

IEC ELECTRONICS CORP.  
AUDIT COMMITTEE CHARTER  
(Amended and Restated February 4, 2009)  
(Amended and Restated November 13, 2013)

**Purposes**

The purposes of the Audit Committee (the “Committee”) of the Board of Directors (“Board”) of IEC Electronics Corp. (the “Company”) are to (a) assist the Board in fulfilling its oversight responsibilities with respect to (i) the quality and integrity of the Company’s financial statements and related disclosures, (ii) the Company’s compliance with legal and regulatory requirements, including the Company’s internal controls and procedures and the Company’s disclosure controls and procedures, and (iii) the independent auditors’ qualifications, independence and performance; and (b) prepare the Committee’s report for inclusion in the Company’s proxy statement for the annual meeting of stockholders in accordance with applicable rules and regulations.

**Composition and Procedure**

1. Membership and Appointment. The Committee shall be composed of three or more directors who shall be appointed by the Board in accordance with the by-laws of the Company. The members of the Committee shall serve at the pleasure of the Board for such term or terms as the Board may determine. The Board shall designate one of the members as Chairperson of the Committee.

2. Independence and other Qualifications. Each Committee member must meet all applicable independence, financial literacy, experience, and other requirements of the primary trading market or securities exchange on which the Company’s securities are traded (the “Relevant Stock Market”), (b) Section 10A(m)(3) of the Securities Exchange Act of 1934 (the “Exchange Act”), and (c) Section 301 of the Sarbanes-Oxley Act of 2002 and the rules and regulations promulgated thereunder by the Securities and Exchange Commission (“SEC”) and the Relevant Stock Market, as such requirements are interpreted by the Board in its business judgment. The Board shall endeavor to appoint at least one Committee member who has the experience and expertise sufficient to qualify as an “audit committee financial expert” within the meaning of Item 407(d)(5)(ii) of Regulation S-K and any other applicable rules and regulations, and the Company will make the disclosure required by the rules and regulations of the SEC with respect to such matters.

3. Committee Meetings. The Committee shall meet in person or telephonically at least quarterly or more frequently as necessary to carry out its responsibilities under this Charter. The Committee Chairperson will, in consultation with the other members of the Committee, the Company’s independent auditors and the appropriate officers of the Company, call, establish the agenda for, and supervise the conduct of, each Committee meeting. The Committee may also take any action permitted under this Charter by unanimous written consent. A majority of the number of Committee members selected by the Board will constitute a quorum for conducting business at a Committee meeting. The act of the majority of Committee members present at a Committee meeting at which a quorum is in attendance will be the act of the Committee, unless a greater number is required by law or the Company’s certificate of incorporation or by-laws. The Committee shall keep accurate minutes of its meetings and shall present such minutes to the Board.

4. Authority; Retention of Advisors. The Committee is empowered by the Board to take all appropriate action within the scope of its responsibilities as set forth in this Charter. The Committee shall have full and unrestricted access to all personnel, records, operations, properties and other informational sources of the Company as required to properly discharge its responsibilities. Further, the Committee is granted the authority to investigate any activity of the Company, and all employees are directed to cooperate as requested by members of the Committee. The Committee shall also be empowered to select, retain, oversee and terminate, if necessary, (i) outside counsel, (ii) registered public accountants in addition to the Company’s independent auditors engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, or (iii) persons having special competencies as necessary to assist the Committee in fulfilling its responsibilities. The Committee shall have the sole authority to determine and approve related fees and retention terms for any such advisors, who will be compensated by the Company.

5. Meetings with Management and Advisors. The Committee may request any officer or employee of the Company, or any representative of the Company's outside legal counsel or independent auditors, to attend a meeting or to meet with any members of, or advisors to, the Committee. The Committee shall meet with the Company's management and the independent auditors periodically in separate, private sessions to discuss any matter that the Committee, management, the independent auditors or such other persons believe should be discussed privately.

6. Delegation. The Chairperson or any one or more members of the Committee, as designated by the Committee, may act on behalf of the Committee. Such person or persons, to the extent provided in the resolutions of the Committee and to the extent not limited by applicable law or listing standard, shall have and may exercise all the powers and authority of the Committee. Such person or persons shall keep regular minutes of meetings and report the same to the Committee or Board when requested.

