

TTM TECHNOLOGIES INC

Form DEF 14A

April 12, 2010

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No. __)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material pursuant to Rule 14a-11(c) or Rule 14a-12

TTM TECHNOLOGIES, INC.

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, of Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON MAY 26, 2010**

To our Stockholders:

The 2010 annual meeting of stockholders of TTM Technologies, Inc. will be held at 10:00 a.m., local time, on Wednesday, May 26, 2010 at our corporate offices located at 2630 South Harbor Boulevard, Santa Ana, California 92704, for the following purposes:

1. To elect three class I directors for a term expiring in 2013;
2. To ratify the appointment of KPMG LLP, an independent registered public accounting firm, as our independent registered public accountants for the fiscal year ending December 31, 2010; and
3. To consider any other matters that properly come before the meeting and any postponement or adjournment thereof.

Like last year, we are pleased to this year again take advantage of the Securities and Exchange Commission rule allowing companies to furnish proxy materials to their stockholders over the Internet. We believe that this e-proxy process expedites stockholders' receipt of proxy materials, saves us the cost of printing and mailing these materials, and reduces the environmental impact of our annual meeting by conserving natural resources.

Stockholders of record as of the close of business on March 29, 2010 are entitled to notice of, and to vote at, the annual meeting and any postponement or adjournment thereof. Whether or not you expect to be present, please vote your shares using the Internet by following the instructions in this proxy statement. Of course, you may also vote by signing, dating, and returning the enclosed proxy card in the enclosed pre-addressed envelope if you received a paper copy of this proxy statement. No postage is required if mailed in the United States.

By Order of the Board of Directors

Steven W. Richards,
Secretary

Santa Ana, California
April 12, 2010

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR
THE STOCKHOLDER MEETING TO BE HELD ON MAY 26, 2010**

The proxy statement and annual report to stockholders and the means to vote via the Internet are available at www.ttmtech.com/stockholdersmeeting. **Your Vote is Important** Please vote as promptly as possible by using the Internet or by signing, dating, and returning the proxy card if you received a paper copy of this proxy statement.

All stockholders are invited to attend the annual meeting in person. Stockholders who vote their proxy online or by executing a proxy card may nevertheless attend the meeting, revoke their proxy, and vote their shares in person.

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TTM TECHNOLOGIES, INC.
ANNUAL MEETING OF STOCKHOLDERS

PROXY STATEMENT

This proxy statement contains information related to our annual meeting of stockholders to be held on Wednesday, May 26, 2010, beginning at 10:00 a.m. local time at our corporate offices located at 2630 South Harbor Boulevard, Santa Ana, California 92704, and at any adjournments or postponements of the meeting. The purpose of this proxy statement is to solicit proxies from the holders of our common stock for use at the meeting. On or about April 16, 2010, we began mailing a notice containing instructions on how to access this proxy statement and our annual report via the Internet, and we began mailing a full set of the proxy materials to stockholders who had previously requested delivery of the materials in paper copy. For information on how to vote your shares, see the instructions included on the proxy card and under "How do I vote?" on page 2.

ABOUT THE MEETING

What is the purpose of the annual meeting?

At the annual meeting, stockholders will vote to (1) elect three class I directors for a term expiring in 2013; and (2) ratify the appointment of KPMG LLP as our independent registered public accountants for the fiscal year ending December 31, 2010. In addition, our management will report on our performance during 2009 and respond to questions from our stockholders.

Who is entitled to vote at the meeting?

Only stockholders of record at the close of business on March 29, 2010, the record date for the annual meeting, are entitled to receive notice of the meeting and to vote the shares of our common stock that they held on that date at the meeting, and any postponements or adjournments of the meeting. Each outstanding share of common stock entitles its holder to cast one vote on each matter to be voted upon at the meeting.

Who may attend the meeting?

All stockholders as of the record date, or their duly appointed proxies, may attend the meeting. Please note that if you hold shares in "street name" (that is, through a broker or other nominee), you will need to bring a copy of a brokerage statement reflecting your stock ownership as of the record date.

What constitutes a quorum?

The presence at the meeting, in person or by proxy, of the holders of a majority of all of the shares of common stock outstanding on the record date will constitute a quorum, permitting the conduct of business at the meeting. As of the record date, 43,687,796 shares of our common stock were outstanding. Proxies received but marked as abstentions and broker non-votes will be included in the calculation of the number of shares considered to be present at the meeting.

If less than a majority of the outstanding shares of common stock entitled to vote are represented at the meeting, a majority of the shares present at the meeting may adjourn the meeting to another date, time, or place, and notice need not be given of the new date, time, or place if the new date, time, or place is announced at the meeting before an adjournment is taken.

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How do I vote?

If you are the stockholder of record (that is, the shares are held in your name), you may vote your proxy in one of two convenient ways:

By the Internet

Go to www.ttmtech.com/stockholdersmeeting and follow the instructions. You will need the 11-digit control number that appears in the Notice Regarding the Availability of Proxy Materials you received or on your proxy card included with this proxy statement. This method of voting will be available until 11:59 p.m., Eastern Time, on May 25, 2010.

By mail

If you wish to vote by traditional proxy card and did not receive one along with this proxy statement, you can receive a full set of materials at no charge through the Internet at www.ttmtech.com/stockholdersmeeting, by telephone at (888) 776-9962, or by sending an e-mail to info@amstock.com (the subject line of your e-mail should contain the 11-digit control number that appears in the Notice Regarding the Availability of Proxy Materials you received). If you vote by traditional proxy card, mark your selections on the proxy card, date the card, and sign your name exactly as it appears on the card, then mail it in the postage-paid envelope enclosed with the materials. You should mail the proxy card in plenty of time to allow delivery to our transfer agent prior to the meeting.

If you are a stockholder of record and attend the meeting, you may deliver your completed proxy card in person. If you are not the stockholder of record (that is, your shares are held in the name of a bank, broker, or other holder of record, which is often referred to as held in street name) then you will receive instructions from the holder of record that you must follow to ensure that your shares are voted as you wish. You will not be able to vote those shares at the meeting unless you have received, in advance, a proxy card from the record holder (that is, the bank, broker, or other holder of record).

If you complete and properly sign and return a proxy card to us or complete your proxy online, your shares will be voted as you direct.

Can I revoke my proxy and change my vote?

Yes. You may revoke your proxy and change your vote at any time before the annual meeting by submitting to our corporate secretary at our corporate offices a notice of revocation or a duly executed proxy bearing a later date (or voting via the Internet). The powers of the proxy holders will be suspended if you attend the meeting in person and so request, although attendance at the meeting will not by itself revoke a previously granted proxy.

What does it mean if I receive more than one notice?

This means that your shares are registered differently and are held in more than one account. To ensure that all shares are voted, please either vote each account over the Internet or sign and return by mail all proxy cards. We encourage you to register all of your shares in the same name and address by contacting the Shareholder Services Department at our transfer agent, American Stock Transfer & Trust Company, at (800) 937-5449. If you hold your shares through an account with a bank or broker, you should contact your bank or broker and request consolidation of your accounts.

What are the board's recommendations?

If you sign and return your proxy card but do not specify how you want your shares voted, the persons named as proxy holders on the proxy card will vote in accordance with the recommendations of our board of directors. Each of our board of directors' recommendations is set forth together with the description of each item in this proxy statement. In summary, our board of directors recommends a vote (1) FOR the election of each of its nominees for class I director, and (2) FOR the ratification of the appointment of KPMG LLP as our independent registered public accountants for the fiscal year ending December 31, 2010.

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Our board of directors does not know of any other matters that may be brought before the meeting nor does it foresee or have reason to believe that the proxy holders will have to vote for a substitute or alternate board nominee for director. In the event that any other matter should properly come before the meeting or any nominee for director is not available for election, the proxy holders will vote as recommended by the board of directors or, if no recommendation is given, in accordance with their best judgment.

What vote is required to approve each item?

Election of Directors. Assuming that a quorum is present, the three persons receiving the largest number of FOR votes of our common stock present in person or by proxy at the meeting and entitled to vote (a plurality) will be elected directors. A properly executed proxy marked WITHHOLD AUTHORITY with respect to the election of a director will be counted for purposes of determining whether there is a quorum but it will not be counted for or against the nominee. Stockholders do not have the right to cumulate their votes for directors.

Appointment of Independent Registered Public Accountants. The affirmative vote of a majority of the shares of our common stock present in person or represented by proxy at the meeting and entitled to vote will be required for approval of the ratification of the appointment of KPMG LLP as our independent registered public accountants for the fiscal year ending December 31, 2010. A properly executed proxy marked ABSTAIN with respect to the appointment of KPMG LLP will not be voted, although it will be counted for purposes of determining whether there is a quorum. Accordingly, an abstention will have the effect of a negative vote.

Other Items. For each other item, the affirmative vote of a majority of the shares of our common stock present in person or represented by proxy at the meeting and entitled to vote will be required for approval. A properly executed proxy marked ABSTAIN with respect to any such matter will not be voted, although it will be counted for purposes of determining whether there is a quorum. Accordingly, an abstention will have the effect of a negative vote.

What are the effects of broker non-votes?

If you hold your shares in street name (through a bank, broker, or other nominee), your bank, broker, or nominee may not be permitted to exercise voting discretion with respect to some of the matters to be acted upon. Thus, if you do not give your bank, broker, or nominee specific instructions, your shares may not be voted on those matters, although they will be counted for purposes of determining whether there is a quorum. Accordingly, a broker non-vote will have the effect of a negative vote on matters requiring an affirmative vote of a majority of the shares of our common stock.

Who will pay for the preparation of the proxy?

We will pay the cost of soliciting proxies. In addition to the use of mail, our employees may solicit proxies personally, by e-mail, facsimile, and by telephone. Our employees will receive no compensation for soliciting proxies other than their regular salaries. We may request banks, brokers, and other custodians, nominees, and fiduciaries to forward copies of the proxy materials to the beneficial owners of our common stock and to request authority for the execution of proxies, and we may reimburse such persons for their expenses incurred in connection with these activities.

Our principal executive offices are located at 2630 S. Harbor Boulevard, Santa Ana, California 92704, and our telephone number is (714) 327-3000. A list of stockholders entitled to vote at the annual meeting will be available at our offices for a period of 10 days prior to the meeting and at the meeting itself for examination by any stockholder.

