

**TTM TECHNOLOGIES, INC.**  
**HUMAN CAPITAL AND COMPENSATION COMMITTEE CHARTER**

(amended and restated as of May 11, 2023)

**Purpose**

The purpose of the Human Capital and Compensation Committee (the “Committee”) shall be as follows:

1. To determine, or recommend to the Board of Directors for determination, the compensation for the Chief Executive Officer (the “CEO”) of the Company.
2. To determine, or recommend to the Board of Directors for determination, the compensation for all other individuals designated annually by the Board of Directors as executive officers of the Company.
3. To discharge the responsibilities of the Board of Directors relating to the Company's compensation programs, including its incentive compensation programs.
4. To monitor those matters related to fostering people at the Company, which could include talent and career development, employee retention, promotion of diversity and inclusion and other people related matters.
5. Monitor those matters related to fostering people at the Company, which could include talent and career development, employee retention, and other people-related matters to align with the culture and strategic goals of the Company; and
6. To produce an annual report on executive compensation for inclusion in the Company's annual report on Form 10-K or proxy statement in accordance with applicable rules and regulations of the Nasdaq Stock Market, the Securities and Exchange Commission (the “SEC”), and other regulatory bodies, and to review and discuss with management the related “Compensation Discussion and Analysis” (the “CD&A”) to be included in such annual report or proxy statement, and determine whether or not to recommend to the Board of Directors the CD&A's inclusion in such annual report or proxy statement.

The Board of Directors shall determine whether the Committee shall make determinations as a Committee or shall make recommendations to the Board of Directors.

**Composition**

The Committee shall consist of two or more members of the Board of Directors, each of whom (1) is determined by the Board of Directors to be “independent” under the rules of the Nasdaq Stock Market, and (2) must not accept directly or indirectly any consulting, advisory, or other compensatory fee from the Company or any subsidiary thereof. For this purpose, compensatory fees shall not include (a) fees received as a member of the Committee, the Board of Directors, or any other committee of the Board of Directors; or (b) the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the Company (provided that such compensation is not contingent in any way on continued service). In determining whether a director is eligible to serve on the Committee, the Board of Directors also must consider whether the director is affiliated with the Company, a subsidiary of the Company, or an affiliate of a subsidiary of the Company to determine whether such affiliation would impair the director's judgment as a member of the Committee.

Additionally, no director may serve on the Committee unless that director (1) is a “Non-Employee Director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and (2) satisfies the requirements of an “outside director” for purposes of Section 162(m) of the Internal Revenue Code.

## **Appointment and Removal**

The members of the Committee shall be appointed by the Board of Directors. Each member shall serve until such member's successor is duly elected and qualified or until such member's earlier resignation or removal. The members of the Committee may be removed, with or without cause, by a majority vote of the Board of Directors.

## **Chairman**

Unless a Chairman is elected by the Board of Directors, the members of the Committee shall designate a Chairman by majority vote of the Committee membership. The Chairman will chair all regular sessions of the Committee and set the agendas for Committee meetings.

## **Delegation to Subcommittees**

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee. In the event the Committee delegates any of the responsibilities of the Committee to a subcommittee, such subcommittee must comply with the applicable rules and regulations of the Nasdaq Stock Market, the SEC, and other regulatory bodies.

## **Meetings**

The Committee shall meet as frequently as circumstances dictate. The Chairman of the Committee or a majority of the members of the Committee may call meetings of the Committee. Any one or more of the members of the Committee may participate in a meeting of the Committee by means of conference call or similar communication device by means of which all persons participating in the meeting can hear each other.

All independent directors who are not members of the Committee may attend meetings of the Committee, but may not vote. In addition, the Committee may invite to its meetings any director, member of management of the Company, and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate.

As part of its review and establishment of the performance criteria and compensation of executive officers, the Committee should meet separately at least on an annual basis with the CEO and any other executive officers as it deems appropriate. However, the Committee should also meet from time to time without such executive officers present, and in all cases, such executive officers (including the CEO) shall not be present for the portions of the meetings at which their performance and compensation are being discussed and determined.

## **Duties and Responsibilities**

The Committee shall carry out the duties and responsibilities set forth below. These functions should serve as a guide with the understanding that the Committee may determine to carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal, or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board of Directors from time to time related to the purposes of the Committee outlined in this Charter.

In discharging its oversight role, the Committee is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate.

### *Setting Compensation for Executive Officers*

1. Establish and review the overall executive compensation philosophy of the Company.
2. Review and approve the Company's corporate goals and objectives relevant to the

compensation for the CEO and other executive officers, including annual performance objectives.