### **Duties and Responsibilities**

The following shall be the common recurring duties and responsibilities of the Committee in carrying out its oversight responsibilities. These duties and responsibilities are set forth below as a guide to the Committee with the understanding that the Committee may alter or supplement them as appropriate under the circumstances to the extent permitted by applicable law or listing standards of the Relevant Stock Market.

7. Oversight of Relationship with Independent Auditors.

- (a) *Appointment and Oversight.* The Committee shall be directly responsible for the appointment, retention, termination, compensation and oversight of the work of the independent auditors employed by the Company (including resolution of any disagreements between management and the independent auditors regarding financial reporting) for the purpose of preparing or issuing an audit report or related work or performing other audit, review or other services for the Company. The independent auditors shall report directly to the Committee.
- (b) *Pre-approval of Services.* In accordance with the requirements of the Relevant Stock Market and any other applicable legal and regulatory requirements, the Committee shall pre-approve all auditing services and permitted non-audit and tax services to be provided by the independent auditors and the related fees, and shall establish policies and procedures for the pre-approval of such engagements. The Committee shall consider whether the provision of any such non-audit services is compatible with the independence of the independent auditors. The Committee may delegate to subcommittees consisting of one or more members the authority to grant preapprovals of permitted non-audit and tax services, provided that decisions of such subcommittee to grant preapprovals shall be presented to the full Committee at its next scheduled meeting. The Committee may consult with management regarding these matters but may not delegate this authority to management. The Committee shall review with the lead audit partner whether any of the senior audit team members receive any discretionary compensation from the audit firm with respect to non-audit services performed by the independent auditors.
- (c) *Auditor Independence.* In connection with the retention of the Company's independent auditors and the evaluation by the Committee of the qualifications, performance and independence of the independent auditors, the Committee shall, at least annually, review and discuss the information provided by management and the auditors relating to the independence of the firm, including, among other things, information related to the non-audit services provided and expected to be provided by the firm to the Company. The Committee shall (i) ensure that the independent auditors submit at least annually to the Committee a formal written statement delineating all relationships between the firm and the Company consistent with PCAOB Ethics and Independence Rule 3526, (ii) actively engage in a dialogue with the auditors regarding any disclosed relationship or services that may impact

the objectivity and independence of the auditors, and (iii) take, or recommend that the full Board take, appropriate action in response to the auditors' report to satisfy itself of the firm's independence. In connection with its evaluation of the auditors' independence, the Committee shall also review and evaluate the lead audit partner and shall ensure the regular rotation of the lead audit partner and the reviewing audit partner of the independent auditors in accordance with applicable law.

- (d) *Quality Control of Auditors.* The Committee shall obtain and review with the lead audit partner and, if the Committee deems it appropriate, a more senior representative of the independent auditors, annually or more frequently as the Committee considers appropriate, a report by the independent auditors describing: the independent auditors' internal quality-control procedures; any material issues raised by the most recent internal quality-control review, or peer review, of the independent auditors, or by any inquiry, review or investigation by governmental or professional or other regulatory authorities, within the preceding five years, respecting independent audits carried out by the independent auditors, and any steps taken to deal with these issues; and (to assess the independent auditors' independence) all relationships between the independent auditors and the Company.
- (e) *Hiring Employees of Auditors.* The Committee shall establish policies for the hiring by the Company of current or former partners, principals, shareholders or professional employees of the independent auditors, which policies shall meet the requirements of applicable law and listing standards.
- (f) *Statement of Fees.* The Committee shall ensure that the independent auditors prepare and deliver annually a formal written statement of the fees billed in each of the last two fiscal years in a manner consistent with the disclosure requirements of Item 9(e) of Regulation 14A (Proxy Rules) and the applicable rules and regulations of the SEC.