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PROPOSAL ONE ELECTION OF DIRECTORS

Directors and Nominees

Our board of directors is divided into three classes with each class of directors serving for a three-year term or until successors of that class have been elected and qualified. At the annual meeting, our stockholders will elect three class I directors. Each director elected at the 2010 annual meeting will serve for a term expiring at the 2013 annual meeting or until his successor has been duly elected and qualified.

Our board of directors has nominated Thomas T. Edman and James K. Bass, each of whom currently serves as a director, to stand for re-election at the annual meeting. If Messrs. Edman and Bass are re-elected, they will serve three-year terms expiring at the annual meeting of stockholders in 2013.

On November 16, 2009, we and certain of our subsidiaries entered into a stock purchase agreement, which we refer to as the Purchase Agreement, with Meadville Holdings Limited, which we refer to as Meadville, and one of Meadville's subsidiaries, pursuant to which we agreed to acquire the entire outstanding capital stock of all of Meadville's indirect wholly owned subsidiaries that comprise and operate Meadville's printed circuit board business, which we refer to as the PCB Subsidiaries. We refer to the acquisition as the PCB Combination, which we effected on April 8, 2010. Under the terms of the Purchase Agreement, on the closing date of the PCB Combination we were required to execute a shareholders agreement (which we refer to as the Shareholders Agreement), pursuant to which Tang Hsiang Chien, as the principal shareholder of Meadville, and any affiliate of Tang Hsiang Chien who, from time to time, holds shares of our common stock (who we refer to as the Principal Shareholders), together with two of Tang Hsiang Chien's adult children and their respective affiliates who hold shares of our common stock from time to time (who we collectively refer to as the Tang Siblings), are entitled to jointly nominate one individual to our board of directors. Each such nominee must be reasonably acceptable to our nominating and corporate governance committee in accordance with our director nominee criteria and qualifications specified in the nominating and corporate governance committee charter, our certificate of incorporation and bylaws, and our corporate governance policies and procedures. On the closing date of the PCB Combination, our board of directors was required to increase the class of directors whose terms expire in 2013 and promptly appoint the Principal Shareholders and Tang Siblings nominee as a director to fill that vacancy. We are also required to use reasonable efforts to cause the election of the Principal Shareholders and Tang Siblings nominee at each meeting of stockholders at which the class in which he or she sits comes up for election. We are not required to take any extraordinary solicitation or other recommendation efforts (or pay any costs associated therewith) to cause such election, if such actions are not similarly taken with respect to the other of our board nominees.

In accordance with the terms of the Shareholders Agreement, the initial additional director jointly nominated by the Principal Shareholders and Tang Siblings is Mr. Tang Chung Yen, Tom, who we refer to as Mr. Tang. On the closing date of the PCB Combination, our board of directors appointed Mr. Tang as a class I director in accordance with the Shareholders Agreement and has nominated Mr. Tang to stand for election at the annual meeting. If Mr. Tang is elected by our stockholders, he will serve a three-year term expiring at the annual meeting of stockholders in 2013.

Kenton K. Alder and Richard P. Beck serve as class II directors and their terms will expire at the annual meeting of stockholders in 2011. Robert E. Klatell and John G. Mayer serve as class III directors, and their terms will expire at the annual meeting of stockholders in 2012.

Our board of directors has no reason to believe that any of its nominees will refuse or be unable to accept election. However, if any nominee is unable to accept election or if any other unforeseen contingencies should arise, our board

of directors may designate a substitute nominee. If our board of directors designates a substitute nominee, the persons named as proxies will vote for the substitute nominee designated by our board of directors.

*Our board of directors recommends a vote **FOR** the nominees for class I director.*

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The following table, together with the accompanying text, sets forth certain information with respect to each of our directors and Mr. Tang.

Name	Age	Position(s) Held
Robert E. Klatell	64	Chairman and Director
Kenton K. Alder	60	Chief Executive Officer, President, and Director
Tang Chung Yen, Tom	49	Managing Director Asia Pacific Region and Director
James K. Bass	53	Director
Richard P. Beck	76	Director
Thomas T. Edman	47	Director
John G. Mayer	59	Director

Robert E. Klatell has served as a director of our company since September 2004 and our Chairman of the Board since May 2005. Mr. Klatell is presently retired. Since November 2009, Mr. Klatell has served as a director of PBSJ Corporation and a member of its compensation committee, and has served on its audit committee since February 2010. From 2003 to 2009, Mr. Klatell served as a director of Datascope Corp., a medical device company that develops, manufactures, and markets proprietary products for clinical health care markets. From December 2005 to December 2007, Mr. Klatell served as Chief Executive Officer and a director of DICOM Group plc, a publicly held company (London Stock Exchange) that provides information capture and communications solutions. From 2003 to 2006, Mr. Klatell served as a director of Mediagrif Interactive Technologies, an operator of e-business networks and provider of e-business solutions. Mr. Klatell served as a consultant to Arrow Electronics, Inc. from January 2004 to December 2004. Mr. Klatell served in various executive capacities at Arrow Electronics, Inc. from February 1976 to December 2003, most recently as Executive Vice President from July 1995 to December 2003. Mr. Klatell holds a Bachelor of Arts degree in History from Williams College and a Juris Doctor from New York University School of Law. Our board of directors has determined that Mr. Klatell is an independent director. Mr. Klatell was nominated to the board of directors because of his extensive experience with operations management and his knowledge of corporate governance and global mergers and acquisitions. His membership with the National Association of Corporate Directors provides him with up to date information on corporate governance best practices and the tools necessary to bring his leadership to our board of directors. Further, his deep knowledge of the electronics industry and direct experience in the communications industry allows him to contribute a broad perspective to discussions about our future activities and our place in the current competitive landscape.

Kenton K. Alder has served as our Chief Executive Officer, President, and a director since March 1999. From January 1997 to July 1998, Mr. Alder served as Vice President of Tyco Printed Circuit Group, Inc., a printed circuit board manufacturer. Prior to that time, Mr. Alder served as President and Chief Executive Officer of ElectroStar, Inc., previously a publicly held printed circuit board manufacturing company, from December 1994 to December 1996. From January 1987 to November 1994, Mr. Alder served as President of Lundahl Astro Circuits Inc., a predecessor company to ElectroStar, Inc. Mr. Alder holds a Bachelor of Science degree in Finance and a Bachelor of Science degree in Accounting from Utah State University. Mr. Alder is an employee director. Mr. Alder was nominated to the board of directors because of his role as our chief executive officer, which enables him to provide the board with insight based on his day-to-day interactions with our company, and because of his extensive operational expertise. As a management representative on our board of directors, he provides an insider's perspective in board discussions about the business and strategic direction of our company and has experience in all aspects of our global business.

Tang Chung Yen, Tom has served as our Managing Director Asia Pacific Region and as a director of our company since the closing date of the PCB Combination. Prior to that date he was the Executive Chairman and Group Managing Director of Meadville Holdings Limited, which he joined in 1991. He was also the Chairman of Meadville

Holdings Limited's Executive Committee and was responsible for the leadership of Meadville's board of directors. Mr. Tang was also a director of certain of Meadville Holdings Limited's subsidiaries. He has served as the honorary chairman of Hong Kong Printed Circuit Association Limited since 2005 and is the chairman of The Hong Kong Exporters' Association, The Hong Kong Standards and Testing Centre Limited, and The Hong Kong Safety Institute Limited. He is also a board member of Hong Kong Science and Technology Parks Corporation, a council member of Hong Kong Trade Development Council, an advisory committee member of Innovation and Technology

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Advisory Committee of Hong Kong Trade Development Council, and a vice chairman of HK Wuxi Trade Association Limited. Since 2008, he has been a member of Shanghai & Wuxi Committee of The Chinese People's Political Consultative Conference. He holds a degree of Master of Business Administration from New York University. Our board of directors has determined that Mr. Tang is not an independent director. Mr. Tang was proposed as a nominee for a member of our board of directors by the Principal Shareholders and Tang Siblings, in accordance with the Purchase Agreement and Shareholders Agreement. Our board of directors accepted Mr. Tang as a nominee given his extensive experience with PCB operations in Asia and his business acumen, as evidenced by his senior executive role with Meadville. Mr. Tang is an officer of our company and provides an insider's perspective to our Asian operations.

James K. Bass has served as a director of our company since September 2000. From September 2005 to June 2009, Mr. Bass served as the Chief Executive Officer and a director of Piper Aircraft, Inc., a general aviation manufacturing company. He served as the Chief Executive Officer and a director of Suntron Corporation, a provider of high mix electronic manufacturing services, from its incorporation in May 2001 until May 2005, and as Chief Executive Officer of EFTC Corporation, a subsidiary of Suntron Corporation, from July 2000 until April 2001. From 1992 to July 2000, Mr. Bass was a Senior Vice President of Sony Corporation. Prior to that, Mr. Bass spent 15 years in various manufacturing management positions at the aerospace group of General Electric Corporation. Mr. Bass holds a B.S.M.E. degree from Ohio State University. Our board of directors has determined that Mr. Bass is an independent director. Electronic manufacturing service (EMS) providers represent an important part of our customer base. Mr. Bass was nominated to the board of directors because of his extensive experience in the electronic manufacturing industry and the technology marketplace, his executive and operational experience as the chief executive officer of a public company, and his broad experience with accounting and audit matters for publicly traded companies.

Richard P. Beck has served as a director of our company since February 2001. Mr. Beck is presently retired. From May 1998 to August 2006, Mr. Beck served as a director of Applied Films Corporation, a publicly held manufacturer of flat panel display equipment, served on its audit and nominating and governance committees, and served as chairman of the board from October 2001 to August 2006. From September 2000 to October 2004, Mr. Beck served as a director of Photon Dynamics, Inc., a publicly held manufacturer of semiconductor test equipment and was chairman of its audit committee. From November 2001 to May 2002, Mr. Beck served as Senior Vice President of Advanced Energy Industries, Inc., a publicly held manufacturer of power conversion systems and integrated technology solutions. From February 1998 to November 2001, Mr. Beck served as Senior Vice President and Chief Financial Officer of Advanced Energy Industries and continues to serve as a director of that company, and is a member of its audit committee and chairman of its nominating and corporate governance committee. From March 1992 until February 1998, Mr. Beck served as Vice President and Chief Financial Officer of Advanced Energy. From November 1987 to March 1992, Mr. Beck served as Executive Vice President and Chief Financial Officer for Cimage Corporation, a computer software company. Mr. Beck holds a Bachelor of Science degree in Accounting and Finance and a Master of Business Administration from Babson College. Our board of directors has determined that Mr. Beck is an independent director and an audit committee financial expert as described in applicable Securities and Exchange Commission rules. Mr. Beck was nominated to the board of directors because of his expertise with accounting and audit matters, including for companies in the technology industry, and because of his experience with corporate finance, investor relations, and corporate governance matters.

