

Management Certification

The undersigned, on behalf of **Westell Technologies, Inc.** the Company"), certifies that the information provided herein is accurate and complete to the best of the Company's knowledge.

1. The Company is current in its disclosure obligations pursuant to the following reporting standard:

SEC Reporting Obligations

- ☐ The Company has a reporting obligation under Section 13 or 15(d) of the Exchange Act
- ☐ The Company has a reporting obligation under Regulation A (Tier 2)
- ☐ The Company has a reporting obligation under Regulation Crowdfunding (CF)
- ☐ Other (please describe)

Other Reporting Obligations

- ☐ The Company is a U.S. bank, bank holding company, or similar financial institution exempt from SEC registration, has a reporting obligation to a U.S. Bank Regulator and follows OTC Markets' Bank Reporting requirements.
- ☒ The Company is exempt from SEC registration and is reporting under the Alternative Reporting Standard

2. Indicate below 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: ☒

3. Indicate below whether the Company is subject to Bankruptcy or reorganization proceedings.

Yes: ☐ No: ☒

4. The Company has a Verified Company Profile on OTCMarkets.com.
5. The Company is duly organized and in good standing under the laws of the state or jurisdiction in which the Company is organized or does business.
6. The Company understands and acknowledges its obligations to report company-related actions pursuant to Exchange Act Rule 10b-17 and FINRA Rule 6490.
7. The Company understands and acknowledges its obligations to publicly disclose material information in a timely manner in accordance with applicable U.S. federal securities laws, including but not limited to Section 10(b) of the Exchange Act and Rule 10b-5 thereunder.
8. The Company's transfer agent and its address are listed below. If the Company acts as its own transfer agent, indicate that by listing the Company and its information in the fields provided.¹

Transfer Agent: Broadridge Corporate Issuer Solutions, Inc.
Address: 1155 Long Island Avenue, Englewood, NY 11717

¹ OTCQX, OTCQB, and OTCID companies are required to retain a transfer agent that participates in the Transfer Agent Verified Shares Program. OTCID companies that act as their own transfer agent may submit data directly to OTC Markets.

9. The Company's most recent Annual Report was prepared by:

Below is a list all law firm(s) and attorney(s) (including internal counsel) that acted as the Company's primary legal counsel in preparing its most recent annual report or, if no attorney assisted in preparing the disclosure, the person(s) who prepared the disclosure and their relationship to the Company.

Jeniffer L. Jaynes – Chief Financial Officer

10. The Company's Officers, Directors and 5% Control Persons are listed below:

The table below provides information regarding all officers and directors of the Company, or any person that performs a similar function, regardless of the number of shares they own. To the best of the Company's knowledge, it includes all individuals or entities beneficially owning 5% or more of any class of the issuer's equity securities. To identify holders of 5% or more, companies may obtain a recent copy of their shareholder list that includes Non-Objecting Beneficial Owners or "NOBOs." SEC Reporting companies may also research their beneficial ownership and insider transaction filings such as on Schedules 13G or 13D or on Forms 3, 4, and 5.

As of (latest practicable date): May 12, 2025

Individual Name (First, Last) or Entity Name (Include names of control person(s) if a corporate entity)	Position/Company Affiliation (ex: CEO, 5% Control person)	City and State (Include Country if outside U.S.)	Number of Shares Owned (List common, preferred, warrants and options separately)	Class of Shares Owned ⁽¹⁾	Percentage of Class of Shares Owned (undiluted) ⁽²⁾
Kirk R. Brannock	Chairman of the Board	Bloomfield Hills, MI	219,283 ⁽³⁾⁽⁴⁾	Class A Common Stock	2.8%
Robert W. Foskett	Director	Boulder, CO	83,563 ⁽⁴⁾	Class A Common Stock	1.1%
Robert W. Foskett	Director	Boulder, CO	2,276,255 ⁽⁵⁾	Class B Common Stock	100% ⁽⁶⁾
Walter J. Skipper	Director	Elm Grove, WI	12,883 ⁽⁴⁾	Class A Common Stock	0.2%
Cary B. Wood	Director	South Haven, MI	64,813 ⁽⁴⁾	Class A Common Stock	0.8%
Timothy L. Duitsman	President, CEO and Director/ 5% Class A Common Stockholder	Naperville, IL	624,615 ⁽⁷⁾⁽⁸⁾	Class A Common Stock	7.9%
Jeniffer L. Jaynes	CFO, Treasurer and Secretary	Aurora, IL	192,235 ⁽⁹⁾	Class A Common Stock	2.4%

