

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

Nominating and Corporate Governance Committee Charter
Amended as of February 18, 2016

1. Purpose

The Nominating and Corporate Governance Committee (the “**Committee**”) is created by the Board of Directors of the Company (the “**Board**”) to:

- review and evaluate the size, composition, function and duties of the Board consistent with its needs;
- establish criteria for the selection of candidates to the Board and its committees, and identify individuals qualified to become Board members consistent with such criteria, including the consideration of nominees submitted by shareholders;
- recommend to the Board director nominees for election at the next annual or special meeting of stockholders at which directors are to be elected or to fill any vacancies or newly created directorships that may occur between such meetings;
- recommend directors for appointment to committees of the Board;
- make recommendations to the Board as to determinations of director independence;
- lead the process and assist Board in evaluating its performance; and
- Periodically review and approve the Company’s Corporate Governance Guidelines and Code of Business Conduct and Ethics of the Company, and oversee compliance with the Company’s Corporate Governance Guidelines.

2. Membership

The Committee shall consist of at least two members, comprised solely of directors who meet independence requirements of the NASDAQ. The Committee shall recommend 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 Committee shall recommend to the Board, and the Board shall designate, the Chairman of the Committee.

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.

Board/Committee Nominees

The Committee shall oversee searches for and identify qualified individuals for membership on the Board.

The Committee shall establish membership criteria for the Board and each committee of the Board and shall recommend to the Board individuals for membership on the Board and its committees, including the Chairman of each such committee of the Board. In making its recommendations, the Committee shall:

- review candidates' qualifications for membership on the Board or a committee of the Board (including a determination as to the independence of the candidate) based on the criteria established by the Committee (and taking into account the enhanced independence, financial literacy and financial expertise standards that may be required under Securities and Exchange Commission rules and regulations or Nasdaq requirements for Audit Committee or other committee membership purposes);
- in evaluating current directors for re-nomination to the Board or reappointment to a committee of the Board, assess the performance of such director;
- as often as necessary or advisable (as determined by the Committee), review the composition of the Board and each committee of the Board in light of the current challenges and needs of the Board, the Company and each such committee of the Board, and determine whether it may be appropriate to add or remove individuals after considering issues of judgment, diversity, age, skill, background and experience;
- periodically review, as appropriate, the service of all directors on the boards of other public companies with consideration to the substantial time commitment required of directors and make such recommendations to the Board as it may deem advisable;
- consider rotation of committee members and committee Chairmen; and
- consider any other factors that are set forth in the Company's Corporate Governance Guidelines or are deemed appropriate by the Committee or the Board.

Evaluating the Board and Its Committees

At least annually, the Committee shall lead the Board in a self-evaluation to determine whether it and its committees are functioning effectively. The Committee shall oversee the evaluation process and report on such process and the results of the evaluations, including any recommendations for proposed changes, to the Board.

At least annually, the Committee shall review the evaluations prepared by the members of each Board committee of such committee's performance and consider any recommendations for proposed changes to the Board.

Corporate Governance Matters

The Committee shall review and recommend to the Board the Corporate Governance Guidelines and Code of Business Conduct and Ethics for the Company. The Committee shall review and reassess the adequacy of such Corporate Governance Guidelines and Code of Business Conduct and Ethics as often as necessary or advisable (as determined by the Committee) and recommend any proposed changes to the Board.

The Committee shall be responsible for any tasks assigned to it in the Company's Corporate Governance Guidelines.

The Committee shall oversee compliance with the Company's Corporate Governance Guidelines and report on such compliance to the Board.

The Committee shall also review and consider requests for waivers of the Company's Corporate Governance Guidelines for the Company's directors, executive officers and other senior financial officers and shall make a recommendation to the Board with respect to any such request for a waiver.

The Committee shall review, and if appropriate, approve related party transactions in accordance with the Company's Related Person Transaction Policy.

Director Orientation and Continuing Education

The Committee shall oversee an orientation and continuing education program for directors meeting the requirements set forth in the Company's Corporate Governance Guidelines.

Chief Executive Officer Recommendation

The Committee may conduct executive searches and evaluate and recommend chief executive officer candidates for approval to the Board when vacancies exist or otherwise at the discretion of the Committee.

Reporting to the Board

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 Board or committee nominees or membership, Board performance, corporate governance or 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 for approval 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.

4. Authority

The Committee has the authority to retain and terminate independent legal, financial, accounting or other advisors as it determines necessary to carry out its duties, without conferring with or obtaining the approval of management or the full Board, including the authority to approve the fees and other retention terms of any such firm. Such firms may include any search firm assisting the Committee in identifying director candidates, and any compensation consultant assisting the Committee in the evaluation of director compensation.

The Committee may delegate its authority to subcommittees or the Chairman of the Committee 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 Chairman of the Committee, 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.