
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

Form 10-Q

QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended **June 28, 2021**

Or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number: **0-31285**

TTM TECHNOLOGIES, INC.

(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of
incorporation or organization)

91-1033443
(I.R.S. Employer
Identification No.)

200 East Sandpointe, Suite 400, Santa Ana, California 92707

(Address of principal executive offices)

(714) 327-3000

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$0.001 par value	TTMI	Nasdaq Global Select Market

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

Number of shares of common stock, \$0.001 par value, of registrant outstanding at August 2, 2021: 107,793,788

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements (unaudited)

TTM TECHNOLOGIES, INC.

Consolidated Condensed Balance Sheets
As of June 28, 2021 and December 28, 2020

	As of	
	June 28, 2021	December 28, 2020
	(Unaudited)	
	(In thousands, except par value)	
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 558,291	\$ 451,565
Accounts receivable, net	378,762	381,105
Contract assets	300,697	273,256
Inventories	126,355	115,651
Prepaid expenses and other current assets	40,410	27,181
Total current assets	<u>1,404,515</u>	<u>1,248,758</u>
Property, plant and equipment, net	650,764	650,435
Operating lease right-of-use assets	20,134	24,340
Goodwill	637,324	637,324
Definite-lived intangibles, net	259,977	281,307
Deposits and other non-current assets	53,022	53,780
Total assets	<u>\$ 3,025,736</u>	<u>\$ 2,895,944</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 364,005	\$ 327,102
Contract liabilities	2,066	4,254
Accrued salaries, wages and benefits	87,764	97,268
Other current liabilities	100,915	89,422
Total current liabilities	<u>554,750</u>	<u>518,046</u>
Long-term debt, net of discount and issuance costs	926,523	842,853
Operating lease liabilities	14,836	17,211
Other long-term liabilities	59,256	73,825
Total long-term liabilities	<u>1,000,615</u>	<u>933,889</u>
Commitments and contingencies (Note 14)		
Equity:		
Common stock, \$0.001 par value; 300,000 shares authorized; 108,145 and 106,770 shares issued as of June 28, 2021 and December 28, 2020, respectively; 107,784 and 106,770 shares outstanding as of June 28, 2021 and December 28, 2020, respectively	108	107
Treasury stock – common stock at cost; 361 shares as of June 28, 2021	(5,400)	—
Additional paid-in capital	833,439	830,971
Retained earnings	676,913	651,844
Accumulated other comprehensive loss	(34,689)	(38,913)
Total stockholders' equity	<u>1,470,371</u>	<u>1,444,009</u>
Total liabilities and stockholders' equity	<u>\$ 3,025,736</u>	<u>\$ 2,895,944</u>

See accompanying notes to consolidated condensed financial statements.

TTM TECHNOLOGIES, INC.

Consolidated Condensed Statements of Operations
For the Quarter and Two Quarters Ended June 28, 2021 and June 29, 2020

	Quarter Ended		Two Quarters Ended	
	June 28, 2021	June 29, 2020	June 28, 2021	June 29, 2020
	(Unaudited)			
	(In thousands, except per share data)			
Net sales	\$ 567,383	\$ 570,298	\$ 1,093,815	\$ 1,067,944
Cost of goods sold	467,473	469,868	912,305	886,172
Gross profit	99,910	100,430	181,510	181,772
Operating expenses:				
Selling and marketing	14,605	15,969	30,887	32,138
General and administrative	31,193	46,723	62,720	81,390
Research and development	4,182	5,181	8,652	9,943
Amortization of definite-lived intangibles	9,042	9,561	18,563	19,123
Total operating expenses	59,022	77,434	120,822	142,594
Operating income	40,888	22,996	60,688	39,178
Other (expense) income:				
Interest expense	(11,079)	(18,572)	(22,468)	(38,353)
Loss on extinguishment of debt	—	—	(15,217)	—
Other, net	306	455	2,813	2,957
Total other expense, net	(10,773)	(18,117)	(34,872)	(35,396)
Income from continuing operations before income taxes	30,115	4,879	25,816	3,782
Income tax (provision) benefit	(1,854)	4,467	(747)	2,344
Net income from continuing operations	28,261	9,346	25,069	6,126
Income from discontinued operations, net of income taxes	—	172,421	—	174,467
Net income	\$ 28,261	\$ 181,767	\$ 25,069	\$ 180,593
Earnings per share:				
Basic earnings per share from continuing operations	\$ 0.26	\$ 0.09	\$ 0.23	\$ 0.06
Basic earnings per share from discontinued operations	—	1.62	—	1.64
Basic earnings per share	\$ 0.26	\$ 1.71	\$ 0.23	\$ 1.70
Diluted earnings per share from continuing operations	\$ 0.26	\$ 0.09	\$ 0.23	\$ 0.06
Diluted earnings per share from discontinued operations	—	1.60	—	1.62
Diluted earnings per share	\$ 0.26	\$ 1.69	\$ 0.23	\$ 1.68

See accompanying notes to consolidated condensed financial statements.

TTM TECHNOLOGIES, INC.

Consolidated Condensed Statements of Comprehensive Income
For the Quarter and Two Quarters Ended June 28, 2021 and June 29, 2020

	Quarter Ended		Two Quarters Ended	
	June 28, 2021	June 29, 2020	June 28, 2021	June 29, 2020
	(Unaudited) (In thousands)			
Net income	\$ 28,261	\$ 181,767	\$ 25,069	\$ 180,593
Other comprehensive income (loss), net of tax:				
Pension obligation adjustments, net	29	(6)	29	21
Derecognition of foreign currency translation adjustments due to sale of Mobility business unit	—	(27,341)	—	(27,341)
Foreign currency translation adjustments, net	417	96	414	(271)
Derecognition of unrealized losses on cash flow hedge due to sale of Mobility business unit	—	384	—	384
Net unrealized gain (loss) on cash flow hedges:				
Unrealized gain (loss) on effective cash flow hedges during the period, net	60	(1,994)	(203)	(8,012)
Loss realized in the statement of operations, net	1,932	1,769	3,984	2,629
Net	1,992	(225)	3,781	(5,383)
Other comprehensive income (loss), net of tax	2,438	(27,092)	4,224	(32,590)
Comprehensive income, net of tax	<u>\$ 30,699</u>	<u>\$ 154,675</u>	<u>\$ 29,293</u>	<u>\$ 148,003</u>

See accompanying notes to consolidated condensed financial statements.

TTM TECHNOLOGIES, INC.

Consolidated Condensed Statements of Stockholders' Equity
For the Two Quarters Ended June 28, 2021 and June 29, 2020

	Common Stock		Treasury Stock		Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Total Stockholders' Equity
	Shares	Amount	Shares	Amount				
(Unaudited)								
(In thousands)								
<i>Balance, December 28, 2020</i>	106,770	\$ 107	—	\$ —	\$ 830,971	\$ 651,844	\$ (38,913)	\$ 1,444,009
Net loss	—	—	—	—	—	(3,192)	—	(3,192)
Other comprehensive income	—	—	—	—	—	—	1,786	1,786
Issuance of common stock for performance-based restricted stock units	135	—	—	—	—	—	—	—
Issuance of common stock for restricted stock units	203	—	—	—	—	—	—	—
Fair value of warrants reclassified to warrant liabilities	—	—	—	—	(4,345)	—	—	(4,345)
Issuance of common stock from warrant exercises	5	—	—	—	—	—	—	—
Stock-based compensation	—	—	—	—	4,209	—	—	4,209
<i>Balance, March 29, 2021</i>	107,113	\$ 107	—	\$ —	\$ 830,835	\$ 648,652	\$ (37,127)	\$ 1,442,467
Net income	—	—	—	—	—	28,261	—	28,261
Other comprehensive income	—	—	—	—	—	—	2,438	2,438
Issuance of common stock for restricted stock units	947	1	—	—	(1)	—	—	—
Repurchases of common stock	—	—	(411)	(6,145)	—	—	—	(6,145)
Issuance of stock from warrant exercises	86	—	50	745	(745)	—	—	—
Stock-based compensation	—	—	—	—	3,350	—	—	3,350
<i>Balance, June 28, 2021</i>	108,145	\$ 108	(361)	\$ (5,400)	\$ 833,439	\$ 676,913	\$ (34,689)	\$ 1,470,371

	Common Stock		Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Total Stockholders' Equity
	Shares	Amount				
(Unaudited)						
(In thousands)						
<i>Balance, December 30, 2019</i>	105,510	\$ 106	\$ 814,708	\$ 474,309	\$ (10,086)	\$ 1,279,037
Net loss	—	—	—	(1,174)	—	(1,174)
Other comprehensive loss	—	—	—	—	(5,498)	(5,498)
Issuance of common stock for performance-based restricted stock units	187	—	—	—	—	—
Issuance of common stock for restricted stock units	520	—	—	—	—	—
Stock-based compensation	—	—	4,835	—	—	4,835
<i>Balance, March 30, 2020</i>	106,217	\$ 106	\$ 819,543	\$ 473,135	\$ (15,584)	\$ 1,277,200
Net income	—	—	—	181,767	—	181,767
Other comprehensive loss	—	—	—	—	(27,092)	(27,092)
Issuance of common stock for restricted stock units	484	1	(1)	—	—	—
Stock-based compensation	—	—	2,647	—	—	2,647
<i>Balance, June 29, 2020</i>	106,701	\$ 107	\$ 822,189	\$ 654,902	\$ (42,676)	\$ 1,434,522

See accompanying notes to consolidated condensed financial statements.

TTM TECHNOLOGIES, INC.

Consolidated Condensed Statements of Cash Flows
For the Two Quarters Ended June 28, 2021 and June 29, 2020

	Two Quarters Ended	
	June 28, 2021	June 29, 2020
	(Unaudited)	
	(In thousands)	
Cash flows from operating activities:		
Net income	\$ 25,069	\$ 180,593
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation of property, plant and equipment	42,717	71,503
Amortization of definite-lived intangible assets	21,330	22,699
Amortization of debt discount and issuance costs	1,074	7,157
Loss on extinguishment of debt	15,217	—
Deferred income taxes	1,407	34,206
Stock-based compensation	7,559	7,482
Gain on sale of the Mobility business unit	—	(237,820)
Other	(1,514)	157
Changes in operating assets and liabilities:		
Accounts receivable, net	2,343	89,323
Contract assets	(27,441)	(39,118)
Inventories	(10,704)	(6,470)
Prepaid expenses and other current assets	(13,284)	(14,574)
Accounts payable	45,344	24,183
Contract liabilities	(2,188)	(698)
Accrued salaries, wages and benefits	(9,504)	(9,904)
Other current liabilities	629	18,190
Net cash provided by operating activities	98,054	146,909
Cash flows from investing activities:		
Proceeds from sale of the Mobility business unit, net of cash disposed	—	202,752
Purchase of property, plant and equipment and other assets	(44,636)	(54,899)
Proceeds from sale of property, plant and equipment and other assets	943	78
Net cash (used in) provided by investing activities	(43,693)	147,931
Cash flows from financing activities:		
Proceeds from long-term debt borrowing	500,000	—
Repayment of long-term debt borrowings	(425,838)	—
Payment of debt issuance costs	(5,776)	—
Repurchases of common stock	(6,145)	—
Cash used to settle warrants	(3,146)	—
Other	(7,062)	—
Net cash provided by financing activities	52,033	—
Effect of foreign currency exchange rates on cash and cash equivalents	332	(326)
Net increase in cash and cash equivalents	106,726	294,514
Cash and cash equivalents at beginning of period	451,565	400,154
Cash and cash equivalents at end of period	\$ 558,291	\$ 694,668
Supplemental cash flow information:		
Cash paid, net for interest	\$ 21,077	\$ 32,814
Cash paid, net for income taxes	2,826	11,678
Net cash provided by operating activities from discontinued operations	—	39,462
Net cash provided by investing activities from discontinued operations	—	193,302
Net cash used in financing activities from discontinued operations	—	—
Supplemental disclosure of noncash investing and financing activities:		
Property, plant and equipment recorded in accounts payable	\$ 27,625	\$ 38,223
Issuance of common stock for warrant settlement	2,095	—

See accompanying notes to consolidated condensed financial statements.

TTM TECHNOLOGIES, INC.
Notes to Consolidated Condensed Financial Statements
(Unaudited)
(Dollars and shares in thousands, except per share data)

(1) Nature of Operations and Basis of Presentation

TTM Technologies, Inc. (the Company or TTM) is a leading global printed circuit board (PCB) manufacturer, focusing on quick-turn and volume production of technologically advanced PCBs and backplane assemblies as well as a global designer and manufacturer of high-frequency radio frequency (RF) and microwave components and assemblies. The Company provides time-to-market and volume production of advanced technology products and offers a one-stop design, engineering and manufacturing solution to customers. This one-stop design, engineering and manufacturing solution allows the Company to align technology developments with the diverse needs of the Company's customers and to enable them to reduce the time required to develop new products and bring them to market.

The Company serves a diversified customer base in various markets throughout the world, including aerospace and defense, data center computing, automotive components, medical, industrial and instrumentation related products, as well as networking/communications infrastructure products. The Company's customers include both original equipment manufacturers (OEMs) and electronic manufacturing services (EMS) providers.

The accompanying consolidated condensed financial statements have been prepared by the Company, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission (SEC). Certain information and disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP) have been condensed or omitted pursuant to such rules and regulations. It is suggested that these consolidated condensed financial statements be read in conjunction with the consolidated financial statements and the notes thereto included in the Company's most recent Annual Report on Form 10-K. The preparation of financial statements in accordance with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the Company's consolidated condensed financial statements and accompanying notes. Due to the coronavirus (COVID-19) global pandemic, the global economy and financial markets have been volatile and there is a significant amount of uncertainty about the length and severity of the consequences caused by the on-going pandemic. The Company has considered information available to it as of the date of issuance of these financial statements and is not aware of any specific events or circumstances that would require an update to its estimates or judgments, or a revision to the carrying value of its assets or liabilities. Actual results could differ materially from those estimates. The Company uses a 13-week fiscal quarter accounting period with the fourth quarter ending on the Monday nearest December 31.

On January 19, 2020, the Company entered into a definitive equity interests purchase agreement with AKMMeadville Electronics (Xiamen) Co., Ltd (the Purchaser) for the sale of the Company's following subsidiaries, which was completed on April 17, 2020: Shanghai Kaiser Electronics Co., Ltd. (SKE), Shanghai Meadville Electronics Co., Ltd. (SME), Shanghai Meadville Science & Technology Co., Ltd. (SP) and Guangzhou Meadville Electronics Co., Ltd. (GME) (collectively, the Mobility business unit). For all periods presented in the consolidated condensed statements of operations, all sales, costs, expenses, income taxes and gain on sale attributable to the Mobility business unit have been aggregated under the caption "Income from discontinued operations, net of income taxes". Refer to Note 2, *Discontinued Operations*, for additional information.

Unless otherwise noted, amounts and disclosures throughout these notes to consolidated condensed financial statements relate to continuing operations. These consolidated condensed financial statements reflect all adjustments (consisting only of normal recurring adjustments) which, in the opinion of management, are necessary to present fairly the financial position, the results of operations and cash flows of the Company for the periods presented. The results of operations for the interim periods are not necessarily indicative of the results to be expected for the full year.

Reclassifications

The Company currently has two reportable segments: PCB and RF and Specialty Components (RF&S Components). In fiscal 2020, subsequent to the quarter ended June 29, 2020, RF&S Components was added as a reportable segment. As a result, the Company had three reportable segments as of December 28, 2020: PCB, RF&S Components, and E-M Solutions. On April 29, 2020, the Company announced the restructuring of its E-M Solutions business unit. In prior periods, the Company's E-M Solutions business unit consisted of three Chinese manufacturing facilities with two being in Shanghai (SH BPA and SH E-MS) and one in Shenzhen (SZ). The Company closed the SH E-MS and SZ facilities at the end of 2020 and integrated the SH BPA facility into its PCB operations. As of March 29, 2021, E-M Solutions no longer met the criteria for segment reporting. As a result of the addition of the RF&S Components reportable segment and the restructuring of the E-M Solutions business unit, certain prior year amounts have been reclassified to conform to this new presentation.

Immaterial Correction of Error

During the quarter ended September 28, 2020, the Company paid for certain transaction costs related to the sale of the Mobility business unit totaling \$11,043. These transaction costs should have been recorded as an expense earlier in the year and recorded in the period ending June 29, 2020, which would have reduced the gain on sale of Mobility business unit, during the quarter ended June 29, 2020. The Company overstated both the income from discontinued operations, net of income taxes and net income by \$11,043, both basic earnings per share from discontinued operations and basic earnings per share of \$0.10 and \$0.11 in the quarter and two quarters ended June 29, 2020, respectively, and both diluted earnings per share from discontinued operations and diluted earnings per share of \$0.10 in the quarter and two quarters ended June 29, 2020. Management concluded that this error in the timing of recording the expense was not material to the consolidated condensed financial statements for the quarter and two quarters ended June 29, 2020. Prior period amounts have been revised to correct the error.

Recently Adopted and Issued Accounting Standards

Recently Adopted Accounting Standards

In December 2019, the Financial Accounting Standards Board (FASB) issued ASU 2019-12, *Income Taxes (Topic 740): Simplifying the Accounting for Income Taxes*, which is intended to simplify various aspects related to accounting for income taxes. ASU 2019-12 removes certain exceptions to the general principles in Topic 740 and also clarifies and amends existing guidance to improve consistent application. The guidance is effective for fiscal years beginning after December 15, 2020, including interim periods within those fiscal years. Early adoption is permitted. The Company adopted this ASU as of December 29, 2020 and it did not have a material impact on its consolidated condensed financial statements and related disclosures.

(2) Discontinued Operations

On January 19, 2020, the Company entered into a definitive equity interests purchase agreement for the sale of the Company's Mobility business unit. The sale was completed on April 17, 2020 for a base purchase price of \$550,000, subject to customary purchase price adjustments. The base purchase price did not include certain accounts receivable of the divested business, which were estimated to total approximately \$95,000. After the price adjustments, the final purchase price was \$569,246, which did not include approximately \$83,000 accounts receivable of the divested business.

On April 18, 2020, the Company entered into a Transition Services Agreement (TSA) with the Purchaser pursuant to which the Purchaser is receiving certain services (the Services) to enable it to operate the Mobility business unit after the closing of the sale of the Mobility business unit. The Services include finance and accounting, human resources, legal and compliance, sales, information technology, and other corporate support services. Under the TSA, the Services are being provided at cost for a period of up to 24 months. In addition, the Company entered into a Manufacturing Supply Agreement with the Purchaser pursuant to which the Purchaser will supply products to a few customers of the Company. There was no material impact on the Company's consolidated condensed financial statements.

Further, on June 29, 2020, the Company entered into a Sales Force Agreement with the Purchaser pursuant to which the Company's sales representatives assist the Purchaser in selling PCBs manufactured by the Purchaser to certain customers for a commission for a period up to April 17, 2021. There was no material impact on the Company's consolidated condensed financial statements.

As the sale of the Company's Mobility business unit represents a strategic shift that will have a major effect on the Company's operations and financial results, in accordance with the provisions of FASB authoritative guidance on the presentation of financial statements, Mobility business unit results are classified as discontinued operations in the consolidated condensed statements of operations for all periods presented.

The following table summarizes the results of Mobility operations for the quarter and two quarters ended June 29, 2020 prior to sale:

	Quarter Ended June 29, 2020	Two Quarters Ended June 29, 2020
(In thousands, except per share data)		
Net sales	\$ 30,777	\$ 143,951
Cost of goods sold	28,375	136,800
Gross profit	2,402	7,151
Operating expenses:		
Selling and marketing	285	1,461
General and administrative	1,007	2,317
Research and development	—	147
Amortization of definite-lived intangibles	134	809
Total operating expenses	1,426	4,734
Operating income	976	2,417
Other (expense) income:		
Interest expense	—	(223)
Gain on sale of the Mobility business unit	237,820	237,820
Other, net	(411)	1,160
Total other income, net	237,409	238,757
Income from discontinued operations before income taxes	238,385	241,174
Income tax provision	(65,964)	(66,707)
Income from discontinued operations, net of income taxes	\$ 172,421	\$ 174,467
Earnings per share from discontinued operations:		
Basic earnings per share	\$ 1.62	\$ 1.64
Diluted earnings per share	\$ 1.60	\$ 1.62

Depreciation expense related to the discontinued operations for the quarter and two quarters ended June 29, 2020 was \$3,117 and \$21,382, respectively.

During the quarter and two quarters ended June 29, 2020, the Company's income tax expense related to the discontinued operations was impacted by a net discrete expense of \$65,774. As a result of the sale of the Mobility business unit, the discrete income tax expense is related mainly to (i) China withholding tax related to gain on sale, (ii) U.S. income tax related to Global Intangible Low Taxed Income (GILTI) inclusion net of IRC Section 250 deduction and foreign tax credits, and offset by (iii) release of U.S. FIN 48 uncertain tax positions.

Proceeds from the sale of the Company's Mobility business unit have been presented in the consolidated condensed statements of cash flows within net cash provided by investing activities from discontinued operations. The following is a reconciliation of the final gain recorded for the sale of the Company's Mobility business unit (*in thousands*):

Net proceeds from the sale of the Mobility business unit (1)	\$	569,246
Mobility business unit assets:		
Cash and cash equivalents		12,513
Restricted cash		35,412
Accounts receivable, net		12
Contract assets		40,072
Inventories		4,988
Prepaid expenses and other current assets		4,593
Property, plant and equipment, net		328,648
Goodwill		68,267
Definite-lived intangibles, net		5,520
Deposits and other non-current assets		6,291
Total Mobility business unit assets		<u>506,316</u>
Mobility business unit liabilities:		
Accounts payable		142,636
Accrued salaries, wages and benefits		9,392
Other current liabilities		8,890
Other long-term liabilities		303
Total Mobility business unit liabilities		<u>161,221</u>
Derecognition of foreign currency translation adjustments and unrealized losses on cash flow hedges recorded in accumulated other comprehensive loss		26,957
Other transaction costs incurred as part of the sale of the Mobility business unit (2)		13,855
Gain on sale of the Mobility business unit before income taxes	<u>\$</u>	<u>237,253</u>

(1) Net proceeds from the sale of the Mobility business unit are net of customary purchase price adjustments.

(2) Costs directly incurred as a result of the sale of the Company's Mobility business unit, including bank fees, legal fees, professional fees, and other costs.

(3) Leases

The Company leases some of its manufacturing and assembly plants, sales offices and equipment under non-cancellable operating leases that expire at various dates through 2049. The majority of the Company's lease arrangements are comprised of fixed payments and certain leases consist of variable payments based on equipment usage. These variable payments are not included in the measurement of the right-of-use (ROU) asset or lease liability due to uncertainty of the payment amount and are recorded as lease expense in the period incurred. Certain leases contain renewal provisions at the Company's option. Most of the leases require the Company to pay for certain other costs such as property taxes and maintenance. Certain leases also contain rent escalation clauses (step rents) that require additional rental amounts in the later years of the term. Rent expense for leases with step rents is recognized on a straight-line basis over the minimum lease term. The lease agreements do not contain any material residual value guarantees or material restrictive covenants.

The components of lease expense were as follows:

	Quarter Ended		Two Quarters Ended	
	June 28, 2021	June 29, 2020	June 28, 2021	June 29, 2020
	(In thousands)			
Operating lease cost	\$ 1,924	\$ 2,227	\$ 4,132	\$ 4,708
Variable lease cost	140	137	374	243
Short-term lease cost	55	169	109	398

Supplemental cash flow information related to leases was as follows:

	Two Quarters Ended	
	June 28, 2021	June 29, 2020
	(In thousands)	
Cash paid for amounts included in the measurement of lease liabilities:		
Operating cash flows from operating leases	\$ 4,104	\$ 4,342
Right-of-use assets obtained in exchange for new lease obligations:		
Operating leases	802	3,205

Supplemental balance sheet information related to leases was as follows:

	As of	
	June 28, 2021	December 28, 2020
	(In thousands)	
Operating lease right-of-use assets	\$ 20,134	\$ 24,340
Other current liabilities	6,190	8,144
Operating lease liabilities	14,836	17,211
Total operating lease liabilities	\$ 21,026	\$ 25,355

	As of	
	June 28, 2021	December 28, 2020
Weighted average remaining lease term	4.2 years	4.2 years
Weighted average discount rate	3.25%	3.31%

Maturities of operating lease liabilities were as follows (1):

	(In thousands)	
Less than one year	\$	6,750
1 - 2 years		5,081
2 - 3 years		4,180
3 - 4 years		3,157
4 - 5 years		1,888
Thereafter		1,477
Total lease payments		22,533
Less imputed interest		(1,507)
Total	\$	21,026

(1) Excludes \$851 of legally binding minimum lease payments for leases signed but not yet commenced.

(4) Revenues

As of June 28, 2021, the aggregate amount of the transaction price allocated to remaining performance obligations for long-term contracts was \$11,905. The Company expects to recognize revenue on approximately 82% of the remaining performance obligations for the Company's long-term contracts over the next twelve months.

Revenue from products and services transferred to customers over time and at a point in time accounted for 98% and 2%, respectively, of the Company's revenue for both quarter and two quarters ended June 28, 2021 and June 29, 2020.