Thomas T. Edman has served as a director of our company since September 2004. Since July 2006, Mr. Edman has served as Vice President of Corporate Business Development of Applied Materials, Inc., a publicly held provider of nanomanufacturing technology solutions. Prior to that, Mr. Edman served as President and Chief Executive Officer of Applied Films Corporation from May 1998 until Applied Materials, Inc. acquired Applied Films Corporation in July 2006. From June 1996 until May 1998, Mr. Edman served as Chief Operating Officer and Executive Vice President of Applied Films Corporation. From 1993 until joining Applied Films, he served as General Manager of the High Performance Materials Division of Marubeni Specialty Chemicals, Inc., a subsidiary of a major Japanese trading corporation. Mr. Edman serves on the Governing Board of the USDC (United States Display Consortium). Mr. Edman

holds a Bachelor of Arts degree in East Asian studies (Japan) from Yale University and a Master's degree in Business Administration from The Wharton School at the University of Pennsylvania. Our board of directors has determined that Mr. Edman is an independent director. Mr. Edman was

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nominated to the board of directors because of his proven business acumen and experience in the technology industry, having served in numerous senior executive roles with sizeable technology companies, including as the chief executive officer of a public company. Mr. Edman also has compensation-related expertise that prove valuable to our board of directors.

John G. Mayer has served as a director of our company since September 2000. Mr. Mayer is presently retired. From January 1997 to November 1999, Mr. Mayer served as Vice President of Tyco Printed Circuit Group, Inc., a printed circuit board manufacturer. Mr. Mayer served as Chief Operating Officer of ElectroStar, Inc., previously a publicly held printed circuit board manufacturing company, from December 1994 to December 1996. From April 1986 to November 1994, Mr. Mayer served as President of Electro-Etch Circuits, Inc., a predecessor company to ElectroStar, Inc. Mr. Mayer holds a Bachelor of Arts degree in History, the Arts and Letters from Yale University and a Juris Doctor from UCLA School of Law. Our board of directors has determined that Mr. Mayer is an independent director. Mr. Mayer was nominated to the board of directors because of his extensive experience in the PCB business and because of his demonstrated depth of business experience in our company's industry.

There are no family relationships among any of our directors, director nominees, or executive officers.

Information Relating to Corporate Governance and the Board of Directors

Our board of directors has determined, after considering all the relevant facts and circumstances, that Messrs. Bass, Beck, Edman, Klatell, and Mayer are independent directors, as independence is defined by the listing standards of the Nasdaq Stock Market, or Nasdaq, and by the Securities and Exchange Commission, or the SEC. Accordingly, a majority of the members of our board of directors are independent. Mr. Tang is not considered an independent director as a result of his former position as an executive with Meadville Holdings Limited and certain of its subsidiaries, and as an officer of our company effective as of the closing of the PCB Combination.

Our bylaws authorize our board of directors to appoint among its members one or more committees, each consisting of one or more directors. Our board of directors has established three standing committees: an audit committee, a compensation committee, and a nominating and corporate governance committee. Each of our committees is comprised entirely of independent directors, as independence is defined by the listing standards of The Nasdaq Stock Market and by the SEC. Our board of directors holds executive sessions following all in-person board meetings at which the independent directors meet without the presence or participation of management.

Our board of directors has adopted charters for the audit, compensation, and nominating and corporate governance committees describing the authority and responsibilities delegated to the committee by the board of directors. Our board of directors has also adopted corporate governance guidelines, a whistle blower policy, and a code of ethics for our chief executive officer and senior financial officers. We post on our website, at www.ttmtech.com, the charters of our audit, compensation, and nominating and corporate governance committees; our corporate governance guidelines; our whistle blower policy; our code of ethics for our chief executive officer and senior financial officers, and any amendments or waivers thereto. These documents are also available in print to any stockholder requesting a copy in writing from our corporate secretary at 2630 South Harbor Boulevard, Santa Ana, California 92704.

Interested parties may communicate with our board of directors or specific members of our board of directors, including the members of our various board committees, by submitting a letter addressed to the board of directors of TTM Technologies, Inc., c/o any specified individual director or directors, at 2630 South Harbor Boulevard, Santa Ana, California 92704. We will forward any such letters to the indicated directors.

Meetings of the Board of Directors

Our board of directors held eleven meetings during the year ended December 31, 2009. All of our directors attended more than 75% of the aggregate of (i) total number of meetings of the board of directors held during fiscal year 2009, and (ii) the total number of meetings held by all committees of our board of directors on which such person served during 2009. We have adopted a policy encouraging each of our directors to attend each annual meeting of stockholders and, to the extent reasonably practicable, we regularly schedule a meeting of the board of directors on the same day as the annual meeting of stockholders.

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Committees of the Board of Directors

Audit Committee. Our audit committee reviews and monitors our corporate financial reporting and our external audit, including, among other things, our internal control functions, the results and scope of the annual audit, and other services provided by our independent registered public accounting firm and our compliance with legal requirements that have a significant impact on our financial reports. Our audit committee also consults with our management and our independent registered public accounting firm regarding the preparation of financial statements and, as appropriate, initiates inquiries into aspects of our financial affairs. In addition, our audit committee has the responsibility to consider and recommend the appointment of, and to pre-approve services provided by, and fee arrangements with, our independent registered public accounting firm. The current members of our audit committee are Messrs. Bass, Beck, and Mayer, each of whom is an independent director of our company under Nasdaq listing standards as well as under SEC rules. The board of directors has determined that Mr. Beck, who serves as chairman of our audit committee, qualifies as an audit committee financial expert in accordance with applicable rules and regulations of the SEC. Our audit committee held six meetings during 2009.

Nominating and Corporate Governance Committee. The nominating and corporate governance committee oversees the selection and composition of our board of directors and oversees the management continuity planning processes. It establishes, monitors, and recommends the purpose, structure, and operations of the various committees of our board of directors, the criteria and qualifications for membership of each board committee, and recommends whether rotations or term limits are appropriate for the chair or committee members of the various committees. In addition, the nominating and corporate governance committee recommends individuals to stand for election as directors and recommends directors to serve on each committee as a member or as chair of the committee. The nominating and corporate governance committee reviews and makes recommendations regarding our governing documents (including our certificate of incorporation and bylaws) and our corporate governance principles. The nominating and corporate governance committee is also responsible for considering policies relating to the meetings of our board of directors, and considers questions of independence and possible conflicts of interest of members of our board of directors and executive officers. Finally, the nominating and corporate governance committee oversees the evaluation of our board of directors and management.

The nominating and corporate governance committee will consider persons recommended by stockholders for inclusion as nominees for election to our board of directors if the information required by our bylaws is submitted in writing in a timely manner addressed and delivered to our company's secretary at 2630 South Harbor Boulevard, Santa Ana, California 92704. A stockholder who intends to recommend a nominee to our board of directors must provide (a) all information relating to the individual subject to the nomination that is required to be disclosed in opposition proxy statements for election of directors filed by stockholders, at their own expense, in a contested election, or is otherwise required under Regulation 14A under the Securities Exchange Act of 1934, as amended, or the Exchange Act, and (b) the individual's written consent to being named in a proxy statement as a nominee and to serving as a director if elected. The stockholder making the nomination must also provide the information required by our bylaws relating to such stockholder, including information pertaining to ownership of our capital stock, and must make certain representations relating to voting intent and delivery of proxies. The stockholder's nominee must also deliver to our secretary 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. The questionnaire is available from our secretary upon written request and upon the requesting person's providing certain written representations required by our bylaws.

The nominating and corporate governance committee identifies and evaluates nominees for our board of directors, including nominees recommended by stockholders, based on numerous factors it considers appropriate, some of which may include strength of character, mature judgment, career specialization, relevant technical skills, diversity, and the extent to which the nominee would fill a present need on our board of directors. The nominating and corporate

governance committee evaluates nominees for director in the same manner, regardless of whether the nominee is recommended by a stockholder or other person or entity.

The charter of our nominating and corporate governance committee provides that the value of diversity on our board of directors should be considered. The nominating and corporate governance committee considers ethnic and gender diversity, as well as diversity of skills, backgrounds, and qualifications represented on the board of directors,

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in recommending nominees for election. The nominating and corporate governance committee evaluates its effectiveness in achieving diversity on the board of directors through its annual review of board member composition, which identifies ethnicity, gender, and industry experience, prior to recommending nominees for election.

Our nominating and corporate governance committee currently consists of three members, Messrs. Klatell (chairman), Beck, and Bass. The nominating and corporate governance committee held five meetings during 2009.

Compensation Committee. Our compensation committee provides a general review of our compensation and benefit plans to ensure that they meet our corporate objectives. The compensation committee reviews and determines, or recommends to our board of directors, the compensation of our chief executive officer and all other individuals designated by our board of directors as executive officers of our company. In addition, our compensation committee reviews and approves our corporate goals and objectives relevant to the compensation for our chief executive officer and other executive officers, including annual performance objectives, and evaluates the performance of our chief executive officer and other executive officers in light of these goals and objectives. The compensation committee reviews and makes recommendations to our board of directors with respect to, or approves, our incentive compensation plans and equity-based plans, and activities relating to those plans. The compensation committee also establishes and periodically reviews policies in the area of perquisites for executive officers. The compensation committee may, from time to time, delegate any or all of its responsibilities to a subcommittee.

In discharging its responsibilities, our compensation committee is empowered to investigate any matter of concern that it deems appropriate and has the sole authority, without seeking approval from the entire board of directors, to retain outside consultants for this purpose, including the authority to approve any terms of retention. Additional information regarding the role of compensation consultants and executive officers in assisting our compensation committee in determining the amount or form of executive compensation may be found in Compensation Discussion and Analysis below. The compensation committee is currently comprised of Messrs. Edman (chairman), Klatell, and Mayer. The compensation committee held five meetings during 2009.

