

ULTRA CLEAN HOLDINGS, INC.
a Delaware corporation (the “**Company**”)

Compensation Committee Charter
Amended as of October 22, 2020

1. Purpose

The Compensation Committee (the “**Committee**”) is created by the Board of Directors of the Company (the “**Board**”) to discharge the responsibilities set forth in this Compensation Committee Charter (this “**Charter**”). The Committee shall have the authority and responsibility to, in accordance with the procedures provided in this Charter to:

- oversee the Company’s compensation and benefits policies generally, including the issuance of equity-based compensation;
- evaluate executive officer and other senior executive performance;
- review the Company’s management succession plan;
- oversee and set compensation for the Company’s executive officers, Board members and other senior executives;
- prepare the report on executive compensation required to be included in the Company’s annual proxy statement by the rules and regulations of the Securities and Exchange Commission (the “SEC Rules”); and
- discharge any other responsibilities set forth in this Charter.

2. Membership

Qualifications. The Committee shall consist of at least two members, comprised solely of directors deemed by the Board to be independent and who meet the independence requirements of the Nasdaq. Each member of the Committee shall be “non-employee directors” for the purposes of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

Appointment. The Nominating and Corporate Governance Committee of the Board (the “Nominating-Governance Committee”) shall recommend to the Board nominees for appointment to the Committee annually and as vacancies or newly created positions occur. Committee members shall be appointed by the Board and may be removed by the Board at any time. The Nominating-Governance Committee shall recommend to the Board, and the Board shall designate, the chairperson of the Committee (the “Chairperson”).

3. Responsibilities

In addition to any other responsibilities which may be assigned from time to time by the Board, the Committee is responsible for the following matters.

Compensation Policies and Structure

The Committee shall review and approve the Company's compensation and benefits policies generally (subject, if applicable, to stockholder approval or ratification), including reviewing and approving any incentive-compensation plans and equity-based plans of the Company. In reviewing such compensation and benefits policies, the Committee may consider the recruitment, development, promotion, retention and compensation of senior executives and other employees of the Company and any other factors that it deems appropriate. The Committee shall report the results of such review and any action it takes with respect to the Company's compensation and benefits policies to the Board.

The Committee shall, as considered necessary (but at least annually), recommend "executive officer" designations under Rule 3b-7 promulgated under the Exchange Act and "Section 16 officer" designations under Rule 16a-1(f) promulgated under the Exchange Act.

Executive Compensation

The Committee shall review and approve (at least annually), for each of the Company's Section 16 officers: (i) annual base salary level; (ii) annual incentive compensation; (iii) long-term incentive compensation; (iv) employment, severance and change-in-control agreements, if any; and (v) any other compensation, ongoing perquisites or special benefit items; *provided*, that to the extent required by the SEC Rules or Nasdaq or other stock exchange requirements, stock option grants and other equity-based compensation to the Company's executives shall be recommended by the Committee and shall be approved by the Board. In so reviewing and approving executive compensation, the Committee shall, among other things:

- identify, review and approve corporate goals and objectives relevant to executive compensation;
- evaluate each executive's performance in light of such goals and objectives and set each executive's compensation based on such evaluation and such other factors as the Committee deems appropriate and in the best interests of the Company (including the cost to the Company of such compensation); and
- determine any long-term incentive component of each executive's compensation based on factors deemed appropriate by the Committee and in the best interests of the Company, including, without limitation, awards given to such executive in prior years, the Company's performance, stockholder return and the value of similar

incentive awards relative to such targets at comparable companies.

Notwithstanding any of the foregoing, executive compensation may instead be approved by the Board or by a committee consisting solely of independent directors to the extent the Committee deems necessary or advisable to comply with the SEC Rules or Nasdaq or other stock exchange requirements.

The Committee shall report the results of its review and any action it takes with respect to executive compensation to the Board.

The Committee may delegate to one or more officers of the Company the authority to make grants and awards of stock rights or options, and may delegate to the Company's Chief Executive Officer the authority to make grants and awards of any type of equity award, in each case to any non-Section 16 officer of the Company, under the Company's incentive-compensation or other equity-based plans as the Committee deems appropriate, and in accordance with the terms of any such plan and applicable law, subject to such limits as the Committee may determine.

