

INTERNAL AUDIT CHARTER (Revised 10.20, 2016)

MISSION AND SCOPE OF WORK

The mission of TTM Technologies' ("Company") internal audit department ("IAD") is to provide independent, objective assessment and advisory services designed to add value and improve the Company's internal controls including business and operational processes. The IAD will help the Company accomplish its objectives by bringing a systematic, disciplined approach to evaluate and improve the effectiveness of risk management, internal control, operational, and governance processes in a cost effective manner.

An important part of the work of the IAD is to determine whether the Company's network of risk management, control, and governance processes, as designed and represented by management, is adequate and functioning in a manner to ensure:

- Risks are appropriately identified, controlled, and managed.
- Significant financial, managerial, and operating information is accurate, reliable, and timely.
- Employees', Directors', and other affiliates' actions are in compliance with policies, standards, procedures, and applicable laws and regulations.
- Quality and continuous improvement are fostered in the Company's control processes.
- Legislative or regulatory issues impacting the Company are recognized and addressed appropriately.

In addition to evaluating the risk management, control and governance processes, the IAD will leverage its skills and time to provide advisory services to evaluate and recommend improvements to operating processes and procedures of the company.

In providing these services, the IAD will employ the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") Framework for defining, evaluating, testing and reporting on the Company's policies, processes and information systems. As defined by COSO, internal control is a process, implemented by the Company's board of directors, management and other employees, designed to provide reasonable assurance regarding the achievement of objectives in the following categories:

- Effectiveness and efficiency of operations (including safeguarding of assets);
- Reliability of financial reporting; and
- Compliance with applicable laws and regulations.

The scope of Internal Audit's annual plans, the planning, execution and reporting of each project and its results will be conducted under this framework. Opportunities for improving management control, profitability, and the Company's image may be identified by the IAD during audits. They will be communicated to the appropriate level of management.

ACCOUNTABILITY

The IAD shall be accountable to the Audit Committee of the Board of Directors and management to:

- Provide annually an assessment on the adequacy and effectiveness of the Company's processes for controlling its activities and managing its risks.
- Report significant or material issues as they arise, related to the processes for controlling the activities of the Company and its affiliates, including potential improvements to those processes, and provide information concerning such issues through remediation efforts.
- Provide reports evaluating operational processes along with recommendations for improvements.
- Provide annually or as requested by the Audit Committee, information on the status and results of the annual internal audit plan and the sufficiency of department resources.
- Coordinate with other control and monitoring functions or activities (such as risk management, compliance, security, legal, ethics, finance, operations, environmental health and safety, and external audit).

INDEPENDENCE

To provide for the independence of the IAD, its personnel report to the Vice President of Internal Audit, who reports directly (functionally) to the Audit Committee of the Board of Directors ("AC") and administratively to the Chief Financial Officer.

RESPONSIBILITY

The Vice President of Internal Audit and staff of the IAD have responsibility to:

- Develop a flexible annual internal audit plan based on an appropriate risk-based methodology, including any significant areas of potential fraud, financial and operational risks or control concerns identified by management, and submit that plan to the AC for review and approval.
- Implement the annual internal audit plan, as approved by the AC, including as appropriate any special tasks or projects requested by the AC or management.
- Coordinate audits at appropriate intervals to evaluate the effectiveness of the Company's system of internal controls and compliance with established policies, procedures, laws and governmental regulations, as may be warranted, including the Foreign Corrupt Practices Act.
- Review the reliability and integrity of financial and operating information.
- Maintain a professional audit staff with sufficient knowledge, skills, experience, and professional certifications to meet the requirements of this Charter.
- Issue reports at least quarterly to the AC and management summarizing results of audit activities and at a minimum any significant or material deficiencies identified.
- Keep the AC informed of emerging trends and successful practices in internal auditing.
- In coordination with the Company's General Counsel, direct investigations of suspected fraudulent activities within the Company and notify management and the AC of the results.
- Consider the scope of work of the external auditors and regulators, as appropriate, for the purpose of providing optimal audit coverage to the Company at a reasonable overall cost.
- Evaluate the adequacy of management's plans or actions to resolve deficient conditions identified during audits and investigations.

- Prepare and report an annual budget for approval by the AC.
- In coordination with the Company's General Counsel, manage and administer the whistleblower hotline established for employees to report issues of fraud, accounting or auditing irregularities or concerns. Summarize and report activity to the AC as required.

AUTHORITY

The Vice President of Internal Audit and staff of the IAD are authorized to:

- Have unrestricted access to all functions, records, property, and personnel.
- Have full and free access to the Board of Directors, Audit Committee, Chief Executive Officer, Chief Financial Officer and other committees established by the Board of Directors.
- Allocate resources, set frequencies, select subjects, determine scopes of work, and apply the techniques required to accomplish audit objectives.
- Obtain the necessary assistance of personnel in divisions and/or departments of the Company where they perform audits, as well as other specialized services from within or outside the Company.
- Engage outside counsel to assist as necessary with approval from the AC Chairman and notification, as appropriate, to the General Counsel.

The Vice President of Internal Audit and staff of the IAD are not authorized to:

- Perform any operational duties for the Company or its affiliates.
- Initiate or approve accounting transactions external to the IAD.
- Direct the activities of any Company employee not employed by the IAD, except to the extent such employees have been appropriately assigned to auditing teams or to otherwise assist the internal auditors.
- Design or implement processes and control activities. However, upon management's request the IAD may provide guidance to management in establishing adequate controls and processes.

SPECIAL REVIEWS

The IAD generally provides services when, in the opinion of the Vice President of Internal Audit, or senior management, it is necessary to conduct a review to establish a basis that fraudulent financial activity, conflicts of interest or unethical behavior may be occurring within the Company. The IAD takes primary responsibility within the Company for financial investigations.

In addition, the Vice President of Internal Audit and the IAD will evaluate and report to the AC the following:

- Any known material or immaterial fraud by employees, who have a significant role over internal controls;
- Procedures established to ensure all "whistleblowers" on financial matters are appropriately treated and no retributive action is taken; and
- Details of all investigations related to irregularities in accounting.

STANDARDS OF AUDIT PRACTICE

The IAD will meet or exceed the *International Standards for the Professional Practice of Internal Auditing* of The Institute of Internal Auditors.