8. Oversight of Financial Statements and Related Disclosures

- (a) *Audit Plan.* The Committee shall meet with management and the independent auditors prior to the commencement of each annual audit to discuss the scope of the audit, the terms of engagement, the auditor's responsibilities and those of management, any significant risks identified, the schedule, the procedures to be followed and the staffing of the audit. The Audit Committee must agree to the engagement letter to be executed by the Company.
- (b) *Audited Financial Statements.* The Committee shall review and discuss with management and the independent auditors the annual audited financial statements, including related footnotes, the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," and the certifications and disclosures regarding internal controls and other matters required to be reported to the Committee by Section 302 of the Sarbanes-Oxley Act of 2002, and applicable rules and regulations thereunder, prior to the filing with the SEC of the related Form 10-K and the independent auditors' report thereon.
- (c) *Communications with Auditors.* Prior to filing a report of the independent auditors with the SEC, the Committee shall also review and discuss with the independent auditors and management the reports from the independent auditors covering:
  - (i) all critical accounting policies and practices to be used;
  - (ii) all material alternative treatments of financial information within generally accepted accounting principles ("GAAP") that have been discussed with management, including the ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditors;
  - (iii) all other material written communications between the independent auditors and management, such as any engagement letter, independence letter, "management"

or “internal control” letter issued or proposed to be issued, any management presentation letter, reports on observations and recommendations on internal controls, schedule of unadjusted audit differences and a listing of adjustments and reclassifications not recorded, if any;

- (iv) all matters required to be discussed with the Committee by the independent auditors under generally accepted auditing standards including PCAOB Auditing Standards No. 16, Communication with Audit Committees, relating to the conduct of the audit, including among others the Company’s critical accounting policies, practices and estimates, significant unusual transactions, and uncorrected and corrected misstatements;
- (v) all matters related to any difficulties with management encountered in performing the audit (such as restrictions on the scope of the independent auditors’ activities or on its access to requested information) and any significant disagreements with management over the application of accounting principles, the basis for management’s accounting estimates and the disclosures in the financial statements;
- (vi) the judgments of the independent auditors with respect to the quality, not just the acceptability, of the Company’s accounting principles and underlying estimates in the financial statements;
- (vii) the significant financial reporting issues and judgments made in connection with the preparation of the Company’s financial statements, including any significant changes in the Company’s selection or application of accounting principles, any major issues as to the adequacy of the Company’s internal controls, and any special steps adopted in light of material internal control deficiencies or weaknesses;
- (viii) the effect of regulatory and accounting initiatives on the financial statements of the Company; and
- (ix) such other matters as the Committee deems appropriate.

(d) *Disagreements with Management.* The Committee shall discuss with the independent auditors any disagreements between the independent auditors and management on financial reporting and shall decide all such unresolved disagreements.

(e) *Recommendation to Include Financial Statements in Annual Report.* The Committee shall, based on the review and discussions in paragraphs (b) and (c) above, and based on the disclosures received from the independent auditors regarding its independence and discussions with the auditors regarding such independence, determine whether to recommend to the Board that the audited financial statements be included in the Company’s Annual Report on Form 10-K for the fiscal year subject to the audit.

(f) *Quarterly Financial Statements.* The Committee, through its Chairperson or the Committee as a whole, shall review and discuss with management and the independent auditors the Company’s quarterly financial results, the disclosures under “Management’s Discussion and Analysis of Financial Condition and Results of Operations”, all required management certifications and any items required to be communicated by the independent auditors under generally accepted auditing standards prior to the filing with the SEC of the related Form 10-Q.

(g) *Earnings Press Releases.* The Committee, through its Chairperson or the Committee as a whole, shall review and discuss with management all press releases related to the Company’s earnings, including the use of “pro forma” or adjusted non-GAAP information, as well as financial information and earnings guidance provided to financial analysts and others.

## 9. Oversight of Controls and Procedures

(a) *Internal Controls and Procedures.* The Committee shall have responsibility for overseeing that management has implemented an effective system of internal controls

and procedures that provide reasonable assurance regarding the reliability of the Company's financial reporting, the preparation of financial statements for external purposes in accordance with generally accepted accounting principles and the Company's compliance with applicable laws, regulations and Company policies.

- (i) The Committee shall review with management its evaluation of the Company's internal control structure and procedures for financial reporting and review periodically, but in no event less frequently than quarterly, management's conclusions about the effectiveness of such internal controls and procedures, including any significant deficiencies in, or material non-compliance with, such controls and procedures.
- (ii) The Committee shall review and may take appropriate action with respect to any disclosures made to the Committee by the Chief Executive Officer and the Chief Financial Officer during their certification process for the Form 10-K and Form 10-Q with respect to (x) any significant deficiencies in the design or operation of internal controls or material weaknesses therein, (y) any fraud, whether or not material, involving management or other employees who have a significant role in the Company's internal controls, and (z) whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls.
- (iii) The Committee shall discuss with the independent auditors the adequacy and effectiveness of the Company's internal controls and consider any recommendations for the improvement of such controls.
- (iv) The Committee shall review management's responses to the independent auditors' management letter recommendations for improving internal controls.