The following tables represent a disaggregation of revenue by principal end markets with the reportable segments:

End Markets	Quarter Ended June 28, 2021			Quarter Ended June 29, 2020			
	PCB	RF&S Components	Total	PCB	RF&S Components	Other (1)	Total
	(In thousands)						
Aerospace and Defense	\$ 185,152	\$ 6	\$ 185,158	\$ 188,910	\$ 9	\$ 20	\$ 188,939
Automotive	102,893	—	102,893	57,998	—	11,583	69,581
Data Center Computing (2)	82,230	24	82,254	71,541	273	36	71,850
Medical/Industrial/Instrumentation	104,012	1,067	105,079	115,813	800	2,988	119,601
Networking/Communications	75,728	11,950	87,678	95,416	10,560	7,446	113,422
Other	3,465	856	4,321	7,165	449	(709)	6,905
Total	\$ 553,480	\$ 13,903	\$ 567,383	\$ 536,843	\$ 12,091	\$ 21,364	\$ 570,298

End Markets	Two Quarters Ended June 28, 2021				Two Quarters Ended June 29, 2020			
	PCB	RF&S Components	Other (1)	Total	PCB	RF&S Components	Other (1)	Total
	(In thousands)							
Aerospace and Defense	\$ 371,691	12	\$ —	\$ 371,703	\$ 373,324	\$ 9	\$ 20	\$ 373,353
Automotive	194,685	—	3,642	198,327	119,856	—	18,596	138,452
Cellular Phone	—	—	—	—	1,296	—	—	1,296
Data Center Computing (2)	153,989	456	—	154,445	129,655	476	90	130,221
Medical/Industrial/Instrumentation	194,782	2,148	25	196,955	206,281	1,594	6,308	214,183
Networking/Communications	142,666	22,603	1	165,270	165,849	18,627	11,641	196,117
Other	6,153	1,374	(412)	7,115	14,584	826	(1,088)	14,322
Total	\$ 1,063,966	\$ 26,593	\$ 3,256	\$ 1,093,815	\$ 1,010,845	\$ 21,532	\$ 35,567	\$ 1,067,944

(1) Other represents SH E-MS and SZ results.

(2) Beginning in the first quarter of 2021, the Computing/Storage/Peripherals end market was renamed to Data Center Computing to better reflect the customer mix and growth prospects. There was no change to the customers included in this end market.

(5) Composition of Certain Consolidated Condensed Financial Statement Captions

	As of	
	June 28, 2021	December 28, 2020
(In thousands)		
Inventories:		
Raw materials	\$ 113,546	\$ 103,890
Work-in-process	9,265	7,841
Finished goods	3,544	3,920
	<u>\$ 126,355</u>	<u>\$ 115,651</u>
Property, plant and equipment, net:		
Land and land use rights	\$ 62,061	\$ 61,781
Buildings and improvements	404,802	398,540
Machinery and equipment	855,892	832,723
Furniture and fixtures and other	10,218	10,304
Construction-in-progress	36,177	33,191
	<u>1,369,150</u>	<u>1,336,539</u>
Less: Accumulated depreciation	<u>(718,386)</u>	<u>(686,104)</u>
	<u>\$ 650,764</u>	<u>\$ 650,435</u>
Other current liabilities:		
Sales returns and allowances	\$ 13,623	\$ 13,015
Income taxes payable	10,108	2,428
Derivative liabilities	10,000	—
Interest	7,996	7,157
Operating lease	6,190	8,144
Restructuring	97	7,382
Other	52,901	51,296
	<u>\$ 100,915</u>	<u>\$ 89,422</u>
Other long-term liabilities:		
Deferred income taxes	\$ 24,043	\$ 23,704
Defined benefit pension plan liability	9,313	9,986
Derivative liabilities	—	14,968
Other	25,900	25,167
	<u>\$ 59,256</u>	<u>\$ 73,825</u>

(6) Goodwill

As of June 28, 2021 and December 28, 2020, goodwill by reportable segment was as follows:

	PCB	RF&S Components	Total
	(In thousands)		
Balance as of December 28, 2020 and June 28, 2021			
Goodwill	\$ 700,724	\$ 177,200	\$ 877,924
Accumulated impairment losses	<u>(171,400)</u>	<u>(69,200)</u>	<u>(240,600)</u>
	<u>\$ 529,324</u>	<u>\$ 108,000</u>	<u>\$ 637,324</u>

(7) Definite-lived Intangibles

As of June 28, 2021 and December 28, 2020, the components of definite-lived intangibles were as follows:

	Gross Amount	Accumulated Amortization (In thousands)	Net Carrying Amount	Weighted Average Amortization Period (In years)
June 28, 2021				
Customer relationships	\$ 397,500	\$ (168,705)	\$ 228,795	10.9
Technology	47,650	(16,468)	31,182	9.5
	<u>\$ 445,150</u>	<u>\$ (185,173)</u>	<u>\$ 259,977</u>	
December 28, 2020				
Customer relationships	\$ 397,500	\$ (150,142)	\$ 247,358	10.9
Technology	47,650	(13,701)	33,949	9.5
	<u>\$ 445,150</u>	<u>\$ (163,843)</u>	<u>\$ 281,307</u>	

Definite-lived intangibles are amortized using the straight-line method of amortization over the useful life. Amortization expense was \$10,425 and \$10,945 for the quarters ended June 28, 2021 and June 29, 2020, respectively, and \$21,330 and \$21,890 for the two quarters ended June 28, 2021 and June 29, 2020, respectively. For the quarter and two quarters ended June 28, 2021, \$1,383 and \$2,767, respectively, of amortization expense is included in cost of goods sold. For the quarter and two quarters ended June 29, 2020, \$1,384 and \$2,767, respectively, of amortization expense is included in cost of goods sold.

Estimated aggregate amortization for definite-lived intangible assets for the next five years and thereafter is as follows:

	(In thousands)
Remaining 2021	\$ 19,849
2022	38,631
2023	36,713
2024	29,713
2025	25,397
Thereafter	109,674
	<u>\$ 259,977</u>

(8) Long-term Debt and Letters of Credit

The following table summarizes the long-term debt of the Company as of June 28, 2021 and December 28, 2020:

	Interest Rate as of June 28, 2021	Principal Outstanding as of June 28, 2021	Interest Rate as of December 28, 2020	Principal Outstanding as of December 28, 2020
(In thousands)				
Senior Notes due March 2029	4.00 %	\$ 500,000	— %	\$ —
Term Loan due September 2024	2.60	405,879	2.65	405,879
Senior Notes due October 2025	—	—	5.63	375,000
U.S. ABL Revolving Loan due June 2024	—	—	1.40	40,000
Asia ABL Revolving Loan due June 2024	1.50	30,000	1.55	30,000
		935,879		850,879
Less: Long-term debt unamortized discount		(712)		(814)
Long-term debt unamortized debt issuance costs		(8,644)		(7,212)
		926,523		842,853
Less: current maturities		—		—
Long-term debt, less current maturities		<u>\$ 926,523</u>		<u>\$ 842,853</u>

Pursuant to the Term Loan Credit Agreement, the Company may reinvest the cash proceeds received from the sale of the Mobility business unit for a period of twelve months commencing September 3, 2020. If the proceeds are not reinvested during that time, the Company is required to use the proceeds to prepay the Term Loan. The Company used a portion of the cash proceeds to

repay \$400,000 of the Term Loan during the year ended December 28, 2020 and used the remaining cash proceeds for reinvestment pursuant to the Term Loan Credit Agreement. Permitted investments, as defined in the Term Loan Credit Agreement, include extensions of trade credit in the ordinary course of business, investments in cash and cash equivalents, permitted acquisitions, investments in assets useful in the business of the Company and its restricted subsidiaries, investments in joint ventures and unrestricted subsidiaries among others.

Senior Notes due 2029

On March 10, 2021, the Company issued \$500,000 of Senior Notes due 2029, which are included in long-term debt and bear interest at a rate of 4.0% per annum. Interest is payable semiannually in arrears on March 1 and September 1 of each year beginning September 1, 2021. The Senior Notes due 2029 will mature on March 1, 2029.

The Company used a portion of the net proceeds from the issuance of the Senior Notes due 2029 during the quarter ended March 29, 2021 to: (i) fund the early retirement of \$375,000 Senior Notes due 2025, (ii) fund the repayment of \$40,000 outstanding under the U.S. Asset-Based Lending Credit Agreement (U.S. ABL) Revolving credit facility (but not terminate the commitments thereunder), and (iii) pay related premiums, fees and expenses. The Company intends to use the remaining net proceeds for general corporate purposes.

Asset-Based Lending Agreements

As of June 28, 2021, letters of credit in the amount of \$12,201 were outstanding under the U.S. ABL and \$3,475 were outstanding under the Asia Asset-Based Lending Credit Agreement (Asia ABL) with various expiration dates through July 2021. Available borrowing capacity under the U.S. ABL and the Asia ABL was \$137,799 and \$116,525, respectively, which considers letters of credit outstanding as of June 28, 2021.

Debt Covenants

Borrowings under the Term Loan and Senior Notes due 2029 are subject to certain affirmative and negative covenants, including limitations on indebtedness, corporate transactions, investments, dispositions, and share payments.

Under the occurrence of certain events, the U.S. ABL and Asia ABL (collectively, the ABL Revolving Loans), are subject to various financial covenants, including leverage and fixed charge coverage ratios.

Debt Issuance and Debt Discount

As of June 28, 2021 and December 28, 2020, remaining unamortized debt discount and debt issuance costs for the Senior Notes due 2029, Term Loan Facility and Senior Notes due 2025 are as follows:

	As of June 28, 2021			As of December 28, 2020		
	Debt Issuance Costs	Debt Discount	Effective Interest Rate	Debt Issuance Costs	Debt Discount	Effective Interest Rate
	(In thousands, except interest rates)					
Senior Notes due March 2029	\$ 6,289	\$ —	4.19 %	\$ —	\$ —	— %
Term Loan due September 2024	2,355	712	4.66	2,695	814	4.66
Senior Notes due October 2025	—	—	—	4,517	—	5.92
	<u>\$ 8,644</u>	<u>\$ 712</u>		<u>\$ 7,212</u>	<u>\$ 814</u>	

The above debt discount and debt issuance costs are recorded as a reduction of the debt and are amortized into interest expense using an effective interest rate over the duration of the debt.

Remaining unamortized debt issuance costs for the ABL Revolving Loans of \$1,637 and \$1,919 as of June 28, 2021 and December 28, 2020, respectively, are included in other non-current assets and are amortized to interest expense over the duration of the ABL Revolving Loans using the straight-line method of amortization.

As of June 28, 2021, the remaining weighted average amortization period for all unamortized debt discount and debt issuance costs was 5.7 years.

Loss on Extinguishment of Debt

During the two quarters ended June 28, 2021, the Company recognized losses of \$15,217 associated with the premium paid on extinguishment of debt and the write-off of the remaining unamortized debt issuance costs as a result of the repayment of the remaining outstanding balance of the Senior Notes due 2025.

(9) Income Taxes

The Company's effective tax rate is impacted by tax rates in China and Hong Kong, the U.S. federal income tax rate, apportioned state income tax rates, generation of credits and deductions available to the Company as well as changes in valuation allowances and certain non-deductible items. Additionally, no tax benefit was recorded on the losses incurred in certain foreign jurisdictions as a result of corresponding increases in the valuation allowances in these jurisdictions.

During the quarter and two quarters ended June 28, 2021, the Company's effective tax rate was impacted by a net discrete benefit of \$1,843 and \$2,226, respectively. This is related mainly to (i) the release of uncertain tax positions due to the expiration of the statute of limitation in foreign jurisdictions, (ii) stock based compensation releases, (iii) the approval of the Company's renewal application for High and New Tax Enterprise status for two of the Company's manufacturing subsidiaries in China (including the impact on the respective Company's deferred tax amounts), and (iv) accrued interest for existing uncertain tax positions.

The Company has various foreign subsidiaries formed or acquired to conduct or support its business outside the United States. The Company expects its earnings attributable to most foreign subsidiaries may be repatriated back to the U.S. and so a deferred tax liability has been recorded for foreign withholding and the estimated federal/state tax impact. For those other companies with earnings currently being reinvested outside of the U.S., no deferred tax liabilities on undistributed earnings are recorded.

(10) Financial Instruments

Derivatives

Interest Rate Swaps

The Company's business is exposed to interest rate risk resulting from fluctuations in interest rates on certain LIBOR-based variable rate debt. Increases in interest rates would increase interest expenses relating to the outstanding variable rate borrowings and increase the cost of debt. Fluctuations in interest rates can also lead to significant fluctuations in the fair value of the debt obligations.

On May 15, 2018, the Company entered into a four-year pay-fixed, receive floating (1-month LIBOR), interest rate swap arrangement with a notional amount of \$400,000 for the period beginning June 1, 2018 and ending on June 1, 2022. Under the terms of the interest rate swap, the Company pays a fixed rate of 2.84% against a portion of its LIBOR-based debt and receives floating 1-month LIBOR during the swap period.

At inception, the Company designated the interest rate swap as a cash flow hedge and the fair value of the interest rate swap was zero. As of June 28, 2021, the fair value of the interest rate swap was recorded as a liability in the amount of \$10,000 and included as a component of other current liabilities. The change in the fair value of the interest rate swap is recorded as a component of accumulated other comprehensive loss, net of tax. No ineffectiveness was recognized for the quarter and two quarters ended June 28, 2021 and June 29, 2020. The interest rate swap increased interest expense by \$2,763 and \$2,342 for the quarters ended June 28, 2021 and June 29, 2020, respectively, and \$5,503 and \$3,517 for the two quarters ended June 28, 2021 and June 29, 2020, respectively.

Foreign Exchange Contracts

The Company enters into foreign currency forward contracts to mitigate the impact of changes in foreign currency exchange rates and to reduce the volatility of purchases and other obligations generated in currencies other than its functional currencies. The Company's foreign subsidiaries may at times purchase forward exchange contracts to manage their foreign currency risks in relation to certain purchases of machinery denominated in foreign currencies other than the Company's functional currencies. The notional amount of the foreign exchange contracts as of June 28, 2021 and December 28, 2020 was approximately \$1,245 (Japanese Yen (JPY) 132.3 million) and \$1,181 (JPY 125.0 million), respectively. The Company has designated certain of these foreign exchange contracts as cash flow hedges.

Commodity Price Risk Management

The Company uses copper in the manufacturing of PCBs. In order to reduce the impact of volatility of copper prices, the Company enters into commodity contracts. As of June 28, 2021, the Company has commodity contracts with a notional quantity of 0.5 metric tonnes each for the periods (i) beginning June 29, 2021 and ending on September 23, 2021, (ii) beginning September 28, 2021 and ending on December 30, 2021, (iii) beginning January 4, 2022 and ending on March 31, 2022, and (iv) beginning April 5, 2022 and ending on June 29, 2022. As of June 28, 2021, the fair value of the commodity contracts was recorded as an asset in the amount of \$99 and included as a component of prepaid expenses and other current assets. The changes in the fair value of these commodity contracts are recorded in cost of goods sold in the consolidated condensed statements of operations. The commodity contracts decreased cost of goods sold by \$99 for both the quarter and two quarters ended June 28, 2021. These commodity contracts are not designated as accounting hedges.

The fair values of derivative instruments in the consolidated condensed balance sheets are as follows:

	Balance Sheet Location	Asset/(Liability) Fair Value	
		June 28, 2021	December 28, 2020
(In thousands)			
Cash flow derivative instruments designated as hedges:			
Interest rate swap	Other current liabilities	\$ (10,000)	\$ —
Interest rate swap	Other long-term liabilities	—	(14,968)
Foreign exchange contracts	Other current liabilities	(47)	—
Cash flow derivative instruments not designated as hedges:			
Foreign exchange contracts	Prepaid expenses and other current assets	—	28
Commodity contracts	Prepaid expenses and other current assets	99	—

The following table provides information about the amounts recorded in accumulated other comprehensive loss related to derivatives designated as cash flow hedges, as well as the amounts recorded in each caption in the consolidated condensed statements of operations when derivative amounts are reclassified out of accumulated other comprehensive loss for the quarter and two quarters ended June 28, 2021 and June 29, 2020:

	Financial Statement Caption	Quarter Ended June 28, 2021		Quarter Ended June 29, 2020	
		Loss Recognized in Other Comprehensive Loss	Loss Reclassified into Income	Loss Recognized in Other Comprehensive Loss	Loss Reclassified into Income
(In thousands)					
Cash flow hedge:					
Interest rate swap	Interest expense	\$ (184)	\$ (2,763)	\$ (2,583)	\$ (2,342)

	Financial Statement Caption	Two Quarters Ended June 28, 2021		Two Quarters Ended June 29, 2020	
		Loss Recognized in Other Comprehensive Loss	Loss Reclassified into Income	Loss Recognized in Other Comprehensive Loss	Loss Reclassified into Income
(In thousands)					
Cash flow hedge:					
Interest rate swap	Interest expense	\$ (535)	\$ (5,503)	\$ (11,032)	\$ (3,517)

The following table provides a summary of the activity associated with the designated cash flow hedges reflected in accumulated other comprehensive loss for the two quarters ended June 28, 2021 and June 29, 2020:

	Two Quarters Ended	
	June 28, 2021	June 29, 2020
(In thousands)		
Beginning balance, net of tax	\$ (11,231)	\$ (9,617)
Changes in fair value loss, net of tax	(203)	(8,012)
Reclassification to earnings	3,984	2,629
Derecognition of unrealized losses on cash flow hedge due to sale of Mobility business unit	—	384
Ending balance, net of tax	\$ (7,450)	\$ (14,616)

Based on the current yield curve, the Company expects that losses of approximately \$8,068 of the accumulated other comprehensive loss will be reclassified into the statement of operations, net of tax, in the next twelve months.

(11) Accumulated Other Comprehensive Loss

The following provides a summary of the components of accumulated other comprehensive loss, net of tax, as of June 28, 2021 and December 28, 2020:

	Foreign Currency Translation	Pension Obligation	(Losses) Gains on Cash Flow Hedges	Total
	(In thousands)			
Ending balance as of December 28, 2020	\$ (24,827)	\$ (2,855)	\$ (11,231)	\$ (38,913)
Other comprehensive income (loss) before reclassifications	414	29	(203)	240
Amounts reclassified from accumulated other comprehensive loss	—	—	3,984	3,984
Other comprehensive income	414	29	3,781	4,224
Ending balance as of June 28, 2021	<u>\$ (24,413)</u>	<u>\$ (2,826)</u>	<u>\$ (7,450)</u>	<u>\$ (34,689)</u>

(12) Significant Customers and Concentration of Credit Risk

In the normal course of business, the Company extends credit to its customers. Some customers to whom the Company extends credit are located outside the United States. The Company performs ongoing credit evaluations of customers, does not require collateral, and considers the credit risk profile of the entity from which the receivable is due in further evaluating collection risk. As of June 28, 2021, there was one customer that accounted for 10% of the Company's accounts receivable. There were no customers that accounted for 10% or more of accounts receivable as of December 28, 2020.

The Company's customers include both OEMs and EMS companies. The Company's OEM customers often direct a significant portion of their purchases through EMS companies. While the Company's customers include both OEM and EMS providers, the Company measures customer concentration based on OEM companies, as they are the ultimate end customers.

There were no customers that accounted for 10% or more of net sales for the quarter ended June 28, 2021 and two quarters ended June 29, 2020. For the two quarters ended June 28, 2021 and the quarter ended June 29, 2020, there was one customer that accounted for approximately 11% of the Company's net sales.

(13) Fair Value Measures

The Company measures at fair value its financial and non-financial assets by using a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, essentially an exit price, based on the highest and best use of the asset or liability.

The carrying amount and estimated fair value of the Company's financial instruments as of June 28, 2021 and December 28, 2020 were as follows:

	As of June 28, 2021		As of December 28, 2020	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
	(In thousands)			
Derivative assets, current	\$ 99	\$ 99	\$ 28	\$ 28
Derivative liabilities, current	10,047	10,047	—	—
Derivative liabilities, non-current	—	—	14,968	14,968
Senior Notes due March 2029	493,711	500,920	—	—
Term Loan due September 2024	402,812	405,120	402,370	407,909
Senior Notes due October 2025	—	—	370,483	383,974
ABL Revolving Loans	30,000	30,000	70,000	70,000

The fair value of the derivative instruments was determined using pricing models developed based on the LIBOR swap rate, foreign currency exchange rates, and other observable market data, including quoted market prices, as appropriate using Level 2 inputs. The values were adjusted to reflect non-performance risk of both the counterparty and the Company, as necessary.

The fair value of the long-term debt was estimated based on quoted market prices or discounting the debt over its life using current market rates for similar debt as of June 28, 2021 and December 28, 2020, which are considered Level 2 inputs.

As of June 28, 2021 and December 28, 2020, the Company's other financial instruments included cash and cash equivalents, accounts receivable, and accounts payable. Due to short-term maturities, the carrying amount of these instruments approximates fair value. The Company's cash and cash equivalents as of June 28, 2021 consisted of \$319,388 held in the U.S., with the remaining \$238,903 held by foreign subsidiaries.

The majority of the Company's non-financial assets and liabilities, which include goodwill, intangible assets, inventories, and property, plant and equipment, are not required to be carried at fair value on a recurring basis. However, if certain triggering events occur (or are tested at least annually in the case of goodwill) such that a non-financial instrument is required to be evaluated for impairment, based upon a comparison of the non-financial instrument's fair value to its carrying value, an impairment is recorded to reduce the carrying value to the fair value, if the carrying value exceeds the fair value.

(14) Commitments and Contingencies

Legal Matters

The Company is subject to various legal matters, which it considers normal for its business activities. While the Company currently believes that the amount of any reasonably possible loss for known matters would not be material to the Company's financial condition, the outcome of these actions is inherently difficult to predict. In the event of an adverse outcome, the ultimate potential loss could have a material adverse effect on the Company's financial condition or results of operations in a particular period. The Company has accrued amounts for its loss contingencies which are probable and estimable as of June 28, 2021 and December 28, 2020. However, these amounts are not material to the consolidated condensed financial statements of the Company.

(15) Earnings Per Share

The following is a reconciliation of the numerator and denominator used to calculate basic earnings per share and diluted earnings per share from continuing operations for the quarter and two quarters ended June 28, 2021 and June 29, 2020:

	Quarter Ended		Two Quarters Ended	
	June 28, 2021	June 29, 2020	June 28, 2021	June 29, 2020
	(In thousands, except per share amounts)			
Net income from continuing operations	\$ 28,261	\$ 9,346	\$ 25,069	\$ 6,126
Basic weighted average shares	107,148	106,295	106,987	105,990
Dilutive effect of performance-based restricted stock units, restricted stock units and stock options	1,845	1,190	1,862	1,441
Dilutive effect of outstanding warrants	802	—	401	—
Diluted shares	109,795	107,485	109,250	107,431
Earnings per share:				
Basic	\$ 0.26	\$ 0.09	\$ 0.23	\$ 0.06
Diluted	\$ 0.26	\$ 0.09	\$ 0.23	\$ 0.06

PRUs, RSUs, and stock options to purchase 1,452 and 802 shares of common stock for the quarter and two quarters ended June 28, 2021, respectively, and 1,162 and 750 shares of common stock for the quarter and two quarters ended June 29, 2020, respectively, were not included in the computation of diluted earnings per share. The PRUs were not included in the computation of diluted earnings per share because the performance conditions had not been met at June 28, 2021 and June 29, 2020, and for RSUs and stock options, the options' exercise prices or the total expected proceeds under the treasury stock method was greater than the average market price of common stock during the applicable quarter and two quarters and, as a result, the impact would be anti-dilutive.

Outstanding warrants for the quarter and two quarters ended June 29, 2020 to purchase common stock were not included in the computation of diluted earnings per share because the strike price of the warrants to purchase the Company's common stock was greater than the average market price of common stock during the applicable quarter, and therefore, the effect would be anti-dilutive.

(16) Stock-Based Compensation

Stock-based compensation expense is recognized in the accompanying consolidated condensed statements of operations as follows:

	Quarter Ended		Two Quarters Ended	
	June 28, 2021	June 29, 2020	June 28, 2021	June 29, 2020
	(In thousands)		(In thousands)	
Cost of goods sold	\$ 861	\$ 620	\$ 2,026	\$ 1,470
Selling and marketing	442	291	1,088	742
General and administrative	2,015	1,690	4,370	5,167
Research and development	32	46	75	103
Stock-based compensation expense recognized	<u>\$ 3,350</u>	<u>\$ 2,647</u>	<u>\$ 7,559</u>	<u>\$ 7,482</u>

Summary of Unrecognized Compensation Costs

The following is a summary of total unrecognized compensation costs as of June 28, 2021:

	Unrecognized Stock-Based Compensation Cost	Remaining Weighted Average Recognition Period
	(In thousands)	(In years)
RSU awards	\$ 33,983	1.7
PRU awards	3,159	1.2
Stock options	90	1.0
	<u>\$ 37,232</u>	

(17) Segment Information

The reportable segments shown below are the Company's segments for which separate financial information is available and upon which operating results are evaluated by the chief operating decision maker to assess performance and to allocate resources. In fiscal 2020, subsequent to the quarter ended June 29, 2020, RF&S Components was added as a reportable segment. As a result, the Company had three reportable segments as of December 28, 2020: PCB, RF&S Components, and E-M Solutions. On April 29, 2020, the Company announced the restructuring of its E-M Solutions business unit. In prior periods, the Company's E-M Solutions business unit consisted of three Chinese manufacturing facilities with two being in Shanghai (SH BPA and SH E-MS) and one in Shenzhen (SZ). The Company closed the SH E-MS and SZ facilities at the end of 2020 and integrated the SH BPA facility into its PCB operations. As of March 29, 2021, E-M Solutions no longer met the criteria for segment reporting. As a result of the addition of the RF&S Components reportable segment and the restructuring of the E-M Solutions business unit, certain prior year amounts have been reclassified to conform to this new presentation.

The Company, including the chief operating decision maker, evaluates segment performance based on reportable segment income, which is operating income before amortization of intangibles. Interest expense and interest income are not presented by segment since they are not included in the measure of segment profitability reviewed by the chief operating decision maker. All inter-segment transactions have been eliminated.

