



Westell Technologies, Inc.

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Aurora, IL 60504

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www.westell.com
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Annual Report

For the period ending March 31, 2026 (the "Reporting Period")

Outstanding Shares

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

7,906,358 as of March 31, 2026 (Current Reporting Period Date or More Recent Date)

7,854,722 as of March 31, 2025 (Most Recent Completed Fiscal Year End)

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

2,276,255 as of March 31, 2026 (Current Reporting Period Date or More Recent Date)

2,276,255 as of March 31, 2025 (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 Control⁴ of the company has occurred during this reporting period:

Yes: No:

⁴ "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.

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

In answering this item, provide the current name of the issuer and 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.)

Current State and Date of Incorporation or Registration: Delaware on 10/29/1980

Standing in this jurisdiction: (e.g. active, default, inactive): Active

Prior Incorporation Information for the issuer and any predecessors during the past five years:

N/A

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

None.

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

None.

Address of the issuer's principal executive office:

750 North Commons Drive, Aurora, IL 60504

Address 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:

2) Security Information

Transfer Agent

Name: Broadridge Corporate Issuer Solutions, Inc.

Phone: (855) 449-0975

Email: Shareholder@broadridge.com

Address: 51 Mercedes Way, Edgewood, 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 value: \$0.01 per share
Total shares authorized: 109,000,000 as of date: March 31, 2026
Total shares outstanding: 7,906,358 as of date: March 31, 2026
Total number of shareholders of record: 42 as of date: March 31, 2026
Please provide the above-referenced information for all other publicly quoted or traded securities of the issuer.

Other classes of authorized or outstanding equity securities that do not have a trading symbol:

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 that do not have a trading symbol). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Exact title and class of security: Class B Common Stock⁽¹⁾
Par or stated value: par value: \$0.01 per share
Total shares authorized: 25,000,000 as of date: March 31, 2026
Total shares outstanding: 2,276,255 as of date: March 31, 2026
Total number of shareholders of record: 1 as of date: March 31, 2026

(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
Par or stated value: par value: \$0.01 per share
Total shares authorized: 1,000,000 as of date: March 31, 2026
Total shares outstanding: None as of date: March 31, 2026
Total number of shareholders of record: N/A as of date: March 31, 2026

Please provide the above-referenced information for all other classes of authorized or outstanding equity securities.

None

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, subject to any limitations under the applicable securities laws. Class B Common Stock is transferable only to certain permitted transferees (generally tied to the Voting Trust (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. Except as previously described, there are 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 Voting Trust (the Company's 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 Voting Trust. 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 for the two most recently completed fiscal years and any subsequent period.

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 <u>Opening Balance:</u> Date <u>03/31/2024</u> Class A Common: <u>7,959,105</u> Class B Common: <u>3,484,287</u> Preferred: <u>0</u>			*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.
<u>4/1/2024</u>	<u>New issuance</u>	<u>79,253</u>	<u>Class A</u>	<u>\$1.49</u>	<u>No</u>	<u>Timothy L. Duitsman</u>	<u>Employee Compensation</u>	<u>Unrestricted</u>	<u>(2) (4)</u>
<u>4/1/2024</u>	<u>Shares returned to Treasury</u>	<u>(26,107)</u>	<u>Class A</u>	<u>\$1.49</u>	<u>No</u>	<u>Timothy L. Duitsman</u>	<u>Repurchase for tax withholdings</u>	<u>Unrestricted</u>	<u>(2) (4)</u>
<u>4/1/2024</u>	<u>New issuance</u>	<u>20,900</u>	<u>Class A</u>	<u>\$1.49</u>	<u>No</u>	<u>Jeniffer L. Jaynes</u>	<u>Employee Compensation</u>	<u>Unrestricted</u>	<u>(2) (4)</u>
<u>4/1/2024</u>	<u>Shares returned to Treasury</u>	<u>(7,230)</u>	<u>Class A</u>	<u>\$1.49</u>	<u>No</u>	<u>Jeniffer L. Jaynes</u>	<u>Repurchase for tax withholdings</u>	<u>Unrestricted</u>	<u>(2) (4)</u>
<u>4/1/2024</u>	<u>New issuance</u>	<u>13,752</u>	<u>Class A</u>	<u>\$1.49</u>	<u>No</u>	<u>Jesse Swartwood</u>	<u>Employee Compensation</u>	<u>Unrestricted</u>	<u>(2) (4) (5)</u>
<u>4/1/2024</u>	<u>Shares returned to Treasury</u>	<u>(4,757)</u>	<u>Class A</u>	<u>\$1.49</u>	<u>No</u>	<u>Jesse Swartwood</u>	<u>Repurchase for tax withholdings</u>	<u>Unrestricted</u>	<u>(2) (4) (5)</u>
<u>April 2024</u>	<u>Shares returned to Treasury</u>	<u>(8,258)</u>	<u>Class A</u>	<u>\$1.45</u>	<u>No</u>	<u>Open Market Class A Purchase</u>	<u>Repurchase pursuant to the rule 10b5-1(c) purchase plan</u>	<u>Unrestricted</u>	<u>(3) (6)</u>
<u>5/30/2024</u>	<u>Shares returned to Treasury</u>	<u>(64,430)</u>	<u>Class A</u>	<u>\$1.42</u>	<u>No</u>	<u>Estate of the former board member, Mr. Robert C. Penny III</u>	<u>Repurchase pre-approved by Audit Committee and Board of Directors</u>	<u>Unrestricted</u>	<u>(4)</u>
<u>May 2024</u>	<u>Shares returned to Treasury</u>	<u>(33,664)</u>	<u>Class A</u>	<u>\$1.42</u>	<u>No</u>	<u>Open Market Class A Purchase</u>	<u>Repurchase pursuant to the rule 10b5-1(c) purchase plan</u>	<u>Unrestricted</u>	<u>(3) (7)</u>
<u>6/1/2024</u>	<u>New issuance</u>	<u>34,364</u>	<u>Class A</u>	<u>\$1.42</u>	<u>No</u>	<u>Timothy L. Duitsman</u>	<u>Employee Compensation</u>	<u>Unrestricted</u>	<u>(2) (4)</u>

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.
6/1/2024	Shares returned to Treasury	(10,068)	Class A	\$1.42	No	Timothy L. Duitsman	Repurchase for tax withholdings	Unrestricted	(2) (4)
6/1/2024	New issuance	21,478	Class A	\$1.42	No	Jeniffer L. Jaynes	Employee Compensation	Unrestricted	(2) (4)
6/1/2024	Shares returned to Treasury	(7,328)	Class A	\$1.42	No	Jeniffer L. Jaynes	Repurchase for tax withholdings	Unrestricted	(2) (4)
6/1/2024	New issuance	12,887	Class A	\$1.42	No	Jesse Swartwood	Employee Compensation	Unrestricted	(2) (4) (5)
6/1/2024	Shares returned to Treasury	(4,458)	Class A	\$1.42	No	Jesse Swartwood	Repurchase for tax withholdings	Unrestricted	(2) (4) (5)
6/1/2024	New issuance	23,799	Class A	\$1.42	No	Employee(s)	Employee Compensation	Unrestricted	(2)
6/1/2024	Shares returned to Treasury	(8,012)	Class A	\$1.42	No	Employee(s)	Repurchase for tax withholdings	Unrestricted	(2)
July 2024	Shares returned to Treasury	(33,810)	Class A	\$1.39	No	Open Market Class A Purchase	Repurchase pursuant to the rule 10b5-1(c) purchase plan	Unrestricted	(3) (8)
August 2024	Shares returned to Treasury	(2,916)	Class A	\$1.40	No	Open Market Class A Purchase	Repurchase pursuant to the rule 10b5-1(c) purchase plan	Unrestricted	(3) (9)
9/1/2024	New issuance	8,789	Class A	\$1.53	No	Employee(s)	Employee Compensation	Unrestricted	(2)
9/1/2024	Shares returned to Treasury	(2,681)	Class A	\$1.53	No	Employee(s)	Repurchase for tax withholdings	Unrestricted	(2)
September 2024	Shares returned to Treasury	(7,411)	Class A	\$1.48	No	Open Market Class A Purchase	Repurchase pursuant to the rule 10b5-1(c) purchase plan	Unrestricted	(3) (10)

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.
<u>October 2024</u>	<u>Shares returned to Treasury</u>	<u>(7,155)</u>	<u>Class A</u>	<u>\$1.60</u>	<u>No</u>	<u>Open Market Class A Purchase</u>	<u>Repurchase pursuant to the rule 10b5-1(c) purchase plan</u>	<u>Unrestricted</u>	<u>(3) (11)</u>
<u>11/05/2024</u>	<u>New issuance</u>	<u>3,012</u>	<u>Class A</u>	<u>\$1.66</u>	<u>No</u>	<u>Kirk R. Brannock</u>	<u>Board Compensation</u>	<u>Unrestricted</u>	<u>(2) (4)</u>
<u>11/05/2024</u>	<u>New issuance</u>	<u>3,012</u>	<u>Class A</u>	<u>\$1.66</u>	<u>No</u>	<u>Robert W. Foskett</u>	<u>Board Compensation</u>	<u>Unrestricted</u>	<u>(2) (4)</u>
<u>11/05/2024</u>	<u>New issuance</u>	<u>3,012</u>	<u>Class A</u>	<u>\$1.66</u>	<u>No</u>	<u>Walter J. Skipper</u>	<u>Board Compensation</u>	<u>Unrestricted</u>	<u>(2) (4)</u>
<u>11/05/2024</u>	<u>New issuance</u>	<u>3,012</u>	<u>Class A</u>	<u>\$1.66</u>	<u>No</u>	<u>Cary B. Wood</u>	<u>Board Compensation</u>	<u>Unrestricted</u>	<u>(2) (4)</u>
<u>November 2024</u>	<u>Shares returned to Treasury</u>	<u>(8,319)</u>	<u>Class A</u>	<u>\$1.62</u>	<u>No</u>	<u>Open Market Class A Purchase</u>	<u>Repurchase pursuant to the rule 10b5-1(c) purchase plan</u>	<u>Unrestricted</u>	<u>(3) (12)</u>
<u>December 2024</u>	<u>Shares returned to Treasury</u>	<u>(14,026)</u>	<u>Class A</u>	<u>\$1.50</u>	<u>No</u>	<u>Open Market Class A Purchase</u>	<u>Repurchase pursuant to the rule 10b5-1(c) purchase plan</u>	<u>Unrestricted</u>	<u>(3) (13)</u>
<u>January 2025</u>	<u>Shares returned to Treasury</u>	<u>(29,627)</u>	<u>Class A</u>	<u>\$1.49</u>	<u>No</u>	<u>Open Market Class A Purchase</u>	<u>Repurchase pursuant to the rule 10b5-1(c) purchase plan</u>	<u>Unrestricted</u>	<u>(3) (14)</u>
<u>02/20/2025</u>	<u>Convert Class B to Class A</u>	<u>(1,208,032)</u>	<u>Class B</u>	<u>\$0.00</u>	<u>No</u>	<u>Estate of the former board member, Mr. Robert C. Penny III</u>	<u>Conversion of Class B stock to Class A stock</u>	<u>Unrestricted</u>	<u>(4) (15)</u>
<u>02/20/2025</u>	<u>Convert Class B to Class A</u>	<u>1,208,032</u>	<u>Class A</u>	<u>\$0.00</u>	<u>No</u>	<u>Estate of the former board member, Mr. Robert C. Penny III</u>	<u>Conversion of Class B stock to Class A stock</u>	<u>Unrestricted</u>	<u>(4) (15)</u>
<u>02/20/2025</u>	<u>Shares returned to Treasury</u>	<u>(1,208,032)</u>	<u>Class A</u>	<u>\$1.83</u>	<u>No</u>	<u>Estate of the former board member, Mr. Robert C. Penny III</u>	<u>Repurchase pre-approved by Audit Committee and Board of Directors</u>	<u>Unrestricted</u>	<u>(4) (15)</u>

