Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Westell Technologies, Inc.

750 North Commons Drive
Aurora, IL 60504

(630) 898-2500
www.westell.com
info@westell.com
SIC Code: 3661

Quarterly Report

For the period ending December 31, 2022 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Class A Common Stock was:

8,010,292 as of December 31, 2022 (current reporting period date or more recent date)

7,705,826 as of March 31, 2022 (most recent completed fiscal year end)

The number of shares outstanding of our Class B Common Stock was:

3,484,287 as of December 31, 2022 (current reporting period date or more recent date)

3,484,287 as of March 31, 2022 (most recent completed fiscal year end)

Shell Status

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934):

Yes: ☐ No: ☒

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes: ☐ No: ☒

Change in Control
Indicate by check mark whether a Change in Control[1] of the company has occurred over this reporting period:

Yes: ☐ No: ☒

1) Name and address(es) of the issuer and its predecessors (if any)

In answering this item, provide the current name of the issuer any names used by predecessor entities, along with the dates of the name changes.

Westell Technologies, Inc. (Formerly known as Electronic Information Technologies, Inc. – Name changed in October 1995 and previously formally known as R-COM, INC. – Name changed in November 1992.)

The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years; Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

Issuer is a Corporation incorporated in the State of Delaware on 10/29/1980. Current standing: Active.

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors since inception:

None.

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

None.

The address(es) of the issuer's principal executive office:

750 North Commons Drive, Aurora, IL 60504

The address(es) of the issuer's principal place of business:
☒ *Check if principal executive office and principal place of business are the same address:*

Has the issuer or any of its predecessors been in bankruptcy, receivership, or any similar proceeding in the past five years?

No: ☒ Yes: ☐ If Yes, provide additional details below:

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[1] "Change in Control" shall mean any events resulting in:

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;
(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;
(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or
(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

2) Security Information

Transfer Agent

Name: Broadridge Corporate Issuer Solutions, Inc.
Phone: (855) 449-0975
Email: Shareholder@broadridge.com
Address: 1155 Long Island Avenue, Englewood, NY 11717

Publicly Quoted or Traded Securities:

The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.

Trading symbol:	WSTL	
Exact title and class of securities outstanding:	Class A Common Stock	
CUSIP:	957541303	
Par or stated value:		
Par or stated value:	par value: $0.01 per share	
Total shares authorized:	109,000,000	as of date: December 31, 2022
Total shares outstanding:	8,010,292	as of date: December 31, 2022
Total number of shareholders of record:	81	as of date: December 31, 2022

All additional class(es) of publicly quoted or traded securities (if any):

None:

Other classes of authorized or outstanding equity securities:

The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g. preferred shares). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Exact title and class of securities outstanding:	Class B Common Stock(1)	
CUSIP (if applicable):	N/A	
Par or stated value:	par value: $0.01 per share	
Total shares authorized:	25,000,000	as of date: December 31, 2022
Total shares outstanding (if applicable):	3,484,287	as of date: December 31, 2022
Total number of shareholders of record (if applicable):	4	as of date: December 31, 2022

(1) Class A Common Stock is freely transferable. Class B Common Stock is transferable only to certain transferees but is convertible into Class A Common Stock on a share-for-share basis. Holders of Class A Common Stock have one vote per share and holders of Class B Common Stock have four votes per share.

Exact title and class of the security:	Preferred Stock	
CUSIP (if applicable):	N/A	
Par or stated value:	par value: $0.01 per share	
Total shares authorized:	1,000,000	as of date: December 31, 2022
Total shares outstanding (if applicable):	None	as of date: December 31, 2022
Total number of shareholders of record (if applicable):	N/A	as of date: December 31, 2022

Security Description:

The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company's equity securities, as applicable:

1. **For common equity, describe any dividend, voting and preemption rights.**

Class A Common Stock is freely transferable. Class B Common Stock is transferable only to certain permitted transferees (generally tied to the Penny family (the Company's principal stockholders)) but is convertible into Class A Common Stock on a share-for-share basis. Holders of Class A Common Stock have one vote per share and holders of Class B Common Stock have four votes per share. No other dividend or preemptive rights.

2. **For preferred stock, describe the dividend, voting, conversion, and liquidation rights as well as redemption or sinking fund provisions.**

The Board of Directors has the authority to issue up to 1,000,000 shares of preferred stock in one or more series and to fix the rights, preferences, privileges and restrictions thereof, including dividend rights, conversion rights, voting rights, terms of redemption, liquidation preferences, sinking fund terms and the number of shares constituting any series or the designation of such series, without any further vote or action by stockholders.

3. **Describe any other material rights of common or preferred stockholders.**

The members of the Penny family (principal stockholders) have a Stock Transfer Restriction Agreement that prohibits, with limited exceptions, such members from transferring their Class B Common Stock acquired prior to November 30, 1995, without first offering such stock to the other members of the Penny family. If converted, Class B stock converts on a one-for-one basis into shares of Class A Common Stock upon a transfer.

4. **Describe any material modifications to rights of holders of the company's securities that have occurred over the reporting period covered by this report.**

None

3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any changes to the total shares outstanding of any class of the issuer's securities **in the past two completed fiscal years and any subsequent interim period**.

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares, or any other securities or options to acquire such securities, issued for services. Using the tabular format below, please describe these events.

A. Changes to the Number of Outstanding Shares

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:

No: ☐ Yes: ☒ (If yes, you must complete the table below)

Shares Outstanding as of Second Most Recent Fiscal Year End: Opening Balance Date 03/31/2020 Class A Common: 12,224,450 Class B Common: 3,484,287 Preferred: 0			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	**Transaction type (e.g. new issuance, cancellation, shares returned to treasury)**	**Number of Shares Issued (or cancelled)**	**Class of Securities**	**Value of shares issued ($/per share) at Issuance (1)**	**Were the shares issued at a discount to market price at the time of issuance? (Yes/No)**	**Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).**	**Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided**	**Restricted or Unrestricted as of this filing.**	**Exemption or Registration Type.**
4/1/2020	New issuance	8,334	Class A	$0.78	No	Jeniffer L. Jaynes	Employee Compensation	Unrestricted	S-8
4/1/2020	Shares returned to Treasury	(2,883)	Class A	$0.78	No	Jeniffer L. Jaynes	Repurchase for tax withholdings	Unrestricted	S-8
4/1/2020	New issuance	11,667	Class A	$0.78	No	Jesse Swartwood	Employee Compensation	Unrestricted	S-8
4/1/2020	Shares returned to Treasury	(4,036)	Class A	$0.78	No	Jesse Swartwood	Repurchase for tax withholdings	Unrestricted	S-8
4/1/2020	New issuance	72,426	Class A	$0.78	No	Employee(s)	Employee Compensation	Unrestricted	S-8
4/1/2020	Shares returned to Treasury	(24,857)	Class A	$0.78	No	Employee(s)	Repurchase for tax withholdings	Unrestricted	S-8
4/2/2020	New issuance	3,833	Class A	$0.73	No	Jeniffer L. Jaynes	Employee Compensation	Unrestricted	S-8
4/2/2020	Shares returned to Treasury	(1,326)	Class A	$0.73	No	Jeniffer L. Jaynes	Repurchase for tax withholdings	Unrestricted	S-8
4/2/2020	New issuance	8,333	Class A	$0.73	No	Jesse Swartwood	Employee Compensation	Unrestricted	S-8
4/2/2020	Shares returned to Treasury	(2,883)	Class A	$0.73	No	Jesse Swartwood	Repurchase for tax withholdings	Unrestricted	S-8
4/2/2020	New issuance	48,338	Class A	$0.73	No	Employee(s)	Employee Compensation	Unrestricted	S-8
4/2/2020	Shares returned to Treasury	(16,621)	Class A	$0.73	No	Employee(s)	Repurchase for tax withholdings	Unrestricted	S-8
6/26/2020	New issuance	7,666	Class A	$0.78	No	Employee(s)	Employee Compensation	Unrestricted	S-8

Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued ($/per share) at Issuance (1)	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
6/26/2020	Shares returned to Treasury	(2,561)	Class A	$0.78	No	Employee(s)	Repurchase for tax withholdings	Unrestricted	S-8
7/17/2020	New issuance	2,334	Class A	$1.18	No	Employee(s)	Employee Compensation	Unrestricted	S-8
7/17/2020	Shares returned to Treasury	(807)	Class A	$1.18	No	Employee(s)	Repurchase for tax withholdings	Unrestricted	S-8
7/30/2020	New issuance	8,333	Class A	$1.10	No	Employee(s)	Employee Compensation	Unrestricted	S-8
7/30/2020	Shares returned to Treasury	(2,948)	Class A	$1.10	No	Employee(s)	Repurchase for tax withholdings	Unrestricted	S-8
8/26/2020	New issuance	15,000	Class A	$1.08	No	Jeniffer L. Jaynes	Employee Compensation	Unrestricted	S-8
8/26/2020	Shares returned to Treasury	(4,340)	Class A	$1.08	No	Jeniffer L. Jaynes	Repurchase for tax withholdings	Unrestricted	S-8
9/1/2020	New issuance	33,333	Class A	$1.06	No	Timothy L. Duitsman	Employee Compensation	Unrestricted	S-8
9/17/2020	New issuance	4,999	Class A	$1.10	No	Employee(s)	Employee Compensation	Unrestricted	S-8
9/17/2020	Shares returned to Treasury	(1,481)	Class A	$1.10	No	Employee(s)	Repurchase for tax withholdings	Unrestricted	S-8
9/29/2020	New issuance	4,032	Class A	$1.24	No	Kirk R. Brannock	Board Compensation	Unrestricted	S-8
9/29/2020	New issuance	4,032	Class A	$1.24	No	Scott C. Chandler	Board Compensation	Unrestricted	S-8
9/29/2020	New issuance	4,032	Class A	$1.24	No	Robert W. Foskett	Board Compensation	Unrestricted	S-8
9/29/2020	New issuance	4,032	Class A	$1.24	No	Robert C. Penny III	Board Compensation	Unrestricted	S-8
9/29/2020	New issuance	4,032	Class A	$1.24	No	Cary B. Wood	Board Compensation	Unrestricted	S-8

Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued ($/per share) at Issuance (1)	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
9/29/2020	New issuance	4,032	Class A	$1.24	No	Mark A. Zorko	Board Compensation	Unrestricted	S-8
10/1/2020	Shares returned to Treasury	(4,884,780)	Class A	$1.48	No	Cashed out Shareholders	Share Buyback	Unrestricted	S-8
12/11/2020	Shares returned to Treasury	(4,032)	Class A	$1.24	No	Scott C. Chandler	Forfeiture due to departure from the Board prior to vesting	Unrestricted	Forfeited
12/19/2020	New issuance	2,333	Class A	$0.79	No	Employee(s)	Employee Compensation	Unrestricted	(2)
12/19/2020	Shares returned to Treasury	(745)	Class A	$0.79	No	Employee(s)	Repurchase for tax withholdings	Unrestricted	(2)
4/1/2021	New issuance	34,013	Class A	$0.81	No	Timothy L. Duitsman	Employee Compensation	Unrestricted	(2)
4/1/2021	New issuance	21,666	Class A	$0.81	No	Jeniffer L. Jaynes	Employee Compensation	Unrestricted	(2)
4/1/2021	Shares returned to Treasury	(7,496)	Class A	$0.81	No	Jeniffer L. Jaynes	Repurchase for tax withholdings	Unrestricted	(2)
4/1/2021	New issuance	15,000	Class A	$0.81	No	Jesse Swartwood	Employee Compensation	Unrestricted	(2)
4/1/2021	Shares returned to Treasury	(5,190)	Class A	$0.81	No	Jesse Swartwood	Repurchase for tax withholdings	Unrestricted	(2)
4/1/2021	New issuance	29,700	Class A	$0.81	No	Employee(s)	Employee Compensation	Unrestricted	(2)
4/1/2021	Shares returned to Treasury	(10,341)	Class A	$0.81	No	Employee(s)	Repurchase for tax withholdings	Unrestricted	(2)
4/2/2021	New issuance	3,834	Class A	$0.81	No	Jeniffer L. Jaynes	Employee Compensation	Unrestricted	(2)
4/2/2021	Shares returned to Treasury	(1,326)	Class A	$0.81	No	Jeniffer L. Jaynes	Repurchase for tax withholdings	Unrestricted	(2)
4/2/2021	New issuance	8,334	Class A	$0.81	No	Jesse Swartwood	Employee Compensation	Unrestricted	(2)

Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued ($/per share) at Issuance (1)	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
4/2/2021	Shares returned to Treasury	(2,883)	Class A	$0.81	No	Jesse Swartwood	Repurchase for tax withholdings	Unrestricted	(2)
4/2/2021	New issuance	45,007	Class A	$0.81	No	Employee(s)	Employee Compensation	Unrestricted	(2)
4/2/2021	Shares returned to Treasury	(15,591)	Class A	$0.81	No	Employee(s)	Repurchase for tax withholdings	Unrestricted	(2)
6/26/2021	New issuance	5,000	Class A	$0.76	No	Employee(s)	Employee Compensation	Unrestricted	(2)
6/26/2021	Shares returned to Treasury	(1,963)	Class A	$0.76	No	Employee(s)	Repurchase for tax withholdings	Unrestricted	(2)
7/30/2021	New issuance	5,000	Class A	$0.79	No	Employee(s)	Employee Compensation	Unrestricted	(2)
7/30/2021	Shares returned to Treasury	(1,795)	Class A	$0.79	No	Employee(s)	Repurchase for tax withholdings	Unrestricted	(2)
9/1/2021	New issuance	33,333	Class A	$0.90	No	Timothy L. Duitsman	Employee Compensation	Unrestricted	(2)
9/17/2021	New issuance	5,000	Class A	$1.05	No	Employee(s)	Employee Compensation	Unrestricted	(2)
9/17/2021	Shares returned to Treasury	(1,482)	Class A	$1.05	No	Employee(s)	Repurchase for tax withholdings	Unrestricted	(2)
10/28/2021	New issuance	4,514	Class A	$1.11	No	Kirk R. Brannock	Board Compensation	Unrestricted	(2)
10/28/2021	New issuance	4,514	Class A	$1.11	No	Robert W. Foskett	Board Compensation	Unrestricted	(2)
10/28/2021	New issuance	4,514	Class A	$1.11	No	Robert C. Penny III	Board Compensation	Unrestricted	(2)
10/28/2021	New issuance	4,514	Class A	$1.11	No	Cary B. Wood	Board Compensation	Unrestricted	(2)
10/28/2021	New issuance	4,514	Class A	$1.11	No	Mark A. Zorko	Board Compensation	Unrestricted	(2)
12/19/2021	New issuance	2,334	Class A	$1.25	No	Employee(s)	Employee Compensation	Unrestricted	(2)

Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued ($/per share) at Issuance (1)	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
12/19/2021	Shares returned to Treasury	(745)	Class A	$1.25	No	Employee(s)	Repurchase for tax withholdings	Unrestricted	(2)
01/19/2022	New issuance	10,000	Class A	$1.36	No	Employee(s)	Employee Compensation	Unrestricted	(2)
01/19/2022	Shares returned to Treasury	(3,460)	Class A	$1.36	No	Employee(s)	Repurchase for tax withholdings	Unrestricted	(2)
March 2022	Shares returned to Treasury	(3,964)	Class A	$1.33	No	Open Market Class A Purchase	Repurchase pursuant to the rule 10b5-1(c) purchase plan	Unrestricted	(3) (4)
4/1/2022	New issuance	34,013	Class A	$1.30	No	Timothy L. Duitsman	Employee Compensation	Unrestricted	(2)
4/1/2022	New issuance	21,667	Class A	$1.30	No	Jeniffer L. Jaynes	Employee Compensation	Unrestricted	(2)
4/1/2022	Shares returned to Treasury	(7,496)	Class A	$1.30	No	Jeniffer L. Jaynes	Repurchase for tax withholdings	Unrestricted	(2)
4/1/2022	New issuance	15,000	Class A	$1.30	No	Jesse Swartwood	Employee Compensation	Unrestricted	(2)
4/1/2022	Shares returned to Treasury	(5,190)	Class A	$1.30	No	Jesse Swartwood	Repurchase for tax withholdings	Unrestricted	(2)
4/1/2022	New issuance	29,000	Class A	$1.30	No	Employee(s)	Employee Compensation	Unrestricted	(2)
4/1/2022	Shares returned to Treasury	(10,099)	Class A	$1.30	No	Employee(s)	Repurchase for tax withholdings	Unrestricted	(2)
April 2022	Shares returned to Treasury	(21,324)	Class A	$1.26	No	Open Market Class A Purchase	Repurchase pursuant to the rule 10b5-1(c) purchase plan	Unrestricted	(3) (5)
May 2022	Shares returned to Treasury	(11,953)	Class A	$1.24	No	Open Market Class A Purchase	Repurchase pursuant to the rule 10b5-1(c) purchase plan	Unrestricted	(3) (6)

Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued ($/per share) at Issuance (1)	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
6/1/2022	New issuance	34,364	Class A	$1.18	No	Timothy L. Duitsman	Employee Compensation	Unrestricted	(2)
6/1/2022	New issuance	21,477	Class A	$1.18	No	Jeniffer L. Jaynes	Employee Compensation	Unrestricted	(2)
6/1/2022	Shares returned to Treasury	(6,835)	Class A	$1.18	No	Jeniffer L. Jaynes	Repurchase for tax withholdings	Unrestricted	(2)
6/1/2022	New issuance	12,886	Class A	$1.18	No	Jesse Swartwood	Employee Compensation	Unrestricted	(2)
6/1/2022	Shares returned to Treasury	(4,458)	Class A	$1.18	No	Jesse Swartwood	Repurchase for tax withholdings	Unrestricted	(2)
6/1/2022	New issuance	36,681	Class A	$1.18	No	Employee(s)	Employee Compensation	Unrestricted	(2)
6/1/2022	Shares returned to Treasury	(12,470)	Class A	$1.18	No	Employee(s)	Repurchase for tax withholdings	Unrestricted	(2)
6/10/2022	New issuance	81,881	Class A	$1.22	No	Timothy L. Duitsman	Employee Compensation	Unrestricted	(2)
6/10/2022	New issuance	33,434	Class A	$1.22	No	Jeniffer L. Jaynes	Employee Compensation	Unrestricted	(2)
6/10/2022	Shares returned to Treasury	(9,560)	Class A	$1.22	No	Jeniffer L. Jaynes	Repurchase for tax withholdings	Unrestricted	(2)
6/10/2022	New issuance	56,292	Class A	$1.22	No	Jesse Swartwood	Employee Compensation	Unrestricted	(2)
6/10/2022	Shares returned to Treasury	(16,618)	Class A	$1.22	No	Jesse Swartwood	Repurchase for tax withholdings	Unrestricted	(2)
6/10/2022	New issuance	64,437	Class A	$1.22	No	Employee(s)	Employee Compensation	Unrestricted	(2)
6/10/2022	Shares returned to Treasury	(22,386)	Class A	$1.22	No	Employee(s)	Repurchase for tax withholdings	Unrestricted	(2)
6/26/2022	New issuance	5,000	Class A	$1.12	No	Employee(s)	Employee Compensation	Unrestricted	(2)
6/26/2022	Shares returned to Treasury	(1,757)	Class A	$1.12	No	Employee(s)	Repurchase for tax withholdings	Unrestricted	(2)

Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued ($/per share) at Issuance (1)	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
June 2022	Shares returned to Treasury	(21,553)	Class A	$1.11	No	Open Market Class A Purchase	Repurchase pursuant to the rule 10b5-1(c) purchase plan	Unrestricted	(3) (7)
July 2022	Shares returned to Treasury	(15,757)	Class A	$1.13	No	Open Market Class A Purchase	Repurchase pursuant to the rule 10b5-1(c) purchase plan	Unrestricted	(3) (8)
August 2022	Shares returned to Treasury	(2,242)	Class A	$1.28	No	Open Market Class A Purchase	Repurchase pursuant to the rule 10b5-1(c) purchase plan	Unrestricted	(3) (9)
9/01/2022	New issuance	33,334	Class A	$1.32	No	Timothy L. Duitsman	Employee Compensation	Unrestricted	(2)
9/01/2022	New issuance	5,000	Class A	$1.32	No	Employee(s)	Employee Compensation	Unrestricted	(2)
9/01/2022	Shares returned to Treasury	(1,172)	Class A	$1.32	No	Employee(s)	Repurchase for tax withholdings	Unrestricted	(2)
9/17/2022	New issuance	5,001	Class A	$1.29	No	Employee(s)	Employee Compensation	Unrestricted	(2)
9/17/2022	Shares returned to Treasury	(1,482)	Class A	$1.29	No	Employee(s)	Repurchase for tax withholdings	Unrestricted	(2)
September 2022	Shares returned to Treasury	(7,400)	Class A	$1.25	No	Open Market Class A Purchase	Repurchase pursuant to the rule 10b5-1(c) purchase plan	Unrestricted	(3) (10)
October 2022	Shares returned to Treasury	(13,757)	Class A	$1.16	No	Open Market Class A Purchase	Repurchase pursuant to the rule 10b5-1(c) purchase plan	Unrestricted	(3) (11)
11/08/2022	New issuance	4,166	Class A	$1.20	No	Kirk R. Brannock	Board Compensation	Restricted	(2)
11/08/2022	New issuance	4,166	Class A	$1.20	No	Robert W. Foskett	Board Compensation	Restricted	(2)
11/08/2022	New issuance	4,166	Class A	$1.20	No	Robert C. Penny III	Board Compensation	Restricted	(2)
11/08/2022	New issuance	6,666	Class A	$1.20	No	Walter J. Skipper	Board Compensation	Restricted	(2)
11/08/2022	New issuance	4,166	Class A	$1.20	No	Cary B. Wood	Board Compensation	Restricted	(2)

Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued ($/per share) at Issuance (1)	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
11/08/2022	New issuance	4,166	Class A	$1.20	No	Mark A. Zorko	Board Compensation	Restricted	(2)
November 2022	Shares returned to Treasury	(5,088)	Class A	$1.20	No	Open Market Class A Purchase	Repurchase pursuant to the rule 10b5-1(c) purchase plan	Unrestricted	(3) (12)
December 2022	Shares returned to Treasury	(13,900)	Class A	$1.22	No	Open Market Class A Purchase	Repurchase pursuant to the rule 10b5-1(c) purchase plan	Unrestricted	(3) (13)
Shares Outstanding on Date of This Report: Ending Balance: Date December 31, 2022 Class A Common: 8,010,292 Class B Common: 3,484,287 Preferred: 0									

Example: A company with a fiscal year end of December 31st, in addressing this item for its quarter ended September 30, 2022, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2020 through September 30, 2022 pursuant to the tabular format above.