Board Leadership Structure

We believe it is the chief executive officer's responsibility to manage our company's operations and the chairman's responsibility to lead our board of directors. Given the significant responsibilities with which our chairman is tasked and his active role in our governance, we believe it is beneficial to have an independent chairman whose sole job is leading the board of directors. To this end, our corporate governance guidelines provide that our chief executive officer may not be our chairman, and that our chairman will be selected from our independent directors. In making its decision to separate the chief executive officer and chairman roles, our board of directors considered the time that Mr. Alder is required to devote to the chief executive officer position in the current economic environment, particularly given the demands imposed on our company as it undertakes international expansion. By segregating the role of the chairman, we reduce any duplication of effort between the chief executive officer and the chairman. We believe this provides strong leadership for our board of directors, while also positioning our chief executive officer as the leader of the company in the eyes of our customers, employees, and other stakeholders. By having another director serve as chairman of the board, Mr. Alder is better able to focus his attention on running our company. Our board of directors believes that Mr. Klatell is the most appropriate individual to serve as chairman because of his deep knowledge of our business and strategy, his experience with corporate governance matters, and his demonstrated skill and commitment to performing effectively as chairman of our board of directors.

Our board of directors has five independent members and two non-independent members, including our chief executive officer and Mr. Tang. A number of our independent board members are currently serving or have served as members of senior management of other public companies and have served as directors of other public companies. We believe that the number of independent, experienced directors that make up our board, along with the independent

oversight of the board by the non-executive chairman, benefits our company and our stockholders.

We believe that we have a strong corporate governance structure that ensures independent discussion, evaluation of, and communication with and access to, senior management. All of our board committees are

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composed solely of independent directors, which provides independent oversight of management. Also, our corporate governance guidelines provide that our independent directors will meet in executive session not less frequently than quarterly.

Risk Management and Oversight Process

While our management is primarily responsible for managing risk, our board of directors and each of its committees plays a role in overseeing our risk management practices. Our full board of directors is ultimately responsible for risk oversight, and it discharges this responsibility by, among other things, receiving regular reports from our management concerning our business and the material risks that our company faces. Our board of directors annually reviews key enterprise risks identified by management, such as financial, reputational, safety and security, and compliance risks, and monitors key risks through reports and discussions regarding key risk areas at meetings of our board of directors and in committee meetings. Our board of directors focuses on specific strategic and emerging risks in periodic strategy reviews. Our board of directors annually reviews and approves our corporate strategy and goals and our capital budgets, and in connection with that review considers risks associated with our company.

Our board of directors allocates responsibility for overseeing risk management for our company among the full board and each of its committees. Specifically, the full board oversees significant risks primarily relating to operations, strategy, and finance. In addition, each of our committees considers risks within its area of responsibilities, as follows:

Our audit committee is primarily responsible for overseeing matters involving major financial risk exposures and actions management is taking to monitor such risk exposures. This includes risks relating to financial reporting and internal controls; litigation; environmental, health, and safety matters; tax matters; liability insurance programs; and compliance with legal and regulatory requirements and our code of ethics. In addition, the audit committee reviews our quarterly and annual financial reports, including any disclosure in those reports of risk factors affecting our company and its business.

Our compensation committee is primarily responsible for overseeing risks that may be implicated by our executive compensation programs and risks relating to the administration of those programs. In setting compensation, the compensation committee strives to create incentives that encourage appropriate risk taking behavior consistent with our business strategy. In making compensation determinations, the compensation committee considered the overall mix of compensation for employees as well as the various risk control and mitigation features of our compensation plans, including appropriate performance measures and targets and incentive plan payout maximums. To assist in satisfying these oversight responsibilities, the compensation committee has retained its own compensation consultant and meets regularly with management to understand the financial, human resources, and stockholder implications of compensation decisions being made. Additional information on risk management considerations of our compensation committee are discussed in this proxy statement under Compensation Discussion and Analysis Risk Management Considerations.

Our nominating and corporate governance committee is primarily responsible for risks that may be mitigated by the continued effective functioning of our board of directors and our corporate governance practices. Under its charter, the nominating and corporate governance committee is responsible for, among other things, developing and recommending to our board of directors a set of effective corporate governance principles designed to assure compliance with applicable standards.

Through the activities of our audit, compensation, and nominating and corporate governance committees, as well as the full board of directors interactions with management concerning our business and the material risks that may impact our company, the board of directors is able to monitor our risk management process and offer critical insights to our management.

Related Party Transaction Policies and Procedures

It is the responsibility of our full board of directors and our audit committee to review and approve related party transactions. It is our management's responsibility to bring such related party transactions to the attention of the board of directors and members of the audit committee. From time to time our nominating and corporate

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governance committee, in accordance with its charter, will also review potential conflict of interest transactions involving members of our board of directors and our executive officers.

In accordance with our corporate governance guidelines, any monetary engagement (other than director or employee compensation or transactions which would not require disclosure under Item 404 of Regulation S-K) (a) between a director (including any entity of which the director is a director or executive officer and any member of a director's family as defined in Nasdaq rules) and our company or any of its affiliates or members of senior management or their families, and (b) between executive officers of our company (as designated by our board of directors) and our company or any of its affiliates, is subject to the approval of our audit committee or our independent directors. Each of our directors and executive officers must notify our board of directors in advance of entering into any such transaction.

Our corporate governance guidelines task our board of directors, in consultation with our nominating and corporate governance committee, with reviewing annually the relationships that each director has with us, directly or indirectly. Further, our nominating and corporate governance committee is tasked with periodically reviewing the compensation arrangements and other business relationships between our directors and our company, including charitable and political contributions, in order to monitor the independence of our directors. Our corporate governance guidelines also provide that if an actual or potential conflict of interest develops, a director should report the matter immediately to the full board of directors and our audit committee for evaluation and appropriate resolution. If a director has a personal interest in a matter before our board of directors, the director must disclose the interest to the full board of directors and our audit committee, must recuse himself or herself from participation in the related discussion, and must abstain from voting on the matter.

Payments to Affiliates of Compensation Consultants During 2009

Our compensation committee retained Pearl Meyer & Partners as its outside compensation consultant for 2008 and 2009. Pearl Meyer & Partners did not provide any consulting services to the company beyond its role as consultant to the compensation committee in 2009. In January 2010, our compensation committee engaged Mercer (USA) Inc., or Mercer, to provide the committee with an executive and director compensation assessment. During fiscal year 2009, we paid \$1,000 to Mercer in connection with our purchase of a study that Mercer had prepared relating to Asian compensation. This was prior to our compensation committee's retention of Mercer as its compensation consultant in 2010. In addition, during 2009 we paid \$161,496 to Marsh Risk & Insurance Services, who we believe is an affiliate of Mercer, in connection with its rendering of insurance brokerage and risk management consulting services to our company. While the committee approved the retention of Mercer as a compensation consultant, Marsh Risk & Insurance Services was retained directly by our management.

Table of Contents**SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The following table shows the amount of each class of common stock beneficially owned as of March 1, 2010, by (a) each of our directors, nominees for directors, and named executive officers; (b) all of our directors and current executive officers as a group; and (c) each person known by us to own beneficially more than five percent of our outstanding common stock.

Name of Beneficial Owner(1)	Shares Beneficially Owned	
	Number	Percent(2)
Directors and Named Executive Officers:		
Kenton K. Alder(3)	652,987	1.5%
Steven W. Richards(4)	159,389	*
Douglas L. Soder(5)	95,160	*
Shane S. Whiteside(6)	275,422	*
James K. Bass(7)	44,000	*
Richard P. Beck(8)	45,000	*
Thomas T. Edman(9)	28,000	*
Robert E. Klatell(10)	28,000	*
John G. Mayer(11)	44,000	*
Tang Chung Yen, Tom		*
All directors and executive officers as a group (10 persons)	1,371,958	3.1%
5% Stockholders:		
Royce & Associates, LLC(12)	4,923,735	11.4%
BlackRock, Inc.(13)	4,800,750	11.1%
Paradigm Capital Management, Inc.(14)	2,629,185	6.1%
FMR LLC(15)	2,451,540	5.7%
Dimensional Fund Advisors(16)	2,161,903	5.0%

* Represents less than 1% of our outstanding common stock.

- (1) Except as otherwise indicated, the address of each person listed on the table is 2630 S. Harbor Blvd, Santa Ana, CA, 92704.
- (2) We have determined beneficial ownership in accordance with the rules of the SEC. In computing the number of shares beneficially owned by a person and the percentage ownership of that person, we have included the shares of common stock subject to options, restricted stock units, and warrants held by that person that are currently exercisable or will become exercisable within 60 days after March 1, 2010, but we have not included those shares for purposes of computing percentage ownership of any other person. We have assumed unless otherwise indicated that the persons and entities named in the table have sole voting and investment power with respect to all shares beneficially owned, subject to community property laws where applicable. Beneficial ownership is based on 43,227,522 shares of our common stock outstanding as of March 1, 2010.
- (3)

Includes 594,969 shares issuable upon the exercise of stock options that are currently vested or will become vested within 60 days after March 1, 2010 and upon the delivery of shares underlying restricted stock units deliverable within 60 days after March 1, 2010.

- (4) Includes 145,072 shares issuable upon the exercise of stock options that are currently vested or will become vested within 60 days after March 1, 2010 and upon the delivery of shares underlying restricted stock units deliverable within 60 days after March 1, 2010.
- (5) Includes 80,446 shares issuable upon the exercise of stock options that are currently vested or will become vested within 60 days after March 1, 2010 and upon the delivery of shares underlying restricted stock units deliverable within 60 days after March 1, 2010.
- (6) Includes 242,440 shares issuable upon the exercise of stock options that are currently vested or will become vested within 60 days after March 1, 2010 and upon the delivery of shares underlying restricted stock units deliverable within 60 days after March 1, 2010.