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.
<u>February 2025</u>	<u>Shares returned to Treasury</u>	<u>(31,075)</u>	<u>Class A</u>	<u>\$1.72</u>	<u>No</u>	<u>Open Market Class A Purchase</u>	<u>Repurchase pursuant to the rule 10b5-1(c) purchase plan</u>	<u>Unrestricted</u>	<u>(3) (16)</u>
<u>March 2025</u>	<u>Shares returned to Treasury</u>	<u>(20,321)</u>	<u>Class A</u>	<u>\$1.92</u>	<u>No</u>	<u>Open Market Class A Purchase</u>	<u>Repurchase pursuant to the rule 10b5-1(c) purchase plan</u>	<u>Unrestricted</u>	<u>(3) (17)</u>
<u>4/1/2025</u>	<u>New issuance</u>	<u>92,676</u>	<u>Class A</u>	<u>\$1.95</u>	<u>No</u>	<u>Timothy L. Duitsman</u>	<u>Employee Compensation</u>	<u>Unrestricted</u>	<u>(2) (4)</u>
<u>4/1/2025</u>	<u>Shares returned to Treasury</u>	<u>(29,236)</u>	<u>Class A</u>	<u>\$1.95</u>	<u>No</u>	<u>Timothy L. Duitsman</u>	<u>Repurchase for tax withholdings</u>	<u>Unrestricted</u>	<u>(2) (4)</u>
<u>4/1/2025</u>	<u>New issuance</u>	<u>29,850</u>	<u>Class A</u>	<u>\$1.95</u>	<u>No</u>	<u>Jeniffer L. Jaynes</u>	<u>Employee Compensation</u>	<u>Unrestricted</u>	<u>(2) (4)</u>
<u>4/1/2025</u>	<u>Shares returned to Treasury</u>	<u>(10,328)</u>	<u>Class A</u>	<u>\$1.95</u>	<u>No</u>	<u>Jeniffer L. Jaynes</u>	<u>Repurchase for tax withholdings</u>	<u>Unrestricted</u>	<u>(2) (4)</u>
<u>4/1/2025</u>	<u>New issuance</u>	<u>8,948</u>	<u>Class A</u>	<u>\$1.95</u>	<u>No</u>	<u>Employee(s)</u>	<u>Employee Compensation</u>	<u>Unrestricted</u>	<u>(2)</u>
<u>4/1/2025</u>	<u>Shares returned to Treasury</u>	<u>(3,096)</u>	<u>Class A</u>	<u>\$1.95</u>	<u>No</u>	<u>Employee(s)</u>	<u>Repurchase for tax withholdings</u>	<u>Unrestricted</u>	<u>(2)</u>
<u>April 2025</u>	<u>Shares returned to Treasury</u>	<u>(28,748)</u>	<u>Class A</u>	<u>\$1.88</u>	<u>No</u>	<u>Open Market Class A Purchase</u>	<u>Repurchase pursuant to the rule 10b5-1(c) purchase plan</u>	<u>Unrestricted</u>	<u>(3) (18)</u>
<u>May 2025</u>	<u>Shares returned to Treasury</u>	<u>(11,890)</u>	<u>Class A</u>	<u>\$1.96</u>	<u>No</u>	<u>Open Market Class A Purchase</u>	<u>Repurchase pursuant to the rule 10b5-1(c) purchase plan</u>	<u>Unrestricted</u>	<u>(3) (19)</u>
<u>7/25/25</u>	<u>Shares returned to Treasury</u>	<u>(188)</u>	<u>Class A</u>	<u>\$3.25</u>	<u>No</u>	<u>Open Market Class A Purchase</u>	<u>Repurchase pursuant to the rule 10b5-1(c) purchase plan</u>	<u>Unrestricted</u>	<u>(3)</u>
<u>11/11/2025</u>	<u>New issuance</u>	<u>912</u>	<u>Class A</u>	<u>\$5.48</u>	<u>No</u>	<u>Kirk R. Brannock</u>	<u>Board Compensation</u>	<u>Restricted</u>	<u>(2) (4)</u>
<u>11/11/2025</u>	<u>New issuance</u>	<u>912</u>	<u>Class A</u>	<u>\$5.48</u>	<u>No</u>	<u>Robert W. Foskett</u>	<u>Board Compensation</u>	<u>Restricted</u>	<u>(2) (4)</u>

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.
<u>11/11/2025</u>	<u>New issuance</u>	<u>912</u>	<u>Class A</u>	<u>\$5.48</u>	<u>No</u>	<u>Walter J. Skipper</u>	<u>Board Compensation</u>	<u>Restricted</u>	<u>(2) (4)</u>
<u>11/11/2025</u>	<u>New issuance</u>	<u>912</u>	<u>Class A</u>	<u>\$5.48</u>	<u>No</u>	<u>Cary B. Wood</u>	<u>Board Compensation</u>	<u>Restricted</u>	<u>(2) (4)</u>
Shares Outstanding on Date of This Report:									
<u>Ending Balance:</u>									
Date: <u>March 31, 2026</u>									
Class A Common: <u>7,906,358</u>									
Class B Common: <u>2,276,255</u>									
Preferred: <u>0</u>									

Example: A company with a fiscal year end of December 31st 2024, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2023 through December 31, 2024 pursuant to the tabular format above.

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

- (1) Stock price or value at the date of grant was equal to the market price on the grant date. See Notes 7 and 13 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 August 2024, the Company’s Board of Directors authorized a new stock repurchase authorization of up to \$2.0 million of Class A Common Stock (the “2024 authorization”). The 2024 authorization is in addition to the \$61,000 that was remaining in August 2024 from the May 2017 \$2.0 million authorization (the “2017 authorization”). As of March 31, 2026, there was approximately \$1.8 million remaining for repurchase under the 2024 authorization. The 2017 authorization was fully utilized as of March 31, 2025. These shares were purchased pursuant to the rule 10b5- 1(c) purchase plan.
- (4) Control persons – see section 6 - All Officers, Directors, and Control Persons of the Company below for additional information.
- (5) Mr. Swartwood resigned from the Company effective August 5, 2024.
- (6) The price represents the weighted-average purchase price for the multiple transactions reported on this line. The prices of the transactions range from \$1.4000 to \$1.4900 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 \$1.3700 to \$1.4700 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 \$1.3500 to \$1.4000 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 \$1.4000 to \$1.4100 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 \$1.4300 to \$1.5300 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 \$1.5200 to \$1.6600 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 \$1.5500 to \$1.6900 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 \$1.4000 to \$1.5882 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.
- (14) The price represents the weighted-average purchase price for the multiple transactions reported on this line. The prices of the transactions range from \$1.4400 to \$1.5200 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.
- (15) On February 20, 2025, the Company repurchased 1,208,032 shares of the Company's Class A Common Stock that were converted from the Company's Class B Common Stock (961,623 shares of the Class B Common Stock from the Voting Trust Agreement dated February 23, 1994, as amended (the "Voting Trust") and 246,409 shares of Class B Common Stock held in trusts for the benefit of Mr. Penny's children) from the estate of the former board member, Mr. Robert C. Penny III, at a weighted-average purchase price of \$1.8330 per share. These shares were purchased in an off-market share repurchase outside of the 2024 authorization. For additional information on the Voting Trust, see the Schedule 13D/A filed with the SEC on May 5, 2015.
- (16) The price represents the weighted-average purchase price for the multiple transactions reported on this line. The prices of the transactions range from \$1.5500 to \$1.9400 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.
- (17) The price represents the weighted-average purchase price for the multiple transactions reported on this line. The prices of the transactions range from \$1.8000 to \$2.0000 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.
- (18) The price represents the weighted-average purchase price for the multiple transactions reported on this line. The prices of the transactions range from \$1.7700 to \$2.0000 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.
- (19) The price represents the weighted-average purchase price for the multiple transactions reported on this line. The prices of the transactions range from \$1.9500 to \$2.0000 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. Convertible Debt

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 ⁵	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)

⁵ 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:

4) Issuer’s Business, Products and Services

The purpose of this section is to provide a clear description of the issuer’s current operations. 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, through its three segments, is a leading provider of high-performance network infrastructure solutions focused on expanding reliable communication networks through collaborative innovation. Westell’s portfolio of products and solutions enable service providers and network operators to improve performance and reduce operating expenses.

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, manufactures, and distributes high-performance network infrastructure solutions, which are sold primarily to communications service providers, tower operators, and enterprises deploying in-building wireless and public safety communications systems.

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 in Australia.

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, schools, and other buildings and indoor venues not adequately served by the outdoor macro network. For the public safety market, the Company provides NFPA 1225 and UL 2524 compliant Emergency Responder Communication Enhancement Systems (“ERCES”), including Class A/B bi-directional amplifiers (“BDAs”), VHF/UHF BDAs, public safety fiber distributed antenna systems (“DAS”), battery backup units, and associated annunciator alarm products. For both public safety and cellular applications, IBW also offers passive signal distribution, attenuation and surge protection products, and a broad portfolio of indoor antennas.

ISM Segment

ISM segment solutions provide Industrial Internet of Things (“IoT”) remote site monitoring and management for wireless service providers, tower operators, and utilities. The core offering is a family of Remote Terminal Units (“RTUs”), led by the RMX-4000 platform, which enables customers to remotely monitor, manage, and control cell sites and other remote infrastructure — including tower lighting, generators and fuel, environmental alarms, DC and hybrid power systems, and site security. RTUs interoperate with

the Westell Optima Management System or with customer-preferred network management software. ISM also offers support services (i.e., maintenance agreements) and deployment services (i.e., installation).

CNS Segment

CNS segment solutions are outdoor hardened, standards compliant, network infrastructure products used in both indoor central office and outdoor access network applications by telecommunications service providers and their engineering and construction partners. Many of the CNS products are Build America, Buy America (“BABA”) compliant. Offerings include integrated outdoor cabinets, fiber distribution hubs (“FDHs”) and universal fiber splitters, DC power distribution fuse and breaker panels, fiber access products, and copper and fiber connectivity panels and couplers.

5) Issuer’s Facilities

The goal of this section is to provide investors 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. Describe the location of office space, data centers, principal plants, and other property of the issuer and describe the condition of the properties. Specify if the assets, properties, or facilities are owned or leased and the terms of their leases. If the issuer does not have complete ownership or control of the property, describe the limitations on the ownership.

The Company leases the following real property as of March 31, 2026:

<u>Location</u>	<u>Purpose</u>	<u>Square footage</u>	<u>Termination calendar year</u>	<u>Segment(s)</u>
Aurora, IL	Corporate headquarters, office, manufacturing and distribution	83,000	2030	ALL
Dublin, OH	Engineering design center	2,756	2030	ISM
Manchester, NH	IBW engineering test facility	2,225	2026	IBW

The Company leases a 2,225 square feet IBW engineering test facility in Manchester, New Hampshire. This lease expires August 31, 2026.

During fiscal year ended March 31, 2025, the Company executed a 60- month lease extension for approximately 83,000 square feet for our Aurora, Illinois headquarters facility. The Aurora lease expires November 30, 2030.

During fiscal year ended March 31, 2020, the Company executed a 63-month lease for approximately 5,800 square feet for the ISM engineering design center in Dublin, Ohio. During the quarter ended September 30, 2024, the Company executed an amendment to reduce square footage from 5,798 to 2,756 effective March 1, 2025 and extend the term to expire on May 31, 2030.

6) All Officers, Directors, and Control Persons of the Company

Using the table below, please provide information, as of the period end date of this report, regarding all officers and directors of the company, or any person that performs a similar function, regardless of the number of shares they own.

In addition, list all individuals or entities controlling 5% or more of any class of the issuer’s securities.

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. 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 investors 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 owners.

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	220,195 ⁽³⁾⁽⁴⁾	Class A Common Stock	2.8%
Robert W. Foskett	Director	Boulder, CO	84,475 ⁽⁴⁾	Class A Common Stock	1.1%
Robert W. Foskett	Director	Boulder, CO	2,276,255 ⁽⁵⁾	Class B Common Stock	100% ⁽⁶⁾
Jerrie Kertz ⁽⁷⁾	Director	Allen, TX	0	Class A Common Stock	0%
Walter J. Skipper	Director	Elm Grove, WI	13,795 ⁽⁴⁾	Class A Common Stock	0.2%
Cary B. Wood	Director	South Haven, MI	65,725 ⁽⁴⁾	Class A Common Stock	0.8%
Timothy L. Duitsman	President, CEO and Director/ 5% Class A Common Stockholder	Naperville, IL	624,615 ⁽⁸⁾⁽⁹⁾	Class A Common Stock	7.9%
Jeniffer L. Jaynes	CFO, Treasurer and Secretary	Aurora, IL	192,235 ⁽¹⁰⁾	Class A Common Stock	2.4%
David C. Hoeft	5% Class A Common Stockholder	San Francisco, CA	509,033 ⁽¹¹⁾	Class A Common Stock	6.4%

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, log in to www.OTCIQ.com to update your company profile.