Use the space below to provide any additional details, including footnotes to the table above:

(1) Stock price or value at the date of grant was equal to the market price as the date of grant. See Notes 8 and 14 in the attached Financial Statements for additional information regarding stock-based compensation and share repurchases, respectively.
(2) Issued pursuant to an exemption from the registration requirements of the Securities Act, as provided by Rule 701, Regulation D and/or Section 4(a)(2) of the Securities Act, as applicable.
(3) In May 2017, the Board of Directors authorized a share repurchase program whereby the Company could repurchase up to an additional aggregate of $2.0 million of its outstanding Class A Common Stock. There was approximately $0.5 million remaining under the May 2017 authorization as of December 31, 2022. These shares were purchased pursuant to the rule 10b5- 1(c) purchase plan.
(4) The price represents the weighted-average purchase price for the multiple transactions reported on this line. The prices of the transactions range from $1.2982 to $1.3704 per share. Upon request of the OTC staff, the issuer or a stockholder, the reporting entity will provide full information regarding the number of shares purchased at each separate price.
(5) The price represents the weighted-average purchase price for the multiple transactions reported on this line. The prices of the transactions range from $1.1995 to $1.3933 per share. Upon request of the OTC staff, the issuer or a stockholder, the reporting entity will provide full information regarding the number of shares purchased at each separate price.
(6) The price represents the weighted-average purchase price for the multiple transactions reported on this line. The prices of the transactions range from $1.2100 to $1.2840 per share. Upon request of the OTC staff, the issuer or a stockholder, the reporting entity will provide full information regarding the number of shares purchased at each separate price.
(7) The price represents the weighted-average purchase price for the multiple transactions reported on this line. The prices of the transactions range from $1.0500 to $1.2740 per share. Upon request of the OTC staff, the issuer or a stockholder, the reporting entity will provide full information regarding the number of shares purchased at each separate price.
(8) The price represents the weighted-average purchase price for the multiple transactions reported on this line. The prices of the transactions range from $1.0487 to $1.2600 per share. Upon request of the OTC staff, the issuer or a stockholder, the reporting entity will provide full information regarding the number of shares purchased at each separate price.

(9) The price represents the weighted-average purchase price for the multiple transactions reported on this line. The prices of the transactions range from $1.2743 to $1.2771 per share. Upon request of the OTC staff, the issuer or a stockholder, the reporting entity will provide full information regarding the number of shares purchased at each separate price.
(10) The price represents the weighted-average purchase price for the multiple transactions reported on this line. The prices of the transactions range from $1.2200 to $1.2500 per share. Upon request of the OTC staff, the issuer or a stockholder, the reporting entity will provide full information regarding the number of shares purchased at each separate price.
(11) The price represents the weighted-average purchase price for the multiple transactions reported on this line. The prices of the transactions range from $1.1300 to $1.1800 per share. Upon request of the OTC staff, the issuer or a stockholder, the reporting entity will provide full information regarding the number of shares purchased at each separate price.
(12) The price represents the weighted-average purchase price for the multiple transactions reported on this line. The prices of the transactions range from $1.1600 to $1.2300 per share. Upon request of the OTC staff, the issuer or a stockholder, the reporting entity will provide full information regarding the number of shares purchased at each separate price.
(13) The price represents the weighted-average purchase price for the multiple transactions reported on this line. The prices of the transactions range from $1.1200 to $1.2500 per share. Upon request of the OTC staff, the issuer or a stockholder, the reporting entity will provide full information regarding the number of shares purchased at each separate price.

B. Promissory and Convertible Notes

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities:

No: ☒ Yes: ☐ (If yes, you must complete the table below)

Date of Note Issuance	Outstanding Balance ($)	Principal Amount at Issuance ($)	Interest Accrued ($)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder. *You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
______	______	______	______	______	______	______	______

Use the space below to provide any additional details, including footnotes to the table above:

_____

4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations.
(Please ensure that these descriptions are updated on the Company's Profile on www.otcmarkets.com).

A. Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations")

Westell Technologies, Inc., (the "Company") was incorporated in Delaware in 1980 and is headquartered at 750 North Commons Drive, Aurora, Illinois 60504. The Company is a holding company that primarily conducts business through its wholly owned subsidiary Westell, Inc. ("Westell"). Westell is a leading provider of high-performance network infrastructure solutions focused on innovation and differentiation at the edge of communication networks where end users connect. Westell's portfolio of products and solutions enable service providers and network operators to improve performance and reduce operating expenses. With millions of products successfully deployed worldwide, Westell is a trusted partner for transforming networks into high-quality reliable systems.

B. List any subsidiaries, parent company, or affiliated companies.

Westell Technologies, Inc. (the “Company”) is a holding company. Its wholly owned subsidiary, Westell, Inc., (“Westell”) designs and distributes telecommunications products, which are sold primarily to major telephone companies.

The Company has a 50% equity ownership in AccessTel Kentrox Australia PTY LTD (“AKA”). AKA distributes network management solutions provided by Westell and the other 50% owner to one customer.

C. Describe the issuers’ principal products or services.

The Company has three reportable operating segments: In-Building Wireless (“IBW”), Intelligent Site Management (“ISM”), and Communications Network Solutions (“CNS”).

IBW Segment

IBW segment solutions enable public safety and cellular coverage in stadiums, arenas, malls, buildings, and other indoor areas not served well by the existing outdoor radio network. For the public safety market, solutions include Class A repeaters, Class B repeaters, VHF/UHF repeaters, Public Safety distributed antenna systems (“DAS”), and battery backup units. IBW also offers passive signal distribution, attenuation solutions, protection products, and antennas for both the public safety and cellular markets.

ISM Segment

ISM segment solutions include a suite of remote units, which provide machine-to-machine (“M2M”) communications that enable operators to remotely monitor, manage, and control physical site infrastructure and support systems. Remote units can be combined with the Company’s Optima management software system. ISM also offers support services (i.e., maintenance agreements) and deployment services (i.e., installation).

CNS Segment

CNS segment solutions include a broad range of hardened network infrastructure offerings suitable for both indoor and outdoor use. The offerings consist of integrated cabinets, power distribution products, copper and fiber network connectivity products, and fiber access products.

5) Issuer’s Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer and the extent in which the facilities are utilized.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

The Company leases the following real property:

Location	Purpose	Square footage	Termination calendar year	Segment
Aurora, IL	Corporate headquarters, office, manufacturing and distribution	83,000	2025	
Dublin, OH	Engineering design center	5,798	2025	ISM
Manchester, NH	IBW engineering test facility	2,287	2024	IBW

During fiscal year 2022, the Company executed a two-year lease extension for approximately 2,300 square feet for our Manchester, New Hampshire IBW engineering test facility. The Manchester lease expires August 31, 2024.

During fiscal year 2021, the Company executed a 62- month lease extension for approximately 83,000 square feet for our Aurora, Illinois headquarters facility. The Aurora lease expires November 30, 2025.

During fiscal year 2020, the Company executed a 63-month lease for approximately 5,800 square feet for the ISM engineering design center in Ohio. The Dublin lease expires on February 28, 2025.

6) Officers, Directors, and Control Persons

Using the table below, please provide information, as of the period end date of this report, regarding any officers, or directors of the company, individuals or entities controlling more that 5% of any class of the issuers securities, or any person that performs a similar function, regardless of the number of shares they own. **If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity in the note section.**

Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial shareholders.

Name of Officer/Director or Control Person	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class A Outstanding	Ownership Percentage of Class B Outstanding	Note
Kirk R. Brannock	Chairman of the Board	Bloomfield Hills, MI	213,066	Class A Common Stock	2.7%	—	(1), (2), and (3) .
Robert W. Foskett	Director	Boulder, CO	77,346	Class A Common Stock	1.0%	—	(1), (2), and (6)
Robert W. Foskett	Director	Boulder, CO	3,484,287	Class B Common Stock	—	100%	(1), (2), (4), (5), and (6).
Robert C. Penny III	Director	Versailles, MO	68,596	Class A Common Stock	0.9%	—	(1), (2), and (6)

Name of Officer/Director or Control Person	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class A Outstanding	Ownership Percentage of Class B Outstanding	Note
Robert C. Penny III	Director	Versailles, MO	3,237,878	Class B Common Stock	—	92.9%	(1), (2), (5), and (6)
Walter J. Skipper	Director	Elm Grove, WI	6,666	Class A Common Stock	**	—	(1), (2)
Cary B. Wood	Director	Hinsdale, IL	58,596	Class A Common Stock	0.7%	—	(1), (2)
Mark A. Zorko	Director	Raleigh, NC	58,596	Class A Common Stock	0.7%	—	(1), (2)
Timothy L. Duitsman	President, CEO and Director	Naperville, IL	414,457	Class A Common Stock	5.2%	—	(1), (2)
Jeniffer L. Jaynes	CFO, Treasurer and Secretary	Aurora, IL	110,275	Class A Common Stock	1.4%	—	(1), (2)
Jesse Swartwood	SVP, Worldwide Sales	Saint Charles, IL	131,352	Class A Common Stock	1.6%	—	(1), (2)
David C. Hoeft	5% Class A Common Stockholder	San Francisco, CA	509,033	Class A Common Stock	6.4%	—	(1), (2), and (7)

** less than 0.1%

(1) Percentage of beneficial ownership is based on 8,010,292 shares of Class A Common Stock and 3,484,287 shares of Class B Common Stock outstanding as of December 31, 2022.

(2) Class A Common Stock is freely transferable and Class B Common Stock is transferable only to certain transferees but is convertible into Class A Common Stock on a share-for-share basis. Holders of Class A Common Stock have one vote per share and holders of Class B Common Stock have four votes per share.

(3) 179,340 shares are held by Revocable Trust.

(4) Includes 246,409 shares held in trust for the benefit of Mr. Penny's children for which Mr. Foskett is trustee and has sole voting and dispositive power. Mr. Foskett disclaims beneficial ownership of these shares.

(5) Includes 3,237,878 shares of Class B Common Stock held in the Voting Trust Agreement dated February 23, 1994, as amended (the "Voting Trust"), among Robert C. Penny III and certain members of the Penny family. Mr. Penny, Mr. Foskett, and Mr. Patrick J. McDonough, Jr. are co-trustees and have joint voting and dispositive power over all shares in the Voting Trust. Messrs. Penny, Foskett and McDonough each disclaim beneficial ownership with respect to all shares held in the Voting Trust in which they do not have a pecuniary interest. For additional information on the Voting Trust, see the Schedule 13D/A filed with the SEC on May 5, 2015. The Voting Trust contains 953,208 shares held for the benefit of Mr. Penny and 120,656 shares held for the benefit of Mr. Foskett. The address for Messrs. Penny, Foskett and McDonough is Robert W. Foskett, 1035 Pearl St. #400, Boulder, Colorado 80302.

