

CHARTER OF THE AUDIT COMMITTEE

OF THE BOARD OF DIRECTORS OF

LANTRONIX, INC.

I. PURPOSE

The purposes of the Audit Committee of the Board of Directors (the “**Board**”) of Lantronix, Inc. (the “**Company**”) are to assist the Board in fulfilling its responsibilities for generally overseeing:

- The Company’s accounting and financial reporting processes as well as the audit and integrity of the Company’s financial statements.
- The qualifications and independence of the Company’s independent auditor.
- The performance of the Company’s independent auditor.
- The Company’s compliance with applicable law (including U.S. federal securities laws and other legal and regulatory requirements).
- The Company’s compliance with its internal policies, including the Code of Business Conduct and Ethics, the Insider Trading Policy and the Foreign Corrupt Practices Act policy.

The Audit Committee is also responsible for preparing the report required by the Securities and Exchange Commission (the “**SEC**”) rules to be included in the Company’s proxy statement for the annual meeting of stockholders, and for performing such other duties and responsibilities as are enumerated in or consistent with this Charter.

II. COMPOSITION

Membership and Appointment. The Audit Committee shall consist of at least three (3) directors. Members of the Audit Committee shall be appointed by the Board upon the recommendation of the Corporate Governance and Nominating Committee and may be removed by the Board in its discretion.

Qualifications.

- Each member of the Audit Committee must be an independent director in accordance with (i) the rules of the Nasdaq Capital Market and (ii) the requirements of Rule 10A-3 of the Securities Exchange Act of 1934.
- Each member of the Audit Committee must be able to read and understand fundamental financial statements, including the Company’s balance sheet, income statement and cash flow statement.
- At least one member of the Audit Committee shall be an “audit committee financial expert,” as determined by the Board in accordance with SEC rules.
- No member of the Audit Committee may have participated in the preparation of the financial

statements of the Company or any of the Company's current subsidiaries at any time during the past three (3) years.

Chairperson. The Board may designate a chairperson of the Audit Committee. In the absence of that designation, the Audit Committee may designate a chairperson by majority vote of the Audit Committee members.

III. AUTHORITY AND RESPONSIBILITIES

The following are the principal recurring responsibilities of the Audit Committee. The Audit Committee may perform such other functions as are consistent with its purpose and applicable law and as the Board or the Audit Committee deem appropriate. In carrying out its responsibilities, the Audit Committee believes its policies and procedures should remain flexible, in order to best react to changing conditions and circumstances.

Select and Hire the Independent Auditor. The Audit Committee shall be responsible for appointing, compensating and, where appropriate, replacing the independent auditor. The independent auditor will report directly to the Audit Committee.

Supervise and Evaluate the Independent Auditor. The Audit Committee shall:

- Oversee and evaluate the work of any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company.
- Review and resolve any disagreements that may arise between management and the independent auditor regarding financial controls or financial reporting.

Evaluate the Independence of the Independent Auditor. The Audit Committee shall:

- Review and discuss with the independent auditor its annual written statement delineating all relationships or services between the independent auditor, the Company and its subsidiaries consistent with Independence Standards Board Standard No. 1.
- Review and discuss with the independent auditor on a periodic basis any other relationships or services (including permissible non-audit services) that may affect its objectivity and independence.
- Oversee the rotation of the independent auditor's lead audit and concurring partners and the rotation of other audit partners, with applicable time-out periods, in accordance with applicable law.
- Take, or recommend to the Board that it takes, appropriate action to oversee the independence of the Company's outside auditor.

Approve Audit and Non-Audit Services and Fees. The Audit Committee shall (i) review and approve, in advance, the scope and plans for the audits and the audit fees and (ii) approve in advance all non-audit services to be performed by the independent auditor that are not otherwise prohibited by law and any associated fees. The Audit Committee may delegate to one or more members of the Audit Committee the authority to pre-approve audit and permissible non-audit services, as long as this pre-approval is presented to the full Audit Committee at scheduled meetings. The Audit Committee may, in accordance with applicable law, establish pre-approval policies and procedures for the engagement of independent accountants to render services to the Company.

Review Financial Statements. The Audit Committee shall review and discuss the following with management and the independent auditor:

- The Company’s annual audited and quarterly financial statements, including the disclosures in “Management’s Discussion and Analysis of Financial Condition and Results of Operations”.
- The results of the independent audit and the quarterly reviews, and the independent auditor’s opinion on the annual financial statements.
- The reports and certifications regarding internal controls over financial reporting and disclosure controls.
- Major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company’s selection or application of accounting principles.
- Analyses prepared by management or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements.
- The effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the Company’s financial statements.
- Any significant changes required in the audit plan.
- Any problems or difficulties the independent auditor encountered in the course of its audit work, including any restrictions on the scope of the auditor’s activities or on access to requested information, and management’s response.
- Any significant disagreements between management and the independent auditor.

