on the Company's compensation programs.
- The Committee may, in its sole discretion, retain or obtain the advice of compensation consultants, independent legal counsel or other advisers, as it deems appropriate in connection with the discharge of its duties, without seeking the approval of the Board or management. The Committee shall be directly responsible for the appointment, termination, compensation and oversight of the work of any such adviser, and shall conduct an independence assessment regarding any compensation consultant, legal counsel or other adviser (other than in-house counsel) that provides advice to the Committee, including any enumerated independence and conflict of interest standards promulgated by the SEC or the Nasdaq Stock Market.
- The Company shall provide for appropriate funding, as determined by the Committee, in its capacity as a committee of the Board, for payment of:
 - Compensation to any of the advisers employed by the Committee; and
 - Ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.
- The Committee shall review and reassess this charter annually.

The Committee also may form and delegate authority to subcommittees as it deems appropriate.