(6) As of December 31, 2022, Robert C. Penny III, Robert W. Foskett and Patrick J. McDonough, Jr., as trustees of the Voting Trust containing common stock held for the benefit of the Penny family, have the exclusive power to vote over 59.0% of the votes entitled to be cast by the holders of the Company's common stock. Certain Penny family members also own, or are beneficiaries of, trusts that own shares outside of the Voting Trust. Messrs. Penny, Foskett and

McDonough, as trustees of the Voting Trust and other trusts, control 64.2% of the voting power of the Company's outstanding stock and therefore effectively control the Company.

(7) Based upon the most current information contained in Schedules 13D or 13G filings with the SEC, unless more recent information was obtained.

7) Legal/Disciplinary History

A. Identify whether any of the persons or entities listed above have, in the past 10 years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

To the knowledge of Westell Technologies, Inc., none of the foregoing officers, directors or control persons has been the subject of any such proceeding in the past 10 years.

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

To the knowledge of Westell Technologies, Inc., none of the foregoing officers, directors or control persons has been the subject of any such proceeding in the past 10 years.

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

To the knowledge of Westell Technologies, Inc., none of the foregoing officers, directors or control persons has been the subject of any such proceeding in the past 10 years.

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

To the knowledge of Westell Technologies, Inc., none of the foregoing officers, directors or control persons has been the subject of any such proceeding in the past 10 years.

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

The Company and its subsidiaries are involved in various assertions, claims, proceedings and requests for indemnification concerning intellectual property, including patent infringement suits involving technologies that may be incorporated in the Company's products, which are being handled and defended in the ordinary course of business. These matters are in various stages of investigation and litigation. Although the Company does not expect that the outcome in any of these matters, individually or collectively, will have a material adverse effect on its financial condition or results of operations, litigation is inherently unpredictable. Therefore, judgments could be rendered, or settlements entered, that could adversely affect the Company's operating results or cash flows in a particular period. The Company routinely assesses all of its litigation and threatened litigation as to the probability of ultimately incurring a liability, and it records its best estimate of the ultimate loss in situations where it assesses the likelihood of loss as probable.

In January 2022, a former stockholder of the Company filed a complaint on behalf of a putative class of former stockholders against the Company, its directors, a former director, and the Voting Trust concerning the October 1, 2020, Reverse/Forward Stock Split Transaction (the "Transaction"). The complaint asserts that the $1.48 per share price paid in the Transaction was unfair and seeks, among other things, damages for the class. The complaint also asserts a state law claim for purported insider trading in connection with an officer's purchase of Company shares in August 2020. In April 2022, a second complaint was filed on behalf of two putative classes against the same parties concerning the Transaction. In May 2022, the plaintiffs in the second suit filed a motion to consolidate the two actions. A hearing was held on December 2, 2022, for the Company's motion to partially dismiss the second suit, the motion to consolidate the two suits, and the plaintiffs' selection of lead counsel. The Company is waiting for the Court's decisions from the December 2, 2022 hearing. The Company and other defendants to the lawsuits intend to vigorously defend the claims and the Company is seeking coverage under an existing Directors and Officers insurance policy. The Company has not set a reserve for these matters as of December 31, 2022.

A significant customer is a defendant in a patent infringement claim and is asserting possible indemnity rights under contracts with the Company. The customer initially won summary judgment for all claims, which was subsequently reversed on appeal. After the reversal, the customer filed another motion for summary judgment for non-infringement on all claims, which was granted by the District Court. Prior to issuance of the most recent summary judgment order, the customer informed the Company that the customer intends to seek to recover from the Company a share of the settlement and defense costs. The timeframe for appeal of denial of the second summary judgement motion has lapsed, and accordingly, the litigation has concluded. The Company has received notice from the customer that they intend to seek $273,000 as the Company's share of litigation defense costs from June 2019 to the conclusion of litigation. (The Company has a release as to all defense costs incurred prior to June 2019.) The Company is seeking additional information to fully evaluate the merits of the claim in order to determine potential exposure, which will vary from a high of the asked-for amount to some lower figure, which we cannot determine with certainty at this point. The merits of the claim depend on the Company's contribution ratio and the reasonableness of the defense costs allegedly incurred by the customer. This claim relates to a business that was previously sold and therefore any future expense would be presented as discontinued operations in the financial statements.

8) Third Party Service Providers

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Ryan P. Morrison
Firm: Quarles & Brady LLP
Address 1: 411 East Wisconsin Avenue, Suite 2400
Address 2: Milwaukee, WI 53202-4428
Phone: (414) 277-5401
Email: ryan.morrison@quarles.com

Accountant or Auditor

Name: Adam Grinde
Firm: Baker Tilly US, LLP
Address 1: 205 North Michigan Avenue, 28th Floor
Address 2: Chicago, IL 60601-5927
Phone: (312) 729-8000
Email: Adam.Grinde@bakertilly.com

Investor Relations

Name: Timothy L. Duitsman
Firm: Westell Technologies, Inc.
Address 1: 750 North Commons Drive
Address 2: Aurora, IL 60504
Phone: (630) 898-2500
Email: tduitsman@westell.com

All other means of Investor Communication:

Twitter: https://twitter.com/westelltech
Discord: N/A

LinkedIn https://www.linkedin.com/company/westell/
Facebook: https://www.facebook.com/WestellTech
[Other] https://www.youtube.com/@westelltech

Other Service Providers
Provide the name of any other service provider(s) that **that assisted, advised, prepared, or provided information with respect to this disclosure statement**. This includes counsel, broker-dealer(s), advisor(s), consultant(s) or any entity/individual that provided assistance or services to the issuer during the reporting period.

NONE.

9) Financial Statements

A. The following financial statements were prepared in accordance with:

☐ IFRS
☒ U.S. GAAP

B. The following financial statements were prepared by (name of individual)[2]:

Name: **Jeniffer L Jaynes**
Title: **Chief Financial Officer**
Relationship to Issuer: **Officer of the Issuer**
Describe the qualifications of the person or persons who prepared the financial statements: Jeniffer L. Jaynes has served as the Company's Chief Financial Officer, Treasurer and Secretary since November 2020. Prior to assuming the role of the CFO, she served as interim CFO since August 2019 and the Vice President and Corporate Controller since July 2018. She previously served as the Company's Assistant Vice President of Financial Reporting from 2016 until 2018, and as Director of SEC Reporting from 2007 to 2016. Ms. Jaynes initially joined the Company in 1996 and held various accounting positions with the Company through 2000. Prior to rejoining the Company in 2007, Ms. Jaynes served as the Director of SEC Reporting at Infinity Property and Casualty Corporation (Nasdaq: IPCC), and as the Manager of Financial Reporting at Pemco Aviation Group, Inc. (subsequently known as Alabama Aircraft Industries, Inc. (Nasdaq: AAII)). Ms. Jaynes is a Certified Public Accountant and began her career as an auditor with Arthur Andersen LLP.

Provide the following financial statements for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

a. Audit letter, if audited;
b. Balance Sheet;
c. Statement of Income;
d. Statement of Cash Flows;
e. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
f. Financial Notes

Please see Financial Statements after Section 10 of this document.

[2] The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

10) Issuer Certification

Principal Executive Officer:

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, Timothy L. Duitsman certify that:

1. I have reviewed this Disclosure Statement for Westell Technologies, Inc.;

2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

February 10, 2023 [Date]

/s/ Timothy L. Duitsman [CEO's Signature]

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

Principal Financial Officer:

I, Jeniffer L. Jaynes certify that:

1. I have reviewed this Disclosure Statement for Westell Technologies, Inc.;

2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

February 10, 2023 [Date]

/s/ Jeniffer L. Jaynes [CFO's Signature]

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

WESTELL TECHNOLOGIES, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS

(In thousands, except share and per shares amounts)

	(unaudited) December 31, 2022	March 31, 2022
Assets		
Current assets:		
Cash and cash equivalents	$ 3,517	$ 14,961
Short-term investments	3,939	—
Accounts receivable (net of allowance of $100 at both December 31, 2022 and March 31, 2022)	11,975	6,547
Inventories	13,751	11,799
Prepaid expenses and other current assets	2,112	1,985
Total current assets	35,294	35,292
Non-current assets:		
Land, property and equipment, net	179	129
Intangible assets, net	94	376
Right-of-use assets on operating leases, net	1,591	1,989
Other non-current assets	84	86
Total assets	$ 37,242	$ 37,872
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	$ 3,496	$ 4,839
Accrued expenses	2,456	3,977
Deferred revenue	139	921
Total current liabilities	6,091	9,737
Non-current liabilities:		
Deferred revenue non-current	160	142
Lease liabilities non-current	1,000	1,422
Other non-current liabilities	138	141
Total liabilities	7,389	11,442
Commitments and contingencies (see Note 12)		
Stockholders' equity:		
Class A common stock, par $0.01, Authorized – 109,000,000 shares, Outstanding – 8,010,292 and 7,705,826 shares at December 31, 2022 and March 31, 2022, respectively	80	77
Class B common stock, par $0.01, Authorized – 25,000,000 shares, Issued and outstanding – 3,484,287 shares at both December 31, 2022 and March 31, 2022	35	35
Preferred stock, par $0.01, Authorized – 1,000,000 shares, Issued and outstanding – none	—	—
Additional paid-in capital	420,833	420,587
Treasury stock at cost – 10,438,486 and 10,225,989 shares at December 31, 2022 and March 31, 2022, respectively	(44,864)	(44,608)
Accumulated deficit	(346,231)	(349,661)
Total stockholders' equity	29,853	26,430
Total liabilities and stockholders' equity	$ 37,242	$ 37,872

The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.

WESTELL TECHNOLOGIES, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(In thousands, except per share amounts)
(Unaudited)

(in thousands, except share and per share amounts)	**Three months ended December 31,**		**Nine months ended December 31,**	
	2022	**2021**	**2022**	**2021**
Revenue	$ 14,298	$ 11,203	$ 36,470	$ 28,457
Cost of revenue	9,744	7,352	23,910	18,074
Gross profit	4,554	3,851	12,560	10,383
Operating expenses:				
Research and development	939	924	3,075	2,748
Sales and marketing	1,286	1,355	4,068	4,019
General and administrative	1,064	832	3,039	2,476
Intangible amortization	94	191	282	574
Total operating expenses	3,383	3,302	10,464	9,817
Operating income	1,171	549	2,096	566
Gain of forgiveness of second draw PPP loan	—	1,637	—	1,637
Employee retention credit (see Note 5)	—	—	—	1,373
Other income (expense), net	38	12	1,525	308
Income before income taxes	1,209	2,198	3,621	3,884
Income tax (expense) benefit	(75)	(6)	(191)	(6)
Net income from continuing operations	1,134	2,192	3,430	3,878
Discontinued operations (see Note 1)				
Income from discontinued operations, net of tax expense of $8 in the nine months ended December 31, 2021	—	—	—	273
Net income (1)	$ 1,134	$ 2,192	$ 3,430	$ 4,151
Basic net income per share:				
Basic net income per share from continuing operations	$ 0.10	$ 0.20	$ 0.30	$ 0.35
Basic net income per share from discontinued operations	—	—	—	$ 0.02
Basic net income per share (2)	$ 0.10	$ 0.20	$ 0.30	$ 0.37
Diluted net income per share:				
Diluted net income per share from continuing operations	$ 0.10	$ 0.19	$ 0.29	$ 0.34
Diluted net income per share from discontinued operations	—	—	—	$ 0.02
Diluted net income per share (2)	$ 0.10	$ 0.19	$ 0.29	$ 0.37
Weighted-average number of shares outstanding:				
Basic	11,480	11,163	11,394	11,120
Effect of dilutive securities: restricted stock, restricted stock units, performance stock units and stock options (3)	186	464	263	227
Diluted	11,666	11,627	11,657	11,347

(1) Net income and comprehensive income are the same for the periods reported.

