

**Charter of the
Audit Committee
of the
Board of Directors
of
STRATTEC SECURITY CORPORATION**
(as amended and restated as of October 11, 2016)

A. Purpose.

The Audit Committee (the "Committee" or the "Audit Committee") is established by the Board of Directors (the "Board") to monitor the corporate financial reporting and the internal and external audits of STRATTEC SECURITY CORPORATION (the "Company"). The Audit Committee is directly responsible for the appointment, compensation and oversight of the work of the Company's independent auditors, including the resolution of disagreements between management and the auditor regarding financial reporting. The Audit Committee shall assist the Board with oversight of (i) the integrity of the Company's financial statements, the accounting and financial reporting process of the Company and the audits of the financial statements of the Company; (ii) the Company's compliance with legal and regulatory requirements; (iii) the independent auditor's qualifications and independence; (iv) the Company's systems of disclosure controls and procedures, internal control over financial reporting, and compliance with ethical standards adopted by the Company; and (v) the performance of the Company's internal accounting function and the performance of the independent auditors. In addition, the Audit Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board from time to time prescribes.

The function of the Audit Committee is oversight. In so doing, it is the responsibility of the Committee to act independently while maintaining free and open communication between the Committee, the independent auditors, the internal auditors and management of the Company. The Committee in carrying out its responsibilities believes its policies and procedures should remain flexible, in order to best react to changing conditions and circumstances. The Committee should take the appropriate actions to set the overall corporate "tone" for quality financial reporting, sound business risk practices, and ethical behavior.

The management of the Company is responsible for the preparation, presentation and integrity of the Company's financial statements. Management is responsible for maintaining appropriate accounting and financial reporting principles and policies and internal controls and procedures designed to assure compliance with accounting standards and applicable laws and regulations. The independent auditors are responsible for planning and carrying out a proper audit or review, including reviews of the Company's

quarterly financial statements prior to the filing of each quarterly report on Form 10-Q, and other procedures. In fulfilling their responsibilities under this charter, it is recognized that members of the Audit Committee are not full-time employees of the Company and are not, and do not represent themselves to be, accountants or auditors by profession. As such, it is not the duty or responsibility of the Audit Committee or its members to conduct auditing or accounting reviews or procedures, and each member of the Audit Committee shall be entitled to rely on (a) the integrity of those persons and organizations within and outside the Company from whom it receives information and (b) the accuracy of the financial and other information provided to the Audit Committee by such persons or organizations.

The independent auditors for the Company are ultimately accountable to the Audit Committee and the Board. The Audit Committee has the direct authority and responsibility to select, evaluate and, where appropriate, replace the independent auditors (or to nominate the independent auditors to be proposed for shareholder ratification in the proxy statement). The Company shall provide the Audit Committee with appropriate funding for payment of compensation, fees and expenses to the independent auditors and to counsel or other advisors that the Audit Committee may deem appropriate to engage.

B. Membership.

The Audit Committee will consist of at least three members of the Board who are "independent directors" within the meaning of the rules of the Securities and Exchange Commission and the rules of the Nasdaq Stock Market, each of whom shall not be an officer or employee of the Company or its subsidiaries, shall not have any relationship which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director and shall otherwise satisfy the applicable membership requirements under the rules of the Nasdaq Stock Market and the Securities and Exchange Commission. In fulfilling their responsibilities under this charter, it is recognized that members of the Audit Committee are not and do not represent themselves to be, accountants or auditors by profession, but who are deemed by the Board to be "financially literate." A "financially literate" director is one who is able to read and understand fundamental financial statements, including the Company's balance sheet, income statement and cash flow statement. At least one member of the Audit Committee shall be an "audit committee financial expert" as may be defined by the rules of the Securities and Exchange Commission.

Upon recommendation of the Nominating and Corporate Governance Committee, the members of the Audit Committee, shall be appointed by the Board to hold such office until removed by the Board or until their successors have been duly appointed and qualified. Unless a chairperson is appointed by the Board, the members of the Committee may designate a chairperson by majority vote of the full Committee membership.

C. **Responsibilities.**

The responsibilities of the Audit Committee shall include:

1. Reviewing on a continuing basis the adequacy of the Company's system of internal control over financial reporting and the Company's disclosure controls and procedures;
2. Reviewing on a continuing basis the activities, organizational structure and qualifications of the Company's internal accounting function;
3. Reviewing the independent auditors' proposed audit scope and approach, including, when applicable, audit procedures with respect to the Company's internal control over financial reporting;
4. Reviewing with management and the independent auditors the audited financial statements and audit findings, including any significant suggestions for improvements provided to management by the independent auditors and any serious difficulties or disputes with management encountered during the course of the audit, and reviewing the other financial disclosures in the Company's Form 10-K report, including Management's Discussion and Analysis of Financial Condition and Results of Operations. Based on (a) the Committee's review and discussion of the Company's annual audited financial statements with management and the independent auditors, (b) the Committee's discussions with the independent auditors on their independence and the matters required to be discussed by SAS 61, as amended (AICPA, Professional Standards, Vol. 1 AU section 380), as adopted by the Public Company Accounting Oversight Board (PCAOB) in rule 3200T, or any successor provision, (c) the Committee's receipt of the written disclosures and the letter from the independent auditors required by applicable requirements of the PCAOB regarding the independent auditors communications with the Committee concerning independence, and its discussions with the independent auditors about the independent auditors' independence and (d) such other factors and circumstances as are determined appropriate by the Committee, the Committee will recommend to the Board whether the Company's annual audited financial statements should be included in the Company's Annual Report on Form 10-K for filing with the Securities and Exchange Commission;
5. Having a predetermined arrangement with the independent auditors that they will advise the Audit Committee through its Chair and management of

