

CTS CORPORATION
BOARD OF DIRECTORS
TECHNOLOGY AND TRANSACTIONS COMMITTEE CHARTER

PURPOSE

The purpose of the Technology and Transactions Committee (the “Committee”) of the Board of Directors (the “Board”) of CTS Corporation (the “Company”) is to assist the Board in its oversight of the Company’s inorganic growth strategy (e.g., mergers, acquisitions, divestitures and other transactions) and new product and technology development strategies, projects and initiatives.

COMPOSITION

The Committee shall be comprised of a minimum of three and a maximum of five members of the Board appointed from time to time by the Board based upon recommendations of the Nominating, Governance and Sustainability Committee. The Board may designate one of such members as the Chair of the Committee. A majority of the members of the Committee shall be: (a) “independent” (i) as such term is defined under applicable federal securities laws, rules and regulations and the rules and regulations of the New York Stock Exchange and (ii) based upon criteria set from time to time by the Board; and (b) a “non-employee director” as defined in Rule 16b-3 under the Securities Exchange Act of 1934. Each Committee member will serve at the pleasure of the Board for such term as the Board may decide or until such Committee member is no longer a Board member.

RESPONSIBILITIES AND AUTHORITY

The responsibilities of the Committee include the following:

Technology

1. Review CTS’ technology strategy, new product development program, and performance in the context of targeted market segments and the Company’s strategic goals.
2. Review the Company’s organic development of technology, and opportunities to acquire technology directly or through business acquisition or combination transactions.
3. Review key technology initiatives, their expected benefits and impact on the Company’s or a business unit’s strategy and timelines for implementation.
4. Review existing and future trends and threats in technology that may impact the Company’s or a business unit’s strategy.

Transactions

1. Review possible mergers, acquisitions, divestitures or other transactions identified by management for possible consideration by the Board.
2. Periodically review the performance of acquisitions.

GENERAL

Meetings of the Committee

The Committee shall meet in person, by videoconference or telephonically at least three times per year or more frequently as it may determine necessary to comply with its responsibilities as set forth herein. One-third of the members, but not less than two members, shall constitute a quorum. The Committee shall be authorized to take any permitted action only by the affirmative vote of a majority of the Committee members present at a meeting at which a quorum exists. The Committee may request any officer or employee of the Company or the Company's outside legal counsel or other advisor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

Resources and Authority of the Committee

The Committee shall have direct access to, and complete and open communication with, senior management and may obtain advice and assistance from internal legal, accounting and other advisors to assist it. In performing its functions, the Committee is entitled to rely on the findings of fact, advice, reports and opinions of management as well as legal, accounting and other advisors retained by the Company. The Committee may retain, as it defines to be appropriate, independent legal, accounting and other advisors to assist it, and may determine the compensation of such advisors, and the Company shall be responsible for any costs or expenses so incurred. The Committee may, in its discretion, delegate specific duties and responsibilities to a subcommittee or an individual Committee member, or to an executive officer, to the extent permitted by applicable law.

Reporting to the Board of Directors

The Committee shall report its actions and any recommendations to the Board on a regular basis.

Annual Review of Charter

The Committee shall conduct and review with the Board annually an evaluation of this Charter and recommend any changes to the Board. The Charter evaluation shall be conducted by the Committee in such manner as the Committee, in its business judgment, deems appropriate.

Annual Performance Evaluation

The Committee shall conduct and review with the Board annually an evaluation of the Committee's performance with respect to the requirements of this Charter. The performance evaluation shall be conducted by the Committee in such manner as the Committee, in its business judgment, deems appropriate.