- (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 7,906,358 shares of Class A Common Stock and 2,276,255 shares of Class B Common Stock outstanding as of March 31, 2026.
- (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: 912 shares; Mr. Foskett: 912 shares; Mr. Skipper: 912 shares; Mr. Wood: 912 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. 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. 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. The Voting Trust contains 120,656 shares held for the benefit of Mr. Foskett. The address for Messrs. Foskett and McDonough is Robert W. Foskett, 1035 Pearl St. #400, Boulder, Colorado 80302.
- (6) As of March 31, 2026, Robert W. Foskett 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. Foskett also owns Class A shares outside of the Voting Trust. Messrs. Foskett 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) Ms. Kertz was appointed to the Board on April 1, 2026 and serves as a member of the Audit Committee, the Compensation Committee, and the Corporate Governance and Nominating Committee. Ms. Kertz received a restricted stock grant of 2,500 shares of Class A Common Stock on April 1, 2026. The awards will vest 100% on the first anniversary of the grant date.
- (8) 35,833 shares are held in a Trust titled "TIMOTHY L. DUITSMAN TRUST DATED AUGUST 1, 2022".
- (9) 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. See Note 7 in the attached Financial Statements for additional information regarding stock-based compensation.
- (10) Excludes 51,619 of unvested restricted stock units, and 107,325 (at target) of unvested performance-based restricted stock units. See Note 7 in the attached Financial Statements for additional information regarding stock-based compensation.
- (11) 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 and provide a brief explanation as to whether any of the persons or entities listed above in Section 6 have, in the past 10 years:

1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations);

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. Been the subject of 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, financial- or investment-related, insurance 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. Been the subject of a finding, disciplinary order or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, a state securities regulator of a violation of federal or state securities or commodities law, or a foreign regulatory body or court, which finding or judgment has not been reversed, suspended, or vacated;

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. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a "yes" answer to part 3 above; 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.

5. Been the subject 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.

6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.

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 to 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 from time to time 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.

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 judgment 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.

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, update your company profile.

Securities Counsel

Name: Ryan P. Morrison
Firm: Reinhart Boerner Van Deuren s.c.
Address 1: 1000 North Water Street, Suite 1700
Address 2: Milwaukee, WI 53202-3197
Phone: (414) 298-8595
Email: rmorrison@reinhartlaw.com

Accountant or Auditor

Name: Rocco Rinaldi
Firm: Baker Tilly US, LLP
Address 1: 205 North Michigan Avenue, 28th Floor
Address 2: Chicago, IL 60601-5927

Phone: (312) 385-9351
Email: rocco.rinaldi@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:

X (Twitter): https://x.com/Westell_Tech

Discord: N/A

LinkedIn <https://www.linkedin.com/company/westell/>

Facebook: <https://www.facebook.com/WestellTech>

[Other] <https://www.youtube.com/@westelltech>

Additionally, the Company may publish news releases through the OTC Markets Websites, PR Newswire or Accesswire.

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.

Tax Advisors

Name: Courtney Chrobak
Firm: Crowe, LLP
Address 1: 720 Cool Springs Blvd., Suite 600
Address 2: Franklin, TN 37067-7260
Phone: (615) 360-5565
Email: courtney.chrobak@crowe.com

9) Disclosure & Financial Information

A. This Disclosure Statement was prepared by (name of individual):

Name: **Jeniffer L Jaynes**
Title: **Chief Financial Officer**
Relationship to Issuer: **Officer of the Issuer**

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

- IFRS
 U.S. GAAP

C. The following financial statements were prepared by (name of individual):

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:⁶ 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: AAIL)). Ms. Jaynes is a Certified Public Accountant and began her career as an auditor with Arthur Andersen LLP.

Provide the following qualifying financial statements:

- Audit letter, if audited;
- Balance Sheet;
- Statement of Income;
- Statement of Cash Flows;
- Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- Financial Notes

Financial Statement Requirements:

- Financial statements must be published together with this disclosure statement as one document.
- Financial statements must be "machine readable". Do not publish images/scans of financial statements.
- Financial statements must be presented with comparative financials against the prior FYE or period, as applicable.
- Financial statements must be prepared in accordance with U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

"Safe Harbor" Statement under the Private Securities Litigation Reform Act of 1995

Certain statements contained herein that are not historical facts or that contain the words "believe," "expect," "intend," "anticipate," "estimate," "may," "will," "plan," "should," or derivatives thereof and other words of similar meaning are forward-looking statements that involve risks and uncertainties. Actual results may differ materially from those expressed in or implied by such forward-looking statements. Factors that could cause actual results to differ materially include, but are not limited to, the product demand and market acceptance risks, customer spending patterns, need for financing and capital, economic weakness in the United States ("U.S.") economy and telecommunications market, the effect of international economic conditions and trade, legal, social and economic risks (such as import, licensing, tariffs and trade restrictions), the impact of competitive products or technologies, competitive pricing pressures, customer product selection decisions, product cost increases, component supply shortages, new product development, excess and obsolete inventory, commercialization and technological delays or difficulties (including delays or difficulties in developing, producing, testing and selling new products and technologies), the ability to successfully identify, acquire and integrate acquisitions, the effects of the Company's accounting policies, retention of key personnel, the effects and consequences of pandemics and economic uncertainties. The Company undertakes no obligation to publicly update these forward-looking statements to reflect current events or circumstances after the date hereof, or to reflect the occurrence of unanticipated events, or otherwise.

⁶ 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.

Business and Stock Risks

You should carefully consider the risks described below in addition to the other information contained and incorporated by reference in this Annual Report. The risks described below are not the only risks facing us. Additional risks and uncertainties not currently known to us, or those risks we currently view to be immaterial, may also materially and adversely affect our business, operating results or financial condition. If any of these risks materialize, our business, operating results or financial condition could be materially and adversely affected.

- **Financial Performance, Historical Losses and Partial Release of Deferred Tax Valuation Allowance** –Westell has incurred losses in previous fiscal years and has an accumulated deficit. The historical losses in prior years resulted in the recognition of significant deferred tax assets. Due to uncertainty regarding the realization of these assets, we previously established a valuation allowance to offset their full amount. During the fiscal year ended March 31, 2025, based on improved financial performance and expectations of future taxable income, the Company released a portion of this valuation allowance. During the fiscal year ended March 31, 2026, the U.S. government enacted significant tax legislation commonly referred to as the One Big Beautiful Bill Act (the “Act”), on July 4, 2025, which introduces numerous changes to the U.S. federal income tax code. The Act includes, among other things, a revision to the treatment of research and experimental (“R&E”) expenditures under Section 174 of the Internal Revenue Code. Because the Act changes the tax accounting method for R&E expenditures, the Company evaluated the impact on the Company’s deferred tax assets and liabilities and refreshed taxable income forecasts along with the impact of the Act, resulting in an additional release of a portion of the valuation allowance. As of March 31, 2026, the Company had net deferred tax assets of approximately \$28.5 million before a valuation allowance of \$16.9 million and is subject to review and future assessment. There can be no assurance of future profitability or that we will continue to generate sufficient taxable income in future periods to realize the remaining deferred tax assets. A change in ownership, as defined by Section 382 of the Internal Revenue Code, could reduce the availability of those tax assets. Additional federal or state tax code changes could further limit our use of deferred tax assets and harm our business and our investors. If our actual future taxable income differs materially from our projections, or if there is a negative change in our business outlook, we may be required to increase the valuation allowance, which could materially impact our financial position and results of operations. There are many risks to future revenues and income which could affect the value of these deferred tax assets and reserves:
- **Supply Chain and Global Manufacturing Risks** -The Company's reliance on third-party offshore subcontractors for manufacturing and component supply, including China and other regions subject to evolving trade policies, exposes it to risks such as business interruptions, transportation costs, quality control issues, parts allocations and shortages, and geopolitical uncertainties. Ongoing global shortages of certain integrated circuits, optical fiber, and other key electronic components have resulted in extended lead times, allocation constraints, and significant price increases for materials critical to the Company's products, and there can be no assurance that these conditions will improve in the near term or that the Company will be able to secure adequate supply on commercially reasonable terms. The Company is affected by tariffs, trade restrictions, and changes in global trade policies. Recent increases in tariffs and other trade barriers—especially between major economies like the U.S. and China—have created uncertainty for businesses like ours that rely on international supply chains and global markets. If new tariffs or trade rules are introduced, or if existing agreements change, it could lead to higher costs, delays in our supply chain, or limited access to key markets. These changes could hurt our ability to compete and impact our financial performance as the increases may not be fully recoverable through price increases to customers, which could result in margin compression or reduced demand if customers seek lower-cost alternatives or experience delays in delivery.

In 2025, the U.S. government imposed tariffs on a broad range of imported goods pursuant to the International Emergency Economic Powers Act (“IEEPA”), which significantly increased the Company's input costs. Following the U.S. Supreme Court's February 2026 ruling invalidating these tariffs, the Company has filed refund applications for approximately \$1.5 million through U.S. Customs and Border Protection's CAPE portal, which are currently pending review. There can be no assurance that these applications will be approved in full or that refunds will be received within the anticipated timeframe. The refund process remains subject to administrative complexity, compliance review, and ongoing legal and regulatory

uncertainty. Failure to recover all or a portion of the IEEPA duties paid, or material delays in receiving such refunds, could adversely affect the Company's financial condition and results of operations.

Although we monitor trade developments and try to manage these risks, we cannot predict future trade policies. Any major changes could negatively affect our operations and results.

- **We are dependent on a limited number of customers who are able to exert a high degree of influence over us and loss of or a significant reduction of spending by a major customer would adversely impact our business.** –We have and may continue to depend on U.S. telecommunication service providers for the majority of our revenues. Telecommunications companies and our other customers typically are significantly larger than we are and are able to exert a high degree of influence over us. Customers may often be permitted to reschedule orders without penalty. Even if demand for our products is high, many telecommunication service providers have sufficient bargaining power to demand low prices and other terms and conditions that may materially adversely affect our business and operating results.

Our performance is dependent on customer capital spending, which can be volatile and difficult to forecast. Customer capital spending can be affected by end user demand driven by competing technology, economic conditions, customer budget restraints, work stoppages or other labor issues at the facilities of our customers and other factors. Our customers have curtailed or deferred spending in the past without notice.

Overall sales and product mix sold to our large customers have fluctuated in the past and could vary in the future resulting in significant fluctuations in quarterly operating results and may also adversely impact our stock price.

- **Delays or complications in designing, manufacturing, launching, market acceptance or ramping production of new products** -The Company has experienced, and may continue to experience, delays or complications in designing, manufacturing, launching, or ramping production of new products, which would materially harm our business, reputation, financial conditions, and results. Our success depends on anticipating technological and industry changes and developing competitive products in a timely manner. Competitors may introduce more effective or lower cost solutions before us.

We also rely on third parties for portions of our research and development; their failure to perform or our inability to renew key agreements could delay product development. Limited resources or design challenges may further hinder our ability to respond to challenging technologies and customer needs.

Delays or setbacks in the launch of future products could materially and adversely affect our competitive position and financial performance.

- **Inventory Management and Obsolescence** -The Company faces risks related to inventory management, including potential obsolescence due to rapid technological changes and volatile customer demand. Excess or obsolete inventory could lead to significant financial losses. In addition, a large customer has requested that the Company implement a vendor-managed inventory program that would require the Company to stage finished goods inventory in a third-party warehouse in advance of firm purchase orders. If adopted, such a program would expose the Company to extended inventory holding periods, increased working capital requirements, risk of loss, and obsolescence risk, and would delay revenue recognition until inventory is pulled by the customer, potentially creating timing mismatches between manufacturing costs and revenue that could be amplified by the Company's customer concentration.
- **Competitive Pressures** - Westell operates in highly competitive markets, where competitors may have more financial resources and broader product lines. Intense competition could lead to pricing pressures and loss of market share.
- **Regulatory and Legal Risks** - Changes in government regulations, particularly in the telecommunications industry, could adversely impact Westell's business. Additionally, the Company may face litigation risks related to intellectual property, which could result in significant legal expenses and potential damages.