	Quarter Ended		Two Quarters Ended	
	June 28, 2021	June 29, 2020	June 28, 2021	June 29, 2020
(In thousands)				
Net Sales:				
PCB	\$ 553,480	\$ 536,843	\$ 1,063,966	\$ 1,010,845
RF&S Components	13,903	12,091	26,593	21,532
Other (1)	—	21,364	3,256	35,567
Total net sales	<u>\$ 567,383</u>	<u>\$ 570,298</u>	<u>\$ 1,093,815</u>	<u>\$ 1,067,944</u>
Operating Segment Income:				
PCB	\$ 73,055	\$ 77,714	\$ 130,287	\$ 137,952
RF&S Components	4,730	4,310	8,592	6,218
Corporate and Other (1)	(26,472)	(48,083)	(56,861)	(83,102)
Total operating segment income	51,313	33,941	82,018	61,068
Amortization of definite-lived intangibles (2)	(10,425)	(10,945)	(21,330)	(21,890)
Total operating income	40,888	22,996	60,688	39,178
Total other expense	(10,773)	(18,117)	(34,872)	(35,396)
Income before income taxes	<u>\$ 30,115</u>	<u>\$ 4,879</u>	<u>\$ 25,816</u>	<u>\$ 3,782</u>

	As of	
	June 28, 2021	December 28, 2020
(In thousands)		
Segment Assets:		
PCB	\$ 1,619,282	\$ 1,529,102
RF&S Components	218,919	227,990
Corporate and Other (1)	1,187,535	1,138,852
Total assets	<u>\$ 3,025,736</u>	<u>\$ 2,895,944</u>

(1) Other represents SH E-MS and SZ results.

(2) Amortization of definite-lived intangibles primarily relates to the PCB and RF&S Components reportable segments. For the quarter and two quarters ended June 28, 2021, \$1,383 and \$2,767, respectively, of amortization expense is included in cost of goods sold. For the quarter and two quarters ended June 29, 2020, \$1,384 and \$2,767, respectively, of amortization expense is included in cost of goods sold.

The Corporate category primarily includes operating expenses that are not included in the segment operating performance measures. Corporate consists primarily of corporate governance functions such as finance, accounting, information technology and human resources personnel, as well as global sales and marketing personnel, research and development costs, and acquisition and integration costs associated with acquisitions and divestitures.

The Company markets and sells its products in approximately 45 countries. Other than in the United States and China, the Company does not conduct business in any country in which its net sales in that country exceed 10% of the Company's total net sales. Net sales are as follows:

	Quarter Ended		Two Quarters Ended	
	June 28, 2021	June 29, 2020	June 28, 2021	June 29, 2020
(In thousands)				
Net Sales:				
United States	\$ 260,944	\$ 267,602	\$ 529,411	\$ 529,881
China	80,160	101,896	161,869	176,825
Other	226,279	200,800	402,535	361,238
Total net sales	<u>\$ 567,383</u>	<u>\$ 570,298</u>	<u>\$ 1,093,815</u>	<u>\$ 1,067,944</u>

Net sales are attributed to countries by country invoiced.

(18) Restructuring Charges

On April 29, 2020, the Company announced the restructuring of its E-M Solutions business unit. The E-M Solutions business unit consisted of three Chinese manufacturing facilities with two being in Shanghai (SH BPA and SH E-MS) and one in Shenzhen (SZ). The Company ceased operations at the SH E-MS and SZ facilities while integrating the SH BPA facility into its PCB operations. The restructuring is another step in advancing the Company's stated strategy of increasing its focus on differentiated higher margin products that more fully leverage the Company's early engagement capabilities and industry leading engineering-based technology solutions. The Company closed the SH E-MS and SZ facilities at the end of 2020. As of June 28, 2021, the Company has incurred approximately \$19,625 of restructuring charges and \$6,702 of accelerated depreciation expense since the April 29, 2020 announcement.

In connection with the restructuring of its E-M Solutions business unit and other global realignment restructuring efforts, the Company recognized employee separation, contract termination and other costs during the quarter and two quarters ended June 28, 2021 and June 29, 2020. Contract termination and other costs primarily represented plant closure costs.

The table below summarizes such restructuring costs by reportable segment, which are included as a component of general and administrative expenses in the consolidated condensed statements of operations, for the quarter and two quarters ended June 28, 2021 and June 29, 2020:

	Quarter Ended June 28, 2021			Two Quarters Ended June 28, 2021		
	Employee Separation/Severance	Contract Termination and Other Costs	Total	Employee Separation/Severance	Contract Termination and Other Costs	Total
(In thousands)						
Reportable Segment:						
PCB	\$ 128	\$ 111	\$ 239	\$ 470	\$ 123	\$ 593
Corporate and Other (1)	56	264	320	415	2,783	3,198
	<u>\$ 184</u>	<u>\$ 375</u>	<u>\$ 559</u>	<u>\$ 885</u>	<u>\$ 2,906</u>	<u>\$ 3,791</u>

	Quarter Ended June 29, 2020			Two Quarters Ended June 29, 2020		
	Employee Separation/Severance	Contract Termination and Other Costs	Total	Employee Separation/Severance	Contract Termination and Other Costs	Total
(In thousands)						
Reportable Segment:						
PCB	\$ (8)	\$ 1	\$ (7)	\$ (8)	\$ 14	\$ 6
Corporate and Other (1)	13,085	336	13,421	13,394	342	13,736
	<u>\$ 13,077</u>	<u>\$ 337</u>	<u>\$ 13,414</u>	<u>\$ 13,386</u>	<u>\$ 356</u>	<u>\$ 13,742</u>

(1) Other represents SH E-MS and SZ results.

Accrued restructuring costs are included as a component of other current liabilities in the consolidated condensed balance sheet. The table below shows the utilization of the accrued restructuring costs during the two quarters ended June 28, 2021:

	Employee Separation/Severance	Contract Termination and Other Costs	Total
(In thousands)			
Accrued as of December 28, 2020	\$ 7,063	\$ 319	\$ 7,382
Charged to expense	886	2,905	3,791
Amount paid	(7,897)	(3,179)	(11,076)
Accrued as of June 28, 2021	<u>\$ 52</u>	<u>\$ 45</u>	<u>\$ 97</u>

(19) Share Repurchase Program

On February 3, 2021, the Company announced that its Board of Directors authorized and approved a share repurchase program. Under the program, the Company may repurchase up to \$100,000 in value of the Company's outstanding shares of common stock from time to time through February 3, 2023. The Company may repurchase shares through open market purchases, privately-negotiated transactions, or otherwise in accordance with applicable federal securities laws, including Rule 10b-18 of the Securities Exchange Act of 1934, as amended (the Exchange Act) which sets certain restrictions on the method, timing, price and volume of open market stock repurchases. In addition, the Company adopted a trading plan, which may be amended from time to time, in accordance with Rule 10b5-1 of the Exchange Act to facilitate certain purchases that may be effected under the share repurchase program. The timing, manner, price and amount of any repurchases will be determined at the Company's discretion, and the share repurchase program may be suspended, terminated or modified at any time for any reason. The repurchase program does not obligate the Company to acquire any specific number of shares.

During the quarter and two quarters ended June 28, 2021, the Company repurchased 411 shares of common stock for a total cost of \$6,145. As of June 28, 2021, the remaining amount available to be repurchased under the Company's share repurchase program was \$93,855.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion of our financial condition and results of operations should be read in conjunction with our consolidated condensed financial statements and the related notes and the other financial information included in this Quarterly Report on Form 10-Q. This discussion and analysis contains forward-looking statements that involve risks and uncertainties. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of specified factors, including those set forth in Item 1A "Risk Factors" of Part II below and elsewhere in this Quarterly Report on Form 10-Q. This discussion and analysis should also be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" set forth in our Annual Report on Form 10-K for the fiscal year ended December 28, 2020, filed with the SEC.

COMPANY OVERVIEW

We are a leading global printed circuit board (PCB) manufacturer, focusing on quick-turn and volume production of technologically advanced PCBs and backplane assemblies as well as a global designer and manufacturer of high-frequency radio frequency (RF) and microwave components and assemblies. We focus on providing time-to-market and volume production of advanced technology products and offer a one-stop design, engineering and manufacturing solution to our customers. This one-stop design, engineering and manufacturing solution allows us to align technology development with the diverse needs of our customers and to enable them to reduce the time required to develop new products and bring them to market. We serve a diversified customer base consisting of approximately 1,300 customers in various markets throughout the world, including aerospace and defense, data center computing, automotive components, medical, industrial and instrumentation related products, as well as networking/communications infrastructure products. Our customers include both original equipment manufacturers (OEMs) and electronic manufacturing services (EMS) providers.

RECENT DEVELOPMENTS

The coronavirus (COVID-19) pandemic first caused business disruption in our operations in China in January 2020. By March 2020, the situation escalated as the scope of the COVID-19 pandemic worsened outside of the Asia-Pacific region, with Europe and North America being affected by the pandemic. With the development and deployment of vaccines, the pandemic has declined. However, as new variants evolve, we could see a rebound in the severity of the pandemic. As a result, we expect continued impacts on our production, as well as ongoing significant uncertainty relating to the actual and potential impacts of the COVID-19 pandemic, and we cannot reasonably estimate its duration or severity. The COVID-19 pandemic has created and continues to create various global macroeconomic, customer demand, operational and supply chain risks any one of which could have a material and adverse impact on our business going forward. See Item 1A, *Risk Factors*, of Part II below for further information related to the COVID-19 pandemic. We have taken active measures to protect our employees, suppliers and customers by implementing our extensive pandemic recovery protocols, establishing situational leadership teams in Asia-Pacific and North America along with regularly scheduled executive review and planning calls, implementing global travel restrictions, and conforming to the guidance and direction of local governments and global health organizations. We are monitoring the impacts the COVID-19 pandemic has had, and continues to have, on our supply chain and are collaborating with our third-party partners with the goal of mitigating, to the extent reasonably practicable, significant delays in delivery of our products.

We have been experiencing increasing prices and lead times of copper clad laminates (CCLs) and other raw materials used in the manufacture of PCBs. CCLs are made from epoxy resin, glass cloth and copper foil, all of which are seeing limited supply has resulted in increased prices. We are actively managing higher raw materials costs by seeking to pass on the increase in costs to our customers, implementing ongoing operational efficiencies, and through supplier diversification.

FINANCIAL OVERVIEW

Results related to our Mobility business unit are reported as discontinued operations for all periods presented. See Part I, Item 1, Note 2, *Discontinued Operations*, of the Notes to Consolidated Condensed Financial Statements included in this Quarterly Report on Form 10-Q for further information. Unless otherwise noted, amounts and disclosures throughout our Management's Discussion and Analysis of Financial Condition and Results of Operations relate to our continuing operations.

While our customers include both OEMs and EMS providers, we measure customers based on OEM companies, as they are the ultimate end customers. Sales to our ten largest customers collectively accounted for 40% and 42% of our net sales for the quarter and two quarters ended June 28, 2021. Sales to our ten largest customers accounted for 36% and 38% of our net sales for the quarter and two quarters ended June 29, 2020, respectively. We sell to OEMs both directly and indirectly through EMS providers.

The following table shows the percentage of our net sales attributable to each of the principal end markets we served for the periods indicated:

End Markets ⁽¹⁾	Quarter Ended		Two Quarters Ended	
	June 28, 2021	June 29, 2020	June 28, 2021	June 29, 2020
Aerospace and Defense	33 %	33 %	34 %	35 %
Automotive	18	12	18	13
Data Center Computing ⁽²⁾	14	13	14	12
Medical/Industrial/Instrumentation	19	21	18	20
Networking/Communications	15	20	15	19
Other ⁽³⁾	1	1	1	1
Total	100 %	100 %	100 %	100 %

(1) Sales to EMS companies are classified by the end markets of their OEM customers.

(2) Beginning in the first quarter of 2021, the Computing/Storage/Peripherals end market was renamed to Data Center Computing to better reflect the customer mix and growth prospects. There was no change to the customers included in this end market.

(3) Other end market reflects direct sales to EMS and distributor customers.

We derive revenues primarily from the sale of PCBs, custom electronic assemblies using customer-supplied engineering and design plans as well as our long-term contracts related to the design and manufacture of RF and microwave components, assemblies and subsystems. Orders for products generally correspond to the production schedules of our customers and are supported with firm purchase orders. Our customers have continuous control of the work in progress and finished goods throughout the PCB and custom electronic assemblies manufacturing process, as these are built to customer specifications with no alternative use, and there is an enforceable right of payment for work performed to date. As a result, we recognize revenue progressively over time based on the extent of progress towards completion of the performance obligation. We recognize revenue based on a cost method as it best depicts the transfer of control to the customer which takes place as we incur costs. Revenues are recorded proportionally as costs are incurred.

We also manufacture certain components, assemblies, and subsystems which service our RF and Specialty Components (RF&S Components) customers. We recognize revenue at a point in time upon transfer of control of the products to our customer. Point in time recognition was determined as our customers do not simultaneously receive or consume the benefits provided by our performance and the asset being manufactured has alternative uses to us.

Net sales consist of gross sales less an allowance for returns, which typically have been approximately 2% of gross sales. We provide our customers a limited right of return for defective PCBs including components, subsystems and assemblies. We record an estimate for sales returns and allowances at the time of sale based on historical results and anticipated returns.

Cost of goods sold consists of materials, labor, outside services, and overhead expenses incurred in the manufacture and testing of our products. Shipping and handling fees and related freight costs and supplies associated with shipping products are also included as a component of cost of goods sold. Many factors affect our gross margin, including capacity utilization, product mix, production volume, and yield. While we have entered into supply assurance agreements with some of our key suppliers to maintain the continuity of supply of some of the key materials we use, we generally do not participate in any significant long-term contracts with suppliers, and we believe there are a number of potential suppliers for most of the raw materials we use.

Selling and marketing expenses consist primarily of salaries, labor related benefits, and commissions paid to our internal sales force, independent sales representatives, and our sales support staff, as well as costs associated with marketing materials and trade shows.

General and administrative costs primarily include the salaries for executive, finance, accounting, information technology, and human resources personnel, as well as expenses for accounting and legal assistance, incentive compensation expense, and gains or losses on the sale or disposal of property, plant and equipment.

Research and development expenses consist primarily of salaries and labor related benefits paid to our research and development staff, as well as material costs.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Our consolidated condensed financial statements included in this report have been prepared in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP). The preparation of these financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, net sales and expenses, and related disclosure of contingent assets and liabilities.

See Item 7, *Management's Discussion and Analysis of Financial Condition and Results of Operations*, in our Annual Report on Form 10-K for the fiscal year ended December 28, 2020 for further discussion of critical accounting policies and estimates. There were no material changes to our critical accounting policies and estimates since December 28, 2020.

RESULTS OF OPERATIONS

The following table sets forth the relationship of various items to net sales in our consolidated condensed statements of operations:

	Quarter Ended		Two Quarters Ended	
	June 28, 2021	June 29, 2020	June 28, 2021	June 29, 2020
Net sales	100.0 %	100.0 %	100.0 %	100.0 %
Cost of goods sold	82.4	82.4	83.4	83.0
Gross profit	17.6	17.6	16.6	17.0
Operating expenses:				
Selling and marketing	2.6	2.8	2.8	3.0
General and administrative	5.5	8.2	5.7	7.6
Research and development	0.7	0.9	0.8	0.9
Amortization of definite-lived intangibles	1.6	1.7	1.7	1.8
Total operating expenses	10.4	13.6	11.0	13.3
Operating income	7.2	4.0	5.6	3.7
Other (expense) income:				
Interest expense	(2.0)	(3.3)	(2.1)	(3.6)
Loss on extinguishment of debt	—	—	(1.4)	—
Other, net	0.1	0.1	0.3	0.3
Total other expense, net	(1.9)	(3.2)	(3.2)	(3.3)
Income from continuing operations before income taxes	5.3	0.8	2.4	0.4
Income tax (provision) benefit	(0.3)	0.8	(0.1)	0.2
Net income from continuing operations	5.0 %	1.6 %	2.3 %	0.6 %

As of March 29, 2021, E-M Solutions no longer met the criteria for segment reporting and the SH BPA facility has been integrated into the PCB reportable segment. In fiscal 2020, subsequent to the quarter ended June 29, 2020, RF&S Components was added as a reportable segment. As a result, we reclassified prior periods to reflect these changes to our segments.

Net Sales

Total net sales decreased \$2.9 million, or 0.5%, to \$567.4 million for the second quarter of 2021 from \$570.3 million for the second quarter of 2020. This decrease in total net sales primarily resulted from a \$21.3 million reduction in net sales due to the closure of the two plants from our discontinued E-M solutions segment. This decrease was partially offset by an increase in net sales for the PCB reportable segment of \$16.6 million, or 3.1%, to \$553.5 million for the second quarter of 2021 from \$536.8 million for the second quarter of 2020 primarily due to higher demand in our Automotive and Data Center Computing end markets partially offset by lower demand in our Networking/Communications and Medical/Industrial/Instrumentation end markets. These changes in the PCB reportable segment resulted in a 32.6% increase in the volume of PCB shipments, however the resulting increase in net sales was partially offset by a 19.8% lower price per square foot, driven mainly by product mix shift as compared to the second quarter of 2020. Additionally, there was an increase in net sales for the RF&S Components reportable segment of \$1.8 million, or 15.0%, to \$13.9 million for the second quarter of 2021 from \$12.1 million for the second quarter of 2020 primarily due to higher demand in our Networking/Communications end market.

Despite the closure of the two plants from our discontinued E-M Solutions segment, which accounted for a \$32.3 million reduction in net sales, total net sales increased \$25.9 million, or 2.4%, to \$1,093.8 million for the first two quarters of 2021 from \$1,067.9 million for the first two quarters of 2020. This increase in total net sales primarily resulted from an increase in net sales for the PCB reportable segment of \$53.1 million, or 5.3%, to \$1,064.0 million for the first two quarters of 2021 from \$1,010.8 million for the first two quarters of 2020 primarily due to higher demand in our Automotive and Data Center Computing end markets, partially offset by lower demand in our Networking/Communications, Medical/Industrial/Instrumentation and Other end markets. These changes in the PCB reportable segment resulted in a 30.7% increase in the volume of PCB shipments, however the resulting increase in net sales was partially offset by a 17.9% lower price per square foot, driven mainly by product mix shift as compared to the first two quarters of 2020. Also contributing to the increase in total net sales was an increase in net sales for the RF&S Components reportable segment of \$5.1 million, or 23.5%, to \$26.6 million for the first two quarters of 2021 from \$21.5 million for the first two quarters of 2020 primarily due to higher demand in our Networking/Communications end market.

Gross Margin

Overall gross margin was 17.6% for both the second quarter of 2021 and the second quarter of 2020. Gross margin for the PCB reportable segment decreased to 17.4% for the second quarter of 2021 from 18.8% for the second quarter of 2020. This decline was

primarily due to unfavorable foreign exchange rates which increased our cost of operations and production and labor inefficiencies related to COVID-19. We were able to mitigate most of these costs through higher revenue and production and spending efficiencies including savings from the closure of two of our E-M Solutions factories. Gross margin for the RF&S Components reportable segment decreased to 52.4% for the second quarter of 2021 from 57.3% for the second quarter of 2020, primarily due to unfavorable product mix.

Overall gross margin decreased to 16.6% for the first two quarters of 2021 from 17.0% for the first two quarters of 2020. This decrease was primarily driven by a decrease in gross margin for the PCB reportable segment to 16.6% for the first two quarters of 2021 from 18.2% for the first two quarters of 2020. This decline was primarily due to unfavorable foreign exchange rates which increased our cost of operations, higher raw material costs due to increased commodity prices, primarily copper, and production and labor inefficiencies related to COVID-19. We were able to mitigate most of these costs through higher revenue and production and spending efficiencies including savings from the closure of two of our E-M Solutions factories. Gross margin for the RF&S Components reportable segment decreased to 52.0% for the first two quarters of 2021 from 52.3% for the first two quarters of 2020, primarily due to unfavorable product mix partially offset by higher sales.

Capacity utilization is a key driver for us, which is measured by actual production as a percentage of maximum capacity. This measure is particularly important in our high-volume facilities in Asia, as a significant portion of our operating costs are fixed in nature. Capacity utilization for the second quarter of 2021 in our Asia and North America PCB facilities was 88% and 49%, respectively, compared to 70% and 63%, respectively, for the second quarter of 2020. Capacity utilization for the first two quarters of 2021 in our Asia and North America PCB facilities was 84% and 52%, respectively, compared to 61% and 65%, respectively for the first two quarters of 2020. The increase in capacity utilization in our Asia PCB facilities was due to an increase in production resulting from increased sales in our Automotive and Data Center Computing end markets. The decrease in our capacity utilization in our North America PCB facilities was due to increased capacity resulting from equipment expansion in the second quarter of 2021 and production inefficiencies related to COVID-19.

Selling and Marketing Expenses

Selling and marketing expenses decreased \$1.4 million, to \$14.6 million for the second quarter of 2021 from \$16.0 million for the second quarter of 2020. As a percentage of net sales, selling and marketing expenses was 2.6% for the second quarter of 2021, as compared to 2.8% for the second quarter of 2020. The decrease in selling and marketing expense for the second quarter of 2021 was primarily due to a decrease in commission expense.

Selling and marketing expenses decreased \$1.3 million, to \$30.9 million for the first two quarters of 2021 from \$32.1 million for the first two quarters of 2020. As a percentage of net sales, selling and marketing expenses was 2.8% for the first two quarters of 2021, as compared to 3.0% for the first two quarters of 2020. The decrease in selling and marketing expense for the first two quarters of 2021 was primarily due to a decrease in commission expense and reduced travel costs due to the COVID-19 pandemic, which has decreased travel on what we believe to be a temporary basis.

General and Administrative Expenses

General and administrative expenses decreased \$15.5 million to \$31.2 million, or 5.5% of net sales, for the second quarter of 2021 from \$46.7 million, or 8.2% of net sales, for the second quarter of 2020. This decrease was primarily due to a decrease in restructuring charges of \$12.9 million associated with the restructuring of our E-M Solutions business unit, supplies and acquisition/integration costs.

General and administrative expenses decreased \$18.7 million to \$62.7 million, or 5.7% of net sales, for the first two quarters of 2021 from \$81.4 million, or 7.6% of net sales, for the first two quarters of 2020. This decrease was primarily due to a decrease in restructuring charges of \$10.0 million associated with the restructuring of our E-M Solutions business unit, supplies, acquisition/integration costs, and bad debt.

Other Expense

Other expense, net decreased \$7.3 million to \$10.8 million for the second quarter of 2021 from \$18.1 million for the second quarter of 2020. This decrease was primarily the result of a decrease in interest expense of \$7.5 million due to overall lower levels of debt outstanding and the refinancing of our bond.

Other expense, net decreased \$0.5 million to \$34.9 million for the first two quarters of 2021 from \$35.4 million for the first two quarters of 2020. This decrease was primarily the result of a decrease in interest expense of \$15.9 million due to overall lower levels of debt outstanding, partially offset by \$15.2 million of loss on extinguishment of debt.

Income Taxes

Income tax expense increased by \$6.3 million to \$1.8 million of tax expense for the second quarter of 2021 from \$4.5 million of tax benefit for the second quarter of 2020. The increase in income tax expense for the second quarter of 2021 was primarily due to an increase in pre-tax income from continuing operations and a lower uncertain tax position release benefit due to the expiration of

the statute of limitation in foreign jurisdictions, partially offset by the absence of tax expense associated with the two E-M Solutions plants that we closed in 2020.

Income tax expense increased by \$3.1 million to \$0.8 million of tax expense for the first two quarters of 2021 from \$2.3 million of tax benefit for the first two quarters of 2020. The increase in income tax expense for the first two quarters of 2021 was primarily due to a lower uncertain tax position release benefit due to the expiration of the statute of limitation in foreign jurisdictions, partially offset by (i) the absence of tax expense associated with the two E-M Solutions plants that we closed in 2020, and (ii) the approval of the Company's renewal application for High and New Enterprise status for two of the Company's manufacturing subsidiaries in China in the current year.

Our effective tax rate is primarily impacted by tax rates in China and Hong Kong, the U.S. federal income tax rate, apportioned state income tax rates, the generation of credits and deductions available to the Company as well as changes in valuation allowances and certain non-deductible items. We had a net deferred income tax asset of approximately \$15.2 million and \$10.9 million as of June 28, 2021 and June 29, 2020, respectively.

On March 11, 2021, the President of the United States signed the American Rescue Plan (ARP) providing additional economic relief for the disruptions caused by the COVID-19 pandemic. Accounting Standard Codification (ASC) 740, *Accounting for Income Taxes*, requires companies to recognize the effect of tax law changes in the period of enactment regardless of the effective date of those tax law changes. We considered the impact to our financial statements of the corporate income tax aspects of the ARP and determined the impact is not material to our financial statements.

Liquidity and Capital Resources

Our principal sources of liquidity have been cash provided by operations, the issuance of debt, and borrowings under our Revolving Credit Facilities. Our principal uses of cash have been to finance capital expenditures, finance acquisitions, fund working capital requirements, and to repay existing debt. We anticipate that financing capital expenditures, financing acquisitions, funding working capital requirements, servicing debt, and potential share repurchases will be the principal demands on our cash in the future.

Cash flow provided by operating activities for continuing operations during the first two quarters of 2021 was \$98.1 million as compared to cash flow provided by operating activities for continuing operations of \$107.4 million in the same period in 2020. The decrease in cash flow was primarily due to increased investment in working capital, partially offset by an increase in net income from continuing operations of \$18.9 million.

Net cash used in investing activities for continuing operations was approximately \$43.7 million for the first two quarters of 2021, reflecting \$44.6 million for purchases of property, plant and equipment and other assets less \$0.9 million for proceeds from sale of property, plant and equipment and other assets. Net cash used in investing activities for continuing operations was approximately \$45.3 million for the first two quarters of 2020, reflecting purchases of property, plant and equipment and other assets.

Net cash provided by financing activities for continuing operations during the first two quarters of 2021 was \$52.0 million, primarily reflecting proceeds from long-term debt borrowing of \$500.0 million, less the repayment of long-term debt borrowings of \$425.8 million, capital equipment financing of \$7.1 million, repurchases of common stock of \$6.1 million, payment of debt issuance costs of \$5.8 million, and cash used to settle warrants of \$3.1 million. There was no activity related to cash flows from financing activities for the first two quarters of 2020.