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- (7) Represents shares issuable upon the exercise of stock options that are currently vested or will become vested within 60 days after March 1, 2010.
- (8) Includes 40,000 shares issuable upon the exercise of stock options that are currently vested or will become vested within 60 days after March 1, 2010.
- (9) Represents shares issuable upon the exercise of stock options that are currently vested or will become vested within 60 days after March 1, 2010.
- (10) Represents shares issuable upon the exercise of stock options that are currently vested or will become vested within 60 days after March 1, 2010.
- (11) Represents shares issuable upon the exercise of stock options that are currently vested or will become vested within 60 days after March 1, 2010.
- (12) Represents shares of our common stock held by Royce & Associates, LLC, referred to as Royce, in its capacity as investment advisor for its clients that have the right to receive or power to direct the receipt of dividends from, or the proceeds from the sale of such shares. Such information is as reported on Schedule 13G/A filed by Royce with the SEC on January 26, 2010. The address for Royce is 745 Fifth Avenue, New York, New York 10151.
- (13) Represents shares of our common stock held by BlackRock, Inc. and certain of its affiliates, referred to as BlackRock. Such information is as reported on Schedule 13G filed by BlackRock with the SEC on January 8, 2010. The address for BlackRock is 40 East 52nd Street, New York, New York 10022.
- (14) Represents shares of our common stock held by Paradigm Capital Management, Inc., referred to as Paradigm, in its capacity as investment advisor for its clients that have the right to receive or power to direct the receipt of dividends from, or the proceeds from the sale of such shares. Such information is as reported on Schedule 13G filed by Paradigm with the SEC on February 12, 2010. The address for Paradigm is Nine Elk Street, Albany, New York 12207.
- (15) Represents shares of our common stock held by FMR LLC, on behalf of itself and its affiliates. Based on the information reported on Schedule 13G/A filed by FMR LLC with the SEC on February 16, 2010: (i) FMR LLC reported beneficial ownership of 2,451,540 shares, sole voting power as to 125,290 of the shares, and sole dispositive power as to 2,451,540 of the shares; (ii) Fidelity Management & Research Company, referred to as Fidelity and a wholly owned subsidiary of FMR LLC, reported beneficial ownership of 2,326,250 shares, and Edward C. Johnson 3d and FMR LLC, through its control of Fidelity, each has sole dispositive power as to 2,326,250 of the shares; (iii) Pyramis Global Advisors, LLC, referred to as PGA and an indirect wholly owned subsidiary of FMR LLC, reported beneficial ownership of 112,761 of the shares, and Edward C. Johnson 3d and FMR LLC, through its control of PGA, each has sole voting and dispositive power as to 112,761 of the shares; and (iv) Pyramis Global Advisors Trust Company, referred to as PGATC and an indirect wholly owned subsidiary of FMR LLC, reported beneficial ownership of 12,529 of the shares, and Edward C. Johnson 3d and FMR LLC, through its control of PGATC, has sole voting and dispositive power as to 12,529 of the shares. The address for FMR LLC is 82 Devonshire Street, Boston, Massachusetts 02109.
- (16) Represents shares of our common stock held by Dimensional Fund Advisors LP, referred to as DFA. Such information is as reported on Schedule 13G filed by DFA with the SEC on February 8, 2010. DFA has sole voting power with respect to 2,077,044 shares and sole dispositive power with respect to 2,161,903 shares, and

such shares are owned by four investment companies and certain trusts and accounts to which DFA provides investment advice. The address for DFA is Palisades West, Building One, 6300 Bee Cave Road, Austin, Texas 78746.

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SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Exchange Act requires our directors, officers, and persons who own more than 10% of a registered class of our securities to file reports of ownership and changes in ownership with the Securities and Exchange Commission. Directors, officers, and greater than 10% stockholders are required by SEC regulations to furnish us with copies of all Section 16(a) forms they file.

Based solely upon our review of the copies of such forms that we received during the year ended December 31, 2009, and written representations that no other reports were required, we believe that each person who at any time during such year was a director, officer, or beneficial owner of more than 10% of our common stock complied with all Section 16(a) filing requirements during 2009.

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COMPENSATION DISCUSSION AND ANALYSIS

Compensation Philosophy and Objectives

Our executive compensation program, which is established by the compensation committee of our board of directors, is intended to attract, motivate, and retain executives and key employees and reward the creation of stockholder value. We seek to provide executive compensation packages that are competitive with other similarly situated companies in our industry and reward the achievement of short-term and long-term performance goals.

Our compensation philosophy generally targets base salary, total cash compensation (base salary plus annual cash bonus), and total compensation each at the 50th percentile of comparable companies. However, our compensation committee's decisions on target compensation for specific individuals are also influenced by a variety of additional factors, including company and individual performance.

Our compensation committee decided not to increase the target 2009 total compensation for any of our executive officers in light of the economic downturn and the cost containment initiatives we implemented in 2009, including widespread salary freezes, the closure of certain of our facilities, and reductions in force. Our compensation committee froze the 2009 base salaries and target cash bonus awards and reduced stock-based compensation for all of our executive officers.

For 2010, our compensation committee engaged a new outside compensation consultant. That consultant developed a new peer group for benchmarking purposes, a peer group that was selected to take into account that our revenues will almost double as a result of the PCB Combination. As discussed more fully below, for 2010 our compensation committee determined to:

increase the base salaries of our officers after our 2009 company-wide salary freeze, as part of the committee's overall plan to adjust compensation levels over time to approximate the 50th percentile of the new peer group;

increase the annual incentive bonus target levels (expressed as a percentage of base salary) for each of our named executive officers, bonuses that will continue to be based 100% on our company-wide operating income performance;

suspend the grant of stock options to our named executive officers;

add performance-based RSUs to our long-term incentive program in order to strengthen pay-for-performance, directly incorporate revenue and earnings before interest, tax, depreciation and amortization expense (EBITDA) objectives and, through the use of a modifier tied to our total stockholder return, provide balance between retention and linkage to stockholder value creation; and

calculate the number of shares of our common stock subject to time-vest and performance RSUs by using the 6-month trailing average closing sale price as of the date of grant, thereby mitigating the effects of our stock price volatility.

An important principle driving our compensation programs is our belief that it benefits all of our constituencies for management's compensation to be tied to our company's current and long-term performance. As a result, at-risk pay is expected to comprise an increasingly significant portion of our executive compensation, particularly for our most senior officers. Our compensation committee is also sensitive to the need to balance the interests of our executives

with those of our stockholders, especially when compensation decisions might increase our cost structure or stockholder dilution.

Role of the Compensation Committee

General. Our compensation committee, which is comprised of three independent members of our board of directors, as discussed in greater detail under Information Relating to Corporate Governance and the Board of Directors is responsible for, among other things,

the review and approval of our compensation philosophy;

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the review of all executive compensation plans and structures, including that of our executive officers and other members of senior management;

the approval (or recommendation to our board of directors) of individual compensation for our executive officers and other members of senior management, including our chief executive officer;

the approval of annual and long-term incentive performance metrics, as well as payouts thereunder; and

the review of other executive benefit plans, including perquisites.

Our compensation committee, in consultation with the independent executive compensation consultant retained by our compensation committee, also analyzes the reasonableness of our overall executive compensation package. Our compensation committee has a written charter that delineates its responsibilities, a full copy of which is posted on our website at www.ttmtech.com.

While our chief executive officer and other executive officers may attend meetings of the compensation committee or our board of directors from time to time, the ultimate decisions regarding executive officer compensation are made solely by the members of our compensation committee or our board of directors. These decisions are based not only on our compensation committee's or the board of directors' deliberations, but also from input requested from outside advisors, including our compensation committee's independent compensation consultant, with respect to, among other things, market data analyses. The final decisions relating to our chief executive officer's compensation have historically been made in executive session by our board of directors without the presence of management. Decisions regarding the other executive officers have typically been made by our compensation committee after considering recommendations from our chief executive officer.

Compensation Consultants. The compensation committee periodically engages the services of outside compensation consultants to provide advice in connection with making executive compensation determinations. The chairman of our compensation committee, in consultation with the other members of our compensation committee, defines the scope of any consultant's engagement and related responsibilities. These responsibilities may include, among other things, advising on issues of executive compensation, equity compensation structure or preparing compensation disclosure for inclusion in our SEC filings. In fulfilling its responsibilities, the outside compensation consultants may interact with management or our other outside advisors to the extent necessary or appropriate.

Our compensation committee retained Pearl Meyer & Partners as its outside compensation consultant for 2008 and 2009, with Pearl Meyer completing its most recent executive compensation assessment in November 2008. In January 2010, our compensation committee engaged Mercer to provide the committee with an executive and director compensation assessment. Although affiliates of Mercer have provided certain services to our company as described above under *Payments to Affiliates of Compensation Consultants During 2009*, Mercer has not been retained to perform any consulting or advisory services for our management team.

The compensation committee's outside compensation consultant provides analyses and recommendations that inform the committee's decisions, but it does not decide or approve any compensation decisions. For 2010, Mercer advised the chairman of our compensation committee on setting agenda items for committee meetings, developed criteria used to identify peer companies for executive compensation and performance comparisons, and reviewed various proposals presented to the committee by management. Mercer representatives met informally with our human resources and other employees, and formally with our compensation committee during its regular meetings, including from time to time in executive session without management.

Management Role in Setting Compensation. Members of our human resources and finance departments work with our chief executive officer to recommend changes to existing compensation plans and programs, to recommend financial and other targets to be achieved under those programs, to prepare analyses of financial data and other briefing materials to assist the committee in making its decisions and, ultimately, to implement the decisions of our compensation committee.

Our chief executive officer is actively engaged in setting compensation for other executives through a variety of means, including recommending for committee approval the financial goals and the annual variable pay amounts for his executive team. He works closely with other members of executive management in analyzing relevant

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market data to determine base salary and annual target bonus opportunities for senior management and to develop targets for our short- and long-term incentive plans. Our chief executive officer is subject to the same financial performance goals as our other named executive officers, all of which are ultimately determined and approved by our compensation committee.

Compensation Structure

Although the final structure may vary from year to year and officer to officer, our compensation committee utilizes three main components for executive officer compensation:

Base Salary fixed pay that takes into account an individual's duties and responsibilities, experience, expertise, and individual performance;

Annual Incentive Bonus variable cash compensation that takes into account our financial performance during a particular year; and

Long-Term Incentives stock-based awards, including stock options or restricted stock units that reflect the performance of our common stock and align executive officer and stockholder interests.