- **Retention of Key Personnel** - The Company's success depends on its ability to attract and retain qualified technical, marketing, sales, and management personnel. Difficulty in retaining key employees could harm its ability to develop and sell products and services effectively.
- **Market and Economic Conditions** - Economic downturns, changes in customer spending patterns, and uncertainties in the telecommunications market could negatively impact demand for Westell's products and services.
- **Cybersecurity and Information Technology** – The Company is subject to cybersecurity risks and incidents that could disrupt our operations, result in loss of confidential information, or adversely affect our business, financial condition, and results of operations. Although we maintain cybersecurity risk management programs designed to detect, prevent, and respond to incidents — including technical safeguards, employee training, incident response planning, and third-party risk management processes — these measures may not be sufficient to prevent all incidents. While the Company has not experienced a cybersecurity incident that has materially affected our business to date, there can be no assurance that we will not experience such an incident in the future.
- **Investment in People and Product** -The Company intends to continue making increasing investments in its workforce and product development as part of its long-term growth strategy. We expect to increase headcount across engineering, product, sales, and operations functions to support the scaling of our business and accelerate the delivery of new products and capabilities to our customers. In parallel, the Company plans to meaningfully expand its investment in research and development, product infrastructure, sales, and platform enhancements. These initiatives reflect our belief that sustained investment in talent and technology is essential to maintaining our competitive position and driving future revenue growth. As a result of these planned investments, the Company anticipates that total operating expenses will increase in absolute dollars in this year and these increased levels will continue. We expect this increase to be driven primarily by higher personnel-related costs, including salaries, and benefits, as well as increased spending on technology, tools, and third-party services in support of product development. While we expect operating expenses to increase, we believe these investments are necessary to execute on our strategic priorities and position the Company for sustainable long-term revenue and after time profit growth. There can be no assurance, however, that these investments will result in increased revenue or improved financial performance within any specific timeframe.
- **Our Class A Common Stock is traded on the OTCID Market** - Our stock price has demonstrated and may continue to demonstrate volatility as valuations, trading volumes and prices vary. On July 1, 2025, the OTC Pink Current market became the OTCID Market – a basic reporting market for companies that meet a minimal current information standard and provide management certifications. The Company met the eligibility requirements to successfully transition to the OTCID Market. The Company does not know what, if any, effect this will have on the trading, volume or liquidity of its shares.
- **Our principal stockholders can exercise significant influence that could discourage transactions involving a change of control and may affect your ability to receive a premium for Class A Common Stock that you purchase** - The Company's Common Stock is divided into two classes. Class A Common Stock is entitled to one vote per share, while Class B Common Stock is entitled to four votes per share. As of March 31, 2026, Robert W. Foskett and Patrick J. McDonough, Jr., as trustees of the Voting Trust Agreement dated February 23, 1994, as amended (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. Such control may have the effect of discouraging transactions involving an actual or potential change of control, including transactions in which the holders of Class A Common Stock might otherwise receive a premium for their shares over the then current market price.

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.

May 22, 2026 [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.

May 22, 2026 [Date]

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

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

WESTELL TECHNOLOGIES, INC. AND SUBSIDIARIES
CONSOLIDATED FINANCIAL STATEMENTS
FISCAL YEARS ENDED MARCH 31, 2026 AND 2025

WESTELL TECHNOLOGIES, INC. AND SUBSIDIARIES
CONSOLIDATED FINANCIAL STATEMENTS
FISCAL YEARS ENDED MARCH 31, 2026 AND 2025
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Independent Auditors' Report

To the Stockholders and Board of Directors of
Westell Technologies, Inc. and Subsidiaries

Opinion

We have audited the consolidated financial statements of Westell Technologies, Inc. and Subsidiaries (the Company), which comprise the consolidated balance sheets as of March 31, 2026 and 2025, and the related consolidated statements of operations, stockholders' equity and cash flows for the years then ended, and the related notes to the consolidated financial statements.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of the Company as of March 31, 2026 and 2025 and the results of its operations and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America (GAAP).

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are required to be independent of the Company and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Other Information Included in the Annual Report

Management is responsible for the other information included in the annual report. The other information comprises the information included in the annual report, but does not include the consolidated financial statements and our auditor's report thereon. Our opinion on the consolidated financial statements does not cover the other information, and we do not express an opinion or any form of assurance thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and consider whether a material inconsistency exists between the other information and the consolidated financial statements, or the other information otherwise appears to be materially misstated. If, based on the work performed, we conclude that an uncorrected material misstatement of the other information exists, we are required to describe it in our report.

Responsibilities of Management for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with GAAP, and for the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Company's ability to continue as a going concern within one year after the date that the consolidated financial statements are available to be issued.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the consolidated financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the consolidated financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Company's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

Baker Tilly US, LLP

Chicago, Illinois
May 22, 2026

WESTELL TECHNOLOGIES, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

(In thousands, except share amounts)	March 31, 2026	March 31, 2025
Assets		
Current assets:		
Cash and cash equivalents	\$ 36,001	\$ 17,920
Accounts receivable (net of allowance of \$100 as of March 31, 2026 and March 31, 2025)	10,553	11,066
Inventories, net	9,769	10,567
Prepaid expenses and other current assets	1,458	899
Total current assets	<u>57,781</u>	<u>40,452</u>
Non-current assets:		
Property and equipment, net	230	281
Deferred income tax asset	11,633	9,150
Right-of-use assets on operating leases, net	2,409	2,834
Other non-current assets	57	124
Total assets	<u>\$ 72,110</u>	<u>\$ 52,841</u>
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	\$ 3,710	\$ 3,856
Accrued expenses	3,847	2,886
Deferred revenue	1,137	532
Total current liabilities	<u>8,694</u>	<u>7,274</u>
Non-current liabilities:		
Deferred revenue non-current	255	334
Lease liabilities non-current	1,925	2,356
Other non-current liabilities	170	101
Total liabilities	<u>11,044</u>	<u>10,065</u>
Commitments and contingencies (see Note 11)		
Stockholders' equity:		
Class A common stock, par \$0.01, Authorized – 109,000,000 shares, Outstanding – 7,906,358 and 7,854,722 shares at March 31, 2026 and March 31, 2025, respectively	79	79
Class B common stock, par \$0.01, Authorized – 25,000,000 shares, Issued and outstanding – 2,276,255 shares at both March 31, 2026 and March 31, 2025	23	23
Preferred stock, par \$0.01, Authorized – 1,000,000 shares, Issued and outstanding – none	—	—
Additional paid-in capital	422,014	421,405
Treasury stock at cost – 12,362,354 and 12,278,868 shares at March 31, 2026 and March 31, 2025, respectively	(48,241)	(48,081)
Accumulated deficit	(312,809)	(330,650)
Total stockholders' equity	<u>61,066</u>	<u>42,776</u>
Total liabilities and stockholders' equity	<u>\$ 72,110</u>	<u>\$ 52,841</u>

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

WESTELL TECHNOLOGIES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS

(in thousands, except per share amounts)

	Fiscal Year Ended March 31,	
	2026	2025
Revenue	\$ 67,539	\$ 42,440
Cost of revenue	38,217	25,365
Gross profit	29,322	17,075
Operating expenses		
Research and development	4,962	4,688
Sales and marketing	5,558	5,576
General and administrative	4,315	3,418
Total operating expenses	14,835	13,682
Operating income	14,487	3,393
Other income, net	978	942
Income before income taxes	15,465	4,335
Income tax benefit (expense)	2,376	9,066
Net income⁽¹⁾	\$ 17,841	\$ 13,401
Basic net income per share:	\$ 1.75	\$ 1.19
Diluted net income per share:	\$ 1.64	\$ 1.16
Weighted-average number of shares outstanding:		
Basic	10,170	11,263
Effect of dilutive securities: restricted stock, restricted stock units, performance stock units and stock options ⁽²⁾	707	288
Diluted	10,877	11,551

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

⁽²⁾ All shares represented by common stock equivalents for both the fiscal year ended March 31, 2026, and March 31, 2025, were included in the computation of average dilutive shares outstanding.

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

WESTELL TECHNOLOGIES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

(In thousands)	Common Stock Class A	Common Stock Class B	Additional Paid-in Capital	Treasury Stock	Accumulated Deficit	Total Stockholders' Equity
Balance, March 31, 2024	\$ 80	\$ 35	\$ 421,162	\$ (45,353)	\$ (344,051)	\$ 31,873
Net income	—	—	—	—	13,401	13,401
Class B converted to Class A	12	(12)	—	—	—	—
Common stock issued	2	—	(2)	—	—	—
Purchase of treasury stock	(15)	—	—	(2,728)	—	(2,743)
Stock-based compensation	—	—	245	—	—	245
Balance, March 31, 2025	79	23	421,405	(48,081)	(330,650)	42,776
Net income	—	—	—	—	17,841	17,841
Common stock issued	1	—	(1)	—	—	—
Purchase of treasury stock	(1)	—	—	(160)	—	(161)
Stock-based compensation	—	—	610	—	—	610
Balance, March 31, 2026	\$ 79	\$ 23	\$ 422,014	\$ (48,241)	\$ (312,809)	\$ 61,066

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

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

(In thousands)	Fiscal Year ended March 31,	
	2026	2025
Cash flows from operating activities:		
Net income	\$ 17,841	\$ 13,401
Reconciliation of net income to net cash used in operating activities:		
Depreciation	112	140
Amortization of operating lease ROU assets	457	588
Deferred income taxes	(2,483)	(9,150)
Stock-based compensation	610	245
Exchange rate loss (gain)	(6)	2
Changes in assets and liabilities:		
Accounts receivable	519	(6,819)
Inventories	798	(2,086)
Prepaid expenses and other current assets	(559)	225
Other assets	67	(5)
Deferred revenue	526	65
Operating lease liabilities	(421)	(624)
Accounts payable and accrued expenses	842	2,914
Net cash provided by (used in) operating activities	18,303	(1,104)
Cash flows from investing activities:		
Maturities of held-to-maturity short-term debt securities	—	2,047
Purchases of property and equipment	(61)	(222)
Net cash provided by (used in) investing activities	(61)	1,825
Cash flows from financing activities:		
Purchases of treasury stock	(161)	(2,743)
Net cash provided by (used in) financing activities	(161)	(2,743)
Net increase (decrease) in cash and cash equivalents	18,081	(2,022)
Cash and cash equivalents, beginning of period	17,920	19,942
Cash and cash equivalents, end of period	\$ 36,001	\$ 17,920
Supplemental disclosures of cash flow information:		
Cash paid (received) for income taxes, net	\$ 73	\$ (49)
Cash paid for amounts included in the measurement of operating lease liabilities	\$ 611	\$ 627
Right-of-use assets obtained in exchange for leases liabilities	\$ 32	\$ 2,531

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

WESTELL TECHNOLOGIES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 1. Basis of Presentation

Description of Business

Westell Technologies, Inc. (the “Company”) is a holding company. Its wholly owned subsidiary, Westell, Inc. (“Westell”), through its three segments, designs, manufactures and distributes high-performance network infrastructure solutions focused on expanding reliable communication networks through collaborative innovation. Westell’s solutions are sold primarily to communications service providers, tower operators, and enterprises deploying in-building wireless and public safety communication systems, enabling them to reduce operating costs and improve overall network performance.

Economic and Geopolitical Uncertainty

The Company sources product components and materials from countries outside the United States, including China and other regions subject to evolving trade policies. Tariffs, export controls, and other trade restrictions — including those recently imposed or expanded by the U.S. government — may significantly increase the cost of these materials and components, leading to higher production costs and possibly increased prices to customers. The Company may not be able to pass along these additional costs to customers, decreasing margins, or customers may reduce their purchases due to higher prices, the availability of alternate sources, or broader supply chain disruptions.

Furthermore, retaliatory trade measures by foreign governments, changes in U.S. trade policy, or the imposition of new sanctions or export restrictions could limit the Company's access to key components or markets. Any of the foregoing could have a material adverse effect on the Company's business, financial condition, and results of operations.

Global economic uncertainty, including inflationary pressures, currency fluctuations, and shifting geopolitical tensions, may further disrupt the Company's supply chain, affect customer demand, or limit the availability of critical components. The Company may also be required to identify and qualify new suppliers, which can be time-consuming and costly, may impact delivery schedules, and requires additional quality testing and validation.

Armed conflict in the Middle East beginning in late February 2026 has disrupted shipping through the Strait of Hormuz and damaged regional energy infrastructure, creating regional oil and gas product shortages and significant increases in crude oil, natural gas, and refined product prices. These conditions may increase the Company's transportation, logistics, and input costs, extend supply chain lead times, and reduce customer capital spending, any of which could have a material adverse effect on the Company's business, financial condition, and results of operations.

OTC Market Announcement

On July 1, 2025, the OTC Pink Current market transitioned to the OTCID Market— a basic reporting market for companies that meet a minimal current information standard and provide required management certifications. The Company met the eligibility requirements and successfully transitioned to the OTCID Market. The Company continues to trade on the OTCID Market under the symbol "WSTL." The Company does not know what, if any, effect this transition will have on the trading volume or liquidity of its shares.

CBP Launches CAPE Portal

In February 2026, the U.S. Supreme Court ruled that tariffs imposed under the International Emergency Economic Powers Act (“IEEPA”) were unlawful. Following this ruling, the U.S. Court of International Trade ordered U.S. Customs and Border Protection (“CBP”) to refund duties collected under IEEPA. CBP launched its Consolidated Administration and Processing of Entries (“CAPE”) portal on April 20, 2026 to begin processing refund claims, and the Company has submitted its claims for approximately \$1.5 million through the CAPE portal.

The Company is accounting for any potential IEEPA tariff refund under the contingent gain model in accordance with Accounting Standards Codification (“ASC”) 450-30, *Contingencies — Gain Contingencies*. Under this model, the Company will recognize any recovery only when the refund is actually received, as the ultimate availability, timing, and amount of any refund remain uncertain and subject to ongoing legal, regulatory, and administrative developments. Accordingly, no receivable or asset has been recorded in the accompanying financial statements related to any potential IEEPA tariff refund.