As of June 28, 2021, we had cash and cash equivalents of approximately \$558.3 million, of which approximately \$238.9 million was held by our foreign subsidiaries, primarily in China. Should we choose to remit cash to the United States from our foreign locations, we may incur tax obligations which would reduce the amount of cash ultimately available to the United States. However, we believe there would be no material tax consequences not previously accrued for on the repatriation of this cash.

Our total 2021 capital expenditures are expected to be in the range of \$80.0 million to \$90.0 million.

Long-term Debt and Letters of Credit

As of June 28, 2021, we had \$926.5 million of outstanding debt, net of discount and debt issuance costs, composed of \$493.7 million of Senior Notes due March 2029, \$402.8 million of a Term Loan due September 2024, and \$30.0 million under the Asia Asset-Based Lending Credit Agreement (Asia ABL).

Pursuant to the terms of the Term Loan Facility and Senior Notes due 2029, we are subject to certain affirmative and negative covenants, including limitations on indebtedness, corporate transactions, investments, dispositions, and share payments. Under the occurrence of certain events, as a result of the U.S. Asset-Based Lending Credit Agreement (U.S. ABL) and Asia ABL (collectively, the ABL Revolving Loans), we are also subject to various financial covenants, including leverage and fixed charge coverage ratios. As of June 28, 2021, we were in compliance with the covenants under the Term Loan Facility, Senior Notes due 2029 and ABL Revolving Loans.

Based on our current level of operations, we believe that cash generated from operations, cash on hand and cash from the issuance of term and revolving debt will be adequate to meet our currently anticipated capital expenditure, debt service, and working capital needs for the next twelve months. Additional information regarding our indebtedness, including information about the credit available under our debt facilities, interest rates and other key terms of our outstanding indebtedness, is included in Part I, Item 1, Note 8, *Long-term Debt and Letters of Credit*, of the Notes to Consolidated Condensed Financial Statements included in this Quarterly Report on Form 10-Q.

Contractual Obligations and Commitments

The following table provides information on our contractual obligations as of June 28, 2021:

	Total	Less Than 1 Year	1 - 3 Years	4 - 5 Years	After 5 Years
Contractual Obligations (1)					
Long-term debt obligations	\$ 935,879	\$ —	\$ 30,000	\$ 405,879	\$ 500,000
Interest on debt obligations (2)	195,697	32,469	62,255	42,584	58,389
Derivative liabilities	10,047	10,047	—	—	—
Purchase obligations	151,206	123,607	18,938	718	7,943
Total contractual obligations	\$ 1,292,829	\$ 166,123	\$ 111,193	\$ 449,181	\$ 566,332

(1) Unrecognized uncertain tax benefits of \$1.6 million are not included in the table above as the settlement timing is uncertain. Operating leases are not included in the table above – see Part I, Item 1, Note 3, *Leases*, of the Notes to Consolidated Condensed Financial Statements included in this Quarterly Report on Form 10-Q for further details.

(2) For debt obligations based on variable rates, interest rates used are as of June 28, 2021.

Off-Balance Sheet Arrangements

We do not have any relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities, which would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes. In addition, we do not engage in trading activities involving non-exchange traded contracts. As a result, we are not materially exposed to any financing, liquidity, market, or credit risk that could arise if we had engaged in these relationships.

Seasonality

Historically, we experienced significant seasonality in revenues with a softer first half and ramping volumes in the third quarter which usually peaked in the fourth quarter. Post the Mobility divestiture, this pattern has changed. Barring end market demand changes, we now tend to experience modest seasonal softness in the first and third quarters due to holidays and vacation periods in China and North America, respectively which limit production leading to stronger revenue levels in the second and fourth quarters.

Recently Issued Accounting Standards

For a description of recently adopted and issued accounting standards, including the respective dates of adoption and expected effects on our results of operations and financial condition, see Part I, Item 1, Note 1, *Nature of Operations and Basis of Presentation*, of the Notes to Consolidated Condensed Financial Statements included in this Quarterly Report on Form 10-Q.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

In the normal course of business operations, we are exposed to risks associated with fluctuations in interest rates and foreign currency exchange rates. We address these risks through controlled risk management that includes the use of derivative financial instruments to economically hedge or reduce these exposures. We do not enter into derivative financial instruments for trading or speculative purposes.

We have not experienced any losses to date on any derivative financial instruments due to counterparty credit risk.

To ensure the adequacy and effectiveness of our interest rate and foreign exchange hedge positions, we continually monitor our interest rate swap positions and foreign exchange forward positions, both on a stand-alone basis and in conjunction with their underlying interest rate and foreign currency exposures, from an accounting and economic perspective. However, given the inherent limitations of forecasting and the anticipatory nature of the exposures intended to be hedged, we cannot be assured that such programs will offset more than a portion of the adverse financial impact resulting from unfavorable movements in either interest or foreign exchange rates. In addition, the timing of the accounting for recognition of gains and losses related to mark-to-market instruments for any given period may not coincide with the timing of gains and losses related to the underlying economic exposures and, therefore, may adversely affect our consolidated operating results and financial position.

Interest Rate Risks

Our business is exposed to interest rate risk resulting from fluctuations in interest rates. Our interest expense is more sensitive to fluctuations in the general level of LIBOR interest rates than to changes in rates in other markets. Increases in interest rates would increase interest expense relating to our outstanding variable rate borrowings and increase the cost of debt. Fluctuations in interest rates can also lead to significant fluctuations in the fair value of our debt obligations.

On May 15, 2018, we entered into a four-year pay-fixed, receive floating (1-month LIBOR), interest rate swap arrangement with a notional amount of \$400.0 million for the period beginning June 1, 2018 and ending on June 1, 2022. Under the terms of the interest rate swap, we pay a fixed rate of 2.84% against the first interest payments of a portion of our LIBOR-based debt and receive floating 1-month LIBOR during the swap period. At inception, we designated the interest rate swap as a cash flow hedge and the fair value of the interest rate swap was zero. As of June 28, 2021, the fair value of the interest rate swap was recorded as a liability and as a component of other current liabilities in the amount of \$10.0 million. No ineffectiveness was recognized for the quarter and two quarters ended June 28, 2021. During the quarter and two quarters ended June 28, 2021, the interest rate swap increased interest expense by \$2.8 million and \$5.5 million, respectively.

See *Liquidity and Capital Resources* and *Long-term Debt and Letters of Credit* appearing in Part I, Item 2 of this Quarterly Report on Form 10-Q for further discussion of our financing facilities and capital structure. As of June 28, 2021, approximately 96.2% of our total debt was based on fixed rates. Based on our borrowings as of June 28, 2021, an assumed 100 basis point increase in variable rates would cause our annual interest cost to increase by \$0.4 million and an assumed 100 basis point decrease in variable rates would cause our annual interest cost to decrease by \$0.1 million.

On July 27, 2017, the Financial Conduct Authority (FCA) announced the desire to phase out the use of LIBOR by the end of 2021. More recently, on March 5, 2021, the FCA announced that all LIBOR settings will either cease to be provided by any administrator or no longer be representative. Specifically, this will occur immediately after December 31, 2021, in the case of all Sterling, Euro, Swiss franc and Japanese yen (JPY) settings, and the 1-week, and 2-month U.S. dollar settings; and immediately after June 30, 2023, in the case of the remaining U.S. dollar settings. However, U.S. banking regulators have made clear that U.S.-dollar LIBOR originations should end by no later than December 31, 2021, and that new LIBOR originations prior to that date must provide for an alternative reference rate or a hardwired fallback. On July 29, 2021, the Alternative Reference Rates Committee (ARRC) announced that it is now formally recommending CME Group's forward-looking Secured Overnight Financing Rate term rates (SOFR Term Rates). In accordance with recommendations from ARRC, U.S.-dollar LIBOR is expected to be replaced with the Secured Overnight Financing Rate (SOFR) and SOFR Term Rates, a new index calculated by reference to short-term repurchase agreements for U.S. Treasury securities. Further, the International Swaps and Derivatives Association, Inc. recently announced fallback language for LIBOR-referencing derivatives contracts that also provides for SOFR as the primary replacement rate in the event of a LIBOR cessation.

The market transition from LIBOR to SOFR is expected to be complicated, including the development of term SOFR rates and credit adjustments to accommodate differences between LIBOR and SOFR. During the transition period, LIBOR may exhibit increased volatility or become less representative, and the overnight Treasury repurchase market underlying SOFR may also experience disruptions from time to time, which may result in unexpected fluctuations in SOFR. The use of an alternative reference rate such as SOFR (and the transition to that rate) will likely create challenges for us with respect to our asset liability management activities including, but not limited to, managing the transition-related basis risk. While market activity in SOFR-linked financial instruments has continued to increase, there can be no assurance that SOFR-linked products will be available to meet our needs in a timely manner. Due to these uncertainties, we are unable to predict at this time the impact the transition from LIBOR to an alternative reference rate (or rates) could have on our business, risk management practices (including, but not limited to, our hedging activities), financial condition and results of operations.

Foreign Currency Exchange Rate Risks

In the normal course of business, we are exposed to risks associated with fluctuations in foreign currency exchange rates related to transactions that are denominated in currencies other than our functional currencies, as well as the effects of translating amounts denominated in a foreign currency to the U.S. Dollar as a normal part of our financial reporting process. Most of our foreign operations have the U.S. Dollar as their functional currency, however, two of our China facilities utilize the Renminbi (RMB), which results in recognition of translation adjustments included as a component of other comprehensive loss. Our foreign exchange exposure results primarily from employee-related and other costs of running our operations in foreign countries, foreign currency denominated purchases and translation of balance sheet accounts denominated in foreign currencies. Our primary foreign exchange exposure is to the RMB. Except for certain equipment purchases, we do not engage in hedging to manage foreign currency risk. However, we may consider the use of derivatives in the future. In general, our Chinese customers pay us in RMB, which partially mitigates this foreign currency exchange risk.

We enter into foreign currency forward contracts to mitigate the impact of changes in foreign currency exchange rates and to reduce the volatility of purchases and other obligations generated in currencies other than our functional currencies. Our foreign subsidiaries may at times enter into forward exchange contracts to manage foreign currency risks in relation to certain purchases of machinery denominated in foreign currencies other than our functional currencies. The notional amount of the foreign exchange contracts as of June 28, 2021 and December 28, 2020 was approximately \$1.2 million (JPY 132.3 million) and \$1.2 million (JPY 125.0 million), respectively. We designated certain of these foreign exchange contracts as cash flow hedges.

Commodity Price Risks

We are exposed to certain commodity risks associated with prices for various raw materials. In particular, we have been experiencing increasing prices and lead times of copper clad laminates (CCLs), a key raw material for the manufacture of PCBs. This may negatively affect our profitability. CCLs are made from epoxy resin, glass cloth and copper foil, all of which are seeing limited supply and resulting in increased prices. We only buy a small amount of copper directly. However, copper is a major driver of laminate cost. We are hedging copper as a proxy for hedging laminate. As of June 28, 2021, we had commodity contracts with a notional quantity of 500 metric tonnes each for the periods (i) beginning June 29, 2021 and ending on September 23, 2021, (ii) beginning September 28, 2021 and ending on December 30, 2021, (iii) beginning January 4, 2022 and ending on March 31, 2022, and (iv) beginning April 5, 2022 and ending on June 29, 2022. As of June 28, 2021, the fair value of the commodity contracts was recorded as an asset in the amount of \$99 and included as a component of prepaid expenses and other current assets. We will continue to evaluate our commodity risks and may utilize commodity forward purchase contracts more frequently in the future.

Debt Instruments

The table below presents the fiscal calendar maturities of long-term debt through 2025 and thereafter of our debt instruments as of June 28, 2021:

	As of June 28, 2021								
	Remaining 2021	2022	2023	2024 (1)	2025	Thereafter	Total	Fair Market Value	Weighted Average Interest Rate
	(In thousands)								
US\$ Variable Rate	\$ —	\$ —	\$ —	\$ 435,879	\$ —	\$ —	\$ 435,879	\$ 435,120	2.53%
US\$ Fixed Rate	—	—	—	—	—	500,000	500,000	500,920	4.00%
Total	\$ —	\$ —	\$ —	\$ 435,879	\$ —	\$ 500,000	\$ 935,879	\$ 936,040	

(1) Interest rate swap effectively fixed \$400,000 of variable rate debt.

Interest Rate Swap Contracts

As of June 28, 2021, the fair value of the interest rate swap was recorded as a liability and as a component of other current liabilities in the amount of \$10.0 million. The table below presents information regarding our interest rate swap during the two quarters ended June 28, 2021:

	Two Quarters Ended June 28, 2021	
	(In thousands, except interest rates)	
Average interest payout rate		2.84%
Interest payout amount	\$	(5,741)
Average interest received rate		0.12%
Interest received amount	\$	238

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Our management, under the supervision and with the participation of our Chief Executive Officer (CEO) and Chief Financial Officer (CFO), has evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) as of the end of the period covered by this Quarterly Report. Based on this evaluation, our CEO and CFO have concluded that, as of June 28, 2021, such disclosure controls and procedures were effective to provide reasonable assurance that information we are required to disclose in reports that we file or submit under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and (ii) accumulated and communicated to our management, including our CEO and CFO, as appropriate to allow timely decisions regarding required disclosures.

In designing and evaluating our disclosure controls and procedures, our management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their desired control objectives, and our management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

Changes in Internal Control Over Financial Reporting

We continue to expand our implementation of an enterprise resource planning (ERP) system on a worldwide basis, which is expected to improve the efficiency of the financial reporting and related transaction processes. We have completed the implementation with respect to the next phase and as a result, we made changes to our processes and procedures which, in turn, resulted in changes to our internal control over financial reporting, including the implementation of additional controls. We continue to roll out the ERP system to our remaining locations.

There have been no other changes in our internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) during the quarter ended June 28, 2021 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

From time to time, we may become a party to various legal proceedings arising in the ordinary course of our business. There can be no assurance that we will prevail in any such litigation. We believe that the amount of any reasonably possible or probable loss for known matters would not be material to our financial statements; however, the outcome of these actions is inherently difficult to predict. In the event of an adverse outcome, the ultimate potential loss could have a material adverse effect on our financial condition, results of operations, or cash flows in a particular period.

Item 1A. Risk Factors

An investment in our common stock involves a high degree of risk. You should carefully consider the factors described below, in addition to those discussed elsewhere in this report, in analyzing an investment in our common stock. If any of the events described below occurs, our business, financial condition, and results of operations would likely suffer, the trading price of our common stock could fall, and you could lose all or part of the money you paid for our common stock. The risk factors described below are not the only ones we face. Risks and uncertainties not known to us currently, or that may appear immaterial, also may have a material adverse effect on our business, financial condition, and results of operations.

In addition, the following risk factors and uncertainties could cause our actual results to differ materially from those projected in our forward-looking statements, whether made in this report or the other documents we file with the SEC, or our annual or quarterly reports to stockholders, future press releases, or orally, whether in presentations, responses to questions, or otherwise.

Risks Related to our Business

We serve customers and have manufacturing facilities throughout the world and are subject to global pandemic and other similar risks, including without limitation, COVID-19, which could materially adversely affect our business, financial condition, and results of operations.

Global pandemics or other disasters or public health concerns in regions of the world where we have operations or source material or sell products could result in the disruption of our business. Specifically, these pandemics, disasters and health concerns can result in increased travel restrictions and extended shutdowns of certain businesses in the region, as well as social, economic, or labor instability. Disruptions in our product shipments or impacts on our manufacturing in affected regions over a prolonged period could have a material adverse impact on our business and our financial results.

On March 11, 2020, the World Health Organization announced that COVID-19 infections had become a pandemic, and on March 13, 2020, the U.S. President announced a National Emergency relating to the disease. Widespread infection in the United States and abroad has the potential for catastrophic impact. National, state and local authorities have recommended social distancing and at times have imposed quarantine and isolation measures on large portions of the population, including mandatory business closures. These measures, while intended to protect human life, had, and in the future may have, serious adverse impacts on domestic and foreign economies of uncertain severity and duration. The effectiveness of economic stabilization efforts, including proposed government payments to affected citizens and industries, is uncertain.

In particular, our business may be negatively impacted by the fear of exposure to or actual effects of COVID-19 and other disease outbreaks, epidemics, pandemics and similar widespread public health concerns. These impacts include but are not limited to:

- failure of third parties on which we rely, including, without limitation, our suppliers, commercial banks, and other external business partners, to meet their obligations to us, caused by significant disruptions in their ability to do so or their own financial or operational difficulties;
- supply chain risks such as scrutiny or embargoing of goods produced in infected areas;
- reduced workforces, which may be caused by, but not limited to, the temporary inability of the workforce to work due to illness, quarantine, or government mandates;
- temporary business closures due to reduced workforces or government mandates;
- reduced demand for our products and services caused by, but not limited to, the effect of quarantine or other travel restrictions or financial hardship on the businesses in the industries we service;
- restrictions to our business as a result of federal or state laws, regulations, orders or other governmental or regulatory actions, if adopted; or
- lawsuits from employees and others exposed to COVID-19 at our facilities, which may involve large demands or substantial defense costs that our professional and general liability insurance may not cover.

Any of the foregoing factors, or other cascading effects that are not currently foreseeable, could materially increase our costs, negatively impact our sales or damage the Company's financial condition, results of operations, cash flows and its liquidity position,

possibly to a significant degree. The duration of any such impacts cannot be predicted because of the sweeping, on-going and uncertain nature of the circumstances involving the COVID-19 pandemic.

We serve customers and have manufacturing facilities outside the United States and are subject to the risks characteristic of international operations, including recently imposed tariffs.

We have significant manufacturing operations in Asia and Canada and sales offices located in Asia and Europe. We continue to consider additional opportunities to make foreign investments and construct new foreign facilities.

For the quarter ended June 28, 2021, we generated approximately 56% of our net sales from non-U.S. operations, and a significant portion of our manufacturing material was provided by international suppliers during this period. The United States' trade policies and those of foreign countries are subject to change which could adversely affect our ability to purchase and sell goods and materials without significant tariffs, taxes or duties that may be imposed on the materials we purchase or the goods we sell, thereby increasing the cost of such materials and potentially decreasing our margins. Further, our revenues could be impacted if our customers' ability to sell their goods is reduced by such tariffs, taxes or duties. Both the U.S. and Chinese governments have included PCBs among items subjected to tariffs imposed on imports from such countries, which may negatively impact our revenue and profitability. In addition, we are subject to risks relating to significant international operations, including but not limited to:

- managing international operations;
- imposition of governmental controls;
- unstable regulatory environments;
- compliance with employment laws;
- implementation of disclosure controls, internal controls, financial reporting systems, and governance standards to comply with U.S. accounting and securities laws and regulations;
- limitations on imports or exports of our product offerings;
- fluctuations in the value of local currencies;
- inflation or changes in political and economic conditions;
- public health crises, such as the COVID-19 pandemic;
- labor unrest, rising wages, difficulties in staffing, and geographical labor shortages;
- government or political unrest;
- longer payment cycles;
- language and communication barriers, as well as time zone differences;
- cultural differences;
- increases in duties and taxation levied on our products;
- other potentially adverse tax consequences;
- imposition of restrictions on currency conversion or the transfer of funds;
- travel restrictions;
- expropriation of private enterprises;
- the potential reversal of current favorable policies encouraging foreign investment and trade;
- the potential for strained trade relationships between the United States and its trading partners, including trade tariffs which could create competitive pricing risk; and
- government imposed sanction laws and regulations.

We rely on suppliers and equipment manufacturers for the timely delivery of raw materials, components, equipment and spare parts used in manufacturing our PCBs. If a raw material supplier or equipment manufacturer goes bankrupt, liquidates, consolidates out of existence or fails to satisfy our product quality standards, or if the prices or availability of raw materials change, it could harm our ability to purchase new manufacturing equipment, service the equipment we have, or timely produce our products, thereby affecting our customer relationships.

To manufacture PCBs, we use raw materials such as laminated layers of fiberglass, copper foil, chemical solutions, gold, copper and other commodity products, which we order from our suppliers. For RF components, we use various high-performance

materials such as ceramics and printed circuit board materials. In the case of backplane assemblies, components include connectors, sheet metal, capacitors, resistors and diodes, many of which are custom made and controlled by our customers' approved vendors.

Consolidations and restructuring in our supplier base and equipment fabricators related to our raw materials purchases or the manufacturing equipment we use to fabricate our products may result in adverse changes in pricing of materials due to reduction in competition among our raw material suppliers or an elimination or shortage of equipment and spare parts from our manufacturing equipment supply base. Suppliers and equipment manufacturers may be impacted by other events outside our control including macro-economic events, financial instability, environmental occurrences, or supplier interruptions due to fire, natural catastrophes, public health crises (including, but not limited to, the COVID-19 pandemic) or otherwise. Suppliers and equipment manufacturers may extend lead times, limit supplies, or increase prices due to capacity constraints or other factors, which could harm our ability to deliver our products on a timely basis and negatively impact our financial results. In addition, in extreme circumstances, the suppliers we purchase from could cease production due to a fire, natural disaster, consolidation or liquidation of their businesses. As such, this may impact our ability to deliver our products on a timely basis, harm our customer relationships and negatively impact our financial results.

If raw material and component prices increase or if there is inflationary pressure on the cost of the metals that we use to produce our product, especially if the prices of copper, gold, palladium and other precious metals we use to manufacture our products increase, it may reduce our gross margins. Should the supply of materials used in the above manufacturing processes become limited, our ability to obtain the quantities necessary to meet our customers' demand may be impacted which could cause us to encounter reduced revenue levels or price increases which would impact our profit margins. If either of these situations occurs, our financial condition and results of operations could be negatively impacted.

We are subject to risks of currency fluctuations.

A portion of our cash, other current assets and current liabilities is held in currencies other than the U.S. dollar. Changes in exchange rates among other currencies and the U.S. dollar will affect the value of these assets or liabilities as re-measured to U.S. dollars on our balance sheet. To the extent that we ultimately decide to repatriate some portion of these funds to the United States, the actual value transferred could be impacted by movements in exchange rates. Any such type of movement could negatively impact the amount of cash available to fund operations or to repay debt. Additionally, we have revenues and costs denominated in currencies other than the U.S. dollar (primarily the Renminbi (RMB)). Fluctuations in the exchange rates between the U.S. dollar and the RMB could result in increases or decreases in our costs or revenues which could negatively impact our business, financial condition, and results of operations. Significant inflation or disproportionate changes in foreign exchange rates could occur as a result of general economic conditions, acts of war or terrorism, changes in governmental monetary or tax policy, or changes in local interest rates. Further, China's government imposes controls over the convertibility of RMB into foreign currencies, which subjects us to further currency exchange risk.

Rising labor costs, including due to employee strikes and other labor-related disruptions may materially adversely affect our business, financial condition, and results of operations.

Our business is labor intensive, utilizing large numbers of engineering and manufacturing personnel. There is uncertainty with respect to rising labor costs. Furthermore, labor disputes and strikes based partly on wages have in the past slowed or stopped production by certain manufacturers in China. In some cases, employers have responded by significantly increasing the wages of workers at such plants. Any increase in labor costs due to minimum wage laws or customer requirements about scheduling and overtime that we are unable to recover in our pricing to our customers could materially adversely affect our business, financial condition, and results of operations. In addition, the high turnover rate and our difficulty in recruiting and retaining qualified employees could result in a potential for defects in our products, production disruptions or delays, or the inability to ramp production to meet increased customer orders, resulting in order cancellation or imposition of customer penalties if we are unable to deliver products in a timely manner.

To respond to competitive pressures and customer requirements, we may further expand internationally in lower-cost locations. If we pursue such expansions, we may be required to make additional capital expenditures. In addition, the cost structure in certain countries that are now considered to be favorable may increase as economies develop or as such countries join multinational economic communities or organizations, causing local wages to rise. As a result, we may need to continue to seek new locations with lower costs and the employee and infrastructure base to support PCB manufacturing. We cannot assure investors that we will realize the anticipated strategic benefits of our international operations or that our international operations will contribute positively to our operating results.

In North America, we are experiencing wage inflation pressures, some of which are mandated by local and state governments. Further, we are experiencing rising health care costs. While we strive to manage these challenges, there can be no assurance that our efforts will succeed which would result in higher costs and lower profits.

Strikes or labor disputes with our unionized employees, primarily in China, may adversely affect our ability to conduct our business. If we are unable to reach agreement with any of our unionized work groups on future negotiations regarding the terms of their collective bargaining agreements, we may be subject to work interruptions or stoppages. Any of these events could be disruptive

to our operations and could result in negative publicity, loss of contracts, and a decrease in revenues. We may also become subject to additional collective bargaining agreements in the future if more employees or segments of our workforce become unionized, including any of our employees in the United States.

We have pursued and intend to continue to pursue potential divestitures of assets and acquisitions of other businesses and may encounter risks associated with these activities, which could harm our business and operating results. If we are unable to manage our growth effectively, our business, financial condition, and results of operations could be materially adversely affected.

As part of our business strategy, we expect that we will continue to align our strategy by pursuing potential divestitures of assets and acquisitions of businesses, technologies, assets, or product lines that complement or expand our business. Risks related to such activities may include:

- the potential inability to successfully integrate acquired operations and businesses or to realize anticipated synergies, economies of scale, or other expected value;
- diversion of management's attention from normal daily operations of our existing business to focus on integration of the newly acquired business;
- unforeseen expenses associated with the integration of the newly acquired business or assets;
- difficulties in managing production and coordinating operations at new sites;
- the potential loss of key employees of acquired or divested operations;
- the potential inability to retain existing customers of acquired companies when we desire to do so;
- insufficient revenues to offset increased expenses associated with acquisitions;
- the potential decrease in overall gross margins associated with acquiring a business with a different product mix;
- the inability to identify certain unrecorded liabilities;
- the inability to consummate a potential divestiture due to regulatory constraints;
- the separation of business infrastructure involved in a potential divestiture may create disruption in our business;
- the tax burden related to the divestiture may be larger than expected;
- the potential divestiture of assets or product lines could create dis-synergies and change our profitability;
- the potential need to restructure, modify, or terminate customer relationships of the acquired or divested assets or company;
- an increased concentration of business from existing or new customers; and
- the potential inability to identify assets best suited to our business plan.

