

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

**Procedures for Handling Accounting Complaints
(Whistleblower Policy)**
Amended February 14, 2017

Ultra Clean Holdings, Inc. (the “Company”) is committed to compliance with all applicable securities laws and regulations, accounting standards, accounting controls and appropriate audit practices. The Audit Committee of the Board of Directors (the “Audit Committee”) has established the following procedures for (1) the receipt, retention and treatment of complaints regarding accounting, internal accounting controls, auditing matters or the violations of legal or regulatory requirements and (2) the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters (“Accounting Complaints or Concerns”). Employees and all other individuals are encouraged to submit, whether openly, confidentially or anonymously, any Accounting Complaints or Concerns to the attention of the Audit Committee.

Scope of Matters Covered by These Procedures

These procedures relate to Accounting Complaints or Concerns, including the following:

- fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company;
- fraud or deliberate error in the recording and maintaining of financial records of the Company;
- deficiencies in or noncompliance with the Company's internal accounting controls;
- misrepresentation or false statement to or by a senior officer or accountant regarding a matter contained in the financial records, financial reports or audit reports of the Company;
- deviation from full and fair reporting of the Company's financial condition;
- any effort to mislead, deceive, coerce or fraudulently influence any internal or external accountant or auditor in connection with the preparation, examination, audit or review of any financial statement or records of the Company; and
- retaliation against employees or contractors who, in good faith, make a report regarding accounting or legal allegations.

The Audit Committee will oversee treatment of employee concerns in this area.

The Audit Committee has designated the Chair of the Audit Committee as the appropriate individual to handle Accounting Complaints or Concerns, and to oversee investigations into such matters except in cases where the Audit Committee as a whole determines to do so directly. In this capacity, the Chair of the Audit Committee provides

counsel to, and acts under the authority of, the Audit Committee. Upon receipt of a complaint, the Chair of the Audit Committee will (i) determine whether it constitutes an Accounting Complaint or Concern, and (ii) when possible, acknowledge receipt of the complaint to the sender.

Reporting of Accounting Complaints and Concerns

Individuals are encouraged to raise concerns first with the individuals involved in the preparation and review of the Company’s financial reports; however, if an employee is unsuccessful in resolving a concern through these channels or believes that a concern will not be adequately addressed, the employee should contact the Chair of the Audit Committee at auditcommitteechair@uct.com or through the Company Reporting Helpline (which may be done anonymously) as described below. Reports should be identified as Accounting or Auditing Complaints or Concerns incidents.

REPORTING OF CONCERNS OR VIOLATIONS MAY BE DONE ANONYMOUSLY AND WITHOUT FEAR OF REPRISAL THROUGH THE COMPANY REPORTING SYSTEM. THIS SYSTEM MAY BE ACCESSED ONLINE (WWW.HELPLINE.UCT.COM) OR BY CALLING TOLL FREE 1-800-461-9330 IN THE U.S. OR OUTSIDE THE U.S. AT +800-1777-9999

In making reports, individuals should ensure that sufficient information is provided to enable an effective investigation to be conducted. All regulatory complaints or concerns received by employees or directors directly will be reported to the Chair of the Audit Committee

For any concerns outside the scope of Accounting Complaints and Concerns described above, please refer to the Company’s Code of Business Conduct and Ethics, which is accessible on Company’s internal employee website and on the Governance section of the Company’s external investor relations webpage located at <https://www.uct.com/investors>.

Receipt and Handling of Accounting Complaints and Concerns

Complaints received through the Company reporting helpline and website will be immediately reported to the Chair of the Audit Committee and the Company’s external legal counsel. Any complaints received directly by the Chair of the Audit Committee will also be forwarded to external counsel. The Chair of the Audit Committee and external counsel will verify that the complaint actually pertains to a matter covered by these procedures and will develop a recommended strategy for the investigation of the complaint.

The Chair of the Audit Committee will promptly notify the entire Audit Committee of any Accounting Complaint or Concern that:

- involves, or could reasonably be expected to involve, fraud or other form of illegal activity that is significant and may impact the Company’s ability to conduct its

business;

- involves, or could reasonably be expected to involve, a serious or pervasive control weakness or process deficiency;
- could reasonably be expected to result in significant damage to the Company's reputation if the instance becomes publicly known;
- involves a material misstatement of Company's publicly reported financial condition, results of operations or cash flows or could reasonably be expected to require or result in a restatement of the Company's publicly reported financial condition, results of operations or cash flows;
- involves an executive officer; or
- has a potential aggregate value exceeding \$10,000.

The Chair of the Audit Committee shall report to the Audit Committee periodically as appropriate, and at least quarterly, on the status of all Accounting Complaints and Concerns that have been submitted. The Audit Committee or the Chair of the Audit Committee, as applicable, (i) shall determine the appropriate scope of the investigation; (ii) may consult with any member of the Company's management who is not the subject of the allegation and who may have appropriate expertise to assist in the evaluation of the Complaint or Concern; (iii) may delegate investigatory responsibility to one or more persons, including persons who are not employees of the Company and (iv) may engage outside auditors, counsel or other experts to assist in the evaluation of the results of any investigation of an Accounting Complaint or Concern.