Reports and Communications from the Independent Auditor. The Audit Committee shall review and discuss reports from the independent auditor concerning the following:

- All critical accounting policies and practices that the Company will use.
- All alternative treatments of financial information within generally accepted accounting principles that the auditor has discussed with management, ramifications of the use of these alternative disclosures and treatments, and the treatment preferred by the independent auditor.
- Other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.

- Other matters required to be communicated to the committee under generally accepted auditing standards and other legal or regulatory requirements.

Audit Committee Report. The Audit Committee shall prepare the report that SEC rules require to be included in the Company's annual proxy statement.

Earnings Press Releases and Earnings Guidance. The Audit Committee shall review and discuss corporate policies with respect to earnings press releases (with particular attention to any use of "pro forma" or "adjusted" non-GAAP information), as well as corporate policies with respect to financial information and earnings guidance provided to analysts and ratings agencies.

Internal Controls. The Audit Committee shall review and discuss with management and the independent auditor the adequacy and effectiveness of the Company's internal controls, including any changes, significant deficiencies or material weaknesses in those controls reported by the independent auditor or management and any special audit steps adopted in light of significant control deficiencies, and any fraud, whether or not material, that involves management or other Company employees who have a significant role in the Company's internal controls.

Disclosure Controls and Procedures. The Audit Committee shall review and discuss the adequacy and effectiveness of the Company's disclosure controls and procedures.

Legal and Regulatory Compliance. The Audit Committee shall review and discuss with management and the independent auditor (i) the overall adequacy and effectiveness of the Company's legal, regulatory and ethical compliance programs, including the Company's Code of Business Conduct and Ethics, and (ii) reports regarding compliance with applicable laws, regulations and internal compliance programs.

Complaints. The Audit Committee shall oversee procedures established for the receipt, retention and treatment of complaints on accounting, internal accounting controls or audit matters, as well as for confidential and anonymous submissions by the Company's employees concerning questionable accounting or auditing matters.

Risks. The Audit Committee shall review and discuss with management and the independent auditor the Company's major financial risk exposures and the steps management has taken to monitor and control those exposures, including the Company's guidelines and policies with respect to risk assessment and risk management.

Related Party Transactions. The Audit Committee shall review the Company's related party transaction policy and review and approve all transactions between the Company and a related person for which review or approval is required by applicable law or that are required to be disclosed in the Company's financial statements or SEC filings or in accordance with the Company's related party transactions policy.

Review Finance and Accounting Functions. The Audit Committee shall at least annually review the Company's finance and accounting functions.

- Advise the Board and the CEO with respect to the appointment, dismissal, performance evaluation, compensation, and replacement of the Company's Chief Financial Officer.
- Receive periodic reports from the Company regarding the budget, staffing, and activities of the finance and accounting functions.

The primary responsibility of the Audit Committee is to oversee the Company's financial reporting process on behalf of the Board and report the results of their activities to the Board. While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Audit Committee to plan or conduct

audits or to determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles. Management is responsible for preparing the Company's financial statements, and the independent registered public accountants are responsible for auditing those financial statements. The Audit Committee is not responsible for providing any expert or special assurance as to the financial statements or the independent auditor's work.

IV. MEETINGS AND PROCEDURES

Meetings. The Audit Committee will meet at least four times each year (with additional meetings as it deems necessary or appropriate) at such times and places as the Audit Committee determines. The Audit Committee shall cause to be kept adequate minutes of its proceedings. The chairperson of the Audit Committee shall preside at each meeting. If a chairperson is not designated or present, an acting chair may be designated by a majority vote of the Audit Committee members present. The Audit Committee shall also meet periodically with management, the general counsel and the independent auditor in separate executive sessions. It is the responsibility of the Audit Committee to maintain free and open communications between the Audit Committee, the independent auditor and management of the Company.

Reporting to the Board. The Audit Committee shall report regularly to the Board with respect to the committee's activities, including any significant issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Company's independent auditor or the performance of the internal audit function.

Authority to Retain Advisors. The Audit Committee shall have the authority to engage independent counsel or other advisors as it deems necessary or appropriate to carry out its duties. The Company will provide appropriate funding, as determined by the Audit Committee, to pay the independent auditor, any outside advisors hired by the Audit Committee and any administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its activities.

Fees. Members of the Audit Committee shall receive fees, if any, for their services as Audit Committee members as may be determined by the Board in its sole discretion. Such fees may include retainers or per meeting fees. Fees may be paid in such form of consideration as is determined by the Board. Members of the Audit Committee may not receive any compensation from the Company except the fees that they receive for service as a member of the Board or any committee thereof.

Charter Review. The Audit Committee shall review and reassess the adequacy of this Charter annually and shall submit any recommended changes to the Charter to the Corporate Governance and Nominating Committee and the Board for approval.

Performance Review. The Audit Committee shall annually evaluate and assess its performance.

Authority to Investigate. In the course of its duties, the Audit Committee shall have authority, at the Company's expense, to investigate any matter brought to its attention.

Access. The Audit Committee shall be given full access to the chairperson of the Board, management and the independent auditor, as well as the Company's books, records, facilities and other personnel.