Acquisitions may cause us to:

- enter lines of business and/or markets in which we have limited or no prior experience;
- issue debt and be required to abide by stringent loan covenants;
- assume liabilities;
- record goodwill and intangible assets that will be subject to impairment testing and potential periodic impairment charges;
- become subject to litigation and environmental issues, which include product material content certifications related to conflict minerals;
- incur unanticipated costs;
- incur large and immediate write-offs; and
- incur substantial transaction-related costs, whether or not a proposed acquisition is consummated.

Acquisitions of high technology companies and assets are inherently risky, and no assurance can be given that our recent or future acquisitions will be successful. Failure to manage and successfully integrate acquisitions we make could have a material adverse effect on our business, financial condition, and results of operations. Even when an acquired company has already developed and marketed products, product enhancements may not be made in a timely fashion. In addition, unforeseen issues might arise with respect to such products after any such acquisition.

As we continue to experience growth in the scope and complexity of our operations, we may be required to continue to implement additional operating and financial controls and hire and train additional personnel. There can be no assurance that we will

be able to do so in the future, and failure to do so could jeopardize our expansion plans and seriously harm our operations. In addition, growth in our capacity could result in reduced capacity utilization and a corresponding decrease in gross margins.

Uncertainty and adverse changes in the economy and financial markets, including the worldwide electronics industry, could have an adverse impact on our business and operating results.

Uncertainty or adverse changes in the economy could lead to a significant decline in demand for the end products manufactured by our customers, which, in turn, could result in a decline in the demand for our products and pressure to reduce our prices. Any decrease in demand for our products could have an adverse impact on our financial condition, operating results and cash flows. Uncertainty and adverse changes in the economy could also increase the cost and decrease the availability of potential sources of financing and increase our exposure to losses from bad debts, either of which could have a material adverse effect on our financial condition, operating results and cash flows.

A majority of our revenue is generated from the electronics industry, which is characterized by intense competition, relatively short product life cycles, and significant fluctuations in product demand. The industry is subject to economic cycles and recessionary periods. Due to the uncertainty in the end markets served by most of our customers, we have a low level of visibility with respect to future financial results. Consequently, our past operating results, earnings, and cash flows may not be indicative of our future operating results, earnings, and cash flows.

If we are unable to maintain satisfactory capacity utilization rates, our business, financial condition, and results of operations would be materially adversely affected.

Given the high fixed costs of our operations, decreases in capacity utilization rates can have a significant effect on our business. Accordingly, our ability to maintain or enhance gross margins will continue to depend, in part, on maintaining satisfactory capacity utilization rates. In turn, our ability to maintain satisfactory capacity utilization will depend on the demand for our products, the volume of orders we receive, and our ability to offer products that meet our customers' requirements at competitive prices. If current or future production capacity fails to match current or future customer demands, our facilities would be underutilized, our sales may not fully cover our fixed overhead expenses, and we would be less likely to achieve expected gross margins. If forecasts and assumptions used to support the realizability of our long-lived assets change in the future, significant impairment charges could result that would materially adversely affect our business, financial condition, and results of operations.

In addition, we generally schedule our quick turnaround production facilities at less than full capacity to retain our ability to respond to unexpected additional quick-turn orders. However, if these orders are not received, we may forego some production and could experience continued excess capacity. If we conclude we have significant, long-term excess capacity, we may decide to permanently close one or more of our facilities and lay off some of our employees. Closures or lay-offs could result in our recording restructuring charges such as severance, other exit costs, and asset impairments, as well as potentially causing disruptions in our ability to supply customers.

We have a significant amount of goodwill and other intangible assets on our consolidated condensed balance sheet. If our goodwill or other intangible assets become impaired in the future, we would be required to record a non-cash charge to earnings, which may be material and would also reduce our stockholders' equity.

As of June 28, 2021, our consolidated condensed balance sheet included \$897.3 million of goodwill and definite-lived intangible assets. We periodically evaluate whether events and circumstances have occurred, such that the potential for reduced expectations for future cash flows coupled with further decline in the market price of our stock and market capitalization may indicate that the remaining balance of goodwill and definite-lived intangible assets may not be recoverable. If factors indicate that assets are impaired, we would be required to reduce the carrying value of our goodwill and definite-lived intangible assets, which could harm our results during the periods in which such a reduction is recognized.

Our results of operations are often subject to demand fluctuations and seasonality. With a high level of fixed operating costs, even small revenue shortfalls would decrease our gross margins.

Our results of operations fluctuate for a variety of reasons, including:

- timing of orders from and shipments to major customers;
- the levels at which we utilize our manufacturing capacity;
- price competition;
- changes in our mix of revenues generated from quick-turn versus standard delivery time services;
- expenditures, charges or write-offs, including those related to acquisitions, facility restructurings, or asset impairments; and
- expenses relating to expanding existing manufacturing facilities.

A significant portion of our operating expenses is relatively fixed in nature, and planned expenditures are based in part on anticipated orders. Accordingly, unexpected revenue shortfalls may decrease our gross margins. In addition, we have experienced sales fluctuations due to seasonal patterns in the capital budgeting and purchasing cycles, as well as inventory management practices of our customers and the end markets we serve. These seasonal trends have caused fluctuations in our operating results in the past and may continue to do so in the future. Results of operations in any period should not be considered indicative of the results that may be expected for any future period. In addition, our future quarterly operating results may fluctuate and may not meet the expectations of securities analysts or investors.

We participate in competitive industries, including the automotive industry, which requires strict quality control standards. Failure to meet these standards may adversely affect our business, financial condition and results of operations.

Our customer base demands the highest customer service, on time delivery and quality standards in a competitive market. Failure to meet these ever increasing standards may result in a loss of market share for our products and services to our competitors, which may result in a decline in our overall revenue.

In addition, a significant portion of our sales are to customers within the automotive industry. The automotive industry has historically experienced multi-year cycles of growth and decline. If sales of automobiles should decline or go into a cyclical down turn, our sales could decline and this could have a materially adverse impact on our business, financial condition and result of operations. For safety reasons, automotive customers have strict quality standards that generally exceed the quality requirements of other customers. If such products do not meet these quality standards, our business, financial condition, and results of operations may be materially adversely affected. These automotive customers may require long periods of time to evaluate whether our manufacturing processes and facilities meet their quality standards. If we were to lose automotive customers due to quality control issues, we might not be able to regain those customers or gain new automotive customers for long periods of time, which could have a material adverse effect on our business, financial condition, and results of operations. Moreover, we may be required under our contracts with automotive industry customers to indemnify them for the cost of warranties and recalls relating to our products.

The prominence of EMS companies as our customers could reduce our gross margins, potential sales, and customers.

Sales to EMS companies represented approximately 36% and 38% of our net sales for the quarters ended June 28, 2021 and June 29, 2020, respectively. Sales to EMS providers include sales directed by OEMs as well as orders placed with us at the EMS providers' discretion. EMS providers source on a global basis to a greater extent than OEMs. The growth of EMS providers increases the purchasing power of such providers and has in the past, and could in the future, result in increased price competition or the loss of existing OEM customers. In addition, some EMS providers, including some of our customers, have the ability to directly manufacture PCBs and create backplane assemblies. If a significant number of our other EMS customers were to acquire these abilities, our customer base might shrink, and our sales might decline substantially. Moreover, if any of our OEM customers outsource the production of PCBs and creation of backplane assemblies to these EMS providers, our business, financial condition, and results of operations may be materially adversely affected.

We depend upon a relatively small number of OEM customers for a large portion of our sales, and a decline in sales to major customers would materially adversely affect our business, financial condition, and results of operations.

A small number of customers are responsible for a significant portion of our sales. Our five largest OEM customers collectively accounted for approximately 29% and 27% of our net sales for the quarters ended June 28, 2021 and June 29, 2020, respectively. Furthermore, our business has benefited from OEMs deciding to outsource their PCB manufacturing and backplane assembly needs to us, and our future revenue growth partially depends on new outsourcing opportunities from OEMs. Sales attributed to OEMs include both direct sales as well as sales that the OEMs place through EMS providers. Our customer concentration could fluctuate, depending on future customer requirements, which will depend in large part on market conditions in the electronics industry segments in which our customers participate. The loss of one or more significant customers or a decline in sales to our significant customers would materially adversely affect our business, financial condition, and results of operations. In addition, we generate significant accounts receivable in connection with providing manufacturing services to our customers. If one or more of our significant customers were to become insolvent or were otherwise unable to pay for the manufacturing services provided by us, our business, financial condition, and results of operations would be materially adversely affected.

In addition, during industry downturns, we may need to reduce prices to limit the level of order losses, and we may be unable to collect payments from our customers. There can be no assurance that key customers would not cancel orders, that they would continue to place orders with us in the future at the same levels as experienced by us in prior periods, that they would be able to meet their payment obligations, or that the end-products that use our products would be successful. This concentration of customer base may materially adversely affect our business, financial condition, and results of operations due to the loss or cancellation of business from any of these key customers, significant changes in scheduled deliveries to any of these customers, or decreases in the prices of the products sold to any of these customers.

We depend on the U.S. government for a significant portion of our business, which involves unique risks. Changes in government defense spending or regulations could have a material adverse effect on our business, financial condition, and results of operations.

A significant portion of our revenues is derived from products and services that are ultimately sold to the U.S. government by our OEM and EMS customers and is therefore affected by, among other things, the federal government budget process. We are a supplier, primarily as a subcontractor, to the U.S. government and its agencies, as well as foreign governments and agencies. The contracts between our direct customers and the government end user are subject to political and budgetary constraints and processes, changes in short-range and long-range strategic plans, the timing of contract awards, the congressional budget authorization and appropriation processes, the government's ability to terminate contracts for convenience or for default, as well as other risks, such as contractor suspension or debarment in the event of certain violations of legal and regulatory requirements.

For the quarter ended June 28, 2021, aerospace and defense sales accounted for approximately 33% of our total net sales. The substantial majority of aerospace and defense sales are related to both U.S. and foreign military and defense programs. While we do not sell any significant volume of products directly to the U.S. government, we are a supplier to OEMs that sell to the U.S. government and its agencies, as well as foreign governments and agencies. Consequently, our sales are affected by changes in the defense budgets of the U.S. and foreign governments and may be affected by federal budget sequestration measures.

The domestic and international threat of terrorist activity, emerging nuclear states, and conventional military threats have generally led to an increase in demand for defense products and services and homeland security solutions in the recent past. The termination or failure to fund one or more significant defense programs or contracts by the U.S. government could have a material adverse effect on our business, financial condition, and results of operations.

Future changes to the U.S. Munitions List could reduce or eliminate restrictions that currently apply to some of the products we produce. If these regulations or others are changed in a manner that reduces restrictions on products being manufactured overseas, we would likely face an increase in the number of competitors and increased price competition from overseas manufacturers, who are restricted by the current export laws from manufacturing products for U.S. defense systems.

We are exposed to the credit risk of some of our customers and to credit exposures in weakened markets.

Most of our sales are on an "open credit" basis, with standard industry payment terms. We monitor individual customer payment capability in granting such open credit arrangements, seek to limit such open credit to amounts we believe the customers can pay, and maintain reserves we believe are adequate to cover exposure for doubtful accounts. During periods of economic downturn in the electronics industry and the global economy, our exposure to credit risks from our customers increases. Although we have programs in place to monitor and mitigate the associated risks, such programs may not be effective in reducing our credit risks.

Additionally, our OEM customers often direct a significant portion of their purchases through a relatively limited number of EMS companies. Sales to EMS companies represented approximately 36% and 38% of our net sales for the quarters ended June 28, 2021 and June 29, 2020, respectively. Our contractual relationship is often with the EMS companies, who are obligated to pay us for our products. Because we expect our OEM customers to continue to direct our sales to EMS companies, we expect to continue to be subject to this credit risk with a limited number of EMS customers. If one or more of our significant customers were to become insolvent or were otherwise unable to pay us, our business, financial condition, and results of operations would be materially adversely affected.

Our business, financial condition, and results of operations could be materially adversely affected by climate change initiatives.

Our manufacturing processes require that we purchase significant quantities of energy from third parties, which results in the generation of greenhouse gases, either directly on-site or indirectly at electric utilities. Both domestic and international legislation to address climate change by reducing greenhouse gas emissions could create increases in energy costs and price volatility. Considerable international attention is now focused on development of an international policy framework to guide international action to address climate change. Proposed and existing legislative efforts to control or limit greenhouse gas emissions could affect our energy sources and supply choices, as well as increase the cost of energy and raw materials that are derived from sources that generate greenhouse gas emissions.

Competition in the PCB market is intense, and we could lose market share, or our profit margins may decrease, if we are unable to maintain our current competitive position in end markets using our quick-turn, high technology, and high-mix manufacturing services.

The PCB industry is intensely competitive, highly fragmented, and rapidly changing. We expect competition to continue, which could result in price reductions, reduced gross margins, and loss of market share. In addition, we increasingly compete on an international basis, and new and emerging technologies may result in new competitors entering our markets.

Some of our competitors and potential competitors have advantages over us, including:

- greater financial and manufacturing resources that can be devoted to the development, production, and sale of their products;
- more established and broader sales and marketing channels;
- more manufacturing facilities worldwide, some of which are closer in proximity to OEMs;
- manufacturing facilities that are located in countries with lower production costs;
- lower capacity utilization, which in peak market conditions can result in shorter lead times to customers;
- ability to add additional capacity faster or more efficiently;
- preferred vendor status with existing and potential customers;
- greater name recognition; and
- larger customer bases.

In addition, these competitors may respond more quickly to new or emerging technologies or adapt more quickly to changes in customer requirements than we do. We must continually develop improved manufacturing processes to meet our customers' needs for complex products, and our manufacturing process technology is generally not subject to significant proprietary protection. During recessionary periods in the electronics industry, our strategy of providing quick-turn services, an integrated manufacturing solution, and responsive customer service may take on reduced importance to our customers. As a result, we may need to compete more on the basis of price, which would cause our gross margins to decline.

We and some of our competitors have reduced average selling prices in the past. In addition, competitors may reduce their average selling prices faster than our ability to reduce costs, which can also accelerate the rate of decline of our selling prices. When prices decline, we may also be required to write down the value of our inventory.

If we are unable to adapt our design and production processes in response to rapid technological change and process development, we may not be able to compete effectively.

The markets for our products and manufacturing services are characterized by rapidly changing technology and continual implementation of new designs and production processes. The future success of our business will depend in large part upon our ability to maintain and enhance our technological capabilities, to design and manufacture products that meet changing customer needs, and to successfully anticipate or respond to technological changes on a cost-effective and timely basis. We expect that the investment necessary to maintain our technological position will increase as customers make demands for products and services requiring more advanced technology on a quicker turnaround basis. For example, in 2021 in our PCB segment, we expect to continue to make significant capital expenditures to expand our HDI, RF technology, and other advanced manufacturing capabilities while in our RF&S Components segment, we are designing products that we hope our customers adopt and incorporate into their products. We may not be able to obtain access to additional sources of funds in order to respond to technological changes as quickly as our competitors. In addition, our failure to adopt and implement technological improvements quickly may cause inefficiencies in our production process as our product yields or quality may decrease, resulting in increased costs, and may lead to customers not adopting our product designs.

We also could encounter competition from new or revised manufacturing, production and design technologies that render existing manufacturing, production and design technology less competitive or obsolete. We may not respond effectively to the technological requirements of the changing market. If we need new technologies and equipment or if we are not able to design new products acceptable to customers to remain competitive, the development, acquisition, and implementation of those designs, technologies and equipment may require us to make significant capital investments.

Products we manufacture may contain design or manufacturing defects, which could result in reduced revenue from the sale of our products or services and may result in liability claims against us.

We manufacture products to our customers' specifications, which are highly complex and may contain design or manufacturing errors or failures, despite our quality control and quality assurance efforts. Defects in the products we manufacture, whether caused by a design, manufacturing, or materials failure or error, may result in delayed shipments, customer dissatisfaction, a reduction or cancellation of purchase orders, or liability claims against us. If these defects occur either in large quantities or too frequently, our business reputation may be impaired, and our customers may decrease the orders for products or services that they purchase from us, thereby decreasing our overall revenue. Since our products are used in products that are integral to our customers' businesses, errors, defects, or other performance problems could result in financial or other damages to our customers beyond the cost of the PCB, for which we may be liable. Although our invoices and sales arrangements generally contain provisions designed to limit our exposure to product liability and related claims, existing or future laws or unfavorable judicial decisions could negate these limitation of liability provisions. In addition, we manufacture products for a range of automotive customers. If any of our products

are or are alleged to be defective, we may be required to participate in a recall of such products. As suppliers become more integral to the vehicle design process and assume more of the vehicle assembly functions, vehicle manufacturers are increasingly looking to their suppliers for contributions when faced with product liability claims or recalls. In addition, vehicle manufacturers, which have traditionally borne the costs associated with warranty programs offered on their vehicles, are increasingly requiring suppliers to guarantee or warrant their products and may seek to hold us responsible for some or all of the costs related to the repair and replacement of parts supplied by us to the vehicle manufacturer.

We may be unable to hire and retain sufficient qualified personnel, and the loss of any of our key executive officers could materially adversely affect our business, financial condition, and results of operations.

We believe that our future success will depend in large part on our ability to attract and retain highly skilled, knowledgeable, sophisticated, and qualified managerial and professional personnel. Furthermore, we have limited patent or trade secret protection for our manufacturing processes and rely on the collective experience of our employees involved in our manufacturing processes to ensure that we continuously evaluate and adopt new technologies in our industry. We may not be able to retain our executive officers and key personnel or attract additional qualified management in the future. We can make no assurances that future changes in executive management will not have a material adverse effect on our business, financial condition, or results of operations. Our business also depends on our continuing ability to recruit, train, and retain highly qualified employees, particularly engineering and sales and marketing personnel. The competition for these employees is intense, and the loss of these employees could harm our business. Further, our ability to successfully integrate acquired companies depends in part on our ability to retain key management and existing employees at the time of the acquisition.

Infringement of our intellectual property rights could negatively affect us, and we may be exposed to intellectual property infringement claims from third parties that could be costly to defend, could divert management's attention and resources, and if successful, could result in liability.

We rely on a combination of copyright, patent, trademark, and trade secret laws, confidentiality procedures, contractual provisions, and other measures to establish and protect our proprietary and confidential information. All of these measures afford only limited protection. These measures may be invalidated, circumvented, breached, or challenged, and others may develop intellectual property, technologies or processes that are similar, or superior to, our intellectual property or technology. We may not have adequate controls and procedures in place to protect our proprietary and confidential information. Despite our efforts to protect our intellectual property and proprietary rights, unauthorized parties may attempt to copy, and succeed in copying, our products or may obtain or use information that we regard as proprietary or confidential. If it becomes necessary for us to resort to litigation to protect our intellectual property rights, any proceedings could be burdensome, costly, and distracting to management, and we may not prevail. Further, adequate remedies may not be available in the event of an unauthorized use or disclosure of our proprietary or confidential information. Failure to successfully establish or enforce our intellectual property rights could materially and adversely affect our business, financial condition, and results of operations. Furthermore, there is a risk that we may infringe on the intellectual property rights of others. As is the case with many other companies in the PCB industry, we from time to time receive communications from third parties asserting patent rights over our products and enter into discussions with such third parties. Irrespective of the validity or the successful assertion of such claims, we could incur costs in either defending or settling any intellectual property disputes alleging infringement. If any claims, whether or not they have merit, are brought against our customers for such infringement, we could be required to expend significant resources in defending such claims, developing non-infringing alternatives or obtaining licenses. We may not be successful in developing such alternatives or in obtaining such licenses on reasonable terms, or at all, and may be required to modify or cease marketing our products or services, which could disrupt the production processes, damage our reputation, and materially and adversely affect our business, financial condition, and results of operations.

Foreign laws may not afford us sufficient protections for our intellectual property, and we may not be able to obtain patent protection outside of the United States.

Certain nations that we operate in may not grant us certain intellectual property rights that are customarily granted in more developed legal systems. Patent law reform in the United States and other countries may also weaken our ability to enforce our patent rights or make such enforcement financially unattractive. For example, despite continuing international pressure on the Chinese government, intellectual property rights protection continues to present significant challenges to foreign investors and, increasingly, Chinese companies. Chinese commercial law is relatively undeveloped compared to the commercial law in our other major markets and only limited protection of intellectual property is available in China as a practical matter. Although we have taken precautions in the operations of our Chinese subsidiaries and in our joint venture agreements to protect our intellectual property, any local design or manufacture of products that we undertake in China could subject us to an increased risk that unauthorized parties will be able to copy or otherwise obtain or use our intellectual property, which could harm our business. We may also have limited legal recourse in the event we encounter patent or trademark infringement. Uncertainties with respect to the Chinese legal system may adversely affect the operations of our Chinese subsidiaries. China has put in place a comprehensive system of intellectual property laws; however,

incidents of infringement are common, and enforcement of rights can, in practice, be difficult. If we are unable to manage our intellectual property rights, our business and operating results may be seriously harmed.

Damage to our manufacturing facilities due to fire, natural disaster, or other events could materially adversely affect our business, financial condition, and results of operations.

The destruction or closure of any of our facilities for a significant period of time as a result of fire, explosion, blizzard, act of war or terrorism, flood, tornado, earthquake, lightning, other natural disasters, required maintenance, or other events could harm us financially, increasing our costs of doing business and limiting our ability to deliver our manufacturing services on a timely basis.

Our insurance coverage with respect to damages to our facilities or our customers' products caused by natural disasters is limited and is subject to deductibles and coverage limits. Such coverage may not be adequate or continue to be available at commercially reasonable rates and terms.

In the event one or more of our facilities is closed on a temporary or permanent basis as a result of a natural disaster, required maintenance or other event, our operations could be significantly disrupted. Such events could delay or prevent product manufacturing and shipment for the time required to transfer production or repair, rebuild or replace the affected manufacturing facilities. This time frame could be lengthy and result in significant expenses for repair and related costs. While we have disaster recovery plans in place, there can be no assurance that such plans will be sufficient to allow our operations to continue in the event of every natural or man-made disaster, required repair or other extraordinary event. Any extended inability to continue our operations at unaffected facilities following such an event would reduce our revenue and potentially damage our reputation as a reliable supplier.

Risks Related to Our Indebtedness

We have substantial outstanding indebtedness, and our outstanding indebtedness could adversely impact our liquidity and flexibility in obtaining additional financing, our ability to fulfill our debt obligations and our financial condition and results of operations.

We have substantial debt and, as a result, we have significant debt service obligations. We maintain \$405.9 million outstanding in a Term Loan Facility due 2024 (Term Loan Facility) at a floating rate of LIBOR plus 2.5%, \$500.0 million of Senior Notes due 2029 (Senior Notes due 2029) at an interest rate of 4.0%, and \$30.0 million outstanding under a \$150.0 million Asia Asset-Based Lending Credit Agreement (Asia ABL). We and a number of our direct and indirect subsidiaries also have various credit facilities and letters of credit. Such agreements also contain certain financial covenants which require us to maintain, under the occurrence of certain events, a consolidated fixed charge coverage ratio.

Subject to the limits contained in the credit agreements governing the Term Loan Facility, the U.S. ABL, the Asia ABL, the indenture governing the Senior Notes due 2029, and our other debt instruments, we may be able to incur substantial additional debt from time to time to finance working capital, capital expenditures, investments or acquisitions, or for other purposes. If we do so, the risks related to our high level of debt could intensify. Specifically, our high level of debt could have important consequences to us and our shareholders. For example, it could:

- make it more difficult for us to satisfy our obligations with respect to our indebtedness, which could in turn result in an event of default on such indebtedness;
- require us to use a substantial portion of our cash flow from operations for debt service payments, thereby reducing the availability of cash for working capital, capital expenditures, acquisitions and other general corporate purposes;
- impair our ability to obtain additional financing in the future for working capital, capital expenditures, acquisitions and other investments or general corporate purposes, which may limit our ability to execute our business strategy;
- diminish our ability to withstand a downturn in our business, the industry in which we operate or the economy generally and restrict us from exploiting business opportunities or making acquisitions;
- limit our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate or the general economy;
- increase our vulnerability to general adverse economic and industry conditions, including movements in interest rates, which could result in increased borrowing costs;
- limit management's discretion in operating our business; and
- place us at a competitive disadvantage as compared to our competitors that have less debt as it could limit our ability to capitalize on future business opportunities and to react to competitive pressures or adverse changes.

In addition, the indenture governing the Senior Notes due 2029 and the credit agreements governing the Term Loan Facility, the U.S. ABL and the Asia ABL contain restrictive covenants that will limit our ability to engage in activities that may be in our long-term best interest. Our failure to comply with those covenants could result in an event of default which, if not cured or waived, could result in the acceleration of all our debt.

Furthermore, we and our subsidiaries may decide to incur significant additional indebtedness in the future. Although the indenture governing the Senior Notes due 2029 and the credit agreements governing the Term Loan Facility, the U.S. ABL and the Asia ABL will contain restrictions on the incurrence of additional indebtedness, these restrictions are subject to a number of qualifications and exceptions, and the additional indebtedness incurred in compliance with these restrictions could be substantial. These restrictions also will not prevent us from incurring obligations that do not constitute indebtedness.

Servicing our debt requires a significant amount of cash and we may not be able to generate sufficient cash to service all of our debt and may be forced to take other actions to satisfy our obligations under our debt, which may not be successful.

Based on certain parameters defined in the Term Loan Facility, including a First Lien Leverage Ratio, we may be required to make an additional principal payment on an annual basis if our First Lien Leverage Ratio is greater than 2.0.

Our ability to make scheduled payments on or to refinance our debt obligations and to fund planned capital expenditures and expansion efforts depends on our ability to generate cash in the future and our financial condition and operating performance, which are subject to prevailing economic and competitive conditions and to certain regulatory, competitive, financial, business and other factors beyond our control. We cannot assure you that we will maintain a level of cash flows from operating activities sufficient to permit us to pay the principal, premium, if any, and interest on our debt.