3. Evaluate the performance of the CEO and other executive officers in light of those goals and objectives and, based on such evaluation, approve, or recommend to the Board of Directors the approval of, the annual salary, bonus, restricted stock units, stock options, and other benefits, direct and indirect, of the CEO and other executive officers.
4. In approving or recommending the long-term incentive component of compensation for the CEO and other executive officers, the Committee should consider the Company's performance and relative stockholder return, the value of similar incentive awards to CEOs and other executive officers at comparable companies, and the awards given to the CEO and other executive officers in past years.
5. In connection with executive compensation programs, the Committee should do the following:
  - (a) Review and recommend to the Board of Directors, or approve, new executive compensation programs;
  - (b) Review on a periodic basis the operations of the Company's executive compensation programs to determine whether they are properly coordinated and achieving their intended purposes;
  - (c) Establish and periodically review policies for the administration of executive compensation programs; and
  - (d) Take steps to modify any executive compensation program that yields payments and benefits that are not reasonably related to executive and corporate performance.
6. Establish and periodically review policies in the area of perquisites for executive officers.
7. Review and make recommendations to the Board of Directors, or approve, any contracts or other transactions with current or former executive officers of the Company, including consulting arrangements, employment agreements, change-in-control agreements, severance agreements, termination arrangements, and loans to employees made or guaranteed by the Company.

#### *Monitoring Incentive and Equity-Based Compensation Plans*

8. Review and make recommendations to the Board of Directors with respect to, or approve, the Company's incentive-compensation plans and equity-based plans, and review the activities of the individuals responsible for administering those plans.
9. Review and make recommendations to the Board of Directors, or approve, all equity compensation plans of the Company that are not otherwise subject to the approval of the Company's stockholders.
10. Review and make recommendations to the Board of Directors, or approve, all awards of shares or share options pursuant to the Company's equity-based plans.
11. Have the sole authority to select, retain, and/or replace, as needed, any compensation or other outside consultant to be used to assist in the evaluation of executive compensation. In the event such a compensation consultant is retained, the Committee shall have the sole authority to approve such consultant's fees and other retention terms.

#### *Authority, Funding Rights, and Responsibilities*

The Committee has the following specific authority, funding rights, and responsibilities:

12. The Committee may, in its sole discretion, retain or obtain the advice of compensation consultants, legal counsel, or other advisers.
13. The Committee shall be directly responsible for the appointment, compensation, and oversight of the work of any compensation consultant, legal counsel, and other adviser retained by the Committee.
14. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, legal counsel, or any other adviser retained by the Committee.
15. The Committee may select, or receive advice from, a compensation consultant, legal counsel, or other adviser to the Committee, other than in-house legal counsel, only after taking into consideration the following independence factors:
  - (a) the provision of other services to the Company by the person that employs the compensation consultant, legal counsel, or other adviser;
  - (b) the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel, or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel, or other adviser;
  - (c) the policies and procedures of the person that employs the compensation consultant, legal counsel, or other adviser that are designed to prevent conflicts of interest;
  - (d) any business or personal relationship of the compensation consultant, legal counsel, or other adviser with a member of the Committee;
  - (e) any stock of the Company owned by the compensation consultant, legal counsel, or other adviser; and
  - (f) any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.

The Committee shall conduct the independence assessment outlined above at least annually with respect to any compensation consultant, legal counsel, or other adviser that provides advice to the Committee, other than in-house legal counsel. However, there is no requirement that a compensation consultant, legal counsel, or other compensation adviser be independent, only that the Committee consider the enumerated independence factors listed above before selecting, or receiving advice from, a compensation consultant, legal counsel, or other compensation adviser. The Committee may select, or receive advice from, any compensation consultant, legal counsel, or other compensation adviser it prefers, including ones that are not independent, after considering the six independence factors outlined above.

### *Reports*

16. Prepare an annual report on executive compensation for inclusion in the Company's proxy statement, to the extent required by applicable rules and regulations of the Nasdaq Stock Market, the SEC, and other applicable regulatory bodies.
17. Review and discuss with management the CD&A to be included in the Company's annual report on Form 10-K or proxy statement, and determine whether or not to recommend to the Board of Directors the CD&A's inclusion in such annual report or proxy statement
18. Report regularly to the Board of Directors with respect to matters that are relevant to the Committee's discharge of its responsibilities and with respect to such recommendations as the Committee may deem appropriate. The report to the Board of Directors may take the form of an oral report by the Chairman or any other member of the Committee designated by the Committee to make such report.
19. Maintain minutes or other records of meetings and activities of the Committee.

### *Evaluating the Committee and the Charter*

20. Conduct an annual performance evaluation of the Committee.
21. Review and reassess the adequacy of this Charter and recommend any proposed changes to the Board of Directors for consideration and approval.