Pay Mix. In determining the allocation each year among current cash compensation, short-term cash compensation, and long-term equity incentive compensation, our compensation committee considers the following factors: our short and long-term business objectives, competitive trends within our industry, and the importance of creating a performance-based environment that ties a significant portion of each executive officer's compensation to the achievement of performance targets and corporate objectives. When considering a proposed compensation package for an executive officer, our compensation committee considers the compensation package as a whole, including each element of total compensation. We have no pre-established policy for allocating between either cash and non-cash or short-term or long-term compensation.

Our compensation committee believes that the particular elements of compensation identified above produce a well-balanced mix of stock-based compensation, retention value, and at-risk compensation that provide the executive officer with both short-term and long-term performance incentives. Base pay provides the executive officer with a measure of security as to the minimum level of compensation he or she will receive while the annual and long-term incentive components motivate the executive officer to focus on the business metrics that will produce a high level of company performance over the long-term. Our compensation committee believes that this approach not only leads to increases in stockholder value and provides an appropriate reward for our executive officers, but also reduces the risk of loss of executive officers to competitors.

While each of the elements of our compensation program are intended to motivate and encourage employees at all levels to drive performance and achieve superior results for our stockholders, there is a different emphasis on the three primary elements based on an employee's position and ability to impact our financial results. In general, the percentage of performance-based pay, or at risk pay, increases with job responsibility. This is intended to offer an opportunity for gain in the event of successful performance, matched with the prospect of reduced compensation in the absence of success. The aggregate base pay for our four named executive officers comprised approximately 42% of the value of the aggregate compensation opportunities (base salary, annual incentive bonuses, and long-term incentives) provided them for the 2009 fiscal year. This allocation was consistent with our compensation committee's overall pay-for-performance philosophy with respect to our executive officers, as defined under Executive Compensation Fiscal Year 2009 Summary Compensation Table.

For 2010, compensation for our named executive officers has been structured so that approximately two-thirds of compensation consists of equity awards or is otherwise performance-based and dependent on our financial results, with the remaining one-third comprising base salary. Within the portion of compensation representing performance-based pay, approximately 37% to 42% is tied to achievement of 2010 incentive goals and 32% to 37% is tied to achievement of financial goals and total stockholder return over a longer period of time. Our compensation committee believes that this mix of short- and long-term incentives provides sufficient rewards in the short-term to motivate near-term performance, while at the same time providing significant incentives to keep our executives focused on longer-term goals that drive stockholder value. This also mitigates the risk of named executive officers

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focusing solely on short-term or solely on long-term goals, and offers retention value as the compensation is received over an extended term.

Total compensation for specific individuals varies based on a number of factors in addition to company and individual performance, including scope of duties, tenure, institutional knowledge, horizontal equity, and/or level of difficulty in recruiting a replacement executive.

Compensation Levels and Benchmarking. Overall compensation levels for executive officers are determined based on one or more of the following factors: the individual's duties and responsibilities within our company, the individual's experience and expertise, the compensation levels for the individual's peers within our company, compensation levels for similar positions in the PCB industry or in the technology industry more generally, performance of the individual and our company as a whole, and the levels of compensation necessary to recruit new executive officers. Each year our compensation committee reviews the compensation of our officers and compares it with that of our peer group companies. This process starts with the selection of an appropriate group of peer companies for comparison purposes. Such peer group is not used for the performance graph included in our Annual Report on Form 10-K for the year ended December 31, 2009.

In computing salary changes, cash bonus opportunities, and long-term incentive awards for 2009, our compensation committee worked with its then compensation consultant (Pearl Meyer & Partners), with input from management, to develop a list of comparable companies for the purpose of benchmarking executive compensation. Numerous factors went into the selection of the comparable companies, including targeting businesses with operations in the electronic components industry with comparable financial measures, such as revenues (generally between \$300 million and \$900 million) and market capitalization (generally between \$150 million and \$1.5 billion). The following 17 companies, along with survey data, were used for benchmarking purposes for 2009:

- | | |
|---------------------------------|----------------------------|
| Advanced Energy Industries | Netgear, Inc. |
| Black Box Corporation | OSI Systems, Inc. |
| Ceradyne, Inc. | Newport Corporation |
| CTS Corporation | Plexus |
| EMS Technologies, Inc. | Powerwave Technologies |
| Hutchinson Tech | RF Micro Devices, Inc. |
| Merix Corporation | SMART Modular Technologies |
| Methode Electronics, Inc. | Stone Ridge, Inc. |
| Multi-Fineline Electronix, Inc. | |

Although our compensation committee's general objective has historically been to target total compensation for executive officers at approximately the 50th percentile, executive compensation decisions for 2009 were influenced significantly by the economic downturn, our decision to implement a widespread salary freeze, and our previously announced plant closures and reductions in force. Accordingly, our compensation committee did not increase the overall target compensation or any individual element of compensation for our executive officers for 2009.

In making compensation decisions for 2010, our compensation committee interviewed a number of outside compensation consultants. In January 2010, our compensation committee engaged Mercer (US) Inc., which we refer to as Mercer, to provide the committee with an executive and director compensation assessment. Mercer agreed to review and revise our company's peer group, analyze peer proxy data, benchmark executives, evaluate long-term incentive vehicles, conduct high-level assessment of annual and long-term performance measures, and develop and recommend changes to remuneration levels and design. Mercer was also asked to provide its opinion on the use of performance-based equity.

For its 2010 executive compensation assessment, Mercer developed a new, rules-based group that was designed to reflect our projected size, assuming the completion of our then contemplated PCB Combination, and market for executive talent. Under this approach, the peer group companies were determined using four screening levels: (1) U.S. publicly traded companies; (2) inclusion in certain industry-specific categories within the general

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information technology sector, excluding software but including electronic manufacturing services (EMS), semiconductors, electronic equipment manufacturers, electronic equipment and instruments, computer storage and peripherals, and communications equipment; (3) revenue between approximately \$500 million and \$2.5 billion; and (4) firms in the EMS and semiconductor GICS (Global Industry Classification Standard) sub-industries, as well as several aerospace and defense component manufacturing companies to take into account our exposure to that sub-industry. Our compensation committee believes that the use of this methodology produced an appropriate peer group for comparison, as well as a peer group that is large and diverse enough so that the addition or elimination of a limited number of companies would not materially alter the overall analysis. Mercer ultimately selected the following 20 companies which, along with survey data, were used for benchmarking purposes for 2010:

Altera	Molex
Benchmark Electronics	Moog
CTS Corporation	Multi-Fineline Electronix
Curtiss-Wright	National Semiconductor
Heico	Novellus Systems
Intersil	Plexus
Lam Research	RF Micro Devices
Linear Technology	Skyworks Solutions
Maxim Integrated Products	Teledyne Technologies
Microchip Technology	Trimble Navigation

The peer group's proxy statements provide detailed pay data for their top five officers. Survey data provides compensation information from a broader group of information technology companies. Our compensation committee, with the assistance of its advisors, generally considers data from these sources in developing a market composite which it uses as a framework for making compensation decisions for each named executive officer's position. Our new peer group contains companies with median revenues of \$1.1 billion and median market capitalization of \$2.1 billion. Our compensation committee was cognizant of the fact that the anticipated growth in our company's revenues, operating income, and cash flow from operations was dependent on the timely consummation of our then contemplated PCB Combination with Meadville. Accordingly, our compensation committee determined to target the base salaries and long-term incentive programs for our named executive officers at approximately the 50th percentile of our new peer group over a three-year period, with increases expected to be phased in over that three-year period.

Our compensation committee intends to continue its practice of retaining executive compensation consultants from time to time, as our compensation committee deems appropriate, to advise our compensation committee with respect to its compensation policies and provide compensation data from comparable companies.

Risk Management Considerations. Our compensation committee believes that our performance-based bonus and equity programs create incentives to create long-term shareholder value. Several elements of the programs are designed to promote the creation of long-term value and thereby discourage behavior that leads to excessive risk:

Our compensation committee believes that operating income, the financial metric used in 2009 and 2010 to determine the amount of an executive's annual incentive bonus, is a measure that drives long-term stockholder value. Moreover, the committee attempts to set ranges for this metric that encourages success without encouraging excessive risk taking to achieve short-term results. In addition, the overall annual incentive bonus for each of our named executive officers never exceeds 140% of the target amount (230% in the case of our chief executive officer), no matter how much financial performance exceeds the ranges established at the beginning of the year.

The measures used to determine vesting of our new performance-based restricted stock units granted in 2010 will be based on rolling three-year performance periods. The committee believes that these three-year performance periods encourage executives to attain sustained performance over several periods, rather than performance in a single period.

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Stock options become exercisable over a three year period and remain exercisable for up to ten years from the date of grant, encouraging executives to look to long-term appreciation in equity values. Our time vest RSUs also vest over a three-year period.

Individual Named Executive Officer Compensation

Base Salary. Base salaries are set with regard to the level of the position within our company and the individual's current and sustained performance. The base salary levels, and any increases or decreases to those levels for each executive, are reviewed and approved each year by our compensation committee. Such adjustments may be based on factors such as the overall performance of our company, new roles and responsibilities assumed by the executive, the performance of the executive officer's area of responsibility, the executive officer's impact on strategic goals, the length of service with our company, or revisions to our compensation philosophy. However, there is no specific weighting applied to any one factor in setting the level of base salary, and the process ultimately relies on the subjective exercise of our compensation committee's judgment. Although salaries are generally targeted at market median, based on our peer group and relevant compensation survey data, our compensation committee may also take into account historical compensation, potential as a key contributor, and special recruiting situations. We believe that providing base salaries at or near the industry median will enable us to remain competitive for qualified executive officers while avoiding paying amounts in excess of what we believe necessary to attract and retain such executive officers.

Base Salaries for Fiscal Year 2009. Base salary deliberations for 2009 were conducted from November 2008 to February 2009. Mr. Alder, our chief executive officer, met with our compensation committee to present recommendations for each of our executive officers (other than himself). After reviewing the market study data and individual performance evaluations for each such executive officer and discussing them with Mr. Alder, our compensation committee ultimately decided to freeze the base salaries for all of our executive officers. This decision was based primarily on the economic downturn, our company's decision to implement a widespread salary freeze, and our previously announced plant closures and reductions in force.