(2) Per share may not sum to totals because of rounding.

(3) The Company has 0.2 million shares represented by common stock equivalents for both the three and nine months ended December 31, 2022, and 0.2 million shares represented by common stock equivalents for both the three and nine months ended December 31, 2021, which were not included in the computation of average dilutive shares outstanding because they were anti-dilutive.

The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.

WESTELL TECHNOLOGIES, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(In thousands)
(Unaudited)

	Common Stock Class A	Common Stock Class B	Additional Paid-in Capital	Treasury Stock	Accumulated Deficit	Total Stockholders' Equity
Balance, March 31, 2022	**$ 77**	**$ 35**	**$ 420,587**	**$ (44,608)**	**$ (349,661)**	**$ 26,430**
Net income (loss)	—	—	—	—	1,908	1,908
Common stock issued	4	—	(4)	—	—	—
Purchase of treasury stock	(1)	—	—	(184)	—	(185)
Stock-based compensation	—	—	121	—	—	121
Balance, June 30, 2022	**80**	**35**	**420,704**	**(44,792)**	**(347,753)**	**28,274**
Net income (loss)	—	—	—	—	388	388
Common stock issued	1	—	(1)	—	—	—
Purchase of treasury stock	(1)	—	—	(33)	—	(34)
Stock-based compensation	—	—	67	—	—	67
Balance, September 30, 2022	**80**	**35**	**420,770**	**(44,825)**	**(347,365)**	**28,695**
Net income (loss)	—	—	—	—	1,134	1,134
Common stock issued	—	—	—	—	—	—
Purchase of treasury stock	—	—	—	(39)	—	(39)
Stock-based compensation	—	—	63	—	—	63
Balance, December 31, 2022	**$ 80**	**$ 35**	**$ 420,833**	**$ (44,864)**	**$ (346,231)**	**$ 29,853**

	Common Stock Class A	Common Stock Class B	Additional Paid-in Capital	Treasury Stock	Accumulated Deficit	Total Stockholders' Equity
Balance, March 31, 2021	**$ 75**	**$ 35**	**$ 420,142**	**$ (44,559)**	**$ (353,534)**	**$ 22,159**
Net income (loss)	—	—	—	—	386	386
Common stock issued	2	—	(2)	—	—	—
Purchase of treasury stock	(1)	—	—	(36)	—	(37)
Stock-based compensation	—	—	64	—	—	64
Balance, June 30, 2021	**76**	**35**	**420,204**	**(44,595)**	**(353,148)**	**22,572**
Net income (loss)	—	—	—	—	1,573	1,573
Common stock issued	1	—	(1)	—	—	—
Purchase of treasury stock	—	—	—	(3)	—	(3)
Stock-based compensation	—	—	139	—	—	139
Balance, September 30, 2021	**77**	**35**	**420,342**	**(44,598)**	**(351,575)**	**24,281**
Net income (loss)	—	—	—	—	2,192	2,192
Common stock issued	—	—	—	—	—	—
Purchase of treasury stock	—	—	—	(1)	—	(1)
Stock-based compensation	—	—	154	—	—	154
Balance, December 31, 2021	**$ 77**	**$ 35**	**$ 420,496**	**$ (44,599)**	**$ (349,383)**	**$ 26,626**

The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.

WESTELL TECHNOLOGIES, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)
(Unaudited)

	Nine months ended December 31, 2022	Nine months ended December 31, 2021
Cash flows from operating activities:		
Net income	$ 3,430	$ 4,151
Reconciliation of net loss to net cash used in operating activities:		
Depreciation and amortization	380	702
Gain on forgiveness of second draw PPP loan	—	(1,637)
Stock-based compensation	251	357
Gain on sale of land	—	(35)
Gain on settlement receivable for inventory and equipment damaged in fire	—	(259)
Non-cash gain reversal of accrued contractual obligation	(1,445)	—
Exchange rate loss (gain)	8	11
Changes in assets and liabilities:		
Accounts receivable	(5,436)	(2,012)
Inventories	(1,952)	(3,764)
Prepaid expenses and other current assets	(127)	(689)
Other assets	400	379
Deferred revenue	(764)	(654)
Accounts payable and accrued expenses	(1,844)	1,962
Net cash provided by (used in) operating activities	(7,099)	(1,488)
Cash flows from investing activities:		
Maturities of held-to-maturity short-term debt securities	3,000	—
Purchases of held-to-maturity short-term debt securities	(6,939)	—
Proceeds from sale of land	—	704
Purchases of property and equipment	(148)	(48)
Net cash provided by (used in) investing activities	(4,087)	656
Cash flows from financing activities:		
Purchases of treasury stock	(258)	(41)
Net cash provided by (used in) financing activities	(258)	(41)
Net increase (decrease) in cash and cash equivalents	(11,444)	(873)
Cash and cash equivalents, beginning of period	14,961	16,884
Cash and cash equivalents, end of period	$ 3,517	$ 16,011

The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.

WESTELL TECHNOLOGIES, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 1. *Basis of Presentation*

Description of Business

Westell Technologies, Inc. (the “Company”) is a holding company. Its wholly owned subsidiary, Westell, Inc. (“Westell”), designs, manufactures and distributes telecommunications products, which are sold primarily to major telephone companies.

Risks and Uncertainties

In March 2020, the World Health Organization declared the spread of a new strain of coronavirus (“COVID-19”) a pandemic. This outbreak continues to spread throughout the U.S. and around the world as new variants emerge. The COVID-19 pandemic continues to negatively impact the global economy, disrupt global supply chains and work force participation while creating significant disruption and volatility of financial markets. The COVID-19 pandemic has impacted and may continue to impact the Company’s sales, supply chain availability, unpredictable shipment delays, increased transit times, sourcing costs, our workforce and operations, as well as, those of our customers, contract manufacturers and other supply chain partners. Increases in component, assembly, and raw material costs due to the pandemic or subsequent shortages may decrease gross margins if these costs cannot be passed along to customers.

Because of the impact that COVID-19 had on our operations, on March 22, 2021, the Company received a $1.6 million second draw PPP loan (the "PPP2") pursuant to a loan from St. Charles Bank & Trust Company, N.A. (“Wintrust”) under the Consolidated Appropriations Act, 2021 (the “CAA”) that was signed into law in December 2020. On November 16, 2021, the SBA and Wintrust provided forgiveness for the full amount of the PPP2 Loan, plus all related accrued interest. The gain associated with the forgiveness is presented on the Statements of Operations as Gain on forgiveness of second draw PPP loan for the three and nine months ended December 31, 2021.

In March 2021, the Internal Revenue Service (“IRS”) released Notice 2021-20, which clarified that the CAA amended the CARES Act by removing the restriction to prevent companies who received a PPP loan from qualifying for the Employee Retention Credit (“ERC”), which is a refundable tax credit against certain employment taxes. In August 2021, the IRS released Notice 2021-33, which provides a safe harbor permitting the exclusion of PPP forgiveness from gross receipts solely for determining eligibility for the ERC. See Note 5 for additional information on ERC.

Contract Manufacturing Facility Fire Update

In February 2021, a small fire at a subcontractor destroyed inventory that was being used to produce some of Westell’s IBW and ISM products. Insurance policies or an indemnification agreement were expected to cover the replacement value of the assets that incurred losses or damages. In accordance with ASC 450, as of March 31, 2021, the Company recorded an economic loss recovery receivable of $382,000, which is presented in Prepaid expenses and other assets in the Condensed Consolidated Balance Sheet, to cover the net book value of the inventory and fixed assets damaged in the fire. In June 2021, the Company agreed to a settlement with our contract manufacturer that exceeded the book value of the loss. The Company recorded an additional receivable and non-operating income of $259,000 during the quarter ended June 30, 2021. The gain on the settlement is presented on the Condensed Consolidated Statements of Operations for the nine months ended December 31, 2021, in Other income (expense), net. Payment for the entire settlement amount was received in July 2021.

Basis of Presentation and Reporting

The accompanying Condensed Consolidated Financial Statements include the accounts of the Company and its wholly-owned subsidiaries. The Condensed Consolidated Financial Statements have been prepared using generally accepted accounting principles (“GAAP”) in the United States for interim financial reporting, and, accordingly, they do not include all of the information and footnotes required in the annual consolidated financial statements and accompanying footnotes. The Condensed Consolidated

Financial Statements should be read in conjunction with the Consolidated Financial Statements and accompanying notes included in the Company's Annual Report for the year ended March 31, 2022. All intercompany accounts and transactions have been eliminated in consolidation.

In the opinion of management, the unaudited interim financial statements included herein reflect all adjustments, consisting of normal recurring adjustments, necessary to present fairly the Company's condensed consolidated financial position and the results of operations, comprehensive income (loss) and cash flows at December 31, 2022, and for all periods presented. The results of operations for the periods presented are not necessarily indicative of the results that may be expected for fiscal year 2023.

Update to Summary of Significant Accounting Policies

Short-term investments

Investments with an original maturity greater than three months, but less than one year are carried at cost and reported as Short-term investments on the Condensed Consolidated Balance Sheets. The Company invests in debt instruments consisting of U.S. treasury bonds. The treasury bonds are classified as held-to-maturity and are carried at amortized cost. Short-term investments were $4.0 million as of December 31, 2022. There were no short-term investments as of March 31, 2022. The fair value of short-term investments approximates their carrying amounts due to the short-term nature of these financial assets and therefore there are no unrecognized gains or losses. The Company does not intend to sell the investments and it is not more likely than not that the Company will be required to sell the investments before recovery of their amortized cost bases.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and that affect revenue and expenses during the periods reported. Estimates are used when accounting for the allowance for uncollectible accounts receivable, net realizable value of inventory, product warranty accrued, relative selling prices, stock-based compensation, intangible assets fair value, depreciation, income taxes, right-of-use lease assets and related lease liabilities, and contingencies, among other things. Actual results could differ from those estimates.

Discontinued Operations

During the nine months ended December 31, 2021, the Company received settlement payments of $281,000 for a class-action settlement associated with a business which was previously sold and therefore the gains are presented on the Condensed Consolidated Statement of Operations as discontinued operations net of tax. The Condensed Consolidated Statements of Cash Flows include discontinued operations.

Reclassification

The $83,000 settlement payment for the class-actions settlement mentioned above was presented in Other income (expense), net on the June 30, 2021 Condensed Consolidated Statement of Operations. This amount has been reclassified to discontinued operations in the nine months ended December 31, 2021, to conform to the current period presentation. Previously reported amounts in the Condensed Consolidated Statement of Operations have been restated for the effects of the discontinued operations. The reclassifications related to discontinued operations had no impact on total assets, total liabilities, total stockholders' equity or net income as previously reported in the quarter ended June 30, 2021.