the Company of any significant or material issues identified through procedures followed for interim quarterly financial statements, and that such notification as required under standards for communication with Audit Committees is to be made prior to the related earnings press release or, if not practicable, prior to filing the Company's Form 10-Q with the Securities and Exchange Commission for that quarter, and receiving either an oral or written communication provided by the independent auditors at the end of each of the first three quarters of the year that they have nothing to report or enumerate as to the required reporting issues to the Audit Committee Chair;

6. Appointing the independent auditors, subject, if applicable, to shareholder ratification;
7. Approving fee arrangements with the independent auditors;
8. Reviewing the performance and qualifications of the independent auditors and reviewing the experience and qualifications of the senior members of the independent auditor team, compliance by the independent auditors with audit partner rotation requirements and the quality control procedures of the independent auditors and determine based upon such review whether to reengage the current independent auditors or consider other audit firms;
9. Reviewing and, if appropriate, approving in advance the retention of the independent auditor firm for any non-audit service that such firm is not prohibited from performing for the Company in accordance with any policies and procedures that may be adopted by the Audit Committee, approving the fees for any such service and considering whether the auditor's provision of permissible nonaudit services is compatible with the auditor's independence. The Committee will not approve any of the "prohibited activities" identified in Section 10A(g) of the Exchange Act;
10. Actively engaging in dialogue with the independent auditor with respect to any disclosed relationships or services that may affect the independence and objectivity of the auditor and taking appropriate actions to oversee the independence of the independent auditor;
11. Discussing with the independent auditors their independence and the matters required to be discussed by SAS 61, as amended (AICPA, Professional Standards, Vol. 1, AU section 380), as adopted by the Public Company Accounting Oversight Board (PCAOB) in rule 3200T, or any successor provision, including ensuring that the independent auditors prepare and deliver annually a Statement as to Independence (it being understood that the independent auditors are responsible for the accuracy

and completeness of this Statement), and discussing with the independent auditors any relationships or services disclosed in this Statement that may impact the objectivity and independence of the Company's independent auditors and to recommend that the Board take appropriate action in response to this Statement to satisfy itself of the independent auditors' independence;

12. Reviewing reports from the independent auditors regarding (a) critical accounting policies used by the Company in its financial statements, (b) all alternative treatments of financial information within generally accepted accounting principles that the independent auditors have discussed with management, ramifications of the use of such alternative treatments and the treatment preferred by the independent auditors, (c) other material written communications between the independent auditors and management and (d) any other matters required to be discussed under the applicable standards of the PCAOB;
13. Reviewing periodically with the Company's chief executive officer and senior financial officers (namely, the chief financial officer, the principal financial and accounting officer, and any other employee performing similar functions, collectively, the "Senior Officers") (a) any significant deficiencies or material weaknesses in the design or operation of the disclosure controls and procedures and internal control over financial reporting, including any significant deficiencies and material weaknesses that could adversely affect the Company's ability to record, process, summarize and timely report financial information as required by the Securities and Exchange Commission; (b) any fraud (whether or not material) involving management or other employees significantly involved with disclosure controls and procedures and internal control over financial reporting; (c) whether or not there were significant changes in disclosure controls and procedures and internal control over financial reporting or other factors that could significantly affect such controls; and (d) any action to fraudulently influence, coerce, manipulate or mislead the Company's independent auditors for the purpose of rendering the Company's financial statements materially misleading;
14. Reviewing the adequacy and effectiveness of the Company's accounting and internal control policies and procedures on a regular basis;
15. Reviewing the yearly report prepared by management, and attested to by the Company's independent auditors, assessing the effectiveness of the Company's internal control over financial reporting and stating management's responsibility for establishing and maintaining adequate

internal control over financial reporting prior to its inclusion in the Company's Annual Report on Form 10-K;