Name	Base Salary	
	2008	2009
Kenton K. Alder	\$ 586,000	\$ 586,000
Steven W. Richards	\$ 280,000	\$ 280,000
Shane S. Whiteside	\$ 345,000	\$ 345,000
Douglas L. Soder	\$ 345,000	\$ 345,000

Base Salaries for Fiscal Year 2010. Base salary deliberations for the 2010 fiscal year were conducted from December 2009 to March 2010.

Analyzing our new peer group, Mercer concluded that the 2009 base salaries of our officers ranged between the 25th percentile and the market median of the new peer group, also noting that our pay mix was more weighted to base salaries than our peer group. Following discussion with Mercer, our compensation committee determined to adjust the salaries of our executive officers, over a three-year period, to target the 50th percentile for our new peer group.

Mr. Alder, our chief executive officer, met with our compensation committee to present recommendations for each of our executive officers (other than himself). After reviewing the market study data and individual performance evaluations for each such executive officer and discussing them with Mr. Alder, our compensation committee approved the recommended base salary increases with some limited modifications, after determining that the increases

were generally consistent with the intention to target over time the 50th percentile for our new peer group, as adjusted to reflect each individual's position and expected contribution to our success.

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Our compensation committee similarly reviewed the chief executive officer compensation market data as well as performance evaluations for Mr. Alder from his direct reports and members of our board of directors. The compensation committee ultimately recommended, and our board of directors approved, increasing the base salary for Mr. Alder in 2010. The increases in base pay for the executive officers, including Mr. Alder, became effective March 22, 2010. A summary of base salary increases made for fiscal year 2010 is outlined below for each of our chief executive officer, chief financial officer and our two other executive officers, which we refer to collectively as our named executive officers.

Name	Base Salary	
	2009	2010
Kenton K. Alder	\$ 586,000	\$ 605,000
Steven W. Richards	\$ 280,000	\$ 310,000
Shane S. Whiteside	\$ 345,000	\$ 355,000
Douglas L. Soder	\$ 345,000	\$ 355,000

Annual Incentive Bonus Program. In addition to base salaries, our compensation committee believes that annual performance-based cash bonuses play an important role in providing incentives to our executive officers to achieve near-term performance goals. For 2009 and 2010, to support collaboration within the senior management group, our compensation committee determined to reward all of our named executive officers for company-wide performance by tying bonus awards solely to our operating income. Each named executive officer has a target annual incentive bonus opportunity, expressed as a percentage of base salary, with the ability to earn above or below that target based on our company's actual performance.

Because such a large percentage of executive officer compensation is performance-based, our compensation committee spends significant time determining the financial targets for our annual cash bonus program. In general, management makes the initial recommendation for the financial targets, and these recommendations are reviewed and discussed by the committee and its advisors. The major factors used in setting targets for a particular year are the results for the most recently-completed year; other factors taken into account may include general economic and market conditions. Our compensation committee sets the final corporate performance goals during our first quarter, typically at a level our compensation committee believes are challenging, but reasonable, for management to achieve.

At the end of each year, our compensation committee determines the level of achievement for the specified financial goal (after making any appropriate adjustments to such goal for the effects of corporate events that were not anticipated in establishing the performance measure) and awards credit for the achievement of the goal as a percentage of the target bonus. Final determinations as to bonus levels are then based on that percentage. Actual bonuses are generally paid to the executives in the first quarter of the subsequent fiscal year.

As it has done in the past, in the future our compensation committee may choose to measure the named executive officers' achievement against specific business unit or individual performance targets as well as corporate goals.

2009 Annual Incentive Bonuses. For 2009, the target percentages were set at levels that, upon achievement of 100% of the established corporate performance goal, were likely to result in bonus payments that our compensation committee believed to be at the median for target bonus amounts for comparable executives at our then peer companies. More specifically, for 2009, our compensation committee established target bonus awards (as a percentage of base salary) of 55% (with a maximum of 120%) for Messrs. Richards, Soder, and Whiteside. Our board of directors, upon recommendation by our compensation committee, established a target bonus award for Mr. Alder of 70% (with a maximum of 170%) of his base salary.

In 2009, our compensation committee determined that, in light of the economic downturn and our then current stock price, the potential bonus payments for 2009 for our executive officers should be based solely on our company's financial performance as measured by operating income. As a result, 100% of the 2009 annual incentive bonus for Messrs. Richards, Soder, and Whiteside was determined based on achieving budgeted operating income of \$50 million, after excluding building and other significant asset impairments, plant closure and related layoff costs, and acquisition costs. The compensation committee believes operating income is a good indicator in

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capturing our success given the market in which we compete and is a measure that management can easily track and communicate to employees throughout the performance period. The board of directors also based our chief executive officer's 2009 annual incentive bonus award exclusively on company-wide operating income performance. A summary of the 2009 performance opportunity and relative payout for each of our named executive officers is outlined below:

Name	2009 Base Salary	Annual Incentive Bonus Levels as % of Base Salary			
		50% of Target(1)	80% of Target	100% of Target	120% of Target(2)
Kenton K. Alder	\$ 586,000	10%	35.0%	70%	170%
Steven W. Richards	\$ 280,000	10%	27.5%	55%	120%
Shane S. Whiteside	\$ 345,000	10%	27.5%	55%	120%
Douglas L. Soder	\$ 345,000	10%	27.5%	55%	120%

(1) Represents the percentage of 2009 base salary that the executive was eligible to receive if we achieved 50% of the operating income target established by our board of directors. Bonuses would not have been earned if operating income had been less than 50% of target.

(2) Represents maximum potential bonus payout for 2009.

For fiscal year 2009, we earned operating income of \$45.8 million (after excluding building and other significant asset impairments, plant closure and related layoff costs, and acquisition costs), or 91.6% of the target, resulting in a payout of approximately 43% of base salary for each of our named executive officers (other than Mr. Alder, who received a payout of 55% of his base salary).

Name	2009 Actual Bonus
Kenton K. Alder	\$ 324,058
Steven W. Richards	\$ 121,660
Shane S. Whiteside	\$ 149,903
Douglas L. Soder	\$ 149,903

2010 Annual Incentive Bonuses. For 2010, our compensation committee determined to again base the annual bonuses of our named executive officers solely on our company-wide operating income, after excluding the results of the acquired Meadville PCB operations, compensation expense attributable to our new PRU program described below, goodwill impairment, building and other significant asset sales, asset write-downs, plant closure and related layoff costs, and residual acquisition costs. Our compensation committee also increased the minimum annual incentive bonus threshold to 60% of the target 2010 operating income and increased target bonus awards (as a percentage of base salary) from 55% to 65% for each of Messrs. Richards, Whiteside and Soder, with the maximum increased from 120% to 140%. Our board of directors, upon recommendation by our compensation committee, increased the 2010 target bonus award for Mr. Alder from 70% to 95%, with his maximum award increased from 170% to 230%. Actual incentive bonus payouts for 2010 performance will be determined by our compensation committee and our board of directors and paid in early 2011, and may be above or below target bonus levels.

The table below lists the 2010 base salaries and bonus levels for each of our named executive officers.

Name	2010 Base Salary	Annual Incentive Bonus Levels as % of Base Salary			
		60% of Target(1)	80% of Target	100% of Target	120% of Target(2)
Kenton K. Alder	\$ 605,000	10%	47.5%	95%	230%
Steven W. Richards	\$ 310,000	10%	32.5%	65%	140%
Shane S. Whiteside	\$ 355,000	10%	32.5%	65%	140%
Douglas L. Soder	\$ 355,000	10%	32.5%	65%	140%

(1) Represents the percentage of 2010 base salary that the executive will receive (assuming applicable individual performance goals are met and discretionary portion is paid in full) if we achieve 60% of the operating income

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target established by our board of directors. Bonuses will not be earned if operating income is less than 60% of the target.

(2) Represents maximum potential bonus payout.

Equity Awards. We believe that providing a significant portion of our executive officers' total compensation package in equity awards aligns the incentives of our executives with the interests of our stockholders and with our long-term success. By compensating our executives with our equity, our executives hold a stake in our company's financial future, and the gains realized in the long term depend on the executives' ability to drive our financial performance. Equity incentive awards are also a useful vehicle for attracting and retaining executive talent in a competitive market.

Our compensation committee and our board of directors develop their equity award determinations based on their judgments as to whether the total compensation packages provided to our executive officers, including prior equity awards and the level of vested and unvested equity awards then held by each participating officer, are sufficient to retain, motivate, and adequately reward the executive officers. This judgment is based in part on information provided by benchmarking studies. The compensation committee has historically targeted the value of the equity awards at or near the 50th percentile of our peer group. In addition, our compensation committee considers the accounting costs that will be reflected in our financial statements when establishing the forms of equity to be granted and the size of the grants as well as the potential dilution associated with the equity awards.

We grant equity awards through our 2006 Equity Incentive Plan, which was adopted by our board of directors and approved by our stockholders and permits the grant of stock options, stock appreciation rights, restricted shares, restricted stock units, performance shares, and other stock-based awards to our officers, directors, employees, and consultants. The material terms of the 2006 Equity Incentive Plan are described below under "Executive Compensation - 2006 Equity Incentive Plan."

Historically we have used two forms of equity for long-term equity incentive compensation: stock options and restricted stock units (RSUs):

Stock Options. Options provide an incentive for executives to drive long-term share price appreciation through the development and execution of effective long-term strategies. Stock option value is only realized if the trading price of our common stock increases. Stock options are issued with exercise prices at 100% of the grant-date fair market value to assure that executives will receive a benefit only when the trading price increases. Option awards generally have value for the executive only if the executive remains employed for the period required for the shares to vest. Starting in 2008, our options have vested as to one-third of the covered shares on each of the first three anniversaries of the grant date, and, if not exercised, expire in a maximum of 10 years (or earlier in the case of termination of employment). In 2009, we granted options to purchase 110,000 shares to our named executive officers.