Management Performance Evaluation

At least annually, the Committee shall evaluate the performance of the executive officers and other senior management of the Company as often as necessary or advisable (as determined by the Committee) or as requested by the Board.

Management Succession

At least annually, the Committee shall, in consultation with the Company's Chief Executive Officer, review the Company's management succession planning, including succession planning in the event of the incapacitation, retirement or removal of the Chief Executive Officer, and recommendations and evaluations of potential successors, along with any development plans recommended for such individuals.

Director Compensation

The Committee shall review and approve compensation (including stock option grants and other equity-based compensation) for members of the Board. In so reviewing and approving director compensation, the Committee shall:

- identify corporate goals and objectives relevant to director compensation;
- evaluate the performance of the Board in light of such goals and objectives and set director compensation based on such evaluation and such other factors as the Committee deems appropriate and in the best interests of the Company (including the cost to the Company of such compensation);
- determine any long-term incentive component of director compensation based on the awards given to directors in prior years, the Company's

performance, stockholder return and the value of similar incentive awards relative to such targets at comparable companies and such other factors as the Committee deems appropriate and in the best interests of the Company (including the cost to the Company of such compensation); and

- evaluate the possibility that directors' independence may be compromised for Board or committee purposes if director compensation exceeds customary levels or if the Company makes substantial charitable contributions to an organization with which a director is affiliated.

Disclosure

The Committee shall prepare the report on executive compensation required by the SEC Rules to be included in the Company's annual proxy statement or annual report on Form 10-K, and the Committee shall review and discuss the Company's Compensation Discussion and Analysis ("CD&A") with the Company's management and provide a recommendation to the Board regarding the inclusion of the CD&A in the Company's proxy statement or annual report on Form 10-K.

Reporting

At least annually, the Committee shall evaluate its own performance and report to the Nominating-Governance Committee on such evaluation.

The Committee shall report to the Board as often as necessary or advisable (as determined by the Committee) or as requested by the Board, as to any recommendations or issues that arise with respect to the Company's compensation and benefits policies, executive compensation, management performance, management succession planning and any other matters that the Committee deems appropriate or as requested by the Board.

The Committee shall review and assess the adequacy of this Charter and recommend any proposed changes to the Board at least annually and as often as necessary or advisable (as determined by the Committee). The Committee shall perform other activities related to this Charter as requested by the Board.

Compensation Risk Assessment

The Committee shall review and assess risks arising from the Company's compensation policies and practices for its employees and whether any such risks are reasonably likely to have a material adverse effect on the Company.

4. Authority

The Committee has the sole authority to retain and terminate independent legal, financial, accounting or other advisers as it determines necessary to carry out its duties, without conferring with or obtaining the approval of the Company's management or the Board, including the sole authority to approve

the fees and other retention terms of any such advisers. Such advisers may include any compensation consultant, legal counsel or other adviser the Committee deems appropriate. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any such adviser retained by the Committee. The Committee may select such adviser, or receive advice from any other adviser, only after taking into consideration those independence factors enumerated by the rules of Nasdaq. The Company shall provide for appropriate funding, as determined by the Committee, for the payment of reasonable compensation to any such advisers retained by the Committee.

The Committee may delegate its authority to subcommittees or the Chairperson when it deems such delegation to be appropriate and in the best interest of the Company.

5. Procedures

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this Charter. The Chairperson, in consultation with the other Committee members, shall determine the frequency and length of Committee meetings and shall set meeting agendas consistent with this Charter.

No executive officer or other senior executives of the Company shall attend that portion of a meeting where such executive's performance or compensation is discussed, unless specifically invited by the Committee. The Chief Executive Officer may not be present during any voting or deliberations related to his or her compensation. Meetings to determine the compensation of the Company's other executive officers, other than the Chief Executive Officer, may be attended by the Chief Executive Officer, but the Chief Executive Officer may not vote on these matters.