If our cash flows and capital resources are insufficient to fund our debt service obligations, we could face substantial liquidity problems and could be forced to reduce or delay investments and capital expenditures or to dispose of material assets or operations, seek additional capital (which could include obtaining additional equity capital on terms that may be onerous or highly dilutive) or restructure or refinance our indebtedness. We may not be able to effect any such alternative measures, if necessary, on commercially reasonable terms or at all and, even if successful, those alternative actions may not allow us to meet our scheduled debt service obligations. The credit agreements governing the Term Loan Facility, the U.S. ABL and the Asia ABL and the indenture governing the Senior Notes due 2029 will restrict our ability to dispose of assets and use the proceeds from those dispositions and may also restrict our ability to raise debt or equity capital to be used to repay other indebtedness when it becomes due. We may not be able to consummate those dispositions or to obtain proceeds in an amount sufficient to meet any debt service obligations then due.

In addition, we conduct certain of our operations through our subsidiaries. Accordingly, repayment of our indebtedness may be dependent on the generation of cash flow by our subsidiaries and their ability to make such cash available to us, by dividend, debt repayment or otherwise. Unless they are guarantors of the Senior Notes due 2029 or our other indebtedness, our subsidiaries do not have any obligation to pay amounts due on our indebtedness or to make funds available for that purpose. Our subsidiaries may not be able to, or may not be permitted to, make distributions to enable us to make payments in respect of our indebtedness. Each subsidiary is a distinct legal entity, and under certain circumstances, legal and contractual restrictions may limit our ability to obtain cash from our subsidiaries. While the indenture governing the Senior Notes due 2029 and the credit agreements governing the Term Loan Facility, the U.S. ABL and the Asia ABL will limit the ability of our subsidiaries to incur consensual restrictions on their ability to pay dividends or make other intercompany payments to us, these limitations are subject to qualifications and exceptions. In the event that we do not receive distributions from our subsidiaries, we may be unable to make required principal and interest payments on our indebtedness.

Our inability to generate sufficient cash flows to satisfy our debt obligations, or to refinance our indebtedness on commercially reasonable terms or at all, would materially and adversely affect our financial position and results of operations and our ability to satisfy our obligations under our indebtedness.

If we cannot make scheduled payments on our debt, we will be in default and holders of the Senior Notes due 2029 could declare all outstanding principal and interest to be due and payable, the lenders under the Term Loan Facility, the U.S. ABL and the Asia ABL could terminate their commitments to loan money, the lenders could foreclose against the assets securing their borrowings and we could be forced into bankruptcy or liquidation.

Regulatory Risks

We are subject to the requirements of the National Industrial Security Program Operating Manual (NISPOM) for our facility security clearance, which is a prerequisite to our ability to perform on classified contracts for the U.S. government.

A facility security clearance is required in order to be awarded and perform on classified contracts for the Department of Defense and certain other agencies of the U.S. government. As a cleared entity, we must comply with the requirements of the NISPOM, and any other applicable U.S. government industrial security regulations. Further, due to the fact that a portion of our voting equity is owned by a non-U.S. entity, we are required to be governed by and operate in accordance with the terms and requirements of a Special Security Agreement (SSA). The terms of the SSA have been previously disclosed in our SEC filings.

If we were to violate the terms and requirements of the SSA, the NISPOM, or any other applicable U.S. government industrial security regulations (which may apply to us under the terms of classified contracts), we could lose our security clearance. We cannot be certain that we will be able to maintain our security clearance. If for some reason our security clearance is invalidated or

terminated, we may not be able to continue to perform on classified contracts and would not be able to enter into new classified contracts, which could materially adversely affect our business, financial condition, and results of operations.

Our operations in China and Hong Kong subject us to risks and uncertainties relating to the laws and regulations of China and Hong Kong.

Under its current leadership, the government of China has been pursuing economic reform policies, including the encouragement of foreign trade and investment. No assurance can be given, however, that the government of China will continue to pursue such policies, that such policies will be successful if pursued, or that such policies will not be significantly altered from time to time, particularly in light of the increasingly tense trade climate with the United States. Despite progress in developing its legal system, China does not have a comprehensive and highly developed system of laws, particularly with respect to foreign investment activities and foreign trade. Enforcement of existing and future laws and contracts is uncertain, and implementation and interpretation thereof may be inconsistent. As the Chinese legal system develops, the promulgation of new laws, changes to existing laws, and the preemption of local regulations by national laws may adversely affect foreign investors. Further, any litigation in China may be protracted and may result in substantial costs and diversion of resources and management's attention. Also, the evolving landscape of the interrelation between China and Hong Kong may have an adverse impact on our operations in Hong Kong and may impact our ability to attract and maintain necessary talent in that area. In addition, though changes in government policies and rules are timely published or communicated, there is usually no indication of the duration of any grace period before which full implementation and compliance will be required. As a result, it is possible that we might operate our business in violation of new rules and policies before full compliance can be achieved. These uncertainties could limit the legal protections available to us and adversely impact our results of operations.

We are subject to risks for the use of certain metals from "conflict minerals" originating in the Democratic Republic of the Congo.

In 2012, the SEC adopted rules implementing the Dodd-Frank Wall Street Reform and Consumer Protection Act (Dodd-Frank). These rules impose diligence and disclosure requirements regarding the use of "conflict minerals" mined from the Democratic Republic of Congo and neighboring countries. While these new rules continue to be the subject of ongoing litigation and, as a result, uncertainty, we submitted a conflict minerals report on Form SD with the SEC for the past eight years, most recently on May 21, 2021. Compliance with these rules results in additional costs and expenses, including costs and expenses incurred for due diligence to determine and verify the sources of any conflict minerals used in our products, in addition to the costs and expenses of remediation and other changes to products, processes, or sources of supply as a consequence of such verification efforts. These rules may also affect the sourcing and availability of minerals used in the manufacture of our PCBs, as there may be only a limited number of suppliers offering "conflict free" minerals that can be used in our products. There can be no assurance that we will be able to obtain such minerals in sufficient quantities or at competitive prices. Also, since our supply chain is complex, we may, at a minimum, face reputational challenges with our customers, stockholders, and other stakeholders if we are unable to sufficiently verify the origins of the minerals used in our products. We may also encounter customers who require that all of the components of our products be certified as conflict free. If we are not able to meet customer requirements, such customers may choose to disqualify us as a supplier, which could impact our sales and the value of portions of our inventory.

Our failure to comply with the requirements of environmental laws could result in litigation, fines, revocation of permits necessary to our manufacturing processes, or debarment from our participation in federal government contracts.

Our operations are regulated under a number of domestic and foreign environmental and safety laws and regulations that govern, among other things, the discharge of hazardous materials into the air and water, as well as the handling, storage, recycling, and disposal of such materials. These laws and regulations include the Clean Air Act, the Clean Water Act, the Resource Conservation and Recovery Act, the Superfund Amendment and Reauthorization Act, the Comprehensive Environmental Response, Compensation and Liability Act, the Toxic Substances Control Act, and the Federal Motor Carrier Safety Improvement Act, as well as analogous state, local, and foreign laws. Compliance with these environmental laws is a major consideration for us because our manufacturing processes use and generate materials classified as hazardous. Because we use hazardous materials and generate hazardous wastes in our manufacturing processes, we may be subject to potential financial liability for costs associated with the investigation and remediation of our own sites, or sites at which we have arranged for the disposal of hazardous wastes, if such sites become contaminated. Even if we fully comply with applicable environmental laws and are not directly at fault for the contamination, we may still be liable. The wastes we generate include spent ammoniacal and cupric etching solutions, metal stripping solutions, waste acid solutions, waste alkaline cleaners, waste oil, and waste waters that contain heavy metals such as copper, tin, lead, nickel, gold, silver, cyanide, and fluoride, and both filter cake and spent ion exchange resins from equipment used for on-site waste treatment.

Environmental law violations, including the failure to maintain required environmental permits, could subject us to fines, penalties, and other sanctions, including the revocation of our effluent discharge permits. This could require us to cease or limit production at one or more of our facilities and could have a material adverse effect on our business, financial condition, and results of operations. Even if we ultimately prevail, environmental lawsuits against us would be time consuming and costly to defend.

Environmental laws have generally become more stringent and we expect this trend to continue over time, especially in developing countries, imposing greater compliance costs and increasing risks and penalties associated with violation. We operate in environmentally sensitive locations, and we are subject to potentially conflicting and changing regulatory agendas of political, business, and environmental groups. Changes or restrictions on discharge limits, emissions levels, material storage, handling, or disposal might require a high level of unplanned capital investment or relocation to another global location where prohibitive regulations do not exist. It is possible that environmental compliance costs and penalties from new or existing regulations may materially adversely affect our business, financial condition, and results of operations.

We are increasingly required to certify compliance with various material content restrictions in our products based on laws of various jurisdictions or territories such as the Restriction of Hazardous Substances (RoHS) and Registration, Evaluation, Authorization and Restriction of Chemicals, or REACH directives in the European Union and China's RoHS legislation. Similar laws have been adopted in other jurisdictions and may become increasingly prevalent. In addition, we must also certify as to the non-applicability of the EU's Waste Electrical and Electronic Equipment directive for certain products that we manufacture. The REACH directive requires the identification of Substances of Very High Concern, or SVHCs periodically. We must survey our supply chain and certify to the non-presence or presence of SVHCs to our customers. As with other types of product certifications that we routinely provide, we may incur liability and pay damages if our products do not conform to our certifications.

We are also subject to an increasing variety of environmental laws and regulations in China, which impose limitations on the discharge of pollutants into the air and water and establish standards for the treatment, storage, and disposal of solid and hazardous wastes for us and our vendors that assist us in managing the waste generated by our manufacturing processes. The manufacturing of our products generates gaseous chemical wastes, liquid wastes, wastewater, and other industrial wastes from various stages of the manufacturing process. Production sites, waste collectors, and vendors in China are subject to increasing regulation and periodic monitoring by the relevant environmental protection authorities. Environmental claims or the failure to comply with current or future regulations could result in the assessment of damages or imposition of fines against us, suspension of production, or cessation of operations.

The process to manufacture PCBs requires adherence to city, county, state, federal, and foreign environmental laws and regulations regarding the storage, use, handling, and disposal of chemicals, solid wastes, and other hazardous materials, as well as compliance with wastewater and air quality standards. We rely on our vendors for the transportation and disposal of our solid and hazardous wastes generated by our manufacturing processes. If we are not able to find such services, our ability to conduct our business and our results of operations may be adversely impacted. In China, the government has a history of changing legal requirements with no or minimal notice. We believe that our facilities in China comply in all material respects with current applicable environmental laws and regulations and have resources in place to maintain compliance to them. The capital expenditure costs expected for environmental improvement initiatives are included in our annual capital expenditure projections.

Our international sales are subject to laws and regulations relating to corrupt practices, trade, and export controls and economic sanctions. Any non-compliance could have a material adverse effect on our business, financial condition, and results of operations.

We operate on a global basis and are subject to anti-corruption, anti-bribery, and anti-kickback laws and regulations, including restrictions imposed by the Foreign Corrupt Practices Act (FCPA). The FCPA and similar anti-corruption, anti-bribery, and anti-kickback laws in other jurisdictions generally prohibit companies and their intermediaries and agents from making improper payments to government officials or any other persons for the purpose of obtaining or retaining business. We operate and sell our products in many parts of the world that have experienced governmental corruption to some degree and, in certain circumstances, strict compliance with anti-corruption, anti-bribery, and anti-kickback laws may conflict with local customs and practices. We also, from time to time, undertake business ventures with state-owned companies or enterprises.

Our global business operations must also comply with all applicable domestic and foreign export control laws, including International Traffic in Arms Regulations (ITAR) and Export Administration Regulations (EAR). Some items we manufacture are controlled for export by the U.S. Department of Commerce's Bureau of Industry and Security under EAR.

We train our employees concerning anti-corruption, anti-bribery, and anti-kickback laws and compliance with international regulations regarding trades and exports, and we have policies in place that prohibit employees from making improper payments. We cannot provide assurances that our internal controls and procedures will guarantee compliance by our employees or third parties with whom we work. If we are found to be liable for violations of the FCPA or similar anti-corruption, anti-bribery, or anti-kickback laws in international jurisdictions or for violations of ITAR, EAR, or other similar regulations regarding trades and exports, either due to our own acts or out of inadvertence, or due to the inadvertence of others, we could suffer criminal or civil fines or penalties or other repercussions, including reputational harm, which could have a material adverse effect on our business, financial condition, and results of operations.

Our global business operations also must be conducted in compliance with applicable economic sanctions laws and regulations, such as laws administered by the U.S. Department of the Treasury's Office of Foreign Asset Control, the U.S. State Department, and the U.S. Department of Commerce. We must comply with all applicable economic sanctions laws and regulations of the United

States and other countries. Imposition of economic sanction laws and regulations on a company or country could impact our revenue levels. Violations of these laws or regulations could result in significant additional sanctions including criminal or civil fines or penalties, more onerous compliance requirements, more extensive debarments from export privileges, or loss of authorizations needed to conduct aspects of our international business.

In certain countries, we may engage third-party agents or intermediaries, such as customs agents, to act on our behalf, and if these third-party agents or intermediaries violate applicable laws, their actions may result in criminal or civil fines or penalties or other sanctions being assessed against us. We take specific measures designed to ensure our compliance with U.S. export and economic sanctions laws, anti-corruption laws and regulations, and export control laws. However, it is possible that some of our products were sold or will be sold to distributors or other parties, without our knowledge or consent, in violation of applicable law. There can be no assurances that we will be in compliance in the future. Any such violation could result in significant criminal or civil fines, penalties, or other sanctions and repercussions, including reputational harm, which could have a material adverse effect on our business, financial condition, and results of operations.

Other Risks

We may need additional capital in the future to fund investments in our operations, refinance our indebtedness, and to maintain and grow our business, and such capital may not be available on a timely basis, on acceptable terms, or at all.

Our business is capital-intensive, and our ability to increase revenue, profit, and cash flow depends upon continued capital spending. To the extent that the funds generated by our ongoing operations are insufficient to cover our liquidity requirements, we may need to raise additional funds through financings. If we are unable to fund our operations and make capital expenditures as currently planned or if we do not have sufficient liquidity to service the interest and principal payments on our debt, it would have a material adverse effect on our business, financial condition, and results of operations. If we do not achieve our expected operating results, we would need to reallocate our sources and uses of operating cash flows. This may include borrowing additional funds to service debt payments, which may impair our ability to make investments in our business. Looking ahead at long-term needs, we may need to raise additional funds for a number of purposes, including the following:

- to fund capital equipment purchases to increase production capacity, upgrade and expand our technological capabilities and replace aging equipment or introduce new products;
- to refinance our existing indebtedness;
- to fund our current or planned operations;
- to fund working capital requirements for future growth that we may experience;
- to enhance or expand the range of services we offer;
- to increase our sales and marketing activities; or
- to respond to competitive pressures or perceived opportunities, such as investment, acquisition, and international expansion activities.

Should we need to raise funds through incurring additional debt, we may become subject to covenants even more restrictive than those contained in our current debt instruments. There can be no assurance that additional capital, including any future equity or debt financing, would be available on a timely basis, on favorable terms, or at all. If such funds are not available to us when required or on acceptable terms, our business, financial condition, and results of operations could be materially adversely affected.

Outages, computer viruses, break-ins, and similar events could disrupt our operations, and breaches of our security systems may cause us to incur significant legal and financial exposure.

We rely on information technology networks and systems, some of which are owned and operated by third parties, to collect, process, transmit, and store electronic information. In particular, we depend on our information technology infrastructure for a variety of functions, including worldwide financial reporting, inventory management, procurement, invoicing, and email communications. Any of these systems may be susceptible to outages due to fire, floods, power loss, telecommunications failures, hacking, terrorist attacks, and similar events. In addition, in the ordinary course of our business, we collect and store sensitive data in our data centers and on our networks, including intellectual property, our proprietary and confidential business information and that of our customers, suppliers and business partners, and personally identifiable information of our employees. The secure collection, processing, storage, maintenance and transmission of this information is critical to our operations. Despite the implementation of network security measures, our systems and those of third parties on which we rely may also be vulnerable to computer viruses, break-ins, cyber-attacks, attacks by hackers or breaches due to employee or third party (including suppliers and business partners) error, malfeasance or other disruptions. If we or our vendors are unable to prevent such outages and breaches, our operations could be disrupted. If unauthorized parties gain access to our information systems or such information is used in an unauthorized manner, misdirected, altered, lost, or stolen during transmission, any theft or misuse of such information could result in, among other things, unfavorable publicity, governmental inquiry and oversight, difficulty in marketing our services, allegations by our customers that we

have not performed our contractual obligations, loss of customers, litigation by affected parties, and possible financial obligations for damages related to the theft or misuse of such information, any of which could have a material adverse effect on our business, financial condition, and results of operations.

Issues arising during the upgrade of our enterprise resource planning system could affect our operating results and ability to manage our business effectively.

We are continuing the process of upgrading our enterprise resource planning, or ERP, management system to enhance operating efficiencies and provide more effective management of our business operations. We are investing significant financial and personnel resources into this project. However, there is no assurance that the system upgrade will meet our current or future business needs or that it will operate as designed. The transition to the new ERP system will affect numerous systems necessary for our operation. If we fail to correctly implement one or more components of the ERP system, we could experience significant disruption to our operations. Such disruptions could include, among other things, temporary loss of data, inability to process certain orders, failure of systems to communicate with each other and the inability to track or reconcile key data. We are heavily dependent on automated management systems, and any significant failure or delay in the system upgrade could cause a substantial interruption to our business and additional expense, which could result in an adverse impact on our operating results, cash flows or financial condition.

Our ability to use net operating loss carryforwards to offset future taxable income for U.S. federal, state and foreign income tax purposes is subject to limitations, and future transfers of shares of our common stock could cause us to experience an “ownership change” that could further limit our ability to utilize our net operating losses.

Under U.S. federal income tax law, a corporation’s ability to utilize its net operating losses (NOL’s) to offset future taxable income may be significantly limited if it experiences an “ownership change” as defined in Section 382 of the Internal Revenue Code of 1986, as amended. In general, an ownership change will occur if there is a cumulative change in a corporation’s ownership by “5-percent shareholders” that exceeds 50 percentage points over a rolling three-year period.

A corporation that experiences an ownership change will generally be subject to an annual limitation on its pre-ownership change NOLs equal to the value of the corporation immediately before the ownership change, multiplied by the long-term tax-exempt rate (subject to certain adjustments). The annual limitation for a taxable year is generally increased by the amount of any “recognized built-in gains” for such year and the amount of any unused annual limitation in a prior year. As a result of our acquisition of Viasystems, the NOLs acquired were subject to this limitation. Future transfers or sales of our common stock during a rolling three-year period by any of our “5-percent shareholders” could cause us to experience an ownership change under Section 382, which could further limit our use of NOL.

If our net earnings do not remain at or above recent levels, or we are not able to predict with a reasonable degree of probability that they will continue, we may have to record a valuation allowance against our net deferred income tax assets.

Our U.S. entities and certain of our foreign subsidiaries have deferred income tax assets. Based on our forecast for future taxable earnings, we believe we will utilize the deferred income tax assets in future periods except with respect to certain amounts where we have recorded valuation allowances. If our estimates of future earnings decline, we may have to increase our valuation allowance against our net deferred income tax assets, resulting in a higher income tax provision, which would reduce our results of operations.

Unanticipated changes in our tax rates or in our assessment of the realizability of our deferred income tax assets or exposure to additional income tax liabilities could affect our business, financial condition, and results of operations.

We are subject to income taxes in the United States and various foreign jurisdictions. Significant judgment is required in determining our provision for income taxes and, in the ordinary course of business, there are many transactions and calculations in which the ultimate tax determination is uncertain. Our effective tax rates could be materially adversely affected by changes in the mix of earnings in countries and states with differing statutory tax rates, changes in the valuation of deferred income tax assets and liabilities, changes in tax laws, as well as other factors. Our tax determinations are regularly subject to audit by tax authorities, and developments in those audits could adversely affect our income tax provision. Although we believe that our tax estimates are reasonable, the final determination of tax audits or tax disputes may be different from what is reflected in our historical income tax provisions, which could materially adversely affect our business, financial condition, and results of operations.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

The following table provides information about repurchases by us of shares of our common stock during the quarter ended June 28, 2021:

	Total Number of Shares Purchased	Average Price Paid per Share(1)	Total Number of Shares Purchased As Part of Publicly Announced Program(2)	Maximum Value of Shares that May Yet be Purchased Under the Program(2)
	(In thousands, except average price paid per share)			
March 30, 2021 - April 26, 2021	—	\$ —	—	\$ 100,000
April 27, 2021 - May 24, 2021	411	14.95	411	\$ 93,855
May 25, 2021 - June 28, 2021	—	—	—	\$ —
Total for the quarter ended June 28, 2021	411	\$ —	411	

(1) Includes commissions.

(2) On February 3, 2021, we announced that our Board of Directors authorized and approved a share repurchase program. Under the program, we may repurchase up to \$100.0 million in value of our outstanding shares of common stock from time to time through February 3, 2023. This program will continue until the maximum is reached or the program is terminated by further action of our Board of Directors.

Item 5. Other Information

On August 3, 2021, the Board of Directors of the Company approved amendments to the Company's Fourth Amended and Restated Bylaws (the "Bylaws"). In addition to purely ministerial or minor conforming changes, these amendments included the following changes:

Stockholder Meetings Generally. Sections 1.5, 1.6 and 1.7 of the Bylaws were amended to clarify the responsibility and authority of the "presiding officer" of any annual or special meeting of stockholders to conduct such meeting, including the authority to adjourn a meeting of stockholders.

Stockholder Action by Written Consent. The information for stockholder notices requesting that the Board fix a record date for stockholders to take action by written consent have been expanded and clarified in Section 1.11 of the Bylaws. Section 1.11 has also been updated to set forth the process for appointing one or more independent inspectors of election to determine the validity of written consents and any related revocations.

The foregoing summary of the Bylaws is qualified in its entirety by reference to the full text of the Bylaws, which is attached hereto as Exhibit 3.2 to this Quarterly Report on Form 10-Q and is incorporated herein by reference.

Item 6. Exhibits

Exhibit Number	Exhibits
3.1(a)	Registrant's Certificate of Incorporation, as amended June 3, 2011 (1(a))
3.1(b)	Registrant's Certificate of Amendment of Certificate of Incorporation, dated May 12, 2016 (1(b))
3.2*	Registrant's Fourth Amended and Restated Bylaws, as amended March 2, 2016 and August 3, 2021
31.1*	CEO Certification Pursuant to Section 302 of the Sarbanes — Oxley Act of 2002
31.2*	CFO Certification Pursuant to Section 302 of the Sarbanes — Oxley Act of 2002
32.1*	CEO Certification Pursuant to Section 906 of the Sarbanes — Oxley Act of 2002
32.2*	CFO Certification Pursuant to Section 906 of the Sarbanes — Oxley Act of 2002
101.INS	Inline XBRL Instance Document – the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Documents
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Documents
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Documents
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Documents
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)

(1) Incorporated by reference (a) to the Registrant's Current Report on Form 8-K as filed with the Commission on June 6, 2011 and (b) to the Registrant's Current Report on Form 8-K as filed with the Commission on May 18, 2016.

* Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

TTM Technologies, Inc.

/s/ Thomas T. Edman

Thomas T. Edman
President and Chief Executive Officer

/s/ Todd B. Schull

Todd B. Schull
Executive Vice President and Chief Financial Officer

Dated: August 4, 2021

Dated: August 4, 2021

FIFTH AMENDED AND RESTATED BYLAWS

OF

TTM TECHNOLOGIES, INC.

Amended on August 3, 2021

Article 1
Stockholders

1.1 Place of Meetings. Meetings of stockholders shall be held at the place, either within or without the State of Delaware, as may be designated by resolution of the Corporation's board of directors (the "Board of Directors") from time to time.

1.2 Annual Meetings. Annual meetings of stockholders shall be held at such time and place as determined by the Board of Directors, at which time they shall elect a Board of Directors and transact any other business as may properly be brought before the meeting.

1.3 Special Meetings. A special meeting of stockholders (a "Special Meeting") for any purpose or purposes may be called at any time only by (i) the Chairman of the Board of Directors, (ii) the Board of Directors, or (iii) the Secretary of the Corporation (such Special Meetings may not be called by any other person or persons) to be held at such place, date and time as shall be designated in the notice or waiver of notice thereof. Only business within the purposes described in the Corporation's notice of meeting required by Section 1.4 may be conducted at the Special Meeting. The stockholders may demand a Special Meeting for any purpose or purposes for which such a meeting may lawfully be called by the stockholders holding at least a majority of the shares entitled to vote on the issue or issues proposed to be considered at the Special Meeting by delivering a written demand for such Special Meeting to the Secretary of the Corporation. A demand by stockholders for a Special Meeting must be signed by stockholders holding the requisite number of shares required by the Certificate of Incorporation for a Special Meeting to be demanded by the stockholders and describe each purpose for which the Special Meeting is demanded in sufficient detail so that if the description is used verbatim in a notice of Special Meeting, stockholders entitled to vote at such Special Meeting will upon reading the description be informed as to the purpose or purposes of the Special Meeting. Upon receipt of such a demand which meets the requirements of the Certificate of Incorporation and these Bylaws, the Secretary shall deliver a copy of the demand to each of the directors and, in the normal course, call a Special Meeting as demanded and as provided in these Bylaws.

1.4 Notice of Meetings. Whenever stockholders are required or permitted to take any action at a meeting, a written notice of the meeting shall be given which shall state the place, date, and hour of the meeting, and, in the case of a Special Meeting, the purpose or purposes for which the meeting is called. Unless otherwise provided by law, the Corporation's certificate of incorporation (the "Certificate of Incorporation"), or these Bylaws, the written notice of any meeting shall be given no less than ten (10) nor more than sixty (60) days before the date of the meeting to each stockholder entitled to vote at such meeting. If mailed, such notice shall be deemed to be given when deposited in the mail, postage prepaid, directed to the stockholder at his or her address as it appears on the records of the Corporation.

