

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

**Compensation Committee Charter**  
Amended as of February 18, 2016

**1. Purpose**

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

- 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 that Securities and Exchange Commission rules require to be included in the Company’s annual proxy statement; and
- discharge the other responsibilities set forth in this Charter.

**2. Membership**

The Compensation 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. The Nominating and Corporate Governance Committee shall recommend to the Board nominees for appointment to the Compensation Committee annually and as vacancies or newly created positions occur. Compensation Committee members shall be appointed by the Board and may be removed by the Board at any time. The Nominating and Corporate Governance Committee shall recommend to the Board, and the Board shall designate, the Chairman of the Compensation Committee.

**3. Responsibilities**

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

### Compensation Policies and Structure

The Compensation 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 Compensation 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 Compensation 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 and Section 16 officer designations.

### Executive Compensation

The Compensation Committee shall review and approve (at least annually) for each of the Company's executives (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 Securities and Exchange Commission rules and regulations 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 Compensation Committee and shall be approved by the Board. In so reviewing and approving executive compensation, the Compensation 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 Compensation 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 Compensation 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 Compensation Committee deems necessary or advisable to comply with Securities and Exchange Commission rules and regulations or Nasdaq or other stock exchange requirements.

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

The Compensation 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 CEO as a committee of the Board of Directors 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 such of the Company's incentive-compensation or other equity-based plans as the Compensation Committee deems appropriate and in accordance with the terms of any such plan and applicable law, subject to such limits as the Compensation Committee may determine.

#### Management Performance Evaluation

At least annually, the Compensation 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 Compensation Committee) or as requested by the Board.

#### Management Succession

At least annually, the Compensation 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 Company's 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 Compensation Committee shall prepare the report on executive compensation required by Securities and Exchange Commission rules to be included in the Company's annual proxy statement or Form 10-K and the Compensation Committee shall review and discuss the Company's Compensation Disclosure and Analysis as required by SEC rules ("CD&A") with management and provide a recommendation to the Company's Board regarding the inclusion of the CD&A within the Company's proxy statement or Form 10-K.

#### Reporting

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

The Compensation Committee shall report to the Board as often as necessary or advisable (as determined by the Compensation 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 Compensation Committee deems appropriate or as requested by the Board.

The Compensation 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 Compensation Committee).

The Compensation Committee shall perform other activities related to this charter as requested by the Board.

#### Compensation Risk Assessment

The Compensation 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 Compensation 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 management or the Board, including the sole authority to approve the fees and other retention terms of any such firm. Such firms may include any compensation consultant, legal counsel or other adviser the Compensation Committee deems appropriate. The Compensation Committee shall be directly responsible for the appointment, compensation and oversight of the work of any such adviser retained by the Compensation Committee. The Compensation 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 Compensation Committee, for the payment of reasonable compensation to such adviser retained by the Compensation Committee.

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

#### **5. Procedures**

The Compensation Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter. The Chairman of the Compensation Committee, in consultation with the other Compensation 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 executive shall attend that portion of a meeting where such executive's performance or compensation is discussed, unless specifically invited by the Compensation Committee. The Chief Executive Officer may not be present during 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.