

WESTELL TECHNOLOGIES, INC.  
Corporate Governance and Nominating Committee Charter

**1. MEMBERSHIP**

The Corporate Governance and Nominating Committee (the “Committee”) shall consist of at least two members of the Board of Directors (the “Board”) as the Board shall from time to time determine. Each member shall be “independent” as that term is defined by the listing standards of the Nasdaq Stock Market, as amended. The members of the Committee shall be appointed, and may be removed, by the Board, and shall serve in accordance with the Bylaws of the Company. One member of the Committee shall be appointed as its Chair by the Board.

**2. MEETINGS**

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

**3. COMMITTEE RESPONSIBILITIES AND AUTHORITY**

The Committee is appointed by the Board to help oversee the Company’s corporate governance activities and the nomination process. In carrying out its duties, the Committee shall:

- Develop the qualifications and criteria for membership on the Board.
- Review and make recommendations to the Board as to whether existing directors should stand for re-election and consider, screen and recommend candidates to fill new or open positions on the Board.
- Review director candidates recommended by stockholders.
- Recommend directors for membership on each of the Board’s committees.
- Recommend to the Board from time to time changes that the Committee believes to be desirable to the size of the Board or any committee thereof.
- Assist management in the preparation of the disclosures in the Company’s annual proxy statement regarding corporate governance and director independence and the operations of the Committee.
- Oversee succession planning, as and when appropriate, for the Chief Executive Officer and, if desired, other executive officers.
- Perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to governance or the nomination of Board and Committee members.
- Oversee an annual evaluation of the role and performance of the Board and its committees in the governance of the Company and report to the Board on such performance and effectiveness.

- Conduct an annual evaluation of the Committee and its performance.
- Review the Company's policies and practices regarding its corporate social responsibility efforts.
- Review the Company's charter and Bylaws (and all Board committee charters) and propose or make recommendations to the Board regarding any potential changes.
- Identify corporate governance standards and practices applicable to the Company, monitor new developments in corporate governance, and make recommendations to the Board periodically.
- Have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate and approve the fees and other retention terms of special or independent counsel or other experts and advisers, as it deems necessary or appropriate, without seeking the approval of the Board or management.
- The Company shall provide for appropriate funding, as determined by the Committee, in its capacity as a committee of the Board, for payment of:
  - Compensation of any advisers employed by the Committee; and
  - Ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.
- Make regular reports to the Board.
- The Committee also may form and delegate authority to subcommittees as it deems appropriate.