(b) *Disclosure Controls and Procedures.* The Committee shall have responsibility for overseeing that management has implemented an effective system of disclosure controls and procedures that ensure that material information regarding the Company is made known to the Chief Executive Officer and the Chief Financial Officer by others.

- (i) On a quarterly basis, the Committee shall discuss with management the Company's disclosure controls and procedures.
- (ii) The Committee shall review and may take appropriate action with respect to any disclosures made to the Committee by the Chief Executive Officer and the Chief Financial Officer during their certification process for the Form 10-K and Form 10-Q regarding their conclusions about the effectiveness of the Company's disclosure controls and procedures.
- (iii) The Committee shall review with the independent auditors, and any other outside professionals as the Committee considers appropriate, the effectiveness of the Company's disclosure controls and procedures and consider any recommendations for the improvements of such controls.
- (iv) The Committee shall review management's responses to the independent auditors' management letter recommendations for improving disclosure controls.

10. Other Powers and Responsibilities

- (a) *Related Party Transactions.* The Committee shall review related party transactions on an ongoing basis and all such transactions must be approved by the Committee unless approved by the independent members of the Board.
- (b) *Risk Assessment and Management.* The Committee shall periodically review and discuss with management and the independent auditors the Company's major financial risk exposures and the steps that management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies and guidelines.

- (c) *Correspondence with Regulators.* The Committee shall discuss with management and the independent auditors any correspondence from or with regulators or governmental agencies, any employee complaints or any published reports that raise material issues regarding the Company's financial statements, financial reporting process, accounting policies or internal audit function.
- (d) *Legal Matters.* The Committee shall review with the Company's outside counsel legal matters that may have a material impact on the Company's financial statements or the Company's compliance policies or that may otherwise warrant the Committee's attention.
- (e) *Complaints.* The Committee shall establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters. The Committee shall also establish procedures for the confidential and anonymous submission by employees regarding questionable accounting or auditing matters.
- (f) *Reports on Financial Statements.* The Committee shall provide the Company with the report of the Committee with respect to the audited financial statements required by Item 407(d)(3) of Reg. S-K, for inclusion in each of the Company's annual proxy statements.
- (g) *Board Reports.* The Committee, through its Chairperson, shall report regularly to, and review with, the Board any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Company's independent auditor, the performance of the Company's internal audit function or any other matter the Committee determines is necessary or advisable to report to the Board.
- (h) *Code of Ethics.* The Committee shall administer and oversee the Company's code of ethics and, to the extent delegated by the Board, similar compliance programs.
- (i) *Other Activities.* The Committee shall perform such other activities consistent with this Charter, the Company's by-laws, governing law, the rules and regulations of the Relevant Stock Market and such other requirements applicable to the Committee as the Committee or the Board deems necessary or appropriate.
- (j) *Funding for Other Activities.* The Company shall provide for appropriate funding, as determined by the Committee, for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate to the Committee's carrying out its duties.
- (k) *Future Amendments to Charter.* The Committee shall review and reassess this Charter, and the performance of its duties under it, annually and submit any recommended changes to the Board for its consideration. This Charter and any provision contained herein may be amended or repealed by the Board.

#### **Limitation of Audit Committee's Role**

While the Committee has the authority, responsibilities and powers set forth in this Charter, its function is one of oversight and review. It is not the duty of the Committee to plan or conduct audits or to determine that the financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable legal, accounting and other requirements. These are the responsibilities of management and the independent auditors. In adopting this Charter, the Board acknowledges that the Committee members are not employees of the Company and are not providing any expert or special assurance as to the Company's financial statements or any professional certification as to the independent auditors' work or auditing standards. Each member of the Committee shall be entitled to rely on the integrity of those persons and organizations within and outside the Company that provide information to the Committee and the accuracy and completeness of the financial and other information provided to the Committee by such person or persons absent actual knowledge to the contrary.