Additionally, following the SCOTUS ruling, the U.S. government has imposed and proposed new tariffs on certain goods under alternative statutory authorities, and the Company continues to monitor the evolving trade environment. Any of the foregoing could have a material adverse effect on the Company's business, financial condition, and results of operations.

Basis of Presentation and Reporting

The accompanying Consolidated Financial Statements include the accounts of the Company and its wholly-owned subsidiaries. The Consolidated Financial Statements have been prepared using accounting principles generally accepted in the United States (“GAAP”). All intercompany accounts and transactions have been eliminated in consolidation.

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 stand-alone selling prices, stock-based compensation, depreciation, income taxes, right-of-use lease assets and related lease liabilities, and contingencies, among other things. Actual results could differ from those estimates.

Subsequent Events

The Company has evaluated subsequent events from the balance sheet date through May 22, 2026, the date the financial statements were 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.

Note 2. Summary of Significant Accounting Policies

Cash and Cash Equivalents

Cash and cash equivalents consist of highly liquid investments with original maturities of three months or less when purchased and include bank deposits, debt instruments consisting of U.S. treasury bonds and money market funds. Money market funds are accounted for as available-for-sale securities.

Accounts Receivable and Allowance for Credit Losses

Trade accounts receivable are recorded at the invoiced amount, net of any allowance for credit losses. Standard payment terms are net 30 days from the invoice date. However, select large or strategic customers may be granted extended terms of up to 90 days, subject to credit approval and management review.

The Company provides allowances for credit losses to account for potential losses due to customers' inability to fulfil their payment obligations. This estimate considers both the overall quality of the receivable portfolio by aging category, specific customer credit risks, historical loss rates, and macroeconomic indicators. When the Company becomes aware of a particular customer's financial difficulties, it adjusts the allowance for doubtful accounts accordingly, reducing the receivable to the amount it reasonably expects to collect. Any subsequent recoveries are recognized in income when received.

Concentrations of Credit Risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash equivalents and trade receivables. The Company holds a U.S. bank savings account which is insured by the Federal Deposit Insurance Corporation (“FDIC”) up to the \$250,000 insurable limit, government money market funds and government bonds with less than a one year duration. The cash in the Company’s U.S. bank operating account is insured by the FDIC up to \$4.0 million as the Company’s bank deposits are spread across a group of 16 affiliated community banks, with each bank insuring up to the \$250,000 FDIC insurable limit.

Income per Share

The computation of basic net income per share is computed using the weighted-average number of common shares outstanding during the period. Diluted net income per share includes the number of additional common shares that would have been outstanding if the dilutive potential shares had been issued.

Inventories and Inventory Valuation

Inventories are stated at the lower of cost, determined by first-in, first-out (“FIFO”) method or net realizable value. Net realizable value is based upon an estimated average selling price reduced by estimated costs of disposal. Should actual market conditions differ from the Company’s estimates, the Company’s future results of operations could be materially affected. Reductions in inventory valuation are included in Cost of revenue in the accompanying Consolidated Statements of Operations. The Company reviews inventory for excess quantities and obsolescence based on its best estimates of future demand, product lifecycle status and product development plans. The Company uses historical information along with these future estimates to reduce the inventory cost basis. Subsequent changes in facts and circumstances do not result in the restoration or increase in that newly established cost basis. Prices anticipated for future inventory demand are compared to current and committed inventory values.

The components of net inventories are as follows:

(in thousands)	March 31, 2026	March 31, 2025
Raw materials	\$ 3,373	\$ 3,404
Finished goods	6,396	7,163
Inventories, net	<u>\$ 9,769</u>	<u>\$ 10,567</u>

The Company records provisions against inventory for excess and obsolescence, which are determined based on the Company's best estimates of future demand, product lifecycle status and product development plans. The Company recorded provision for excess and obsolete inventory with a charge of less than \$0.1 million and approximately \$0.5 million in fiscal years ended March 31, 2026 and 2025, respectively. 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, long lead-times or other factors.

Prepaid Expenses and Other Current Assets

Prepaid expenses and other current assets generally consist of prepaid maintenance agreements and prepaid insurance, which are amortized as expense over the term of the underlying contract.

Property and Equipment, net

Property and equipment are stated at cost, net of accumulated depreciation and amortization. Depreciation and amortization are computed using the straight-line method over the estimated useful lives of the assets, or for leasehold improvements, the shorter of the remaining lease term or the estimated useful life. The estimated useful lives for machinery and equipment range from five to seven years and for office, computer and research equipment from two to five years. Expenditures for major renewals and improvements that extend the useful life of property and equipment are capitalized.

Depreciation expense was \$0.1 million for both fiscal years ended March 31, 2026 and 2025. In accordance with ASC Topic 360, *Property, Plant and Equipment* (“ASC 360”), the Company assesses all of its long-lived assets, including intangibles, for impairment when impairment indicators are identified. If the carrying value of an asset exceeds its undiscounted cash flows, an impairment loss may be necessary. An impairment loss is calculated as the difference between the carrying value and the fair value of the asset. There was no long-lived asset impairment during the fiscal years ended March 31, 2026, or March 31, 2025.

The components of Property and equipment are as follows:

(in thousands)	March 31, 2026	March 31, 2025
Machinery and equipment	\$ 1,500	\$ 1,492
Office, computer and research equipment	4,133	4,506
Leasehold improvements	803	788
Property and equipment, gross	6,436	6,786
Less accumulated depreciation and amortization	(6,206)	(6,505)
Property and equipment, net	<u>\$ 230</u>	<u>\$ 281</u>

Accrued Expenses

The components of accrued expenses are as follows:

(in thousands)	March 31, 2026	March 31, 2025
Accrued compensation	\$ 2,674	\$ 1,892
Current operating lease liability	393	351
Other accrued expenses	780	643
Total accrued expenses	<u>\$ 3,847</u>	<u>\$ 2,886</u>

Revenue Recognition and Deferred Revenue

The Company records revenue in accordance with ASC Topic 606, *Revenue From Contracts With Customers* (“ASC 606”), using a five-step model. Revenue is generated from the sale of products, software, and services as identified in customer contracts. A contract exists when the agreement that creates enforceable rights and obligations, identifies performance obligations, payment terms, and has commercial substance. The Company records revenue when control of the promised products or services transfers to the customer, in an amount that reflects the consideration the Company expects to receive, including any estimated variable consideration.

Most revenue is recorded at a point in time, typically upon the sale and transfer of control of tangible products, as specified in the terms of the contract. For right-to-use software, revenue is recognized at the point in time the customer obtains access and can substantially benefit from use of the software. Standard warranties provided with products, such as bug fixes, minor updates, and support are considered assurance-type warranties and are not treated as separate performance obligations. The Company accrues the expected cost of providing these warranties. Extended warranties are sold separately with a post-contract support (“PCS”). PCS revenue is recognized over the support period. Revenue from installation services is recognized when the services have been completed.

For contracts with multiple performance obligations, the Company identifies each distinct obligation and allocates the transaction price accordingly. In most cases, allocation is based on the relative stand-alone selling price of each obligation. In circumstances where the stand-alone selling price is not observable, the residual approach is used.

When performance obligations are satisfied over time, the Company applies a consistent method to measure progress toward completion satisfaction of that performance obligation that best represents the transfer of control to the customer. If the measure of performance exceeds the customer’s payments to date, a contract asset is recorded. Conversely, when payments exceed the performance to date, a contract liability is recorded. Contract-related assets and liabilities are presented on the Consolidated Balance Sheets in Prepaid expenses and other current assets and Deferred revenue, respectively.

Customer billings for services not yet performed are deferred and recognized as revenue as the services are delivered. These amounts are presented as Deferred revenue or Deferred revenue non-current, as applicable, in the Consolidated Balance Sheets.

The Company allows certain customers to return unused product under specified terms and conditions. Estimated returns are based on historical sales and return trends and recorded as a refund liability, included in Accrued expenses on the Consolidated Balance Sheets. An asset for expected returned inventory is also recorded in Prepaid and other current assets in the Consolidated Balance Sheets.

Sales Taxes

The Company records revenue net of sales taxes.

Shipping and Handling

Shipping and handling billed to customers is recorded as revenue. The Company classifies shipping and handling costs associated with both inbound freight and the distribution of finished product to our customers as cost of revenue.

Contract Costs

The Company recognizes the incremental costs of obtaining contracts as an expense when incurred if the amortization period of the assets that otherwise would have been recognized is one year or less. These costs are included in sales and marketing and general and administrative expenses. If the incremental direct costs of obtaining a contract, which consist of sales commissions, relate to a service recognized over a period longer than one year, costs are deferred and amortized in line with the related services over the period of benefit. As of March 31, 2026 and 2025, there were no deferred contract costs.

Financing

The Company forgoes adjusting contract consideration for the effects of any financing component if payments for goods and services are expected to be received one year or less from when control of the goods or services has transferred to the customer. Payment terms vary by customer. Generally, the time between invoicing and when payment is due is not significant. Occasionally, the Company requires customers to make a payment before delivery of the products or services to the customer.

Product Warranties

Most of the Company's products carry a limited warranty of up to seven years. The Company accrues for estimated warranty costs as products are shipped based on historical sales and cost of repair or replacement trends relative to sales.

Research and Development Costs

Engineering and product research and development costs are charged to expense as incurred.

Stock-based Compensation

The Company recognizes stock-based compensation expense for all employee stock-based payments based upon the fair value on the award's grant date over the requisite service period. If the awards are performance based, the Company must estimate future performance attainment to determine the number of awards expected to vest. Determining the fair value of equity-based options requires the Company to estimate the expected volatility of its stock, the risk-free interest rate, expected option term, and expected dividend yield. The Company accounts for forfeitures as they occur.

See Note 7. *Stock-Based Compensation* for further discussion of the Company's stock-based compensation plans.

Fair Value Measurements

The Company accounts for the fair value of assets and liabilities in accordance with ASC Topic 820, *Fair Value Measurements and Disclosures* ("ASC 820"). ASC 820 defines fair value and establishes a framework for measuring fair value as required by other

accounting pronouncements. See Note 12. *Fair Value Measurements* for further discussion of the Company's fair value measurements.

Foreign Currency

The Company's functional currency is the U.S. Dollar. The Company is primarily exposed to foreign currency exchange rate fluctuations between the U.S. dollar and the Australian and Canadian dollars, including the impact on receivables and investments denominated in those currencies. Transaction gains or losses resulting from changes in foreign currency exchange rates are recorded as a component of Other income, net on the Consolidated Statements of Operations.

Income Taxes

The Company accounts for income taxes under the provisions of ASC Topic 740, *Income Taxes* ("ASC 740"). ASC 740 requires an asset and liability based approach in accounting for income taxes. Deferred income tax assets, including those based on net operating loss ("NOL") and certain tax credit carryovers and liabilities, are recorded based on the differences between the financial statement and tax bases of assets and liabilities, applying enacted statutory tax rates in effect for the year in which the tax differences are expected to reverse. Valuation allowances are provided against deferred tax assets, which are assessed as not likely to be realized. On a quarterly basis, management evaluates the recoverability of deferred tax assets and the need for a valuation allowance. This evaluation requires the use of estimates and assumptions and considers all positive and negative evidence and factors, such as the scheduled reversal of temporary differences, the mix of earnings in the jurisdictions in which the Company operates, and prudent and feasible tax planning strategies. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the dates of enactment. The Company accounts for unrecognized tax benefits based upon its assessment of whether a tax benefit is more likely than not to be sustained upon examination by tax authorities. The Company reports a liability for unrecognized tax benefits resulting from unrecognized tax benefits taken or expected to be taken in a tax return and recognizes interest and penalties, if any, related to its unrecognized tax benefits in income tax expense. See Note 10. *Income Taxes* for further discussion of the Company's income taxes.

Recently Issued Accounting Pronouncements Not Yet Adopted as of March 31, 2026

In December 2025, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Updated ("ASU") ASU 2025-12, *Codification Improvements ("ASU 2025-12")*. ASU 2025-12 includes amendments that clarify, correct errors in, and make minor improvements to various Topics in the FASB Accounting Standards Codification. The amendments are intended to improve the consistency and usefulness of the Codification and do not introduce new accounting requirements. For public business entities, ASU 2025-12 is effective for annual periods beginning after December 15, 2026, and interim periods within the annual period. Early adoption is permitted for any interim or annual period for which financial statements have not yet been issued or made available for issuance. The Company may elect the transition method on an issue-by-issue basis. The Company is currently evaluating the impact of ASU 2025-12 on the Company's Consolidated Financial Statements or related disclosures.

In December 2025, the FASB issued ASU 2025-11, *Interim Reporting (Topic 270): Improvements to Interim Disclosure Requirements ("ASU 2025-11")*. The standard clarifies disclosure requirements for interim financial statements and is effective for interim periods beginning after December 15, 2027. Early adoption is permitted. The Company is currently evaluating the impact of ASU 2025-11 on the Company's Consolidated Financial Statements and related disclosures.