Individual Name (First, Last) or Entity Name (Include names of control person(s) if a corporate entity)	Position/Company Affiliation (ex: CEO, 5% Control person)	City and State (Include Country if outside U.S.)	Number of Shares Owned (List common, preferred, warrants and options separately)	Class of Shares Owned ⁽¹⁾	Percentage of Class of Shares Owned (undiluted) ⁽²⁾
David C. Hoeft	5% Class A Common Stockholder	San Francisco, CA	509,033 ⁽¹⁰⁾	Class A Common Stock	6.4%

Any additional material details, including conversion terms of any class of the issuer's equity securities, are below:

- (1) 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.
- (2) Percentage of beneficial ownership is based on 7,904,644 shares of Class A Common Stock and 2,276,255 shares of Class B Common Stock outstanding as of May 12, 2025.
- (3) 179,340 shares are held by Revocable Trust.
- (4) Includes unvested restricted stock awards where the holder has voting rights but not dispositive rights as follows: Mr. Brannock: 3,012 shares; Mr. Foscett: 3,012 shares; Mr. Skipper: 3,012 shares; Mr. Wood: 3,012 shares.
- (5) Includes 2,276,255 shares of Class B Common Stock held in the Voting Trust Agreement dated February 23, 1994, as amended (the "Voting Trust"). For additional information on the Voting Trust, see the Schedule 13D/A filed with the SEC on May 5, 2015. Mr. Foscett, and Mr. Patrick J. McDonough, Jr. are co-trustees and have joint voting and dispositive power over all shares in the Voting Trust. Messrs. Foscett 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. The Voting Trust contains 120,656 shares held for the benefit of Mr. Foscett. The address for Messrs. Foscett and McDonough is Robert W. Foscett, 1035 Pearl St. #400, Boulder, Colorado 80302.
- (6) As of May 12, 2025, Robert W. Foscett and Patrick J. McDonough, Jr., as trustees of the Voting Trust, have the exclusive power to vote over 53.5% of the votes entitled to be cast by the holders of the Company's common stock. Mr. Foscett also owns Class A shares outside of the Voting Trust. Messrs. Foscett and McDonough, as trustees of the Voting Trust and other shares, control 54.0% of the voting power of the Company's common stock and therefore effectively control the Company.
- (7) 35,833 shares are held in a Trust titled "TIMOTHY L. DUTSMAN TRUST DATED AUGUST 1, 2022".
- (8) Excludes 150,000 non-qualified stock options to purchase shares Class A Common Stock, 121,484 of unvested restricted stock units, and 158,424 (at target) of unvested performance-based restricted stock units.
- (9) Excludes 51,619 of unvested restricted stock units, and 107,325 (at target) of unvested performance-based restricted stock units
- (10) Based upon the most current information contained in Schedules 13D or 13G filings with the SEC, unless more recent information was obtained.

11. The Company has Convertible Debt as detailed below:

The following is a complete list of the Company's Convertible Debt which includes all promissory notes, convertible notes, convertible debentures, or any other debt instruments convertible into a class of the issuer's equity securities. The table includes all issued or outstanding convertible debt at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this Certification.

☒ Check this box to confirm the Company had no Convertible Debt issued or outstanding at any point during this period.

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$) (include accrued interest)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion ²	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)

² The total number of shares that can be issued upon full conversion of the Outstanding Balance. The number should not factor any "blockers" or limitations on the percentage of outstanding shares that can be owned by the Noteholder at a particular time. For purposes of this calculation, please use the current market pricing (e.g. most recent closing price, bid, etc.) of the security if conversion is based on a variable market rate.

Total Outstanding
Balance:

Total Shares:

Any additional material details, including footnotes to the table are below :

Signature:

Name of Principal Executive Officer or Principal Financial Officer: Jeniffer L. Jaynes

Title: Chief Financial Officer

Date: 5/28/25

Signature: /s/ Jeniffer L. Jaynes

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