Recently Issued Accounting Pronouncements Not Yet Adopted

In June 2016, the FASB issued ASU 2016-13, *Financial Instruments - Credit Losses (Topic 326)* ("ASU 2016-13"). ASU 2016-13 will replace the current incurred loss approach with a new expected credit loss impairment model for trade receivables, loans, and other financial instruments. Under the new model, the estimate of expected credit losses will be based on historical experience, current conditions and reasonable and supportable forecasts. For the Company, ASU 2016-13 is effective for fiscal years beginning after December 15, 2022, and interim periods within those fiscal years. Early adoption is permitted. Application of the amendments is through a cumulative-effect adjustment to retained earnings as of the effective date. The Company is currently evaluating the impact of ASU 2016-13 on the Company's Condensed Consolidated Financial Statements.

Subsequent Events

The Company evaluates subsequent events occurring between the most recent balance sheet date and the date that the financial statements are available to be issued in order to determine whether the subsequent events are to be recorded and/or disclosed in the Company's financial statements and footnotes. The financial statements are considered to be available to be issued at the time that they are filed with the OTC.

In January 2023, the Company received payment for the entire balance of the ERC receivable from the IRS. See Note 5.

Note 2. *Revolving Credit Agreement*

The Company entered into a credit agreement dated as of December 15, 2022 (the "Credit Agreement") with St. Charles Bank & Trust Company, N.A. The Credit Agreement is a one-year revolving credit facility in an amount up to $5.0 million, with availability under the line of credit subject to a borrowing base calculated as a percentage of eligible accounts receivable. The line of credit is secured by a blanket lien on all tangible and intangible assets of the Company and its domestic subsidiary. Borrowings under the Credit Agreement will bear interest at SOFR + 300 basis points. The line of credit is to be repaid in monthly payments of interest only and is renewable at maturity. The Credit Agreement contains certain restrictive covenants customary for transactions of this type. The Credit Agreement contains one financial covenant requiring the Borrower to maintain a minimum fixed charge coverage ratio of 1.2x, measured semi-annually. There were no borrowings and $5.0 million available under this facility at December 31, 2022.

Note 3. ***Leases***

The Company accounts for leases under ASC 842. Leases with an initial term of 12 months or less are not recorded on the Condensed Consolidated Balance Sheets. The Company also made the accounting policy election to account for each separate lease component and non-lease component associated with that lease component as a single lease component, thus causing all fixed payments to be capitalized. The Company determines lease terms based on whether or not it is reasonably certain to exercise the lease extensions. The Company determines at inception whether an arrangement is a lease.

Right-of-use ("ROU") assets represent the Company's right to use an underlying asset during the lease term and lease liabilities represent the Company's obligation to make lease payments arising from the lease. ROU assets and lease liabilities are recognized at the lease commencement date based on the net present value of remaining fixed lease payments over the lease term. Lease terms used to calculate the present value of the lease payments include any options to extend, renew, or terminate the lease, when it is reasonably certain that these options will be exercised. ROU assets also include any advance lease payments made and exclude any lease incentives. As the implicit interest rate for our leases is not readily determinable, the Company uses its incremental borrowing rate based on the information available at commencement date in determining the present value of lease payments. Lease expense is recognized on a straight-line basis over the lease term. The Company has lease arrangements with non-lease components that are not in-substance fixed and considered variable, which were not included in the carrying balances of the ROU asset and lease liability. The Company does not have any finance leases. No leases require residual value guarantees.

The Company reviews the impairment ROU assets consistent with the approach applied to other long-lived assets. ROU assets are reviewed for recoverability whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. Determination of recoverability is based on an estimate of undiscounted future cash flows resulting from the use of the asset and its eventual disposition. If the carrying amount of an asset exceeds its estimated future undiscounted cash flows, an impairment loss is recorded for the excess of the asset's carrying amount over its fair value.

The Company's operating leases primarily include building leases for the corporate headquarters in Aurora, IL, an engineering and service center in Dublin, OH, and engineering test facility in Manchester, NH.

Future minimum lease payments as of December 31, 2022, consisted of the following (in thousands):

Fiscal Year	Operating Leases
2023 [1]	$ 103
2024	621
2025	615
2026	276
Thereafter	—
Total lease payments	1,615
Less: imputed interest	(105)
Total operating lease liabilities	$ 1,510

[1] Represents the future minimum operating lease payments expected to be made over the remaining balance of the fiscal year.

As of December 31, 2022, the weighted-average remaining lease term was 3.0 years and the weighted-average discount rate was 4.5%.

Our building leases include variable lease payments that are not included in the lease liability balances as they are based on the expenses which can vary during the term of each lease.

Lease expenses are included in Cost of revenue, Sales and marketing, Research and development, and General and administrative in the Company's Condensed Consolidated Statements of Operations. The components of lease expense are as follows:

	Three months ended December 31,		Nine months ended December 31,	
(in thousands)	2022	2021	2022	2021
Operating lease expense	$ 153	$ 152	$ 457	$ 456
Variable lease expense [1]	51	50	161	153
Total lease expense [2]	$ 204	$ 202	$ 618	$ 609

[1] Variable lease expense is related to our leased real estate and primarily includes labor and operational costs as well as taxes and insurance.
[2] Short-term lease expense is immaterial.

For the three and nine months ended December 31, 2022, cash paid for operating leases included in the measurement of lease liabilities was $0.2 million and $0.5 million, respectively, compared to $0.2 million and $0.6 million for the three and nine months ended December 31, 2021, respectively. All of these payments are presented in Operating activities cash flows on the Condensed Consolidated Statements of Cash Flows.

The following table summarizes the classification of ROU assets and lease liabilities as of December 31, 2022 and March 31, 2022:

(in thousands)	December 31, 2022	March 31, 2022	Balance Sheet Classification
Assets:			
ROU assets	$ 1,591	$ 1,989	Right-of-use assets on operating leases, net
Liabilities:			
Current operating lease liability	510	484	Accrued expenses
Non-current operating lease liabilities	1,000	1,422	Lease liabilities non-current
Total lease liabilities	$ 1,510	$ 1,906	

Note 4. ***Revenue Recognition and Deferred Revenue***

The Company records revenue based on a five-step model in accordance with ASC Topic 606, *Revenue From Contracts With Customers* (“ASC 606”). The Company's revenue is derived from the sale of products, software, and services identified in contracts. A contract exists when both parties have an approved agreement that creates enforceable rights and obligations, identifies performance obligations and payment terms and has commercial substance. The Company records revenue from these contracts when control of the products or services transfer to the customer. The amount of revenue to be recognized is based upon the consideration, including the impact of any variable consideration that the Company expects to be entitled to receive in exchange for these products and services.

Disaggregation of revenue

The following table disaggregates our revenue by major source:

(in thousands)	Three months ended December 31, 2022	Three months ended December 31, 2021	Nine months ended December 31, 2022	Nine months ended December 31, 2021
Revenue:				
Products	$ 12,614	$10,053	$ 31,599	$ 24,583
Software	23	57	211	225
Services	1,661	1,093	4,660	3,649
Total revenue	$ 14,298	$ 11,203	$ 36,470	$ 28,457

The following is the expected future revenue recognition timing of deferred revenue as of December 31, 2022:

(in thousands)	< 1 year	1-2 years	> 2 years
Deferred Revenue	$ 139	$ 62	$ 98

During both the three months ended December 31, 2022, and December 31, 2021, the Company recognized $0.2 million of revenue related to contract liabilities at the beginning of the periods. During the nine months ended December 31, 2022, and December 31, 2021, the Company recognized $0.9 million and $0.8 million, respectively, of revenue related to contract liabilities at the beginning of the periods.

The Company allows certain customers to return unused product under specified terms and conditions. The Company estimates product returns based on historical sales and return trends and records a corresponding refund liability. The refund liability is included within Accrued expenses on the accompanying Condensed Consolidated Balance Sheets. Additionally, the Company records an asset based on historical experience for the amount of product we expect to return to inventory as a result of the return, which is recorded in Prepaid and other current assets in the Condensed Consolidated Balance Sheets. The gross product return asset was $0.1 million at both December 31, 2022, and March 31, 2022. The product return liability was $0.1 million and $0.2 million at December 31, 2022, and March 31, 2022, respectively.

Note 5. ***Employee Retention Credit***

In March 2021, the Internal Revenue Service ("IRS") released Notice 2021-20, which clarified that the CAA amended the CARES Act by removing the restriction to prevent companies who received a PPP loan from qualifying for the Employee Retention Credit ("ERC"), which is a refundable tax credit against certain employment taxes. In calendar year 2021, quarterly qualified wages exclude PPP2 wages and FFCRA wages and are capped at $10,000 per quarter. The ERC credit is calculated at 70% of qualified wages. In August 2021, the IRS released Notice 2021-33, which provides a safe harbor that permits the exclusion of PPP forgiveness from gross receipts solely for determining eligibility for the ERC. As a result of this clarification, the Company has determined it is an eligible company to participate in the program for the quarters ended March 31, 2021 and June 30, 2021, due to the over 20% decline in gross receipts for the quarter ended March 31, 2021, compared to the same quarter in 2019. Pursuant to ASC 958-605, *Not-for Profit Entities: Revenue Recognition* ("ASC 958-605"), in the quarter ended September 30, 2021, the Company recorded an ERC receivable of $1.4 million to record the tax credits receivable. In November 2021, the Company provided the necessary information to our third-party payroll provider to submit a 941-X to claim the tax credit for the impacted quarters. The ERC receivable is presented in Prepaid expenses and other current assets on the Condensed Consolidated Balance Sheet as of December 31, 2022 and March 31, 2022. In January 2023, the Company received payment of the entire balance of the ERC receivable from the IRS.

Note 6. *Interim Segment Information*

Segment information is presented in accordance with a “management approach", which designates the internal reporting used by the chief operating decision-maker (“CODM”) for making decisions and assessing performance as the source of the Company's reportable segments. Westell’s Chief Executive Officer is the CODM. The CODM continues to define segment profit as gross profit less research and development expenses. The accounting policies of the segments are the same as those for Westell Technologies, Inc. described in the summary of significant accounting policies included in the Company's Annual Report for year ended March 31, 2022, and as updated in this filing.

The Company’s three reportable segments are as follows:

In-Building Wireless (“IBW”) Segment

IBW segment solutions enable public safety and cellular coverage in stadiums, arenas, malls, buildings, and other indoor areas not served well by the existing outdoor radio network. For the public safety market, solutions include Class A repeaters, Class B repeaters, VHF/UHF repeaters, Public Safety distributed antenna systems (“DAS”), and battery backup units. IBW also offers passive signal distribution, attenuation solutions, protection products, and antennas for both the public safety and cellular markets.

Intelligent Site Management (“ISM”) Segment

ISM segment solutions include a suite of remote units, which provide machine-to-machine (“M2M") communications that enable operators to remotely monitor, manage, and control physical site infrastructure and support systems. Remote units can be combined with the Company's Optima management software system. ISM also offers support services (i.e., maintenance agreements) and deployment services (i.e., installation).

Communications Network Solutions (“CNS”) Segment

CNS segment solutions include a broad range of hardened network infrastructure offerings suitable for both indoor and outdoor use. The offerings consist of integrated cabinets, power distribution products, copper and fiber network connectivity panels, and fiber access products.