In July 2025, the FASB issued ASU 2025-05, *Measurement of Credit Losses for Accounts Receivable and Contract Assets ("ASU 2025-05")*. Although the amendments primarily apply to private companies and certain not-for-profit entities, the ASU allows public business entities to elect a practical expedient for measuring expected credit losses on short-term trade receivables and contract assets arising from revenue transactions within the scope of ASC 606. Under the expedient, an entity may measure expected credit losses based on historical loss information adjusted for current conditions and reasonable and supportable forecasts, without developing a detailed lifetime expected loss model for such assets. For public business entities, ASU 2025-05 is effective for annual periods beginning after December 15, 2025, and interim periods within each annual period. If elected, the practical expedient is applied prospectively to eligible financial assets as of the adoption date. The Company is currently evaluating whether to elect this practical

expedient, but adoption is not expected to have a material impact on the Company's Consolidated Financial Statements and related disclosures.

In November 2024, the FASB issued ASU 2024-03, *Income Statement-Reporting Comprehensive Income-Expense Disaggregation Disclosures (Subtopic 220-40)* ("ASU 2024-03"). ASU 2024-03 requires the disaggregation of certain expense captions on the face of the income statement into specified categories in disclosures within the notes to the financial statements. The FASB further clarified the effective date with the issuance of ASU 2025-01, *Income Statement — Reporting Comprehensive Income — Expense Disaggregation Disclosures (Subtopic 220-40): Clarifying the Effective Date* ("ASU 2025-01"). ASU 2024-03 is effective for annual periods beginning after December 15, 2026, and interim periods within annual reporting periods beginning after December 15, 2027, on a prospective or retrospective basis, with early adoption permitted. The Company is currently evaluating the effects of the adoption of ASU 2024-03 on the Company's Consolidated Financial Statements and related disclosures.

Recently Adopted Accounting Pronouncements

In December 2023, the FASB issued ASU 2023-09, *Income Taxes (Topic 740) - Improvements to Income Tax Disclosures* ("ASU 2023-09"). ASU 2023-09 is intended to address investor requests for more transparency about income tax information through improvements to income tax disclosures primarily related to the effective tax rate reconciliation as well as additional income taxes paid information. The Company adopted ASU 2023-09 effective April 1, 2025, for its annual financial statements for the fiscal year ending March 31, 2026. The Company has elected prospective application. The ASU-2023-09 expanded the scope and detail of income tax disclosures, but it did not materially impact the Company's results of operations, financial position, or cash flows. See Note 10. *Income Taxes* for further discussion of the Company's income taxes.

In March 2024, the FASB issued ASU 2024-01, *Compensation—Stock Compensation (Topic 718): Scope Application of Profits Interest and Similar Awards* ("ASU 2024-01"), to clarify the scope application of profits interest and similar awards by adding illustrative guidance in ASC 718, Compensation - Stock Compensation. The ASU clarifies how to determine whether profits interest and similar awards are in the scope of ASC 718 and applies to all reporting entities that account for profits interest awards as compensation to employees or non-employees. In addition to adding the illustrative guidance, the ASU modified the language in paragraph 718-10-15-3 to improve its clarity and operability. However, this amendment does not change the intent of that guidance, nor how it should be applied. The Company adopted ASU 2024-01 effective April 1, 2025, as required for public business entities. ASU 2024-01 was applied prospectively to all new awards and modifications to existing awards on or after the adoption date. The adoption did not have a material impact on its Consolidated Financial Statements, as the Company's existing equity-based compensation arrangements were already being accounted for under Topic 718. The Company will continue to monitor future profits interest or similar arrangements to ensure proper application of the updated scope guidance.

In March 2024, the FASB issued ASU 2024-02, *Codification Improvements - Amendments to Remove References to the Concepts Statements* ("ASU 2024-02"). This amendment to the Codification removes references to various Concepts Statements. This update is effective for public business entities for fiscal years beginning after December 15, 2024, with early adoption permitted if adopted as of the beginning of the fiscal year that includes that interim period. The Company adopted the standard effective April 1, 2025, on a prospective basis. The adoption of ASU 2024-02 did not have a material impact on the Company's Consolidated Financial Statements, as the changes are primarily editorial in nature and do not affect recognition, measurement, or disclosure requirements.

Note 3. Revolving Credit Agreement

Revolving Credit Agreement

Effective August 31, 2025, the Company executed a third amendment (the "3rd Amendment") to its credit agreement dated as of December 15, 2022 with St. Charles Bank & Trust Company, N.A (the "Credit Agreement"). The 3rd Amendment extends the maturity on the revolving credit facility in an amount up to \$5.0 million to August 31, 2026. The 3rd Amendment also removed the borrowing base calculation. 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 would bear interest at SOFR plus 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. There were no borrowings under this facility at March 31, 2026 or March 31, 2025. There was \$5.0 million available under this facility at March 31, 2026.

Note 4. Leases

The Company accounts for leases under ASC Topic 842, *Leases*. Leases with an initial term of 12 months or less are not recorded on the 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. 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 lease requires residual value guarantees.

The Company reviews the impairment of 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 March 31, 2026, consisted of the following (in thousands):

Fiscal Year Ending March 31,	Operating Leases
2027	\$ 551
2028	607
2029	626
2030	644
Thereafter	316
Total lease payments	2,744
Less: imputed interest	(426)
Total operating lease liabilities	\$ 2,318

As of March 31, 2026, the weighted-average remaining lease term was 4.6 years and the weighted-average discount rate was 7.3%. As of March 31, 2025, the weighted-average remaining lease term was 5.6 years and the weighted-average discount rate was 7.3%.

During the quarter ended September 30, 2025, the Company executed a one-year extension for the 2,225 square feet Manchester, New Hampshire location (the “NH Lease”). The NH Lease expires August 31, 2026.

During the quarter ended March 31, 2025, the Company executed a 60- month lease extension for approximately 83,000 square feet for our Aurora, Illinois headquarters facility (the “Aurora Lease”). The Aurora lease expires November 30, 2030.

During the quarter ended September 30, 2024, the Company executed an amendment to the Dublin, Ohio design service center to reduce square footage from 5,798 to 2,756 effective March 1, 2025 and extend the term to expire on May 31, 2030.

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, Research and development, Sales and marketing, and General and administrative in the Company's Consolidated Statements of Operations.

The components of lease expense are as follows:

(in thousands)	Fiscal Year Ended March 31,	
	2026	2025
Operating lease expense	\$ 647	\$ 606
Variable lease expense ⁽¹⁾	273	246
Total lease expense ⁽²⁾	\$ 920	\$ 852

⁽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.

The following table summarizes the classification of ROU assets and lease liabilities as of March 31, 2026 and March 31, 2025:

(in thousands)	March 31, 2026	March 31, 2025	Balance Sheet Classification
Assets:			
ROU assets	\$ 2,409	\$ 2,834	Right-of-use assets on operating leases, net
Liabilities:			
Current operating lease liability	393	351	Accrued expenses
Non-current operating lease liabilities	1,925	2,356	Lease liabilities non-current
Total lease liabilities	\$ 2,318	\$ 2,707	

Note 5. Revenue Recognition and Deferred Revenue

Disaggregation of revenue

The following table disaggregates our revenue by major source:

(in thousands)	Fiscal Year Ended March 31,	
	2026	2025
Revenue:		
Products	\$ 57,521	\$38,117
Software	428	384
Services	9,590	3,939
Total revenue	\$ 67,539	\$ 42,440

The following is the expected future revenue recognition timing of deferred revenue as of March 31, 2026:

(in thousands)	< 1 year	1-2 years	> 2 years
Deferred Revenue	\$ 1,137	\$ 112	\$ 143

During the fiscal years ended March 31, 2026 and 2025, the Company recognized \$0.5 million 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, which is recorded in Accrued expenses on the accompanying Consolidated Balance Sheets, was \$0.2 million and \$0.1 million at March 31, 2026 and March 31, 2025, respectively. The gross product return asset, which is recorded in Prepaid and other current assets in the Consolidated Balance Sheets, was \$0.1 million at both March 31, 2026 and March 31, 2025.

Note 6. 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. The Company’s CODM is the Chief Executive Officer. 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 the Company described in the summary of significant accounting policies.

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, schools, and other buildings and indoor venues not adequately served by the outdoor macro network. For the public safety market, the Company provides NFPA 1225 and UL 2524 compliant Emergency Responder Communication Enhancement Systems (“ERCES”), including Class A/B bi-directional amplifiers (“BDAs”), VHF/UHF BDAs, public safety fiber distributed antenna systems (“DAS”), battery backup units, and associated annunciator alarm products. For both public safety and cellular applications, IBW also offers passive signal distribution, attenuation and surge protection products, and a broad portfolio of indoor antennas.

Intelligent Site Management (“ISM”) Segment

ISM segment solutions provide Industrial Internet of Things (“IoT”) remote site monitoring and management for wireless service providers, tower operators, and utilities. The core offering is a family of Remote Terminal Units (“RTUs”), led by the RMX-4000 platform, which enables customers to remotely monitor, manage, and control cell sites and other remote infrastructure — including tower lighting, generators and fuel, environmental alarms, DC and hybrid power systems, and site security. RTUs interoperate with the Westell Optima Management System or with customer-preferred network management software. ISM also offers support services (i.e., maintenance agreements) and deployment services (i.e., installation).

Communications Network Solutions (“CNS”) Segment

CNS segment solutions are outdoor hardened, standards compliant, network infrastructure products used in both indoor central office and outdoor access network applications by telecommunications service providers and their engineering and construction partners. Many of the CNS products are Build America, Buy America (“BABA”) compliant. Offerings include integrated outdoor cabinets, fiber distribution hubs (“FDHs”) and universal fiber splitters, DC power distribution fuse and breaker panels, fiber access products, and copper and fiber connectivity panels and couplers.

Segment information for the fiscal years ended March 31, 2026 and 2025, is set forth below:

Fiscal Year Ended March 31, 2026				
(in thousands)	IBW	ISM	CNS	Total
Revenue	\$ 12,769	\$ 35,145	\$ 19,625	\$ 67,539
Cost of revenue	9,481	16,157	12,579	38,217
Gross profit	3,288	18,988	7,046	29,322
Gross margin	25.7%	54.0%	35.9%	43.4%
Research and development	1,634	2,119	1,209	4,962
Segment profit	<u>\$ 1,654</u>	<u>\$ 16,869</u>	<u>\$ 5,837</u>	24,360
Operating expenses:				
Sales and marketing				5,558
General and administrative				4,315
Operating income				14,487
Other income, net				978
Income tax benefit (expense)				2,376
Net income				<u>\$ 17,841</u>

Fiscal Year Ended March 31, 2025				
(in thousands)	IBW	ISM	CNS	Total
Revenue	\$ 11,116	\$ 18,422	\$ 12,902	\$ 42,440
Cost of revenue	7,594	8,638	9,133	25,365
Gross profit	3,522	9,784	3,769	17,075
Gross margin	31.7%	53.1%	29.2%	40.2%
Research and development	1,676	1,982	1,030	4,688
Segment profit	<u>\$ 1,846</u>	<u>\$ 7,802</u>	<u>\$ 2,739</u>	12,387
Operating expenses:				
Sales and marketing				5,576
General and administrative				3,418
Operating income				3,393
Other income, net				942
Income tax benefit (expense)				9,066
Net income				<u>\$ 13,401</u>

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

Enterprise-wide and Geographic Information

More than 95% and more than 91% of the Company's revenues were generated in the United States in fiscal years ended March 31, 2026 and 2025, respectively. More than 90% of the Company's long-lived assets are located in the United States.

Significant Customers and Concentration of Credit

The Company is dependent on certain major companies operating in telecommunications markets.

Revenue from major customers that exceeded 10% of total revenue are as follows:

	Fiscal Year Ended March 31,	
	2026	2025
Customer 1	42.3 %	28.4 %

Receivables from major customers that exceeded 10% of total accounts receivable balance are as follows:

	March 31, 2026	March 31, 2025
Customer 1	29.4 %	53.5 %
Customer 2	12.1 %	1.1 %

Customer 1 is a customer of all reporting segments. Customer 2 is primarily a customer of the ISM and CNS reporting segments.

Note 7. Stock-Based Compensation

Employee Stock Incentive Plans

The Westell Technologies, Inc. 2023 Omnibus Incentive Compensation Plan (the “2023 Plan”) was approved at the annual meeting of stockholders on November 7, 2023. If any award granted under the 2023 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 2023 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. With outstanding PSUs at target and max, there are a total of 332,329 shares and 193,043 shares available, respectively, for issuance under the 2023 Plan as of March 31, 2026.

