

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

Corporate Governance Guidelines
As Amended and Restated on February 9, 2005

1. Composition of the Board and Board Membership Criteria

The Nominating and Corporate Governance Committee shall establish membership criteria for the Board of Directors of the Company (the “**Board**”), which shall include the criteria set forth in these Corporate Governance Guidelines, and shall recommend individuals to fill any independent director positions on the Board. At no time shall the Nominating and Corporate Governance Committee take action that contravenes the Stockholders’ Agreement to be dated as of March 24, 2004 between the Company and the stockholders named therein, as amended from time to time. In making its recommendations, the Nominating and Corporate Governance Committee shall:

- review candidates’ qualifications for membership on the Board (including a determination as to the independence of the candidate) based on the criteria established by the Nominating and Corporate Governance Committee;
- in evaluating current directors for re-nomination to the Board, assess the performance of such director; and
- as often as necessary or advisable (as determined by the Nominating and Corporate Governance Committee), review the composition of the Board in light of the current challenges and needs of the Board and the Company, and determine whether it may be appropriate to add or remove individuals after considering issues of judgment, skill, background and experience.

2. Director Qualifications

Term Limits

It is the policy of the Board to avoid term limits which have the disadvantage of discontinuing the availability and contributions of directors who have developed experience with, and insight into, the Company and its needs over a period of time.

Retirement Age

It is the policy of the Board to avoid a mandatory retirement age for directors which would have the disadvantage of discontinuing the availability and contributions of directors who are otherwise capable and valuable members of the Board.

Simultaneous Service on Other Public Company Boards

It is the policy of the Board that every director must notify the Board prior to accepting any invitation to serve on another corporate board or with a government or advisory group. The Nominating and Corporate Governance Committee shall evaluate the continued appropriateness of Board membership under the new circumstances and make a recommendation to the Board as to any action to be taken with respect to continued Board membership.

Changes in Primary Employment

It is the policy of the Board that every director, including the Chief Executive Officer and any other inside directors, must notify the Board or the Nominating and Corporate Governance Committee of his or her retirement, any change in employer and any other significant change in professional roles and responsibilities. The Nominating and Corporate Governance Committee shall evaluate the continued appropriateness of Board membership under the new circumstances and make a recommendation to the Board as to any action to be taken with respect to continued Board membership.

Conflicts of Interest

If an actual or potential conflict of interest develops because of a change in the business of the Company or any subsidiary of Company, or in a director's circumstances (for example, significant and ongoing competition between the Company and a business with which the director is affiliated), the director should report the matter immediately to the full Board and the Audit Committee for evaluation and appropriate resolution.

If a director has a personal interest in a matter before the Board, the director shall disclose the interest to the full Board and the Audit Committee, shall recuse himself or herself from participation in the related discussion and shall abstain from voting on the matter.

3. Director Responsibilities

The Board acts as the ultimate decision-making body of the Company and advises and oversees management, who are responsible for the day-to-day operations and management of the Company. In fulfilling these roles, each

director must act in what he or she reasonably believes to be in the best interests of the Company and must exercise his or her business judgment.

Participation at and Preparation for Board Meetings

The Company expects directors to be active and engaged in discharging their duties and to keep themselves informed of the business and operations of the Company. Directors are expected to attend all Board meetings and the meetings of the committees on which they serve and to prepare themselves for these meetings.

In order for the Board to exercise fully its oversight functions, management provides the Board with access to information regarding the Company and the markets in which the Company operates. This information comes from a variety of sources, including management reports, security analysts' reports, information regarding peer performance, interaction with senior management at Board meetings and visits to Company facilities. Any written materials that would assist directors in preparing for a Board or committee meeting shall be distributed, to the extent possible, to the directors in advance of the meeting and directors are expected to review such materials prior to the meeting.

Company Performance and Corporate Strategy

The Board reviews the Company's financial performance on a regular basis at Board meetings and through periodic updates, with a particular focus on peer and competitive comparisons. These reviews include the views of management as well as those of investors and securities analysts when available.

It is the policy of the Board that it shall conduct a review and approve the Company's long-term strategy and assess its strategic, competitive and financial performance, on both an absolute basis and in relation to the performance, practices and policies of its peers and competitors.

4. Board Agenda

The Chairman of the Board, in conjunction with the Chief Executive Officer, (or, if there is no Chairman, the Chief Executive Officer) shall determine the frequency and length of Board meetings and shall set the agenda for each Board meeting. Board members are encouraged to suggest the inclusion of additional items on an agenda, and any director may request that an item be placed on an agenda.

5. Board Size

The Board may have up to the number of members set forth in the bylaws of the Company. Although the Board considers its present size to be appropriate, it may consider expanding its size to accommodate an outstanding candidate or candidates or reducing its size if the Board determines that a smaller Board would be more appropriate. The Nominating and Corporate Governance Committee shall review the size of the Board and recommend any proposed changes to the Board as often as necessary or advisable (as determined by the Nominating and Corporate Governance Committee).

