

TTM TECHNOLOGIES, INC.
AUDIT COMMITTEE CHARTER

Organization

There shall be a committee of the board of directors of TTM Technologies, Inc. to be known as the Audit Committee. The Audit Committee shall be comprised of at least three directors, none of whom shall be employees of the company and each of whom shall be free from any relationship that would interfere with the exercise of his or her independent judgment, as determined by the Board of Directors and in accordance with the independence requirements of The Nasdaq Stock Market ("Nasdaq") and the rules and regulations of the Securities and Exchange Commission ("SEC"). The members of the Audit Committee shall also be able to read and understand the financial statements of the company and otherwise comply with the experience requirements of the Nasdaq and SEC rules and regulations.

Statement of Policy

The Audit Committee shall provide assistance to the corporate directors in fulfilling their responsibility to the shareholders, potential shareholders, and investment community relating to corporate accounting, reporting practices of the company, and the quality and integrity of the financial reports of the company. In so doing, it is the responsibility of the Audit Committee to maintain free and open means of communication between the directors, the independent auditors, and the financial management of the company. The Audit Committee shall also establish procedures, and maintain easy access to the Audit Committee, for all employees and consultants to the company to voice concerns and report potential misconduct to the Audit Committee. The Audit Committee shall have a clear understanding with management and the independent auditors that the independent auditors are to report directly to the Audit Committee, and that the independent auditors are ultimately accountable to the Board and the Audit Committee, as representatives of the company's shareholders.

Responsibilities

In carrying out its responsibilities, the Audit Committee believes its policies and procedures should remain flexible, in order to best react to changing conditions and to ensure to the directors and shareholders that the corporate accounting and financial reporting practices of the company are in accordance with all requirements and are of the highest quality.

In carrying out these responsibilities, the Audit Committee will:

- Prepare the agenda for Committee meetings through consultation between the Committee chair (with input from Committee members), Finance management, the internal audit executive, and the independent auditor.
- Meet quarterly to review company financial information, prior to the release of such information to the public.
- Have sole authority to hire and terminate the independent auditors.
- Have sole responsibility for all functions of the independent auditors, who shall report to the Committee.
- Negotiate, execute and deliver the engagement letter to be entered into between the company and the independent auditors, and establish the compensation to be received by the independent auditors.

- Evaluate on a periodic basis the independent auditors to be engaged to audit the financial statements of the company and its divisions and subsidiaries.
- Have the sole authority to approve non-audit services to be performed by the independent auditors, but only as permitted by the Nasdaq rules and the rules and regulations of the SEC, which authority the Audit Committee may delegate to one or more members of the Audit Committee.
- Meet with the independent auditors, the internal audit executive, and financial management of the company to review the scope of the proposed audit for the current year and the audit procedures to be utilized, and at the conclusion thereof review such audit, including any comments or recommendations of the independent auditors. Evaluate the coordination of audit efforts to ensure completeness of coverage, reduction of redundant efforts, and effective use of audit resources.
- Review with the independent auditors, the internal audit executive, and financial and accounting personnel, the adequacy and effectiveness of the accounting, financial and disclosure controls of the company, and elicit any recommendations for the improvement of such internal control procedures or particular areas where new or more detailed controls or procedures are desirable.
- Review the company's quarterly and annual financial statements, Management's Discussion and Analysis sections of Annual Reports on Form 10-K and Quarterly Reports on Form 10-Q with management and the independent auditors, as well as reserves and estimates and the resumptions therefore and all significant correcting adjustments identified by the independent auditors or disagreements between management and the independent auditors, to determine that the independent auditors are satisfied with the disclosure and content of the financial statements to be presented to the shareholders.
- Review the company's critical accounting policies and practices and alternative treatments of financial information with management and the independent auditors. Discuss with the independent auditors matters required to be discussed under Statement of Auditing Standards No. 100 and their judgment of the quality.
- Approve new or material changes in the Company's accounting principles, practices and policies on assumptions.
- Provide sufficient opportunity for the independent auditors and the internal audit executive to meet with the members of the Audit Committee without members of management present. Among the items to be discussed in these meetings are the independent auditors' evaluation of the company's financial, accounting, and auditing personnel, and the cooperation that the independent auditors or the internal auditors received during the course of their audits, including their access to all requested records, data and information.
- Receive written statements from the independent auditors delineating all relationships between the independent auditors and the company consistent with Independence Standards Board Standard No. 1, and consider and discuss with the auditors any disclosed relationships or services that could affect the auditors' objectivity and independence, and if so determined by the Audit Committee, take appropriate action to resolve issues regarding the independence of the auditors.
- Review from time to time the company's accounting and financial human resources and succession planning for those functions.

- Investigate any matter brought to its attention within the scope of its duties, with the power to retain and pay for, out of company funds, outside counsel and other advisors for this purpose if, in its judgment, that is appropriate.
- Review and approve related party transactions as such term is used by SFAS No. 57 or by rules of Nasdaq or the SEC, as required by any ethics policy adopted by the Board or the Audit Committee or as otherwise required to be disclosed in the company's financial statements or periodic filings with the SEC. It is management's responsibility to bring such related party transactions to the attention of the members of the Audit Committee.
- Review company press releases containing pro forma financial information for the purpose of ensuring that such press releases properly disclose financial information presented in accordance with generally accepted accounting principles, adequately disclose how such pro forma information differs from financial information presented in accordance with generally accepted accounting principles and do not give undue prominence to such pro forma information or otherwise provide misleading presentations of the company's results of operations or financial condition.
- Review the appropriate standards adopted as a code of conduct for the Company.
- Review and approve the appointment, performance, compensation, and dismissal of the internal audit executive.
- Supervise the internal audit function of the Company. Review with management and the internal audit executive the charter, scope, responsibilities, plans, budget, staffing, and organizational structure of the internal audit function.
- Review with management and the internal audit executive: (i) significant findings by the independent auditor or the internal auditor during the year and management's response; (ii) progress report on the current internal audit plan; and (iii) any changes required in the planned scope of the current internal audit plan.
- Have the sole authority to approve the hiring of any employee who is employed by the independent auditor, or has been employed by the independent auditor within the five years prior to the date of determination whether or not to hire such employee.
- Establish and maintain procedures for, and a policy of, open access to the members of the Audit Committee by the employees and consultants to the company to enable the employees and consultants to bring to the attention of the Audit Committee concerns held by such employees and consultants regarding the financial reporting of the company, and to report potential misconduct to the Audit Committee.
- Prepare the report required by the rules of the Securities and Exchange Commission to be included in the company's annual proxy statement and approve certifications required by the Nasdaq.
- Review and assess the adequacy of this charter annually and recommend any proposed changes to the Board for approval.
- Submit the minutes of all meetings of the Audit Committee to, or discuss the matters discussed at each committee meeting with, the board of directors.
- Perform such other functions and to have such power as it may deem necessary or advisable in the efficient and lawful discharge of the foregoing.