The stock options, restricted stock awards (“RSAs”), and restricted stock units (“RSUs”) awarded under the 2023 Plan generally vest in equal annual installments over 3 years for employees and 1 year for non-employee directors. Performance-based restricted stock units (“PSUs”) earned generally vest over the performance period, as described below. Certain awards provide for accelerated vesting if there is a change in control (as defined in the 2023 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 2023 Plan.

Stock-Based Compensation

Total stock-based compensation expense is reflected in the Consolidated Statements of Operations as follows:

(in thousands)	Fiscal Year Ended March 31,	
	2026	2025
Cost (benefit) of revenue	\$ 19	\$ 1
Sales and marketing	40	23
Research and development	19	1
General and administrative	532	220
Stock-based compensation	610	245

Stock Option

Stock options that have been granted by the Company have an exercise price that is equal to the reported value of the Company's stock on the grant date. The Company's options have a contractual term of 7 years. Compensation expense is recognized on a straight-line basis over the vesting period for the award.

The Company uses the Black-Scholes model to estimate the fair value of employee stock options on the date of grant. That model employs parameters for which the Company has made estimates according to the assumptions noted below. Expected volatilities were based on historical volatilities of the Company's stock. The expected option lives represent the period of time that options granted are expected to be outstanding based on historical trends. The risk-free interest rates were based on the United States Treasury yield curve for the expected term at the time of grant. The dividend yield was based on expected dividends at the time of grant, which has always been zero.

All outstanding options were fully vested by March 31, 2023, so there was no stock-based compensation expense related to stock option in the fiscal years ended March 31, 2026 or March 31, 2025. There were no options granted or exercised in fiscal years ended March 31, 2026 and 2025. As of both March 31, 2026 and March 31, 2025, there were no unvested options.

Stock option activity for the fiscal year ended March 31, 2026, is as follows:

	Shares	Weighted-Average Exercise Price Per Share	Weighted-Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value ⁽¹⁾ (\$ in thousands)
Outstanding on March 31, 2025	150,000	\$ 1.35	1.4	\$ 120
Granted	—	—		
Exercised	—	—		
Forfeited	—	—		
Expired	—	—		
Outstanding as of March 31, 2026	150,000	\$ 1.35	0.4	\$ 698
Exercisable as of March 31, 2026	150,000	\$ 1.35	0.4	\$ 698

⁽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.

RSAs

Vesting of RSAs is subject to continued employment with the Company. During fiscal years ended March 31, 2026 and 2025, non-employee directors received grants of 3,648 and 12,048 shares with a weighted-average grant date fair value of \$5.48 and \$1.66, respectively. The Company recognizes compensation expense restricted stock on a straight-line basis over the vesting periods for the award based on the market value of Westell Technologies stock on the date of grant.

The Company recorded \$20,000 and \$23,000 of expense in the fiscal years ended March 31, 2026 and 2025, respectively, related to restricted stock. As of March 31, 2026, there is approximately \$12,000 of unrecognized compensation expense, related to non-vested restricted stock, which is expected to be recognized over a weighted-average period of 0.6 years. The total intrinsic fair value of shares vested was \$77,000 and \$27,000 during fiscal years ended March 31, 2026 and 2025, respectively.

The following table sets forth restricted stock activity for the fiscal year ended March 31, 2026:

	Shares		Weighted-Average Grant Date Fair Value per
Non-vested as of March 31, 2025	12,048	\$	1.66
Granted	3,648		5.48
Vested	(12,048)		1.66
Forfeited	—		—
Non-vested as of March 31, 2026	<u>3,648</u>	\$	5.48

RSUs

In fiscal years ended March 31, 2026 and 2025, there were 141,022 and 156,710 shares with a weighted-average grant date fair value of \$1.95 and \$1.47, respectively, of RSUs awarded to certain key employees. These awards convert into shares of Class A Common Stock on a one-for-one basis upon vesting. The Company recognizes compensation expense on a straight-line basis over the vesting period for the award based on the market value of Westell Technologies stock on the date of grant.

The Company recorded stock-based compensation expense of \$213,000 and \$219,000 for RSUs in fiscal years ended March 31, 2026 and 2025, respectively. As of March 31, 2026, there is approximately \$210,000 of unrecognized compensation expense related to the RSUs, which is expected to be recognized over a weighted-average period of 1.8 years. The total intrinsic fair value of RSUs vested was \$256,000 and \$309,000 during fiscal years ended March 31, 2026 and 2025, respectively.

The following table sets forth the RSU activity for the fiscal year ended March 31, 2026:

	Shares		Weighted-Average Grant Date Fair Value per Share
Non-vested as of March 31, 2025	279,876	\$	1.51
Granted	141,022		1.95
Vested	(131,474)		1.50
Forfeited	(44,581)		1.57
Non-vested as of March 31, 2026	<u>244,843</u>	\$	1.76

PSUs

During the fiscal year ended March 31, 2026, the Compensation Committee granted 182,047 PSUs (at target) to executives pursuant to the Westell Technologies, Inc. 2023 Omnibus Incentive Compensation Plan with a weighted-average grant date fair value of \$1.95 (the FY26 PSU Grant). A total of 161,535 PSUs were earned based upon achievement of a pre-determined performance goal for fiscal year 2026, but have a continued employment provision and will cliff vest based upon the completion of the fiscal year 2028 audited financial statements. Upon vesting, the PSUs convert into shares of Class A Common Stock of the Company on a one-for-one basis. As of March 31, 2026, 20,512 shares of the FY26 PSU Grant were forfeited prior to vesting.

During the fiscal year ended March 31, 2025, the Compensation Committee granted 232,141 PSUs (at target) to executives with a weighted-average grant date fair value of \$1.40 (the FY25 PSU Grant). These PSUs will be earned based upon achievement of a pre-determined performance goal for fiscal year 2027. The PSUs will cliff vest based on actual attainment on the Compensation Committees certification date for the fiscal 2027 results. Actual attainment could range from 0% to 200% depending on actual results, but capped at 175,000 shares per participant. Upon vesting, the PSUs convert into shares of Class A Common Stock of the Company on a one-for-one basis. During the fiscal year ended March 31, 2026, the Company reassessed the probability of achieving the performance target for these awards. As a result of the change in probability during fiscal year 2026, the Company recorded cumulative catch-up expense which represents the difference between the cumulative expenses that should have been recognized from the grant date through the current period, assuming probable achievement at the current expected attainment rate, and the amount previously recognized. Based on current business performance and updated forecasts, the Company has determined that it is probable

that the performance goal will be achieved for these awards. As of March 31, 2026, 53,571 shares of the FY25 PSU Grant were forfeited prior to vesting.

The Company will continue to assess the probability of achieving performance targets each reporting period.

The Company recorded \$378,000 and \$3,000 stock-based compensation expense for PSUs in fiscal years ended March 31, 2026 and 2025, respectively. As of March 31, 2026, based on anticipated attainment, there is approximately \$382,000 of unrecognized compensation expense related to the PSUs to be recognized over a weighted-average period of 1.7 years.

The following table sets forth the PSU activity for the fiscal year ended March 31, 2026:

	<u>Shares</u>	<u>Weighted-Average Grant Date Fair Value per Share</u>
Non-vested as of March 31, 2025	178,570	\$ 1.40
Granted, at target	182,047	1.95
Vested	—	—
Forfeited	(20,512)	1.95
Non-vested as of March 31, 2026	<u>340,105</u>	<u>\$ 1.66</u>

Note 8. Product Warranties

The Company's products carry a limited warranty ranging from one to three years for the products within the IBW segment, typically one to two years for products within the ISM segment, and one to seven years for products within the CNS segment. The specific terms and conditions of 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 \$124,000 and \$137,000 as of March 31, 2026 and 2025, respectively, and are presented on the Consolidated Balance Sheets in Accrued expenses. The non-current portions of the warranty reserves are \$111,000 and \$43,000 as of March 31, 2026 and 2025, respectively, and are presented on the Consolidated Balance Sheets in Other non-current liabilities.

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

(in thousands)	Fiscal Year Ended	
	March 31,	
	<u>2026</u>	<u>2025</u>
Total product warranty reserve at the beginning of the period	\$ 180	\$ 180
Warranty expense to cost of revenue	181	132
Utilization	(126)	(132)
Total product warranty reserve at the end of the period	<u>\$ 235</u>	<u>\$ 180</u>

Note 9. 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 the Company and the owner, AccessTel, of the remaining 50% equity to one customer in Australia. 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. During the quarter ended September 30, 2025, Battery Energy Power Solutions acquired AccessTel, but there was no impact on the accounting for joint venture. The carrying amount of the Company's investment in AKA was approximately \$25,000 and \$76,000 as of March 31, 2026 and March 31, 2025, respectively, which is presented on the Consolidated Balance Sheets within Other non-current assets. During fiscal year 2026, the Company received a cash dividend payment of approximately \$64,000 from AKA. There were no dividends received from AKA during fiscal year 2025.

The Company's revenue from sales to AKA for the fiscal years ended March 31, 2026 and 2025 was \$1.4 million and \$1.6 million. Accounts receivable from AKA is \$0.4 million and \$0.1 million at March 31, 2026 and March 31, 2025, respectively. Deferred revenue relating to AKA maintenance contracts is \$0.3 million and \$0.4 million as of March 31, 2026 and March 31, 2025, respectively. The Company also has an unlimited guarantee for the performance of the other owner in AKA, who 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 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 10. *Income Taxes*

The Company utilizes the asset and liability method of accounting for income taxes. Deferred taxes are determined based on the differences between the financial statements and tax bases of assets and liabilities in accordance with the provisions of enacted tax laws. When evaluating the realizability of the deferred tax assets, the Company assesses whether it is more likely than not that all or part of the deferred tax assets will not be realized through future taxable income. This evaluation requires significant judgment and the use of objectively verifiable data. Given the sensitivity of the analysis, changes to the assumptions in subsequent periods could materially impact the valuation allowance. In making this determination, the Company considered all of the evidence available at the time, including recent earnings, projected income, historical performance, project-based revenue, and broader macroeconomic conditions. Additionally, during fiscal year ended March 31, 2026, the U.S. government enacted significant tax legislation commonly referred to as the One Big Beautiful Bill Act (the "Act"), on July 4, 2025, which introduces numerous changes to the U.S. federal income tax code. The Act includes, among other things, a revision to the treatment of research and experimental ("R&E") expenditures under Section 174 of the Internal Revenue Code. Because the Act changes the tax accounting method for R&E expenditures, the Company evaluated the impact on the Company's deferred tax assets and liabilities as of March 31, 2026. The Company also included improved taxable income forecasts along with the impact of the Act, resulting in a discrete tax benefit recognized in the current quarter. During the fiscal year ended March 31, 2026, as a result of the remeasurement of the Company's net deferred tax assets, the Company released \$5.0 million of our valuation allowance, which also impacted the provision for income taxes as a discrete non-cash tax benefit.

For the fiscal years ended March 31, 2026 and March 31, 2025, the Company reduced its valuation allowance against deferred tax assets by \$5.0 million and \$7.8 million, respectively, which also impacted the provision for income taxes. The reductions are based on the Company's then current assessment of its ability to realize future tax benefits associated with net operating loss carryforwards and other deferred tax assets. The reductions reflects improved projections of future taxable income verses previous projections, which supports the conclusion that it is more likely than not that certain deferred tax assets will be realized. The Company will continue to monitor the need for a valuation allowance against the deferred tax assets on a quarterly basis, which while unknown at this time, could result in the release of additional valuation allowance and increase net income under GAAP.

As of March 31, 2026, the remaining valuation allowance against deferred tax assets is \$16.9 million.