6. Chairman of the Board and Chief Executive Officer

The Board believes it is important to retain its flexibility to allocate the responsibilities of the offices of the Chairman and the Chief Executive Officer in any way that is in the best interests of the Company at a given point in time. The Board may make a determination as to the appropriateness of its current policies in connection with the recruitment and succession of the Chairman of the Board and/or the Chief Executive Officer.

7. Board Committees

The Board shall have at all times an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee, each of which shall operate pursuant to its own written charter. Committee charters shall, among other things, set forth the purpose, goals and responsibilities of the particular committee, the procedures for committee member appointment and removal and committee structure and operations, as well as requirements for reporting to the Board. To the extent required by Securities and Exchange Commission rules and regulations or Nasdaq or stock exchange requirements, committee members shall be independent. In addition, no current officer of the Company may serve on the Audit Committee. The Nominating and Corporate Governance Committee shall establish membership criteria for each committee of the Board and shall recommend directors for appointment to committees of the Board, including the Chairman of each such committee of the Board. At no time shall the Nominating and Corporate Governance Committee take action that contravenes the Stockholders' Agreement to be dated as of March 24, 2004 between the Company and the stockholders named therein, as amended from time to time. The Board may, from time to time, establish or maintain additional committees as it deems appropriate and in the best interests of the Company.

In making its recommendations for committee appointments, the Nominating and Corporate Governance Committee shall:

- review candidates' qualifications for membership on the committee of the Board (including a determination as to the independence of the candidate) based on the criteria established by the Nominating and Corporate Governance Committee;
- in evaluating current directors for reappointment to a committee of the Board, assess the performance of such director; and
- as often as necessary or advisable (as determined by the Nominating and Corporate Governance Committee), review the composition of 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, skill, background and experience.

While the rotation of committee members at certain set intervals may be considered periodically, rotation is not required because the Board believes there are significant benefits attributable to continuity and experience gained by service on a particular committee over time.

8. Board Member Access to Management and Independent Advisors

The Board and each committee of the Board has the authority to retain 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, in the case of a committee, the full Board. The Board shall have access to any officer or employee of the Company or the Company's outside counsel, independent auditors or external parties, and may request that any such person or parties meet with any members of, or advisers to, the Board and the Board may otherwise seek information from any of the foregoing. Any meetings or contacts that a director wishes to initiate may be arranged through the Chief Executive Officer or the Secretary or directly by the Board in appropriate circumstances.

Executive officers and other members of senior management are expected to be present at Board meetings at the invitation of the Board. The Board encourages senior management to make presentations and to invite to Board meetings managers and other employees who can provide additional insight into the items being discussed. The Board also encourages senior management to include in Board meetings individuals that the senior management believes may become prospective leaders of the Company.

9. Director Compensation

The Nominating and Corporate Governance Committee shall review and approve compensation (including stock option grants and other equity-based compensation) for the Company's directors. In so reviewing and approving director compensation, the Nominating and Corporate Governance 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 Nominating and Corporate Governance 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 Nominating and Corporate Governance 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.

Notwithstanding any of the foregoing, director compensation may instead be approved by the Board to the extent the Nominating and Corporate Governance Committee deems necessary or advisable to comply with Securities and Exchange Commission rules and regulations or Nasdaq or stock exchange requirements.

Charitable Contributions

Proposed charitable contributions or pledges of charitable contributions, by the Company within any given fiscal year in an aggregate amount of \$10,000 or more, to an entity for which a director or a member of his or her immediate family serves as a director, officer, employee or member of such entity's fund-

raising organization or committee, shall be subject to prior review and approval by the Nominating and Corporate Governance Committee.

The Nominating and Corporate Governance Committee shall be provided on an annual basis with a report from management of the charitable contributions or pledges made by the Company during the fiscal year in an amount of \$10,000 or more, to an entity for which a director or executive officer, or a member of his or her immediate family, serves as a director, officer, employee or member of such entity's fund-raising organization or committee.

10. Management Evaluation, Succession and Compensation

The Compensation Committee shall evaluate the performance of the senior management of the Company and shall present its findings to the full Board. The Board shall review the Compensation Committee's report in order to ensure that management's performance is satisfactory and that management is providing the best leadership for the Company in the long- and short-term.

The Compensation Committee shall, in consultation with the Company's Chief Executive Officer, review and report to the Board 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 a review of any development plans recommended for such individuals. The Chief Executive Officer shall provide to the Board, on an ongoing basis, his or her recommendation as to a successor in the event of an unexpected emergency.

The Compensation Committee shall review and approve for each of the Company's executives his or her (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 stock exchange requirements, stock option grants and other equity-based compensation of the Company's executives shall be recommended by the Compensation Committee and shall be approved by the Board.