Segment information for the three and nine months ended December 31, 2022, and 2021, is set forth below:

(in thousands)	Three months ended December 31, 2022 IBW	ISM	CNS	Total
Revenue	$ 2,034	$ 9,655	$ 2,609	$ 14,298
Cost of revenue	1,485	6,106	2,153	9,744
Gross profit	549	3,549	456	4,554
Gross margin	27.0%	36.8%	17.5%	31.9%
Research and development	303	434	202	939
Segment profit	$ 246	$ 3,115	$ 254	3,615
Operating expenses:				
Sales and marketing				1,286
General and administrative				1,064
Intangible amortization				94
Operating income				1,171
Employee retention credit (see Note 5)				—
Other income (expense), net				38
Income tax benefit (expense)				(75)
Net income from continuing operations				$ 1,134

(in thousands)	Three months ended December 31, 2021 IBW	ISM	CNS	Total
Revenue	$ 3,502	$ 5,251	$ 2,450	$ 11,203
Cost of revenue	2,436	3,094	1,822	7,352
Gross profit	1,066	2,157	628	3,851
Gross margin	30.4%	41.1%	25.6%	34.4%
Research and development	360	411	153	924
Segment profit	$ 706	$ 1,746	$ 475	2,927
Operating expenses:				
Sales and marketing				1,355
General and administrative				832
Intangible amortization				191
Operating income				549
Gain on forgiveness of second draw PPP loan				1,637
Other income (expense), net				12
Income tax benefit (expense)				(6)
Net income from continuing operations				$ 2,192

(in thousands)	Nine months ended December 31, 2022 IBW	ISM	CNS	Total
Revenue	$ 7,401	$ 19,639	$ 9,430	$ 36,470
Cost of revenue	4,971	11,854	7,085	23,910
Gross profit	2,430	7,785	2,345	12,560
Gross margin	32.8%	39.6%	24.9%	34.4%
Research and development	909	1,534	632	3,075
Segment profit	$ 1,521	$ 6,251	$ 1,713	9,485
Operating expenses:				
Sales and marketing				4,068
General and administrative				3,039
Intangible amortization				282
Operating income				2,096
Employee retention credit (see Note 5)				—
Other income (expense), net				1,525
Income tax benefit (expense)				(191)
Net income from continuing operations				$ 3,430

(in thousands)	Nine months ended December 31, 2021 IBW	ISM	CNS	Total
Revenue	$ 9,798	$ 11,838	$ 6,821	$ 28,457
Cost of revenue	6,624	6,295	5,155	18,074
Gross profit	3,174	5,543	1,666	10,383
Gross margin	32.4%	46.8%	24.4%	36.5%
Research and development	965	1,290	493	2,748
Segment profit	$ 2,209	$ 4,253	$ 1,173	7,635
Operating expenses:				
Sales and marketing				4,019
General and administrative				2,476
Intangible amortization				574
Operating income				566
Gain on forgiveness of second draw PPP				1,637
Employee retention credit (see Note 5)				1,373
Other income (expense), net				308
Income tax benefit (expense)				(6)
Net income from continuing operations				$ 3,878

Segment asset information is not reported to or used by the CODM.

Note 7. *Inventories*

Inventories are stated at the lower of cost, on a first-in, first-out basis, or net realizable value. The components of net inventories are as follows:

(in thousands)	December 31, 2022	March 31, 2022
Raw materials	$ 4,655	$ 4,165
Finished goods	9,096	7,634
Total inventories	$ 13,751	$ 11,799

The Company records provisions against inventory for excess and obsolete inventory, which are determined based on the Company's best estimates of future demand, product lifecycle status and product development plans. These provisions reduce the inventory cost basis. The Company believes the estimates and assumptions underlying its provisions are reasonable. However, there is risk that additional charges may be necessary if future demand is less than current forecasts due to rapid technological changes, uncertain customer requirements, or other factors.

Note 8. *Stock-Based Compensation*

The Westell Technologies, Inc. 2019 Omnibus Incentive Compensation Plan (the “2019 Plan”) was approved at the annual meeting of stockholders on September 17, 2019. The 2019 Plan replaced the Westell Technologies, Inc. 2015 Omnibus Incentive Compensation Plan (the “2015 Plan”). If any award granted under the 2019 Plan or the 2015 Plan is canceled, terminates, expires, or lapses for any reason, any Shares subject to such award shall again be available for the grant of an award under the 2019 Plan. Shares subject to an award shall not again be made available for issuance under the Plan if such Shares are: (a) delivered to or withheld by the Company to pay the grant or purchase price of an award, or (b) delivered to or withheld by the Company to pay the withholding taxes related to an award. Any awards or portions thereof that are settled in cash and not in Shares shall not be counted against the foregoing Share limit.

The stock options, restricted stock awards, and restricted stock units (“RSUs”) awarded under the 2019 Plan generally vest in equal annual installments over 3 years for employees and 1 year for non-employee directors. Performance stock units (“PSUs”) earned vest over the performance period. Certain awards provide for accelerated vesting if there is a change in control (as defined in the 2019 Plan), or when provided within individual employment contracts. The Company accounts for forfeitures as they occur. The Company issues new shares for stock awards under the 2019 Plan.

The following table is a summary of total stock-based compensation expense resulting from stock options, restricted stock, RSUs and PSUs, during the three and nine months ended December 31, 2022, and 2021:

	Three months ended December 31,		Nine months ended December 31,	
(in thousands)	2022	2021	2022	2021
Stock-based compensation expense	$ 63	$ 154	$ 251	$ 357
Income tax benefit	—	—	—	—
Total stock-based compensation expense, after taxes	$ 63	$ 154	$ 251	$ 357

Stock Options

Stock option activity for the nine months ended December 31, 2022, is as follows:

	Shares		Weighted-Average Exercise Price Per	Weighted-Average Remaining Contractual Term (in years)		Aggregate Intrinsic Value (in thousands)
Outstanding on March 31, 2022	216,562	$	1.80	3.5	$	—
Granted	—		—			
Exercised	—		—			
Forfeited	—		—			
Expired	(6,875)		4.70			
Outstanding on December 31, 2022	209,687	$	1.71	2.8	$	—

[1] The intrinsic value for the stock options is calculated based on the difference between the exercise price of the underlying awards and the Westell Technologies' closing stock price as of the respective reporting date.

Restricted Stock

The following table sets forth restricted stock activity for the nine months ended December 31, 2022:

	Shares		Weighted-Average Grant Date Fair Value
Non-vested as of March 31, 2022	22,570	$	1.11
Granted	27,496		1.20
Vested	(22,570)		1.11
Forfeited	—		—
Non-vested as of December 31, 2022	27,496	$	1.20

RSUs

The following table sets forth the RSU activity for the nine months ended December 31, 2022:

	Shares		Weighted-Average Grant Date Fair Value
Non-vested as of March 31, 2022	578,928	$	0.87
Granted	216,920		1.29
Vested	(253,423)		0.98
Forfeited	(68,849)		0.99
Non-vested as of December 31, 2022	473,576	$	0.99

PSUs

During the quarter ended June 30, 2022, the continued employment provision of the PSUs lapsed. Therefore the PSUs that were earned based upon achievement of performance goals tied to growing revenue, new product development revenue, and to non-GAAP profitability targets for fiscal year 2022 vested. Upon vesting, the PSUs converted into shares of Class A Common Stock of the Company on a one-for-one basis.

The following table sets forth the PSU activity for the nine months ended December 31, 2022:

	Shares	Weighted-Average Grant Date Fair Value
Non-vested as of March 31, 2022	236,044	$ 0.78
Granted, at target	—	—
Vested	(236,044)	0.78
Forfeited	—	—
Non-vested as of December 31, 2022	—	$ —

Note 9. *Product Warranties*

The Company's products carry a limited warranty ranging from one to five years for the products within the IBW segment, typically one year for products within the ISM segment, and one to seven years for products within the CNS segment. The specific terms and conditions of those warranties vary depending upon the customer and the products sold. Factors that affect the estimate of the Company's warranty reserve include: the number of units shipped, anticipated rates of warranty claims, and cost per claim. The Company periodically assesses the adequacy of its recorded warranty liability and adjusts the reserve as necessary. The current portions of the warranty reserve are $131,000 and $104,000 as of December 31, 2022, and March 31, 2022, respectively, and are presented on the Condensed Consolidated Balance Sheets in Accrued expenses. The non-current portions of the warranty reserves are $79,000 and $81,000 as of December 31, 2022, and March 31, 2022, respectively, and are presented on the Condensed Consolidated Balance Sheets in Other non-current liabilities.

The following table presents the changes in the Company's product warranty reserve:

	Three months ended December 31,		Nine months ended December 31,	
(in thousands)	2022	2021	2022	2021
Total product warranty reserve at the beginning of the period	$ 195	$ 165	$ 185	$ 125
Warranty expense to cost of revenue	28	58	81	141
Utilization	(13)	(28)	(56)	(71)
Total product warranty reserve at the end of the period	$ 210	$ 195	$ 210	$ 195

Note 10. *Variable Interest Entity and Guarantee*

The Company has a 50% equity ownership in AccessTel Kentrox Australia PTY LTD ("AKA"). AKA distributes network management solutions provided by Westell and the other 50% owner to one customer. The Company holds equal voting control with the other owner. All actions of AKA are decided at the board level by majority vote. The Company evaluated ASC 810, *Consolidations*, and concluded that AKA is a variable interest entity ("VIE") and the Company has a variable interest in the VIE. The Company has concluded that it is not the primary beneficiary of AKA and, therefore, consolidation is not required. The carrying amount of the Company's investment in AKA was approximately $0.1 million as of both December 31, 2022, and March 31, 2022, which is presented on the Condensed Consolidated Balance Sheets within Other non-current assets.

The Company's revenue from sales to AKA for the three months ended December 31, 2022, and December 31, 2021, was $0.2 million and $0.7 million, respectively. The Company's revenue from sales to AKA for the nine months ended December 31, 2022, and December 31, 2021, was $0.9 million and $1.4 million, respectively. Accounts receivable from AKA was $0.2 million as of both December 31, 2022, and March 31, 2022. AKA deferred revenue, which primarily relates to maintenance contracts, was $0.2 million as of both December 31, 2022, and March 31, 2022. The Company also has provided an unlimited guarantee for the performance of the other 50% owner in AKA, which primarily provides support and engineering services to the customer. This guarantee was put in place at the request of the AKA customer. The guarantee, which is estimated to have a maximum potential future payment of $0.7 million, will stay in place as long as the contract between AKA and the customer is in place. The Company would have recourse against the other 50% owner in AKA in the event the guarantee is triggered. The Company determined that it could perform on the obligation it guaranteed at a positive rate of return and, therefore, did not assign value to the guarantee. The Company's exposure to loss as a result of its involvement with AKA, exclusive of lost profits, is limited to the items noted above.