1.5 Adjournments. Any meeting of stockholders, annual or special, may be adjourned from time to time by (1) the vote of the holders of a majority of the voting shares present at the meeting either in person or by proxy or (2) the presiding officer of the meeting, to reconvene at the same or some other place, and notice need not be given of any such adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. At the adjourned meeting the Corporation may transact any business which might have been transacted at the original meeting. If the adjournment is for more than

thirty (30) days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

1.6 Quorum. Except as otherwise provided by law, the Certificate of Incorporation, or these Bylaws, at each meeting of stockholders the presence in person or by proxy of the holders of shares of stock having a majority of the votes which could be cast by the holders of all outstanding shares of stock entitled to vote at the meeting shall be necessary and sufficient to constitute a quorum. In the absence of a quorum, any meeting of stockholders may be adjourned from time to time by the presiding officer of the meeting or the stockholders so present, by majority vote, in the manner provided in Section 1.5 of these Bylaws, until a quorum shall attend. Shares of its own stock belonging to the Corporation or to another corporation, if a majority of the shares entitled to vote in the election of directors of such other corporation is held, directly or indirectly, by the Corporation, shall neither be entitled to vote nor be counted for quorum purposes; provided, however, that the foregoing shall not limit the right of the Corporation to vote stock, including but not limited to its own stock, held by it in a fiduciary capacity.

1.7 Organization. Meetings of stockholders shall be presided over by the Chairman of the Board, if any, or in his or her absence by the Vice Chairman of the Board, if any, or in his or her absence by the President, or in his or her absence by a Vice President, or in the absence of the foregoing persons by a chairman designated by the Board of Directors, which individual will call meetings of stockholders to order and will act as presiding officer thereof. The Secretary of the Corporation shall act as secretary of the meeting, but in his or her absence the presiding officer of the meeting may appoint any person to act as secretary of the meeting.

1.8 Voting; Proxies. Except as otherwise provided by the Certificate of Incorporation, each stockholder entitled to vote at any meeting of stockholders shall be entitled to one vote for each share of stock held by such stockholder which has voting power upon the matter in question. Each stockholder entitled to vote at a meeting of stockholders may authorize another person or persons to act for such stockholder by proxy, but no such proxy shall be voted or acted upon after three (3) years from its date, unless the proxy provides for a longer period. A duly executed proxy shall be irrevocable if it states that it is irrevocable and if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power. A stockholder may revoke any proxy which is not irrevocable by attending the meeting and voting in person or by filing an instrument in writing revoking the proxy or another duly executed proxy bearing a later date with the Secretary of the Corporation. Voting at meetings of stockholders need not be by written ballot and need not be conducted by inspectors of election unless so determined by the holders of shares of stock having a majority of the votes which could be cast by the holders of all outstanding shares of stock entitled to vote thereon which are present in person or by proxy at such meeting. At all meetings of stockholders for the election of directors a plurality of the votes cast shall be sufficient to elect. All other elections and questions shall, unless otherwise provided by law, the Certificate of Incorporation, or these Bylaws, be decided by the vote of the holders of shares of stock having a majority of the votes which could be cast by the holders of all shares of stock entitled to vote thereon which are present in person or represented by proxy at the meeting.

1.9 Fixing Date for Determination of Stockholders of Record. In order that the Corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or to express consent to corporate action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion, or exchange of stock or for the purpose of any other lawful action, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors and which record date: (a) in the case of determination of stockholders entitled to vote at any meeting of stockholders or adjournment thereof, shall, unless otherwise required by law, not be more than sixty (60) nor less than ten (10) days before the date of such meeting; and (b) in the case of any other action, shall not be more than sixty (60) days prior to such other action. If no record date is fixed: (i) the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held; and (ii) the record date for determining stockholders for any other purpose

shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

1.10 List of Stockholders Entitled to Vote. The Secretary of the Corporation shall prepare and make, at least ten (10) days before every meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten (10) days prior to the meeting, either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or, if not so specified, at the place where the meeting is to be held. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof and may be inspected by any stockholder who is present. Upon the willful neglect or refusal of the directors to produce such a list at any meeting for the election of directors, they shall be ineligible for election to any office at such meeting. The stock ledger shall be the only evidence as to who are the stockholders entitled to examine the stock ledger, the list of stockholders or the books of the Corporation, or to vote in person or by proxy at any meeting of stockholders.

1.11 Action by Consent of Stockholders.

(a) Unless otherwise restricted by the Certificate of Incorporation, any action required or permitted to be taken at any annual or special meeting of the stockholders may be taken without a meeting, without prior notice, and without a vote, as provided by, and subject to the limitations in, the Certificate of Incorporation and Section 1.11, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted and delivered to the Secretary at the principal executive offices of the Corporation. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those stockholders who have not consented in writing.

(b) In order that the Corporation may determine the stockholders entitled to consent to corporate action without a meeting, the Board of Directors shall fix a record date to determine the stockholders entitled to act by consent, which record date shall not precede the date upon which the resolution fixing such record date is adopted by the Board of Directors, and which date shall not be more than ten (10) days after the date upon which the resolution fixing the record date is adopted by the Board of Directors.

(c) To the extent stockholders may take action by consent in accordance with the Certificate of Incorporation and the Bylaws, any stockholder of record seeking to have the stockholders authorize or take corporate action by consent shall, by written notice in proper form and delivered to the Secretary at the principal executive offices of the Corporation, request the Board of Directors to fix a record date (such written notice, a "Record Date Request"). To be in proper form, a Record Date Request shall: (a) bear the signature and the date of signature by the stockholder of record submitting such request and (b) include all information required to be set forth in a notice under Section 1.12 as if the action were to be effected at a stockholder meeting. The Board of Directors shall promptly, but in no event later than ten (10) days after the date on which a Record Date Request is received, adopt a resolution fixing the record date to determine the stockholders entitled to act by consent, which date shall not precede the date upon which such resolution is adopted by the Board of Directors and which shall not be more than ten (10) days after the date upon which the resolution fixing the record date is adopted by the Board of Directors.

(d) In the event of the delivery, in accordance with Section 1.11 and applicable law, to the Corporation of a written consent or written consents to take corporate action and/or any related revocation or revocations, the Corporation shall appoint one or more Inspectors of Election for the purpose of performing promptly a ministerial review of the validity of the consents and revocations. For the purpose of permitting the Inspector or Inspectors of Election to perform such review, no action by written consent

and without a meeting shall be effective until such Inspector or Inspectors have completed their review, determined that the requisite number of valid and unrevoked consents delivered to the Corporation in accordance with Section 1.11 and applicable law have been obtained to authorize or take the action specified in the consents, and certified such determination for entry in the records of the Corporation. Nothing contained herein shall in any way be construed to suggest or imply that the Board of Directors or any stockholder shall not be entitled to contest the validity of any consent or revocation thereof, whether before or after such certification by the Inspector or Inspectors of Election, or to take any other action (including, without limitation, the commencement, prosecution or defense of any litigation with respect thereto, and the seeking of injunctive relief in such litigation).

(e) No written consent shall be effective to take the corporate action referred to therein unless, within sixty (60) days of the earliest dated written consent received by the Corporation, a written consent or consents signed by a sufficient number of holders to take such action are delivered to the Corporation in accordance with Section 1.11.

1.12 Notice of Stockholder Business; Nominations.

(a) Annual Meetings of Stockholders. Nominations of one or more individuals to the Board of Directors of the Corporation (each, a "Nomination," and more than one, "Nominations") and the proposal of business other than Nominations ("Business") to be considered by the stockholders of the Corporation may be made at an annual meeting of stockholders only (1) pursuant to the Corporation's notice of meeting or any supplement thereto (provided, however, that reference in the Corporation's notice of meeting to the election of directors or to the election of members of the Board of Directors of the Corporation who have been nominated by the then-incumbent Board of Directors shall not include or be deemed to include Nominations), (2) by or at the direction of the Board of Directors of the Corporation, or (3) by any stockholder of the Corporation who was a stockholder of record of the Corporation at the time the notice provided for in this Section 1.12 is delivered to the Secretary of the Corporation, who is entitled to vote at the meeting, and who complies with the notice and information requirements set forth in this Section 1.12.

(b) Special Meetings of Stockholders. Only such Business shall be brought before and conducted at a special meeting of stockholders of the Corporation as shall have been specified the Corporation's notice of meeting; provided, however, that reference in the Corporation's notice of meeting to the election of directors or to the election of members of the Board of Directors of the Corporation who have been nominated by the then-incumbent Board of Directors shall not include or be deemed to include Nominations. Nominations may be made at a Special Meeting of stockholders at which directors are to be elected pursuant to the Corporation's notice of meeting (1) by or at the direction of the Board of Directors of the Corporation or (2) provided that the Board of Directors of the Corporation has determined that directors shall be elected at such meeting, by any stockholder of the Corporation who is a stockholder of record at the time the notice provided for in this Section 1.12 is delivered to the Secretary of the Corporation, who is entitled to vote at the meeting and upon such election, and who complies with the notice procedures set forth in this Section 1.12. In the event the Corporation calls a Special Meeting of stockholders for the purpose of electing one or more directors to the Board of Directors of the Corporation, any such stockholder entitled to vote in such election of directors may make Nominations of one or more individuals (as the case may be) for election to such position(s) as specified in the Corporation's notice of meeting, if the stockholder's notice required by Section 1.12(c)(1) shall be delivered to the Secretary of the Corporation at the principal executive offices of the Corporation in accordance with Section 1.12(c)(1)(E).

(c) Stockholder Nominations and Business. For Nominations and Business to be properly brought before an annual meeting by a stockholder pursuant to Section 1.12(a)(3), the stockholder must have given timely notice thereof in writing to the Secretary of the Corporation in compliance with this Section 1.12, and any such proposed Business must constitute a proper matter for stockholder action in accordance with the Corporation's Certificate of Incorporation, these Bylaws, and applicable law. For Nominations to be properly brought before a Special Meeting by a stockholder pursuant to Section 1.12(b)(2), the stockholder must have given timely notice thereof in writing to the Secretary of the Corporation in compliance with this Section 1.12.

(1) Stockholder Nominations.

(A) Only individual(s) subject to a Nomination made in compliance with the procedures set forth in this Section 1.12 shall be eligible for election at an annual or special meeting of stockholders of the Corporation, and any individual(s) subject to a Nomination not made in compliance with this Section 1.12 shall not be considered nor acted upon at such meeting of stockholders.

(B) For Nominations to be properly brought before an annual or special meeting of stockholders of the Corporation by a stockholder pursuant to Section 1.12(a)(3) or Section 1.12(b)(2), respectively, the stockholder must have given timely notice thereof in writing to the Secretary of the Corporation at the principal executive offices of the Corporation pursuant to this Section 1.12. To be timely, the stockholder's notice must be delivered to the Secretary of the Corporation as provided in Section 1.12(c)(1)(C) or Section 1.12(c)(1)(D), in the case of an annual meeting of stockholders of the Corporation, and Section 1.12(c)(1)(E), in the case of a Special Meeting of stockholders of the Corporation, respectively.

(C) In the case of an annual meeting of stockholders of the Corporation, to be timely, any Nomination made pursuant to Section 1.12(a)(3) shall be delivered to the Secretary of the Corporation at the principal executive offices of the Corporation not later than the close of business on the ninetieth (90th) day nor earlier than the close of business on the one hundred twentieth (120th) day prior to the first anniversary of the preceding year's annual meeting (provided, however, that in the event that the date of the current annual meeting is more than thirty (30) days before or after such anniversary date, notice by the stockholder must be so delivered not earlier than the close of business on the one hundred twentieth (120th) day prior to such current annual meeting and not later than the close of business on the later of the ninetieth (90th) day prior to such annual meeting or the fifth (5th) day following the day on which public announcement of the date of such meeting is first made by the Corporation). In no event shall the public announcement of an adjournment or postponement of an annual meeting of stockholders of the Corporation commence a new time period (or extend any time period) for the giving of a stockholder's notice as described above.

(D) Notwithstanding Section 1.12(c)(1)(C), in the event that the number of directors to be elected to the Board of Directors of the Corporation at an annual meeting of stockholders of the Corporation is increased and there is no public announcement by the Corporation naming the nominees for the additional directorships at least one hundred (100) days prior to the first anniversary of the date of the preceding year's annual meeting, the stockholder's notice required by this Section 1.12 shall also be considered timely, but only with respect to nominees for the additional directorships, if it shall be delivered to the Secretary of the Corporation at the principal executive offices of the Corporation not later than the close of business on the fifth (5th) day following the day on which such public announcement of additional directorships is first made by the Corporation.

(E) In the case of a Special Meeting of stockholders of the Corporation, to be timely, any Nomination made pursuant to Section 1.12(b)(2) shall be delivered to the Secretary of the Corporation at the principal executive offices of the Corporation not earlier than the close of business on the one hundred twentieth (120th) day prior to such Special Meeting and not later than the close of business on the later of the ninetieth (90th) day prior to such special meeting or the fifth (5th) day following the day on which public announcement is first made of the date of such Special Meeting and of the nominees proposed by the Board of Directors of the Corporation to be elected at such Special Meeting. In no event shall the public announcement of an adjournment or postponement of a Special Meeting of stockholders of the Corporation commence a new time period (or extend any time period) for the giving of a stockholder's notice as described above.

(F) A stockholder's notice of Nomination(s) pursuant to Section 1.12(a)(3) or Section 1.12(b)(2) shall set forth: (i) as to any Nomination to be made by such stockholder, (a) all information relating to the individual subject to such Nomination that is required to be disclosed in opposition proxy statements for election of directors filed and disseminated by dissident or insurgent stockholders, at their own expense, in a contested election, or is otherwise required, in each case pursuant

to and in accordance with Regulation 14A under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), without regard to the application of the Exchange Act to either the Nomination or the Corporation, and (b) such individual's written consent to being named in a proxy statement as a nominee and to serving as a director if elected; and (ii) as to the stockholder giving the notice and the beneficial owner, if any, on whose behalf the Nomination is made (a) the name and address of such stockholder, as they appear on the Corporation's books, and of such beneficial owner, the class, series, and number of shares of capital stock of the Corporation which are beneficially owned, within the meaning of Rule 13d-1 (or any successor thereto) promulgated under the Exchange Act, and/or of record by such stockholder and such beneficial owner, (c) a representation that the stockholder is a holder of record of stock of the Corporation entitled to vote at such meeting and such stockholder (or a qualified representative of the stockholder) intends to appear in person or by proxy at the meeting to propose such Nomination, and (d) a representation whether the stockholder or the beneficial owner, if any, intends or is part of a group which intends (1) to deliver a proxy statement and/or form of proxy to holders of at least the percentage of the Corporation's outstanding capital stock required to elect the individual subject to the Nomination, and/or (2) otherwise to solicit proxies from stockholders of the Corporation in support of such Nomination.

(G) To be eligible to be a nominee for initial election as a director of the Corporation, a person must deliver (in accordance with the time periods prescribed for delivery of notice in compliance with this Section 1.12) to the Secretary of the Corporation at the principal executive offices of the Corporation, a written questionnaire with respect to the background and qualification of such person and the background of any other person or entity on whose behalf the nomination is being made (which questionnaire shall be provided by the Secretary upon written request) and a written representation and agreement (in the form provided by the Secretary upon written request) that such person:

(i) is not and will not become a party to (a) any agreement, arrangement or understanding with, and has not given any commitment or assurance to, any person or entity as to how such person, if elected as a director of the Corporation, will act or vote on any issue or question (a "Voting Commitment") that has not been disclosed to the Corporation or (b) any Voting Commitment that could limit or interfere with such person's ability to comply, if elected as a director of the Corporation, with such person's fiduciary duties under applicable law;

(ii) is not and will not become a party to any agreement, arrangement or understanding with any person or entity other than the Corporation with respect to any direct or indirect compensation, reimbursement or indemnification in connection with service or action as a director that has not been disclosed therein;

(iii) is not and will not become a party to any Derivative Securities Agreement (as defined below) that has not been disclosed to the Corporation; and

(iv) in such person's individual capacity and on behalf of any person or entity on whose behalf the nomination is being made, would be in compliance, if elected as a director of the Corporation, and will comply with, applicable law and all applicable publicly disclosed corporate governance, business conduct, ethics, conflict of interest, corporate opportunities, confidentiality and stock ownership and trading policies and guidelines of the Corporation.

In addition, the Corporation may request any individual subject to Nomination to furnish such other information as may reasonably be required by the Corporation to determine the qualifications of such individual to serve as a director of the Corporation, including any information required to be provided to the United States Department of Defense ("DoD") pursuant to the terms of the Special Security Agreement (the "Special Security Agreement") by and among Mr. Tang Hsiang Chien; Su Sih (BVI) Limited, a private limited liability company organized under the laws of the British Virgin Islands; the Corporation; and the DoD, as set forth under Article 2 of these Bylaws.

(2) Stockholder Business.

(A) Only such Business shall be conducted at an annual or special meeting of stockholders of the Corporation as shall have been brought before such meeting in strict compliance with the procedures set forth in this Section 1.12, and any Business not brought in strict accordance with this Section 1.12 shall not be considered nor acted upon at such meeting of stockholders; provided, however, that if the Business is otherwise a proper subject of a stockholder proposal under Rule 14a-8 (or any successor thereto) promulgated under the Exchange Act ("Rule 14a-8"), the notice requirements of this Section 1.12(c)(2) with respect to such Business shall be deemed satisfied by a stockholder if the stockholder has notified the Corporation of his, her, or its intention to present such Business at an annual meeting of stockholders of the Corporation in accordance with Rule 14a-8, and such Business has been included in a proxy statement that has been prepared by the Corporation to solicit proxies for such annual meeting.

(B) In the case of an annual meeting of stockholders of the Corporation, to be timely, any such written notice of a proposal of Business pursuant to Section 1.12(a)(3) shall be delivered to the Secretary of the Corporation at the principal executive offices of the Corporation not later than the close of business on the ninetieth (90th) day nor earlier than the close of business on the one hundred twentieth (120th) day prior to the first anniversary of the preceding year's annual meeting (provided, however, that in the event that the date of the annual meeting is more than thirty (30) days before or after such anniversary date, notice by the stockholder must be so delivered not earlier than the close of business on the one hundred twentieth (120th) day prior to such annual meeting and not later than the close of business on the later of the ninetieth (90th) day prior to such annual meeting or the fifth (5th) day following the day on which public announcement of the date of such meeting is first made by the Corporation). In no event shall the public announcement of an adjournment or postponement of an annual meeting of stockholders of the Corporation commence a new time period (or extend any time period) for the giving of a stockholder's notice as described above.

(C) A stockholder's notice of a proposal of Business pursuant to Section 1.12(a)(3) shall set forth: (i) as to the Business proposed by such stockholder, a brief description of the Business desired to be brought before the meeting, the text of the proposal or Business (including the text of any resolutions proposed for consideration and in the event that such Business includes a proposal to amend the Bylaws of the Corporation, the language of the proposed amendment), the reasons for conducting such Business at the meeting and any material interest in such Business of such stockholder and the beneficial owner, if any, on whose behalf the proposal is made; and (ii) as to the stockholder giving the notice and the beneficial owner, if any, on whose behalf the Business proposal is made (a) the name and address of such stockholder, as they appear on the Corporation's books, and of such beneficial owner, (b) the class, series, and number of shares of capital stock of the Corporation which are owned beneficially and/or of record by such stockholder and such beneficial owner, (c) a representation that the stockholder is a holder of record of stock of the Corporation entitled to vote at such meeting and such stockholder (or a qualified representative of such stockholder) intends to appear in person or by proxy at the meeting to propose such Business, and (d) a representation whether the stockholder or the beneficial owner, if any, intends or is part of a group which intends (1) to deliver a proxy statement and/or form of proxy to holders of at least the percentage of the Corporation's outstanding capital stock required to approve or adopt the proposed Business and/or (2) otherwise to solicit proxies from stockholders of the Corporation in support of such Business.

(d) General.

(1) Except as otherwise provided by law, the presiding officer of the meeting of stockholders of the Corporation shall have the power and duty (A) to determine whether a Nomination or Business proposed to be brought before such meeting was made or proposed in accordance with the procedures set forth in this Section 1.12 and (B) if any proposed Nomination or Business was not made or proposed in compliance with this Section 1.12, to declare that such Nomination or Business shall be disregarded or that such proposed Nomination or Business shall not be considered or transacted. Notwithstanding the foregoing provisions of this Section 1.12, if the stockholder (or a qualified representative of such stockholder) does not appear at the annual or special meeting of stockholders of the Corporation to present a Nomination or Business, such Nomination or Business shall be disregarded and

such Nomination or Business shall not be considered or transacted, notwithstanding that proxies in respect of such vote may have been received by the Corporation.

(2) For purposes of this Section 1.12, "public announcement" shall mean the first public disclosure by the Corporation in a press release reported by the Dow Jones News Service, Associated Press, or comparable national news service, or disclosed by the Corporation in a document publicly filed by the Corporation with the Securities and Exchange Commission.

(3) For purposes of this Section 1.12, "Derivative Securities Arrangement" means any agreement, commitment, plan, understanding, or other arrangement entered into by any person (or such person's affiliates or associates), which gives any person (or such person's affiliates or associates) an economic right or interest determined, in whole or in part, by reference to the value or price of any of the Corporation's securities, without regard to whether (A) such Derivative Securities Arrangement conveys any voting rights in such securities to any person (or such person's affiliates or associates), (B) the Derivative Securities Arrangement is required to be, or is capable of being, settled through delivery of cash or securities, or (C) any person (or such person's affiliates or associates) may have entered into other transactions that hedge the economic effect of such Derivative Securities Arrangement.

(4) For purposes of this Section 1.12, (A) an "affiliate" of, or person "affiliated" with, a specified person, is a person that directly, or indirectly through one or more intermediaries, controls or is controlled by, or is under common control with, the person specified, and (B) an "associate", when used to indicate a relationship with any person, means (i) a corporation or organization of which such person is an officer or partner or is, directly or indirectly, the beneficial owner of 10 percent or more of any class of equity securities, (ii) any trust or other estate in which such person has a substantial beneficial interest or as to which such person serves as trustee or in a similar capacity, and (iii) any relative or spouse of such person, or any relative of such spouse, who has the same home as such person or who is a director or officer of the Corporation or any of its subsidiaries.

(5) Nothing in this Section 1.12 shall be deemed to affect (A) the rights or obligations, if any, of stockholders of the Corporation to request inclusion of Business proposals in the Corporation's proxy statement pursuant to Rule 14a-8 (to the extent that the Corporation or such proposals are subject to Rule 14a-8), or (B) the rights, if any, of the holders of any series of preferred stock of the Corporation to elect directors pursuant to any applicable provisions of the Certificate of Incorporation.

Article 2 Board of Directors

2.1 Number. The Board of Directors shall consist of at least four but not more than twelve members, the number thereof to be determined from time to time by resolution of the Board of Directors.

2.2 Composition; Qualifications.

(a) During the period that the Special Security Agreement is in force, the Board of Directors shall be comprised of the following:

(i) at least three directors who (1) are competent, independent and disinterested (as such terms are defined in the Special Security Agreement); (2) are approved in advance by the DSS; and (3) agree to undertake best efforts (as such term is defined in the Special Security Agreement) in the exercise of his or her duties and authorities under the Special Security Agreement (each an "Outside Director"), except as otherwise allowed by the DoD;

(ii) at least one director of the Corporation who is also an officer of the Corporation with a personnel security clearance (an "Officer/Director"); and

(iii) no more than one director who is neither an Officer/Director nor an Outside Director (an "Inside Director"), except as otherwise allowed by the DoD; provided, however, that the number of Outside Directors on the Board of Directors must exceed the number of Inside Directors.

For purposes of determining a director's classification as an Inside Director, any director who is also a member, director, officer, employee, agent or representative of any member of the Affiliates (as such term is defined in the Special Security Agreement) shall be deemed to be an Inside Director, except as otherwise allowed by the DoD. Except as specifically provided herein, each member of the Board of Directors, however characterized by this Section 2.2, shall have all of the rights, powers, and responsibilities conferred or imposed upon directors of the Corporation by applicable statutes and regulations, and by the Corporation's Certificate of Incorporation and these Bylaws.

(b) During the period that the Special Security Agreement is in force, all directors of the Corporation shall meet the following requirements:

(i) Officer/Directors and Outside Directors shall be resident citizens of the United States and have or be eligible to have DoD personnel security clearances at the level of the Corporation's facility security clearance.

(ii) Outside Directors shall be approved in advance and in writing by the Defense Security Service of the DoD ("DSS") as satisfying the appropriate DoD personnel security requirements and the applicable provisions of the Special Security Agreement.

(iii) An Inside Director, in his or her capacity as a director of the Corporation, is not eligible for a DoD personnel security clearance, regardless of his or her citizenship, and he or she shall be formally excluded from access to classified information by resolution of the Board of Directors.

2.3 Staggered Board; Term. The Board of Directors shall be divided into three classes designated Class I, Class II and Class III. The number of directors elected to each class shall be as nearly equal in number as possible. Directors shall be assigned to each class in accordance with a resolution or resolutions adopted by the Board of Directors. Each Class I director shall be elected to an initial term to expire at the 2005 annual meeting of stockholders, each Class II director shall be elected to an initial term to expire at the 2006 annual meeting of stockholders; and each Class III director shall be elected to an initial term to expire at the 2007 annual meeting of stockholders. Upon the expiration of the initial terms of office for each class of directors, the directors of each class shall be elected for a term of three years to serve until their successors are duly elected and qualified or until their earlier resignation, death or removal from office. No decrease in the number of directors constituting the Board shall shorten the term of any incumbent director.

2.4 Resignation; Removal; Vacancies.

(a) Resignation. Any director may resign at any time upon written notice to the Corporation.