16. Recommending to the Board guidelines for hiring of employees of the independent auditor who have been engaged on the Company's account;
17. Advising the Board with respect to the Company's policies and procedures regarding compliance with applicable laws and regulations and with the Company's Code of Business Ethics and Insider Trading Compliance Program, including recommending updates and amendments, as needed, to such codes and programs;
18. Reviewing with management and the independent auditors the effect of any significant regulatory and accounting initiatives;
19. Obtaining from the independent auditors assurance that Section 10A of the Securities Exchange Act of 1934 has not been implicated;
20. Meeting periodically with management and the independent auditors in separate executive sessions to discuss any applicable matters within the Committee's responsibilities set forth in this charter;
21. Reviewing, in conjunction with counsel, legal and regulatory matters, including (i) any matters that may have a material impact on the financial statements of the Company, (ii) legal compliance matters, including corporate securities trading policies, and (iii) any matters involving potential or ongoing material violations of law or breaches of fiduciary duty by the Company or any of its directors, officers, employees, or agents;
22. Providing oversight and review of the Company's asset management policies, including an annual review of the Company's investment policies and performance for cash and short-term investments, and the Company's enterprise risk assessment and enterprise risk management policies, including any risks related to the Company's financial statements, the financial reporting process, accounting and legal matters;
23. If necessary, instituting special investigations and, if appropriate, hiring special counsel or experts to assist;
24. Reviewing related party transactions (as defined in the rules of the Nasdaq Stock Market and the Securities and Exchange Commission) for potential conflicts of interest and approving related party transactions, including establishing and implementing policies and procedures for the Committee's

review and approval or disapproval of all proposed transactions or courses of dealings with respect to which executive officers or directors or members of their immediate families have an interest (including all transactions required to be disclosed by Item 404(a) of Regulation S-K), in accordance with the rules and regulations of the Nasdaq Stock Market, as such rules are in effect from time to time. Such policies and procedures shall include discussing with the Company's independent auditors:

- the nature of any conflicts of interest and/or related party transactions that are significant to the Company and whether any member of the Committee has concerns regarding any relationships or transactions affecting the Company with related parties and, if so, the substance of those concerns; and
 - the auditors' evaluation of the Company's identification of, accounting for, and disclosure of related party transactions and any significant matters arising from the audit regarding the Company's relationships and transactions with related parties, including (i) identifying any related parties or transactions that were previously undisclosed to the auditors, (ii) identifying significant related party transactions that have not been authorized or approved in accordance with the Company's established policies and procedures, (iii) identifying any related party transactions for which an exception to Company established policies and procedures was granted, (iv) making in the financial statements any required disclosure regarding the related party transaction and (v) identifying any significant related party transactions that appear to lack a business purpose;
25. Establishing procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters for the confidential, anonymous submission by employees of the Company or its subsidiaries of concerns regarding questionable accounting or auditing matters;
 26. Performing other oversight functions as requested by the full Board;
 27. Reviewing and reassessing the adequacy of the Audit Committee's charter annually and recommending any proposed changes to the Board for approval;
 28. Instructing the independent accountants that the independent accountants are ultimately responsible to the Board and the Audit Committee; and

29. Preparing any report, including any report of the Audit Committee required by the rules of the Securities and Exchange Commission to be included in the proxy statement for the Company's annual meeting.

In performing the foregoing functions, the Audit Committee should review in particular any areas where the Company's management and its independent accountants disagree and the manner in which such disagreements were resolved. The Audit Committee should determine whether the independent accountants were generally satisfied with the audit and bring to the attention of the Company's Board any problems identified during the course of the audit.

In discharging its oversight role, the Committee is empowered to investigate any matter brought to its attention with full access to all books, records, facilities and personnel of the Company;

The Board shall review annually the scope of responsibilities of the Audit Committee and the effectiveness with which the Audit Committee has carried out its responsibilities during the foregoing year. The Audit Committee shall report to the Board and shall have such power and authority as is necessary for it to fulfill its responsibilities. The Audit Committee shall perform such functions and retain such authority until otherwise provided by the Board or unless any such matter is specifically approved by the Board. The Chief Financial Officer of the Company shall be responsible for providing all information requested by the Audit Committee to perform its duties as set forth herein.

D. Meetings.

The Audit Committee will meet at least twice each year. The Audit Committee may establish its own schedule which it will provide to the Board in advance.

The Audit Committee Chair or an Audit Committee member will meet (which may be telephonically) with the outside independent auditors and management on a quarterly basis to discuss the results for the quarter.

The Audit Committee will meet (which may be telephonically) with the independent auditors of the Company, at such times as it deems appropriate, to review the independent auditor's examination and management report.

E. Reports.

The Audit Committee will record its summaries of recommendations to the Board in written form which will be incorporated as a part of the minutes of the Board at which those recommendations are presented.

F. Minutes.

The Audit Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

G. Advisors.

The Committee shall have the authority to retain such outside counsel, accountants, experts and other advisors as it deems appropriate to assist the Committee in the performance of its functions. The Company shall provide the Committee with appropriate funding for payment of compensation, fees and expenses to any advisor that the Committee may deem appropriate to engage to assist it with its duties and responsibilities, including any compensation the Audit Committee deems appropriate for the Company's independent auditors and any legal counsel or other advisor retained by the Audit Committee.