Note 11. *Income Taxes*

At the end of each interim period, the Company makes its best estimate of the effective tax rate expected to be applicable for the full fiscal year and uses that rate to provide for income taxes on a current year-to-date basis before discrete items. If a reliable estimate cannot be made, the Company may make a reasonable estimate of the annual effective tax rate, including use of the actual effective rate for the year-to-date. The impact of discrete items is recorded in the quarter in which they occur. The Company utilizes the liability method of accounting for income taxes and deferred taxes, which are determined based on the differences between the financial statements and tax basis of assets and liabilities given the enacted tax laws. The Company evaluates the need for valuation allowances on the net deferred tax assets under the rules of ASC 740, *Income Taxes.* In assessing the realizability of the Company's deferred tax assets, the Company considers whether it is more likely than not that some or all of the deferred tax assets will be realized through the generation of future taxable income. In making this determination, the Company assessed all of the evidence available at the time, including recent earnings, forecasted income projections and historical performance. The Company determined that the negative evidence outweighed the objectively verifiable positive evidence and previously recorded a full valuation allowance against deferred tax assets. The Company will continue to reassess realizability going forward.

As of December 31, 2022, the Company had net deferred tax assets of approximately $34.4 million before a valuation allowance of $34.4 million.

The Company recorded $75,000 and $191,000 of income tax expense from continuing operations in the three and nine months ended December 31, 2022, using an effective rate of 4.6% plus discrete items. The Company recorded $6,000 of income tax expense from continuing operations in both the three and nine months ended December 31, 2021, using an effective income tax rate of 0.14% plus discrete items. The effective income tax rate in both periods is impacted by the intraperiod allocation as a result of income or loss from continuing operations, and states which base tax on gross margin and not pretax income. The change in the effective tax rate for the three and nine months ended December 31, 2022, was driven primarily by a change in our annual estimated tax rate as a result of the requirement to begin capitalizing research and development expenses for U.S. tax purposes beginning in fiscal year 2023 as previously passed as part of the Tax Cuts and Jobs Act in December 2017 and the associated impact of those changes on our previously established valuation allowance.

Note 12. *Commitments and Contingencies*

Litigation and Contingency Reserves

The Company and its subsidiaries are involved in various assertions, claims, proceedings and requests for indemnification concerning intellectual property, including patent infringement suits involving technologies that may be incorporated in the Company’s products, which are being handled and defended in the ordinary course of business. These matters are in various stages of investigation and litigation. Although the Company does not expect that the outcome in any of these matters, individually or collectively, will have a material adverse effect on its financial condition or results of operations, litigation is inherently unpredictable. Therefore, judgments could be rendered, or settlements entered, that could adversely affect the Company’s operating results or cash flows in a particular period. The Company routinely assesses all of its litigation and threatened litigation as to the probability of ultimately incurring a liability, and it records its best estimate of the ultimate loss in situations where it assesses the likelihood of loss as probable.

In January 2022, a former stockholder of the Company filed a complaint on behalf of a putative class of former stockholders against the Company, its directors, a former director, and the Voting Trust concerning the October 1, 2020, Reverse/Forward Stock Split Transaction (the “Transaction”). The complaint asserts that the $1.48 per share price paid in the Transaction was unfair and seeks, among other things, damages for the class. The complaint also asserts a state law claim for purported insider trading in connection with an officer’s purchase of Company shares in August 2020. In April 2022, a second complaint was filed on behalf of two putative classes against the same parties concerning the Transaction. In May 2022, the plaintiffs in the second suit filed a motion to consolidate the two actions. A hearing was held on December 2, 2022, for the Company's motion to partially dismiss the second suit, the motion to consolidate the two suits, and the plaintiffs' selection of lead counsel. The Company is waiting for the Court's decisions from the December 2, 2022 hearing. The Company and other defendants to the lawsuits intend to vigorously defend the claims and the Company is seeking coverage under an existing Directors and Officers insurance policy. The Company has not set a reserve for these matters as of December 31, 2022.

In the ordinary course of operations, the Company receives claims where the Company believes an unfavorable outcome is possible and/or for which is probable and no estimate of possible losses can currently be made. A significant customer is a defendant in a patent infringement claim and is asserting possible indemnity rights under contracts with the Company. The customer initially won summary judgment for all claims, which was subsequently reversed on appeal. After the reversal, the customer filed another motion for summary judgment for non-infringement on all claims, which was granted by the District Court. Prior to issuance of the most recent summary judgment order, the customer informed the Company that the customer intends to seek to recover from the Company a share of the settlement and defense costs. The timeframe for appeal of denial of the second summary judgement motion has lapsed, and accordingly, the litigation has concluded. The Company has received notice from the customer that they intend to seek $273,000 as the Company's share of litigation defense costs from June 2019 to the conclusion of litigation. (The Company has a release as to all defense costs incurred prior to June 2019.) The Company is seeking additional information to fully evaluate the merits of the claim in order to determine potential exposure, which will vary from a high of the asked-for amount to some lower figure, which we cannot determine with certainty at this point. The merits of the claim depend on the Company's contribution ratio and the reasonableness of the defense costs allegedly incurred by the customer. This claim relates to a business that was previously sold and therefore any future expense would be presented as discontinued operations in the financial statements.

As of December 31, 2022, and March 31, 2022, the Company has not recorded any contingent liability attributable to existing litigation.

Lease Obligations

The Company currently occupies office space under operating leases, with various expiration dates through November 2025. The Company's office leases provide for rental payments on a graduated scale. Lease expense is recognized on a straight-line basis over the lease term. For further details, refer to Note 3. *Leases*.

Note 13. *Fair Value Measurements*

Fair value is defined by ASC 820, *Fair Value Measurements and Disclosures* ("ASC 820"), as the price that would be received upon selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. ASC 820 establishes a three-level fair value hierarchy that prioritizes the inputs used to measure fair value. The hierarchy requires entities to maximize the use of observable inputs and minimize the use of unobservable inputs. The three levels of inputs used to measure fair value are as follows:

- Level 1 – Quoted prices in active markets for identical assets and liabilities.
- Level 2 – Quoted prices in active markets for similar assets and liabilities, or other inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.
- Level 3 – Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets and liabilities. This includes certain pricing models, discounted cash flow methodologies and similar techniques that use significant unobservable inputs.

The Company's money market funds are measured using Level 1 inputs. The following table presents available-for-sale securities measured at fair value on a recurring basis as of December 31, 2022:

(in thousands)	Total Fair Value of Asset or Liability	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balance Sheet Classification
Assets:					
Money market funds	$ 799	$ 799	—	—	Cash and cash equivalents

The following table presents available-for-sale securities measured at fair value on a recurring basis as of March 31, 2022:

(in thousands)	Total Fair Value of Asset or Liability	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balance Sheet Classification
Assets:					
Money market funds	$ 12,945	$ 12,945	—	—	Cash and cash equivalents

The fair value of the money market funds approximates their carrying amounts due to the short-term nature of these financial instruments.

Please see Note 1 for additional information about the Company's short-term investments that are classified as held-to-maturity.

Note 14. *Share Repurchases*

Share Repurchase Programs

In May 2017, the Board of Directors authorized a share repurchase program whereby the Company may repurchase up to an aggregate of $2.0 million of its outstanding Class A Common Stock (the "2017 authorization"). The 2017 authorization is in addition to the $0.1 million that was remaining from the August 2011 $20.0 million authorization (the "2011 authorization"). The Company repurchased 32,745 shares and 112,974 shares under the 2017 authorization under a 10b5-1(c) purchase plan during the three and nine months ended December 31, 2022, respectively, at a weighted-average purchase price of $1.19 per share for both periods. There were no shares repurchased under the 2017 authorization during the nine months ended December 31, 2022. As of December 31, 2022, there was approximately $0.5 million remaining for additional share repurchases under the 2017 authorization.

Additionally, in the nine months ended December 31, 2022, and December 31, 2021, the Company repurchased 99,523 and 48,812 shares of Class A Common Stock, respectively, from certain employees that were surrendered to satisfy the minimum statutory tax withholding obligations on the vesting of restricted stock, RSUs. These repurchases were not included in the authorized share repurchase programs and had a weighted-average purchase price of $1.23 and $0.82 per share, respectively.

Note 15. *Intangible Assets*

Intangible assets include customer relationships, trade names, developed technology, product licensing rights, and other intangibles. Intangible assets with determinable lives are amortized over their estimated useful lives. Intangible assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. Determination of recoverability is based on an estimate of undiscounted future cash flows resulting from the use of the asset and its eventual disposition. If the carrying amount of an asset exceeds its estimated future undiscounted cash flows, an impairment loss is recorded for the excess of the asset's carrying amount over its fair value.

There was no intangible asset impairment during the nine months ended December 31, 2022, or the nine months ended December 31, 2021. For the three and nine months ended December 31, 2022, amortization expense was approximately $94,000 and $282,000, respectively. For the three and nine months ended December 31, 2021, amortization expense was approximately $191,000 and $574,000, respectively.

The following table presents details of the Company's intangibles from historical acquisitions and the Agreement:

	December 31, 2022			March 31, 2022		
(in thousands)	Gross Carrying Amount	Accumulated Amortization and Impairment	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization and Impairment	Net Carrying Amount
Backlog	$ 1,530	$ (1,530)	$ —	$ 1,530	$ (1,530)	$ —
Customer relationships	23,260	(23,166)	94	23,260	(22,884)	376
Licensing agreement	1,950	(1,950)	—	1,950	(1,950)	—
Product technology	45,195	(45,195)	—	45,195	(45,195)	—
Non-compete	510	(510)	—	510	(510)	—
Trade name and trademark	1,473	(1,473)	—	1,473	(1,473)	—
Total finite-lived intangible assets, net	$ 73,918	$ (73,824)	$ 94	$ 73,918	$ (73,542)	$ 376

The following is the expected future amortization by fiscal year:

(in thousands)	2023[1]	2024	2025	2026	2027	Thereafter
Intangible amortization expense	$ 94	$ —	$ —	$ —	$ —	$ —

(1) Represents the future intangible amortization expense expected to be made over the remaining balance of the fiscal year.

Note 16. ***Accrued Expenses***

The components of accrued expenses are as follows:

(in thousands)	December 31, 2022	March 31, 2022
Accrued compensation	$ 1,045	$ 1,084
Accrued contractual obligation	—	1,445
Current operating lease liability	510	484
Other accrued expenses	901	964
Total accrued expenses	$ 2,456	$ 3,977

During the quarter ended June 30, 2022, the statute of limitation to bring a claim for the accrued contractual obligation expired. As a result, the Company reversed the estimated accrual of $1.4 million and recorded the non-cash gain in Other income (expense), net on the Condensed Consolidated Statement of Operations in the nine months ended December 31, 2022.

Note 17. ***Land, Property, and Equipment***

Long-lived assets consist of land, property and equipment. Long-lived assets that are held and used should be reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the long-lived assets might not be recoverable. There was no long-lived asset impairment during the nine months ended December 31, 2022, or December 31, 2021.

During the quarter ended June 30, 2021, the Company entered into an agreement and sold the remaining 12 acres of land for $750,000. This sale resulted in a net gain of approximately $35,000 after commissions and other fees. The gain on the sale of the land is presented on the Condensed Consolidated Statements of Operations within Other income (expense), net for the nine months ended December 31, 2021.

The components of fixed assets are as follows:

(in thousands)	December 31, 2022	March 31, 2022
Machinery and equipment	$ 1,433	$ 1,362
Office, computer and research equipment	4,722	4,675
Leasehold improvements	793	793
Land, property and equipment, gross	6,948	6,830
Less accumulated depreciation and amortization	(6,769)	(6,701)
Land, property and equipment, net	$ 179	$ 129