(b) Removal. At a special meeting of stockholders called expressly for that purpose, the entire Board of Directors, or any member or members thereof, may be removed, (i) only for cause by vote for removal of a specific director by stockholders holding a majority of the shares then entitled to vote at an election for directors of the Corporation, voting as a single voting group, and (ii) subject to this Section 2.4(b). The notice of such Special Meeting must state that the purpose, or one of the purposes, of the meeting is removal of the director or directors, as the case may be. If a director is removed in accordance with this Section 2.4(b) during the period that the Special Security Agreement is in force, the removal of an Outside Director shall not become effective until that director, the Corporation, and the DSS have been notified, the DSS provides written notice stating no objection, and a successor who is qualified to become an Outside Director within the terms of the Special Security Agreement has been nominated by the Board of Directors and has been approved by the DSS. The Facility Security Officer of the Corporation shall

provide written notice to the DSS of the removal of an Outside Director at least twenty (20) days prior to the proposed removal date. Notwithstanding the foregoing, however, if immediate removal of an Outside Director is deemed necessary to prevent the actual or possible violation of any statute or regulation, or actual or possible damage to the Corporation, the Outside Director may be removed at once, provided that DSS shall be notified in writing prior to or concurrently with such removal.

(c) Vacancies. Any newly created directorship or any vacancy occurring in the Board of Directors for any cause may be filled by a majority of the remaining members of the Board of Directors, although such majority is less than a quorum (provided, however, that such majority must contain an Outside Director), or by a plurality of the votes cast at a meeting of stockholders, and each director so elected shall hold office until the expiration of the term of office of the director whom he has replaced or until his or her successor is elected and qualified. In the event of any vacancy on the Board of Directors during the period that the Special Security Agreement is in force, however occurring, the Corporation shall give prompt notice of such vacancy to the DSS through its Facility Security Officer, and any Outside Director vacancy shall be filled promptly. In the event of a vacancy due to an Outside Director's resignation, death, disability or removal, such vacancy shall not exist for a period of more than ninety (90) days unless the DSS is notified of the delay. During the period that the Special Security Agreement is in force, appointments of new or replacement directors shall not become final until approved by the DSS.

(d) Except as provided by this Section 2.4(d), the obligation of a director to abide by and enforce the Special Security Agreement shall terminate when the director leaves office, but nothing herein shall relieve the departing director of any responsibility that the director may have, pursuant to the laws and regulations of the United States, not to disclose classified information or export-controlled information (as such term is defined in the Special Security Agreement) obtained during the course of the director's service on the Board of Directors, and such responsibility shall not terminate by virtue of the director leaving office. The Corporation's Facility Security Officer shall advise the departing director of such responsibility when the director leaves office, but the failure of the Facility Security Officer to so advise the director shall not relieve the director of such responsibility.

2.5 Regular Meetings. Regular meetings of the Board of Directors may be held at such places within or without the State of Delaware and at such times as the Board of Directors may from time to time determine, and if so determined, notices thereof need not be given.

2.6 Special Meetings. Special meetings of the Board of Directors may be held at any time or place within or without the State of Delaware whenever called by the President, any Vice President, the Secretary, or by any member of the Board of Directors. Notice of a special meeting of the Board of Directors shall be given by the person or persons calling the meeting at least twenty-four (24) hours before the special meeting.

2.7 Telephonic Meetings Permitted. Members of the Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting thereof by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Section 2.7 shall constitute presence in person at such meeting.

2.8 Quorum: Vote Required for Action. At all meetings of the Board of Directors a majority of the whole Board of Directors, which majority must include at least one Outside Director, shall constitute a quorum for the transaction of business. Except in cases in which the Certificate of Incorporation or these Bylaws otherwise provide, the vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

2.9 Organization. Meetings of the Board of Directors shall be presided over by the Chairman of the Board, if any, or in his or her absence by the Vice Chairman of the Board, if any, or in his or her absence by the President, or in their absence by a chairman chosen at the meeting. The Secretary shall act as secretary of the meeting, but in his or her absence the chairman of the meeting may appoint any person to act as secretary of the meeting.

2.10 Informal Action by Directors. Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting, without prior notice and without a vote, if all members of the Board of Directors or such committee, as the case may be, consent thereto in writing or by electronic transmission, and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the Board of Directors or such committee. Such filing shall be in paper form if such minutes are maintained in paper form and shall be in electronic form if such minutes are maintained in electronic form.

Article 3 Committees

3.1 Committees. The Board of Directors may, by resolution passed by a majority of the whole Board of Directors, designate one or more committees, each committee to consist of one or more of the directors of the Corporation. Subject to the provisions of this Article 3, the Board of Directors may designate two or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. With respect to all committees of the Board of Directors, a majority of each such committee, including at least one Outside Director, shall be necessary to constitute a quorum of such committee. In the absence or disqualification of a member of the committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum (provided, however, that such remaining member or members must include an Outside Director), may unanimously appoint another member of the Board of Directors to act at the meeting in place of any such absent or disqualified member. Any such committee, to the extent permitted by law and to the extent provided in the resolution of the Board of Directors, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all pages which may require it.

3.2 Committee Rules. Unless the Board of Directors otherwise provides, each committee designated by the Board of Directors may make, alter, and repeal rules for the conduct of its business. In the absence of such rules each committee shall conduct its business in the same manner as the Board of Directors conducts its business pursuant to Article 2 of these Bylaws.

3.3 Government Security Committee. The Board of Directors shall designate a Government Security Committee ("GSC"), consisting of all Outside Directors and Officer/Directors to cause the Corporation to maintain policies and procedures to safeguard classified information and export controlled information entrusted to the Corporation and to ensure that the Corporation complies with the DoD Security Agreement (DD Form 441 or its successor form), the Special Security Agreement, appropriate contract provisions regarding security, U.S. export control laws and regulations and the National Industrial Security Program Operating Manual ("NISPOM").

(a) Chairman of the GSC. The GSC shall designate an Outside Director to serve as Chairman of the GSC.

(b) Quorum. A majority of the GSC shall be necessary to constitute a quorum.

(c) Secretary. The Chairman of the GSC shall designate a member to be the Secretary of the GSC. The Secretary's responsibilities shall include ensuring that all records, journals and minutes of GSC meetings and other documents sent to or received by the GSC are prepared and retained for inspection by the DSS.

(d) Compliance with Special Security Agreement. The members of the GSC shall exercise their best efforts to ensure the implementation within the Corporation of all procedures, organizational matters and other aspects pertaining to the security and safeguarding of classified and export-controlled information called for in the Special Security Agreement, including the exercise of appropriate oversight and monitoring of the Corporation's operations to ensure that the protective measures contained in the Special Security Agreement are effectively maintained and implemented.

(e) Facility Security Officer. A Facility Security Officer shall be appointed by the Corporation and shall be the principal advisor to the GSC concerning the safeguarding of classified information. The Facility Security Officer's responsibilities shall include the operational oversight of the Corporation's compliance with the requirements of the NISPOM. The advice and consent of the Chairman of the GSC is required in selecting the Facility Security Officer. In addition, should the Corporation's management initiate action to remove the Facility Security Officer from his/her position, the Chairman of the GSC must be advised of, and consent to, this action.

(f) Technology Control Plan. The members of the GSC shall cause the Corporation to develop and implement a Technology Control Plan ("TCP"), which shall be subject to inspection by the DSS no later than forty-five (45) calendar days following the execution of the Special Security Agreement. The GSC is authorized to establish the policy for the Corporation's TCP. The TCP shall prescribe measures to prevent the unauthorized disclosure or export of export-controlled information consistent with applicable U.S. laws and regulations.

(g) Technology Control Officer. A Technology Control Officer ("TCO") shall be appointed by the Corporation with the advice and consent of the Chairman of the GSC. The Technology Control Officer shall report to the GSC as its principal advisor concerning the protection of export-controlled information. The Technology Control Officer's responsibilities shall include the establishment and administration of all intracompany procedures to prevent the unauthorized disclosure or export of export-controlled information and to ensure that the Corporation otherwise complies with the requirements of U.S. export control laws and regulations.

(h) Electronic Communications Plan. The GSC must establish written policies and procedures ("ECP"), cause the Corporation to take necessary action, and maintain oversight to provide assurance to itself and the DSS that electronic communications between the Corporation and its subsidiaries and the Affiliates do not disclose classified information or export-controlled information without proper authorization. The policies and procedures must also provide assurance that "electronic communications" (as such term is defined in the Special Security Agreement) are not used by any of the Affiliates to exert influence or control over the Corporation's business or management in a manner that could adversely affect the performance of classified contracts. The ECP must include a detailed network configuration diagram that clearly shows all communications networks and facilities used by the Corporation for the transmission of electronic communications, as defined herein, including without limitation, any computer equipment used for the electronic storage of such communications, and must delineate which networks will be shared and which will be protected from access by any unauthorized person including without limitation each of the Affiliates. The ECP must also include network descriptions addressing firewalls, physical and logical access controls, remote administration, monitoring, maintenance, retention, and the electrical and physical separation of systems and servers, as appropriate.

(i) Classified Discussions. Discussions of classified and export-controlled information by the GSC shall be held in closed sessions and accurate minutes of such meetings shall be kept and shall be made available only to such authorized individuals as are so designated by the GSC.

(j) Administrative Services. The GSC must cause the Corporation to forebear any administrative services provided by the Affiliates to the Corporation that could circumvent the requirements of the Special Security Agreement. The Corporation must notify the DSS and the GSC of the proposed administrative services to be provided to the Corporation (including its subsidiaries and affiliates) by the Affiliates. Upon the DSS' confirmation that the identified administrative services are acceptable, the DSS must issue an interim approval for those services. Thereafter, the GSC must certify in writing that it is effectively monitoring the administrative services being provided, and that said administrative services do not allow the Affiliates to control or influence the management or business of the Corporation in violation of the Special Security Agreement. The initial GSC certification referenced in this Section 3.3(j) must be provided to the DSS within forty-five (45) calendar days of the execution of the Special Security Agreement, or in the case of an existing Special Security Agreement, within forty-five (45) calendar days of the DSS interim approval referenced above, and subsequent annual GSC certifications must be included in the Corporation's annual report as provided in the Special Security Agreement. The Affiliates are not authorized

to provide any administrative services to the Corporation that have not been reviewed and approved by the DSS in accordance with this Section 3.3(j).

(k) Use of Technology of the Affiliates. For current or future classified contracts in which the Corporation will use technology products or services of any Affiliate in performance thereof, the Corporation's management must notify in advance the applicable Government Contracting Activity ("GCA") regarding the technology products or services that each Affiliate intends to provide under the contract and must obtain the written consent from the applicable GCA approving the provision of such products or services. The GSC has a duty to require the Corporation's management to so notify the GCA and to ensure that the GCA has been so notified. The GCA's written statement must be maintained by the Corporation for the duration of the applicable classified contract and must be made available for review by the GSC and the DSS upon request.

(l) Briefing. Upon taking office, the GSC members, the Facility Security Officer and the Technology Control Officer shall be briefed by a DSS representative on their responsibilities under the NISPOM, U.S. export control laws and regulations, and the Special Security Agreement.

(m) Compliance with Special Security Agreement. Each member of the GSC, the Facility Security Officer and the Technology Control Officer shall exercise his/her best efforts to ensure that all provisions of the Special Security Agreement are carried out; that the Corporation's directors, officers, employees, representative and agents comply with the provisions of the Special Security Agreement; and that the DSS is advised of any known violation of, or known attempt to violate, any provision of the Special Security Agreement, appropriate contract provisions regarding security, U.S. export control laws and regulations, and the NISPOM.

(n) Certificate. Each member of the GSC shall execute, for delivery to the DSS, upon accepting his/her appointment, and thereafter at each annual meeting between the GSC and the DSS, as established by the Special Security Agreement, a certificate acknowledging: (1) the protective security measures taken by the Corporation to implement the Special Security Agreement; and (2) that the U.S. Government has placed its reliance on him/her as a United States citizen and as the holder of a personnel security clearance to exercise his/her best efforts to ensure compliance with the terms of the Special Security Agreement and the NISPOM. Each member of the GSC shall further acknowledge his/her agreement to be bound by and to accept his/her responsibilities under the Special Security Agreement.

(o) Obligations and Certification of Cleared Officers.

(1) Each officer of the Corporation with a personnel security clearance shall exercise his/her best efforts to ensure that the terms and conditions of the Special Security Agreement are complied with by the parties thereto.

(2) Upon effective date of the Special Security Agreement and annually thereafter, each such officer shall execute a certificate for delivery to the DSS: (A) acknowledging the protective security measures taken by the Corporation to implement the Special Security Agreement; and (B) acknowledging that the U.S. Government has placed its reliance on him/her as a resident citizen of the United States, and as a holder of a personnel security clearance, to exercise his/her best efforts to ensure compliance with the terms and conditions of the Special Security Agreement by the parties thereto.

(p) Obligations and Certification of Inside Director.

(1) An Inside Director shall:
(A) be denied access to classified information entrusted to the Corporation. Access to export-controlled information entrusted to the Corporation is prohibited except as permissible under the NISPOM and applicable United States Government laws and regulations;

(B) refrain from taking any action to control or influence the Corporation's performance on classified contracts, its participation in classified programs, or its policies concerning the security of classified information and export-controlled information;

(C) neither seek nor accept classified information or export-controlled information entrusted to the Corporation, except as permissible under the NISPOM and applicable U.S. laws and regulations; and

(D) advise the GSC promptly upon becoming aware of: (i) any violation or attempted violation of the Special Security Agreement or contract provisions regarding industrial security; (ii) any violation or attempted violation of U.S. export control laws or regulations; or (iii) actions inconsistent with the NISPOM or applicable U.S. Government laws or regulations.

(2) Upon accepting appointment, each Inside Director shall execute, for delivery to the DSS, a certificate affirming such Inside Director's agreement to be bound by, and acceptance of, the responsibilities imposed by the Special Security Agreement, and further acknowledging and affirming the obligations set forth in Section 3.3(p)(1) above.

3.4 Compensation Committee. The Board of Directors shall establish a Compensation Committee, consisting of at least one Outside Director. The Compensation Committee must recommend to the Board of Directors for its review and approval the annual compensation of the Corporation's key management personnel (as such term is defined in the Special Security Agreement).

Article 4 Officers

4.1 Executive Officers • Election: Qualifications: Term of Office: Resignation; Removal; Vacancies. The Board of Directors shall elect a Chief Executive Officer, President, Secretary and Treasurer, and it may, if it so determines, choose a Chairman of the Board and a Vice Chairman of the Board from among its members. The Chairman of the Board and the Corporation's key management personnel must be resident citizens of the United States who have or who are eligible to possess DoD personnel security clearances at the level of the Corporation's facility security clearances. During the period that the Security Agreement is in force, the Inside Director may not serve as Chairman of the Board. The Board of Directors may also elect one or more Vice Presidents, one or more Assistant Secretaries, a Treasurer, one or more Assistant Treasurers, and such other officers as the Board of Directors deems necessary. Each such officer shall hold office until the first meeting of the Board of Directors after the annual meeting of stockholders next succeeding his or her election, and until his or her successor is elected and qualified or until his or her earlier resignation or removal. Any officer may resign at any time upon written notice to the Corporation. The Board of Directors may remove any officer with or without cause at any time, but such removal shall be without prejudice to the contractual rights of such officer, if any, with the Corporation. Any number of offices may be held by the same person. Any vacancy occurring in any office of the Corporation by death, resignation, removal or otherwise may be filled for the unexpired portion of the term by the Board of Directors at any regular or special meeting.

4.2 Powers and Duties of Executive Officers. The officers of the Corporation shall have such powers and duties in the management of the Corporation as may be prescribed by the Board of Directors and, to the extent not so provided, as generally pertain to their respective offices, subject to the control of the Board of Directors. The Board of Directors may require any officer, agent, or employee to give security for the faithful performance of his or her duties.

Article 5 Stock

5.1 Certificates. The Board of Directors, in its discretion, may designate that any one or more of the classes of stock of the Corporation may be represented by uncertificated shares, whether upon

original issue, re-issuance, or subsequent transfer. The Board of Directors is authorized to establish procedures for the transfer of such uncertificated shares. For any classes of shares that are not represented by uncertificated shares, every holder of stock of such class shall be entitled to have a certificate signed by or in the name of the Corporation by the Chairman or Vice Chairman of the Board of Directors, if any, or the President or a Vice President, and by the Treasurer or an Assistant Treasurer, or the Secretary or an Assistant Secretary, of the Corporation, certifying the number of shares owned by him or her in the Corporation. Any of or all the signatures on the certificate may be a facsimile. In case any officer, transfer agent, or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent, or registrar before such certificate is issued, it may be issued by the Corporation with the same effect as if he were such officer, transfer agent, or registrar at the date of issue.

5.2 Lost, Stolen or Destroyed Stock Certificates: Issuance of New Certificates. The Corporation may issue a new certificate of stock in the place of any certificate theretofore issued by it, alleged to have been lost, stolen or destroyed, and the Corporation may require the owner of the lost, stolen, or destroyed certificate, or his or her legal representative, to give the Corporation a bond sufficient to indemnify it against any claim that may be made against it on account of the alleged loss, theft, or destruction of any such certificate or the issuance of such new certificate.

Article 6 Indemnification

6.1 Right to Indemnification. The Corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than such law permitted the Corporation to provide prior to such amendment), any person who was or is made or is threatened to be made a party or is otherwise involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative (a "proceeding"), by reason of the fact that he or she or a person for whom he or she is the legal representative, is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation or of a partnership, joint venture, trust, enterprise, or nonprofit entity, including service with respect to employee benefit plans (an "indemnitee"), against all expense, liability, and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties, and amounts paid in settlement) reasonably incurred or suffered by such indemnitee. The Corporation shall be required to indemnify an indemnitee in connection with a proceeding (or part thereof) initiated by such indemnitee only if the initiation of such proceeding (or part thereof) by the indemnitee was authorized by the Board of Directors.

6.2 Prepayment of Expenses. The Corporation shall pay the expenses (including attorneys' fees) incurred by an indemnitee in defending any proceeding in advance of its final disposition, provided, however, that the payment of expenses incurred by a director or officer in advance of the final disposition of the proceeding shall be made only upon receipt of an undertaking by the director or officer to repay all amounts advanced if it should be ultimately determined that the director or officer is not entitled to be indemnified under this Article or otherwise.

6.3 Claims. If a claim for indemnification or payment of expenses under this Article is not paid in full within sixty (60) days after a written claim therefor by the indemnitee has been received by the Corporation, the indemnitee may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expenses of prosecuting such claim. In any such action the Corporation shall have the burden of proving that the indemnitee was not entitled to the requested indemnification or payment of expenses under applicable law.

6.4 Nonexclusivity of Rights. The rights conferred on any person by this Article 6 shall not be exclusive of any other rights which such person may have or hereafter acquire under any statute, provision of the Certificate of Incorporation, these Bylaws, agreement, vote of stockholders, or disinterested directors or otherwise.

6.5 Other Indemnification. The Corporation's obligation, if any, to indemnify any person who was or is serving at its request as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, enterprise, or nonprofit entity shall be reduced by any amount such person may collect as indemnification from such other corporation, partnership, joint venture, trust, enterprise, or nonprofit enterprise.

6.6 Nature of Indemnification Rights; Amendment or Repeal. Each person who was, is, or becomes a director or officer shall be deemed to have served or to have continued to serve in such capacity in reliance upon the indemnity provided for in this Article 6. All rights to indemnification (and the advancement of expenses) under this Article 6 shall be deemed to be provided by a contract between the Corporation and the person who serves or has served as a director or officer of the Corporation. Such rights shall be deemed to have vested at the time such person becomes or became a director or officer of the Corporation, and such rights shall continue as to an indemnitee who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the indemnitee's heirs, executors, and administrators. Any repeal or modification of the foregoing provisions of this Article 6 shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

6.7 Insurance for Indemnification. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of Section 145 of the Delaware General Corporation Law.

Article 7 Miscellaneous

7.1 Fiscal Year. The fiscal year of the Corporation shall be determined by resolution of the Board of Directors.

7.2 Seal. The corporate seal shall have the name of the Corporation inscribed thereon and shall be in such form as may be approved from time to time by the Board of Directors.

7.3 Notices. Except as may otherwise be required by law, the Certificate of Incorporation or these Bylaws, any notice to the Corporation, any stockholder or director must be in writing and may be transmitted by: mail, private carrier or personal delivery; telegraph or teletype; or telephone, wire or wireless equipment which transmits a facsimile of the notice. Written notice by the Corporation to its stockholders shall be deemed effective when mailed, if mailed with first-class postage prepaid and correctly addressed to the stockholder's address shown in the Corporation's current record of stockholders. Except as set forth in the previous sentence, written notice shall be deemed effective at the earliest of the following: (a) when received; (b) five (5) days after its deposit in the United States mail, as evidenced by the postmark, if mailed with first-class postage, prepaid and correctly addressed; (c) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and receipt is signed by or on behalf of the addressee; or (d) if sent to a stockholder's address, telephone number, or other number appearing on the records of the Corporation, when dispatched by telegraph, teletype or facsimile equipment.

7.4 Waiver of Notice of Meetings of Stockholders, Directors, and Committees. Any written waiver of notice, signed by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the stockholders, directors, or members of a committee of directors need be specified in any written waiver of notice.

7.5 Interested Directors; Quorum. No contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board of Directors or committee thereof which authorizes the contract or transaction, or solely because his, her or their votes are counted for such purpose, if: (a) the material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or (b) the material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the stockholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the stockholders; or (c) the contract or transaction is fair as to the Corporation as of the time it is authorized, approved, or ratified by the Board of Directors, a committee thereof, or the stockholders. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes the contract or transaction.

7.6 Form of Records. Any records maintained by the Corporation in the regular course of its business, including its stock ledger, books of account, and minute books, may be kept on, or be in the form of, punch cards, magnetic tape, photographs, microphotographs, or any other information storage device, provided that the records so kept can be converted into clearly legible form within a reasonable time. The Corporation shall so convert any records so kept upon the request of any person entitled to inspect the same.

7.7 Amendment of Bylaws.

(a) Article 1, Sections 1.2(b), 1.3 and 1.12, Article 2, Section 2.2, and Article 7, Section 7.7(a) of these Bylaws may only be amended or repealed at an annual or special meeting of the stockholders the notice for which designates that an amendment or repeal of one or more of such sections is to be considered and then only by an affirmative vote of the stockholders holding 80% of the shares entitled to vote upon such amendment or repeal, voting as a single voting group. The other provisions of these Bylaws may be amended or repealed by the stockholders at any regular or special meeting of the stockholders the notice for which designates that an amendment or repeal of one or more of such sections is to be considered by an affirmative vote of the stockholders holding a majority of the shares entitled to vote thereon. Notwithstanding anything to the contrary contained herein, these Bylaws may not be amended if such amendment would conflict with the terms of the Special Security Agreement. In the event of an inconsistency between these Bylaws and the Special Security Agreement, the Special Security Agreement shall govern.

(b) The Board of Directors shall have the power to amend or repeal the Bylaws of, or adopt new bylaws for, the Corporation. However, any such bylaws, or any alternation, amendment or repeal of the Bylaws, may be subsequently amended or repealed by the stockholders as provided in Article 7, Section 7.7(a) of these Bylaws.

7.8 Exclusive Forum for Certain Litigation. Unless the Corporation consents in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware (or, if the Court of Chancery does not have jurisdiction, the federal district court for the District of Delaware) shall, to the fullest extent permitted by law, be the sole and exclusive forum for (1) any derivative action or proceeding brought on behalf of the Corporation, (2) any action asserting a claim of breach of a fiduciary duty owed by any director, officer or other employee of the Corporation to the Corporation or the Corporation's stockholders, (3) any action arising pursuant to any provision of the Delaware General Corporation Law or the Certificate of Incorporation or these Bylaws (as either may be amended from time to time), or (4) any action asserting a claim governed by the internal affairs doctrine. If any action the subject matter of which is within the scope of this Section 7.8 is filed in a court other than the Court of Chancery of the State of Delaware (or if the Court of Chancery does not have jurisdiction, another state court located within the State of Delaware, or if no state court located within the State of Delaware has jurisdiction, the federal district court for the District

of Delaware) (a "Foreign Action") in the name of any stockholder (including any beneficial owner, within the meaning of Section 13(d) of the Exchange Act), such stockholder shall be deemed to have consented to (a) the personal jurisdiction of the state and federal courts located within the State of Delaware in connection with any action brought in any such court to enforce this Section 7.8 and (b) having service of process made upon such stockholder in any such action by service upon such stockholder's counsel in the Foreign Action as agent for such stockholder.

CERTIFICATION

I, Thomas T. Edman, certify that:

1. I have reviewed this quarterly report on Form 10-Q of TTM Technologies, Inc.;
2. Based on my knowledge, this report 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 report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Thomas T. Edman

Thomas T. Edman
President and Chief Executive Officer
(Principal Executive Officer)

August 4, 2021

CERTIFICATION

I, Todd B. Schull, certify that:

1. I have reviewed this quarterly report on Form 10-Q of TTM Technologies, Inc.;
2. Based on my knowledge, this report 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 report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Todd B. Schull

Todd B. Schull
Executive Vice President and Chief Financial Officer
(Principal Financial Officer and Principal
Accounting Officer)

August 4, 2021

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report on Form 10-Q of TTM Technologies, Inc. (the "Company") for the quarter and two quarters ended June 28, 2021, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Thomas T. Edman, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m(a) or 78o(d)); and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

By: /s/ Thomas T. Edman

Thomas T. Edman
President and Chief Executive Officer
(Principal Executive Officer)

August 4, 2021

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report on Form 10-Q of TTM Technologies, Inc. (the "Company") for the quarter and two quarters ended June 28, 2021, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Todd B. Schull, Executive Vice President and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m(a) or 78o(d)); and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

By: /s/ Todd B. Schull

Todd B. Schull
*Executive Vice President and Chief Financial Officer
(Principal Financial Officer and Principal
Accounting Officer)*

August 4, 2021