Restricted Stock Units (RSUs). RSUs represent the right to receive one share of our common stock for each RSU upon the settlement date, which is the date on which certain conditions, such as continued employment with us for a pre-determined length of time, are satisfied. Starting in 2007, we elected to substitute a percentage of the named executive officers' equity incentive award value, which had historically been provided with only stock options, with RSUs. This change was made to enhance the retention of named executive officers and balance the more volatile rewards associated with stock options. Our compensation committee believes that RSUs align the interests of the named executive officers with the interests of the stockholders because the value of these awards appreciate if the trading price of our common stock appreciates, and also have retention value even during periods in which our trading price does not appreciate, which supports continuity in the senior management team. Shares of our stock are issued to RSU holders as the awards vest. Historically, the vesting schedule for RSUs granted to our named executive officers provided that each award vests in three equal annual installments. In 2009, we granted RSUs for an aggregate of

645,337 shares of our common stock to a total of 145 employees, of which RSUs for 196,266 shares were issued to our named executive officers.

In recent periods our compensation committee has weighted equity awards more towards RSUs than stock options because these awards reflect both increases and decreases in stock prices from the grant-date market prices and thus tie compensation more closely to changes in stockholder value at all levels compared to options, whose

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intrinsic value changes only when the market price of shares is above the exercise price. In addition, RSUs allow our compensation committee to deliver equivalent value with use of fewer authorized shares. Changes in the accounting treatment for stock options also made them less attractive relative to RSUs, and stock options now represent a smaller percentage of long-term compensation than they did in prior years. For 2009, approximately 61% of the named executive officers' equity incentive award value was granted in the form of RSUs and approximately 39% in the form of stock options. Our compensation committee determined to grant only RSUs, and no stock options, to named executive officers in 2010. The compensation committee replaced the stock options with performance-based RSUs, which it believes provide a more effective means to align stockholders' interests with those of management.

Our compensation committee may in the future adjust the mix of equity award types or approve different awards, such as restricted stock, as part of the overall long-term incentive award. Awards made in connection with a new, extended or expanded employment relationship may involve a different mix of RSUs and options depending on our compensation committee's assessment of the total compensation package being offered.

2009 Equity Awards. For 2009, our compensation committee reviewed market trends regarding the magnitude and mix of equity compensation issued to employees and executives among comparable companies, and reassessed the relative advantages and disadvantages of issuing various forms of equity compensation in connection with establishing the executive compensation packages. The compensation committee concluded that the issuance of restricted stock units during fiscal year 2009 would continue to be a more motivating form of incentive compensation for our employees and would permit us to issue fewer shares, thereby reducing the potential dilutive impact on our stockholders. However, our compensation committee also believed that the executive officers should also receive a portion of their equity compensation in the form of stock options to strengthen the linkage between executive compensation and increased stockholder value. For 2009, our compensation committee approved the issuance of equity that resulted in targeted total compensation for the executive officers at approximately the 50th percentile of the then benchmark data. Our chief executive officer received the highest proportion of option value to the total equity value.

Noting the then current trading price of our stock, our compensation committee decided to decrease the dollar value of RSUs awarded in 2009 from 2008, but increased the number of shares subject to the RSUs, calculating the amount of RSUs to be awarded in 2009 based on the 6-month trailing average closing price (\$6.47) of our common stock as of March 5, 2009, the date of grant. Our compensation committee also decided to award the same number of stock options in 2009 as our executive officers received in 2008.

The following table sets forth the estimated value of our 2009 equity awards and the number of restricted stock units and stock options awarded to our named executive officers in 2009.

Name	Dollar Value of RSUs(1)	Number of RSUs(1)(2)	Number of Stock Options(3)
Kenton K. Alder	\$ 510,600	78,918	50,000
Steven W. Richards	\$ 253,080	39,116	20,000
Shane S. Whiteside	\$ 253,080	39,116	20,000
Douglas L. Soder	\$ 253,080	39,116	20,000

- (1) The number of RSUs awarded was calculated using a dollar value per share of \$6.47, which was the six-month trailing average closing price as of March 5, 2009, the grant date. On March 5, 2009, the closing sales price for our stock was \$4.34.

- (2) One-third of the restricted stock units vest on each of the first three anniversaries of the grant date.
- (3) One quarter of the stock options listed were issued on the date of each of our regularly scheduled quarterly board of directors meetings (February 12, May 7, August 5 and November 5, 2009). The exercise price for the stock options was equal to the closing sale price on the date of grant. The options granted to our four named executive officers in 2009 have an average per share exercise price of \$8.99. One-third of the stock options granted will vest on each of the first three anniversaries of the grant date.

2010 Equity Awards. For 2010, our compensation committee determined to replace stock options with a performance-based element to our long term incentive program in order to strengthen pay-for-performance.

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Accordingly, in March 2010, our compensation committee approved a new long-term incentive program (the PRU Program) for our executive officers. Under this program, performance-based RSUs, referred to as performance-based restricted units (PRUs), are awarded to eligible employees. PRU awards are intended to reward employees to the extent we achieve specific pre-established financial performance goals and provide a long-term return to our stockholders relative to a broader market index. Implementation of this program represented an important step taken by our compensation committee to drive a pay-for-performance culture with a component explicitly linked to total stockholder return. It was also consistent with the direction being taken by several of our new peer group companies.

Under the PRU Program, a target number of PRUs is awarded at the beginning of each three-year performance period. The number of shares of our common stock released at the end of the performance period will range from zero to 2.4 times the target number depending on performance during the period. The performance metrics of the PRU Program are (a) annual financial targets, which for 2010 are based on revenues and EBITDA, each of which performance metrics is equally weighted, and (b) an overall modifier based on our company's total stockholder return (TSR) relative to the S&P SmallCap 600, which we refer to as the S&P 600, over the three-year performance period. The calculation of EBITDA will exclude compensation expense attributable to the PRU program, goodwill impairment, building and other significant asset sales, asset write-downs, plant closure and related layoff costs, and residual acquisition costs. Payouts under the PRU Program are based on rolling three-year performance periods, and the annual financial metrics for future years may be different from those selected for 2010.

Each PRU will be equal in value to one share of our common stock. Recipients of PRU awards generally must remain employed by us on a continuous basis through the end of the relevant performance period in order to receive any amount of the PRUs covered by that award, except that recipients may be entitled to a pro-rata amount of PRUs in the case of the recipient's death, disability or approved retirement.

The key 2010 financial metrics of revenue and EBITDA are equally weighted under our PRU Program. The metric of EBITDA is generally intended to focus our executives on tangible growth and cost reduction opportunities. Our compensation committee believes that it is a key metric that both drives and demonstrates improved financial performance within our company. It is also a complementary metric to the revenue metric used under the PRU Program for 2010. The combination of the two performance metrics limits the ability of an executive to be rewarded for taking excessive risk on behalf of our company by, for example, seeking revenue-enhancing opportunities at the expense of EBITDA, since performance is required on both metrics to maximize payout under the PRU Program. The performance targets established by our compensation committee are used solely for compensation purposes and should not be understood to be management's expectations or guidance relating to future financial performance.

The TSR modifier is intended to ensure that there are no payouts or limited payouts under the PRU Program if our stock performance is below the median TSR of S&P 600 companies for the three-year performance period. Where the annual financial goals (revenue and EBITDA for 2010) have been met and where there has been strong relative TSR performance over the three-year performance period, the PRU Program may provide substantial rewards to participants with respect to that performance period. However, even if revenue and EBITDA goals are achieved in each of the three years, there may be no or limited payouts if our stock performance is below that of the median TSR of S&P 600 companies.

Under the PRU Program, financial goals are set at the beginning of each fiscal year, and performance is reviewed at the end of that year. For 2010, the annual financial goals are revenue and EBITDA. The percentage to be applied to each participant's target award ranges from zero to 160%, based upon the extent to which the two annual performance goals are achieved. If we do not achieve a 60% threshold level of revenue or EBITDA performance for the year, the amount earned for that performance element of one-third of the award is zero. If we achieve the 60% threshold for both the targeted levels of revenue and EBITDA performance for the year, a percentage (ranging on a sliding scale from 40% to 160%) will be applied to one-third of the participant's PRU award to determine the number of units

earned during that year. If we achieve 120% or more of the target level of revenue or EBITDA, the amount earned for that performance element of the award will be 160% of one-third of the initial PRU award. For example, if a named executive officer receives an award of 234,000 PRUs, we continue to use revenue and EBITDA

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as our annual financial goals for 2011 and 2012 and we achieve (i) 130% of the revenue target and 60% of the EBITDA target in the first year, (ii) 100% of each of the revenue and EBITDA targets the second year, and (iii) 120% of the revenue target and 55% of the EBITDA target the third year, the participant will earn (and bank, pending application of the TSR modifier) 218,400 PRUs ((160% x 39,000) + (40% x 39,000) + (100% x 39,000) + (100% x 39,000) + (160% x 39,000) + (0 x 39,000)).

At the end of the three-year performance period, the total units earned, if any, are adjusted by applying a modifier based on our company's TSR based on stock price changes (using for the 2010 awards the 6 month trailing average closing price at January 1, 2010 compared to the 6 month trailing average closing price at December 31, 2012), assuming reinvestment of dividends, relative to the TSR of S&P 600 companies for the three-year period. If our TSR is in the bottom 20th percentile of the S&P 600, the modifier will be zero, and no shares will be released with respect to that three-year performance period. If our TSR is at or above the 80th percentile of S&P 600 companies for the period, the maximum modifier of 150% will apply, and the number of shares released will equal 150% of the number of units earned during the period with respect to annual financial metric performance. If our TSR is between the 20th and 50th percentile of the S&P 600, the modifier will range on a sliding scale between .70 and 1.0. If our TSR is between the 50th and 80th percentile of the S&P 600, the modifier will range on a sliding scale between 1.0 and 1.5. For example, if a participant was credited with 218,400 PRUs at the end of the performance period and our TSR for that three-year period was at the 80th percentile of the S&P 600, a total of 327,600 shares of our common stock would be released to the participant for that period (218,400 x 150% = 327,600).

To achieve the maximum payout (240% of the initial PRU award), we must achieve the maximum annual financial goals for each of the three years in the relevant performance period and our TSR must meet or exceed the 80th percentile of the TSRs of S&P 600 companies for that period. Award values will reflect changes in stock price (both increases and decreases) over the three-year period because awards are denominated in stock units payable in shares.

At its March 2010 meeting, our compensation committee set the PRU revenue and EBITDA goals for fiscal 2010. The revenue and EBI