Confidentiality will be maintained to the fullest extent possible, consistent with conducting an adequate review. The Company and its employees will cooperate as necessary in connection with any such investigation. Prompt and appropriate corrective action will be taken as the Audit Committee or the Chair of the Audit Committee deems appropriate.

If an Accounting Complaint or Concern involves or implicates the Chair of the Audit Committee or any member of the Audit Committee, he or she will promptly recuse himself or herself from the investigation and inform the Audit Committee in writing. The Audit Committee will thereafter promptly appoint impartial attorneys to investigate the Accounting Complaint or Concern. The impartial attorneys will conduct an investigation of the Accounting Complaint or Concern and report their conclusion to the Audit Committee consistent with this policy.

Complaints that do not pertain to matters covered by this policy will be reviewed by the Chief Compliance Officer, who is currently the Company's Chief Financial Officer, who will determine whether to conduct an investigation of such complaint, and if so, how to proceed.

Protection of Individuals reporting Complaints or Concerns

Neither the Company, the Audit Committee, nor any director, officer, employee, contractor or agent of the Company will discharge, demote, suspend, threaten, harass or in any manner discriminate or retaliate against any employee who in good faith reports an Accounting Complaint or Concern, or otherwise assists in the investigation of an Accounting Complaint or Concern. Any such act of retaliation or discrimination shall be treated as a serious violation of Company policy and could result in termination of employment with, or dismissal as a director of, the Company. The Chair of the Audit Committee or any other individual participating in an investigation will not disclose the identity of any individual who asks that his or her identity as the person who made the report remain confidential, unless such disclosure is required by judicial or other legal processes.

Retention of Complaints, Concerns and Investigations

The Chair of the Audit Committee will maintain a log of all complaints not reported through the Company Reporting System, tracking their receipt, investigation and resolution, and shall prepare a periodic summary report thereof for the Audit Committee. Copies of complaints and such log will be maintained in accordance with the Company's document retention policy.

Reporting Complaints to Governmental Agency

Notwithstanding anything to the contrary in any Company policy, including this policy or the Company's Code of Business Conduct and Ethics, or otherwise, all of the Company's employees have the right to:

- Report possible violations of state or federal law or regulation that have occurred, are occurring, or are about to occur to any governmental agency or entity, or self-regulatory organization;
- Cooperate voluntarily with, or respond to any inquiry from, or provide testimony before any self-regulatory organization or any other federal, state or local regulatory or law enforcement authority;
- Make reports or disclosures to law enforcement or a regulatory authority without prior notice to, or authorization from, the Company; and
- Respond truthfully to a valid subpoena.

Every employee has the right to not be retaliated against for reporting, either internally to the Company or to any governmental agency or entity or self-regulatory organization, information which he or she reasonably believes relates to a possible violation of law. It is a violation of federal law to retaliate against anyone who has reported such potential misconduct either internally or to any governmental agency or entity or self-regulatory organization. Retaliatory conduct includes discharge, demotion, suspension, threats,

harassment, and any other manner of discrimination in the terms and conditions of employment because of any lawful act the employee may have performed. It is unlawful for the Company to retaliate against an employee for reporting possible misconduct either internally or to any governmental agency or entity or self-regulatory organization.

Notwithstanding anything contained in this policy or otherwise, an employee may disclose confidential Company information, including the existence and terms of any confidential agreements between the employee and the Company (including employment or severance agreements), to any governmental agency or entity or self-regulatory organization.

The Company cannot require an employee to withdraw reports or filings alleging possible violations of federal, state or local law or regulation, and may not offer an employee any kind of inducement, including payment, to do so.

An employee's rights and remedies as a whistleblower protected under applicable whistleblower laws, including a monetary award, if any, may not be waived by any agreement, policy form, or condition of employment, including by a predispute arbitration agreement.

Even if an employee has participated in a possible violation of law, he or she may be eligible to participate in the confidentiality and retaliation protections afforded under applicable whistleblower laws, and may also be eligible to receive an award under such laws.

In addition, pursuant to the Defend Trade Secrets Act of 2016, notwithstanding anything in this policy or in any other policy of the Company or any other agreement with the Company to which an employee is a party, no employee shall not be held criminally or civilly liable under any federal or state trade secret law for the disclosure of a trade secret that is made in confidence to a federal, state, or local government official, either directly or indirectly, or to an attorney solely for the purpose of reporting or investigating a suspected violation of law. No employee shall be held criminally or civilly liable under any federal or state trade secret law for the disclosure of a trade secret that is made in a complaint or other document filed in a lawsuit or other proceeding, if such filing is made under seal. An individual who files a lawsuit for retaliation by an employer for reporting a suspected violation of law may disclose the trade secret to the attorney of the individual and use the trade secret information in the court proceeding, if the individual files any document containing the trade secret under seal; and does not disclose the trade secret, except pursuant to court order.

Availability and Awareness

These procedures will be posted on Company's internal employee website and on the Governance section of the Company's external investor relations webpage located at <https://www.uct.com/investors>.