Income Tax Expense (Benefit)

The income tax expense (benefit) is summarized as follows:

(in thousands)	Fiscal Year Ended March 31,	
	2026	2025
Federal:		
Current	\$ —	\$ —
Deferred	(1,989)	(8,346)
	(1,989)	(8,346)
State:		
Current	108	77
Deferred	(495)	(804)
	(387)	(727)
Foreign:		
Current	—	7
Deferred	—	—
	—	7
Total	\$ (2,376)	\$ (9,066)

Effective Income Tax Rate Reconciliation

The statutory federal income tax rate is reconciled to the Company's effective income tax rates as follows:

(in thousands, except percentages)	Fiscal Year Ended March 31, 2026		Fiscal Year Ended March 31, 2025	
	\$	%	\$	%
Income tax at statutory federal rate	\$3,248	21.0 %	\$910	21.0 %
State and local income tax, net of federal tax effect (a)	603	3.9	(2,608)	(60.2)
Foreign taxes	—	—	7	0.2
Nontaxable or nondeductible items:				
Equity compensation	(25)	(0.2)	(14)	(0.3)
Other	9	0.1	6	0.1
Tax Credits:				
Expiration of foreign tax credit	—	—	31	0.7
Change in valuation allowance	(4,986)	(32.3)	(7,839)	(180.9)
Other tax adjustments	(1,225)	(7.9)	441	10.2
Effective income tax rate	\$ (2,376)	(15.4) %	\$ (9,066)	(209.2) %

(a) The jurisdiction that contributes to the majority of the tax effect in this category is Illinois

Deferred Income Tax Assets

Components of the net deferred income tax assets are as follows:

(in thousands)	March 31, 2026	March 31, 2025
Deferred income tax assets:		
Allowance for doubtful accounts	\$ 24	\$ 24
Foreign tax credit carryforward	—	—
Depreciation	73	66
Deferred revenue	330	204
Accrued compensation	660	363
Inventory reserves	582	730
Accrued warranty	56	43
Net operating loss and capital carryforwards	26,075	26,893
Intangibles and goodwill	352	467
Research and experimental costs	215	2,081
Other	175	174
Gross deferred tax assets	28,542	31,045
Valuation allowance	(16,909)	(21,895)
Net deferred income tax assets	<u>\$ 11,633</u>	<u>\$ 9,150</u>

As discussed above, the valuation allowance decreased by approximately \$5.0 million and \$7.8 million in fiscal years ended March 31, 2026 and March 31, 2025, respectively.

The Company's ability to utilize NOL carryforwards and other tax attributes to reduce future federal taxable income is subject to potential limitations under Internal Revenue Code Section 382 ("Section 382") and its related tax regulations. The utilization of these attributes may be limited if certain ownership changes by 5% stockholders (as defined in Treasury regulations pursuant to Section 382) and the effects of stock issuances by the Company during any three-year period result in a cumulative change of more than 50% in the beneficial ownership of the Company. The Company completed the Section 382 analysis for fiscal year ended March 31, 2026 and has concluded there were no ownership changes during the fiscal year ended March 31, 2026 that triggered a Section 382 limitation. If it is determined that an ownership change has occurred under these rules, the Company would generally be subject to an annual limitation on the use of pre-ownership change NOL carryforwards and certain other losses and/or credits. In addition, certain future transactions regarding the Company's equity, including the cumulative effects of small transactions as well as transactions beyond the Company's control, could cause an ownership change and therefore a potential limitation on the annual utilization of the deferred tax assets.

The Company recorded an income tax benefit of approximately \$2.4 million and \$9.1 million in fiscal years ended March 31, 2026 and March 31, 2025, respectively.

The Company has, on a tax-effected basis, approximately \$18.4 million of federal net operating loss carryforwards that are available to offset taxable income in the future. The federal NOL carryforwards begin to expire in fiscal year ended March 31, 2029. The Company's net operating losses and credits have a finite life primarily based on the 20-year carryforward rule for federal NOLs generated through March 31, 2018. Under rules enacted by the Tax Act, tax losses incurred in fiscal year ended March 31, 2018 and future periods will not expire, thereby extending the period by which the Company's deferred tax assets can be realized. However, federal NOLs generated after fiscal year ended March 31, 2018 are subject to a limitation of 80% of the current taxable income. In fiscal years ended March 31, 2026, approximately \$0.2 million of federal tax credits expired. In fiscal year ended March 31, 2025, approximately \$0.1 million of federal tax credits expired. State tax credit carryforwards and net operating loss carryforwards, on a tax effected basis and net of federal tax benefits, are \$0.0 million and \$7.7 million, respectively. The remaining state tax credit carry forwards and state net operating loss carry forwards begin to expire in fiscal year ended March 31, 2027. In fiscal year ended March

31, 2026, \$0.1 million of state net operating loss carryforwards expired. In fiscal year ended March 31, 2025, \$1.2 million of state net operating loss carryforwards expired.

Income Taxes Paid

The following table presents cash income taxes paid by jurisdiction for the fiscal year ended March 31, 2026.

(in thousands)	<u>March 31, 2026</u>
U.S. Federal	\$ —
US. State and local	
Pennsylvania	40
South Carolina	13
Other states	20
Total Income taxes paid	<u>\$ 73</u>

Uncertain Tax Positions

The Company accounts for uncertainty in income taxes under ASC 740, which prescribes a recognition threshold and measurement of a tax position taken or expected to be taken in a tax return. ASC 740 also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure and transition.

A reconciliation of the beginning and ending balances of the total amounts of unrecognized tax benefits for fiscal years ended March 31, 2025 and 2026 is as follows:

	(in thousands)
Unrecognized tax benefits at March 31, 2024	\$ 263
Additions based on positions related to fiscal year ended March 31, 2025	—
Reductions as a result of expirations of applicable statutes of limitations	<u>(77)</u>
Unrecognized tax benefits at March 31, 2025	186
Additions based on positions related to fiscal year ended March 31, 2026	—
Reductions as a result of expirations of applicable statutes of limitations	<u>(186)</u>
Unrecognized tax benefits at March 31, 2026	<u><u>\$ —</u></u>

If the unrecognized tax benefit balances at March 31, 2025 was recognized, it would affect the effective tax rate.

The Company recognized interest benefit/penalties of approximately \$0 as a component of income tax expense in fiscal year ended March 31, 2026. The Company recognized interest expense/penalties of approximately \$3,000 as a component of income tax expense in fiscal year ended March 31, 2025. There was no accrued interest and penalties as of March 31, 2026 and 2025.

The Company files its tax returns as prescribed by the tax laws of the jurisdictions in which it operates.

With few exceptions, the major jurisdictions subject to examination by the relevant taxable authorities, and open tax years, stated as the Company's fiscal years, are as follows:

Jurisdiction	<u>Open Tax Years</u>
U.S. Federal	2022 - 2025
U.S. States	2021 - 2025

Since NOL carryovers are subject to audit based on the year in which they are utilized, all of the Company's net operating losses generated in the past are open to adjustment by the Internal Revenue Service or state tax authorities (some states have shorter carryover periods).

Note 11. Commitments and Contingencies

Litigation and Contingency Reserves

The Company and its subsidiaries from time to time 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 the ordinary course of operations, the Company receives claims where the Company believes an unfavorable outcome is possible or probable but 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 judgment 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 March 31, 2026 and March 31, 2025, 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 2030. 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 4. *Leases*.

Note 12. 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.

Assets Measured at Fair Value on a Recurring Basis

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 March 31, 2026:

(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	\$ 70	\$ 70	—	—	Cash and cash equivalents

The following table presents available-for-sale securities measured at fair value on a recurring basis as of March 31, 2025:

(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	\$ 1,441	\$ 1,441	—	—	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.

Additionally, 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. Investments with an original maturity up to three months are carried at cost and reported as Cash and cash equivalents on the Consolidated Balance Sheets. The Company had \$31.2 million and \$13.2 million of U.S. treasury bonds presented in Cash and cash equivalents as of March 31, 2026 and March 31, 2025, respectively. 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 basis.

Note 13. Capital Stock and Stock Restriction Agreements

Capital Stock Activity

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.

Share Repurchase Programs

In August 2024, the Company's Board of Directors authorized a new stock repurchase authorization of up to \$2.0 million of Class A Common Stock (the "2024 authorization"). The 2024 authorization is in addition to the \$61,000 that was remaining in August 2024 from the May 2017 \$2.0 million authorization (the "2017 authorization"). As of March 31, 2025, the 2017 authorization was fully utilized. The Company repurchased 40,826 shares under the 2024 authorization under a 10b5-1(c) purchase plan during the fiscal year ended March 31, 2026 at a weighted-average purchase price of \$1.91 per share. The Company repurchased 196,582 shares under the 2024 and 2017 authorization under a 10b5-1(c) purchase plan during the fiscal year ended March 31, 2025 at a weighted-average purchase price of \$1.55 per share, respectively. As of March 31, 2026, there was approximately \$1.8 million remaining for additional share repurchases under the 2024 authorization.

Additionally, in the fiscal year ended March 31, 2026 and 2025, the Company repurchased 42,660 and 70,641 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 units. Because these are compensation related and pursuant to an equity award, these repurchases were not included in the authorized share repurchase programs and had a weighted-average purchase price of \$1.95 and \$1.46 per share, respectively.

See Related-Party Share Repurchases below.

Voting Rights

The Company's Common Stock is divided into two classes. Class A Common Stock is entitled to one vote per share, while Class B Common Stock is entitled to four votes per share. As of March 31, 2026, Robert W. Foskett and Patrick J. McDonough, Jr., as trustees of the Voting Trust Agreement dated February 23, 1994, as amended (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. For additional information on the Voting Trust, see the Schedule 13D/A filed with the SEC on May 5, 2015. Mr. Foskett also owns shares outside of the Voting Trust. Messrs. Foskett and McDonough, as trustees of the Voting Trust and other shares, control 54.0% of the voting power of the Company's outstanding stock and therefore effectively control the Company.

Stock Restriction Agreements

The Voting Trust has 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 Voting Trust. If converted, Class B stock converts on a one-for-one basis into shares of Class A Common Stock upon such a transfer. As of both March 31, 2026 and March 31, 2025, a total of 2,276,255 shares of Class B Common Stock are subject to this Stock Transfer Restriction Agreement.

Related-Party Share Repurchases

The Company regularly has a stock repurchase program to help support liquidity for stockholders and believes repurchases are a good use of resources as so far the repurchases have been made at prices below book value so have been accretive to the Company and its stockholders.

On May 30, 2024, the Company repurchased 64,430 shares of the Company's Class A Common Stock from the estate of the former board member, Mr. Robert C. Penny III at a weighted-average purchase price of \$1.42 per share. This purchase was pre-approved by the Audit Committee and Board of Directors and was outside of the 2017 authorization.

On February 20, 2025, the Company repurchased 1,208,032 shares of the Company's Class A Common Stock that was converted from the Company's Class B Common Stock (961,623 shares of the Class B Common Stock from the Voting Trust and 246,409 shares of Class B Common Stock held in trusts for the benefit of Mr. Penny's children) from the estate of the former board member, Mr. Robert C. Penny III at a weighted-average purchase price of approximately \$1.83 per share. These shares were purchased in an off-market share repurchase outside of the 2024 authorization.

Shares Issued and Outstanding

The following table summarizes Common Stock transactions for fiscal years ended March 31, 2026 and 2025:

	Common Shares Issued		
	Class A	Class B	Class A Treasury
Total shares outstanding, March 31, 2024	7,959,105	3,484,287	(10,739,183)
Class B stock converted to Class A stock	1,208,032	(1,208,032)	—
Purchases of Treasury Stock	(1,539,685)	—	(1,539,685)
Restricted stock grants, including conversion of certain RSUs and PSUs, net of forfeitures	227,270	—	—
Total shares outstanding, March 31, 2025	7,854,722	2,276,255	(12,278,868)
Purchases of Treasury Stock	(83,486)	—	(83,486)
Restricted stock grants, including conversion of certain RSUs and PSUs, net of forfeitures	135,122	—	—
Total shares outstanding, March 31, 2026	7,906,358	2,276,255	(12,362,354)

Subsequent Issuances

On April 1, 2026, Jerrie Kertz was appointed to the Board of Directors and serves as a member of the Audit Committee, the Compensation Committee, and the Corporate Governance and Nominating Committee. Upon appointment, Ms. Kertz received a restricted stock grant for 2,500 shares pursuant to the 2023 Omnibus Incentive Plan. The restricted stock will vest 100% on the first anniversary of the grant date.

In April 2026, the Compensation Committee granted 58,865 RSUs to executives pursuant to the Westell Technologies, Inc. 2023 Omnibus Incentive Compensation Plan. In April 2026, the Compensation Committee granted 65,320 PSUs to executives pursuant to the Westell Technologies, Inc. 2023 Omnibus Incentive Compensation Plan. These PSUs will be earned based upon achievement of a pre-determined performance goal for fiscal years 2027, 2028, or 2029. Regardless of which fiscal year the PSUs are earned, the PSUs will cliff vest based upon the completion of the fiscal year 2029 audited financial statements. Actual attainment could range from 0% to 100% depending on actual results. Upon vesting, the PSUs convert into shares of Class A Common Stock of the Company on a one-for-one basis. See Note 7. *Stock-Based Compensation* for additional information on employee stock incentive plans.

Note 14. *Benefit Plans*

Westell 401(k) Plan

The Company sponsors a 401(k) benefit plan (the “Westell Plan”), which covers substantially all of Westell, Inc.'s domestic employees. The Westell Plan is a salary reduction plan that allows employees to defer up to 100% of wages subject to Internal Revenue Service limits. The Westell Plan also allows for Company discretionary and matching contributions. The Company provides a matching contribution percentage of 50% of participants' contributions, up to 4%. The maximum employer match is \$1,000 per calendar year. Matching contribution expense in fiscal years 2026 and 2025 was approximately \$91,000 and \$92,000, respectively.