

CORPORATE POLICY AND PROCEDURE

ON

INSIDER TRADING

ULTRA CLEAN HOLDINGS, INC.

March 1, 2004
Amended May 26, 2010

Corporate Policy and Procedure on Insider Trading

1. Purpose

The United States securities laws regulate the purchase and sale of securities in the interest of protecting the investing public. These laws are based upon the belief that all persons trading in a company's securities should have equal access to all "material" information about that company. In general, it is a violation of the United States securities laws for any person to buy or sell securities if he or she is in possession of material non-public information. In addition, it is illegal for any person in possession of material non-public information to provide that information to another person. (This is called "tipping".) Under these laws, Ultra Clean Holdings, Inc. ("**Ultra Clean**" or the "**Company**") and its directors, officers and employees have the responsibility to ensure that information about Ultra Clean is not used unlawfully in the purchase and sale of securities.

Due to the seriousness of the issues surrounding insider trading, the Company has determined that its directors, officers and employees should be subject to certain restrictions on their ability to trade in Ultra Clean securities. This Corporate Policy and Procedure on Insider Trading (the "**Policy**") has been developed to assist the Company and its directors, officers and employees in avoiding the risk of violating securities laws in connection with the handling of corporate information and to prevent inadvertent violations of restrictions on insider trading.

2. Scope of Application

This Policy covers (a) all directors, officers, and employees (both domestic and international) of the Company and its subsidiaries, as well as their family members or other persons living in the same household; (b) any other person or entity, including a trust, corporation, partnership or other association which effects a transaction in Ultra Clean securities, which securities are in fact beneficially owned by any of the persons named in clause (a) above; and (c) any outsiders designated by the Company because they have access to material non-public information concerning the Company.

This Policy applies to any and all transactions in shares of common stock of Ultra Clean, options to purchase shares of common stock of Ultra Clean and any other types of securities that the Company may issue, such as preferred stock, convertible debentures and exchange-traded options or other derivative securities.

A copy of this Policy will be delivered to all new directors, officers, employees and outsiders at the start of their employment or relationship with the

Company. Upon first receiving a copy of this Policy, the recipient must sign an acknowledgment that he or she has read and understands, and agrees to comply with, the terms of this Policy, as it may be amended from time to time. A form of acknowledgment is attached hereto as Appendix I.

In addition, this policy will be distributed to all existing directors, officers, employees and outsiders on an annual basis.

3. Key Designations of Certain Persons

Certain individuals on the company may fall under special considerations that would subject them to additional rules or regulations.

- A. Section 16 individuals – Certain persons who are directors and officers of the Company are subject to the reporting and liability provisions of Section 16 of the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated there under (“Section 16 Individuals”). These persons will be notified by the Company as to their obligations under Section 16.
- B. Other Key Persons – The Company will from time to time identify other persons who together with the Section 16 Individuals will be subject to the pre-clearance requirement described in Section 5. These persons, either through the normal course of their duties or with respect to a particular matter, are likely to have regular or special access to material non-public information.
- C. Chief Compliance Officer – The duties of the Chief Compliance Officer include, but are not limited to:
 - a. Pre-clearing all transactions involving the Company’s securities by those individuals identified as Section 16 Individuals or Other Key Persons.
 - b. Coordinating with Company Counsel regarding compliance activities with respect to Rule 144 requirements and regarding changing requirements and recommendations for compliance with Section 16 of the Exchange Act and insider trading laws to ensure that the Policy is amended as necessary to comply with such requirements.

4. Restrictions on Trading Ultra Clean Securities during Certain Periods

The restrictions described in this section apply to all transactions by Company directors, officers and employees in Ultra Clean securities.

“Blackout” Periods: Purchases and sales of Ultra Clean securities may only be undertaken during a period that is not a “blackout” period (which is also sometimes referred to as a “quiet” period). Blackout periods are keyed to the preparation and announcement of the Company’s earnings results. Blackouts occur four times annually, beginning on the first day of the third month of each of the Company’s fiscal quarters and extending through the close of trading on the second trading day after the Company’s quarterly or fiscal year-end earnings results for that quarter or year, as the case may be, are made public.

“Trading Freeze” Periods: In addition to “blackout” periods relating to earnings announcements, the Company may from time to time impose a “trading freeze” on all directors, officers and employees due to significant unannounced corporate developments or may impose trading freezes on those specific directors, officers and employees with whom knowledge of such corporate development has been shared. These trading freezes can vary in length and will be communicated either directly or via e-mail or voice mail.

Each person must ensure that any trade he or she is contemplating will not take place during a blackout or trading freeze period.

5. Pre-Clearance of Trades

The Company has determined that all Section 16 Individuals and Other Key Persons identified by the Company and who have been notified that they have been so identified, must comply with a pre-clearance of any trade by the Chief Compliance Officer, even during a trading window. Each person should contact the Chief Compliance Officer prior to commencing any trade in the Company’s securities. The Chief Compliance Officer will consult as necessary with senior management or Counsel before clearing any proposed trade. Although an insider wanting to trade pursuant to an approved Rule 10b5-1 trading plan is not required to obtain pre-clearance from the Company’s Chief Compliance Officer before making the trade, the insider is required to obtain Company approval of the proposed Rule 10b5-1 trading plan before it is adopted.

Clearance of a trade is valid only for a [48]-hour period from the time clearance is obtained. If the trade order is not placed within that [48]-hour period, clearance for the trade must be re-requested. Pre-clearance is also required prior to the use of the Company’s securities in margin accounts or otherwise using the Company’s securities as collateral. The Company shall be permitted to prohibit such activities.

6. Other Company Policies and Restrictions on Trading Ultra Clean Securities

The additional restrictions described in this section apply to all transactions by Company directors, officers and employees in Ultra Clean securities.

- The purchase of Ultra Clean securities must be for the purpose of investment, not short-term speculation (such as day trading).
- There may be no short-selling of Ultra Clean securities.
- Purchases and sales of options (such as “puts” or “calls”) involving Ultra Clean securities are prohibited.
- Trading in securities of significant licensees or partners of the Company, or other corporations doing business with the Company, while holding material non-public information about such other party is prohibited (*e.g.*, trading during a period when you know the Company is negotiating with the other party on a transaction that is significant to them).
- Generally, exercises of stock options (but not sales of the underlying stock) will not be subject to “blackout” period restrictions and can be affected at any time. However, gifts, limit orders and margin calls will generally be subject to the “blackout” period restrictions.

7. Insider Trading Unlawful

Directors, officers and employees of the Company will often receive information about the Company’s plans, prospects or operations and operating results in the normal course of their duties. This information is an asset of the Company and must not be used or disclosed to others except through regular Company channels that assure fair access to all persons interested in the prospects of the Company and its securities.

If any director, officer or employee possesses material non-public information, he or she must not:

- purchase and/or sell the securities of any company (including Ultra Clean securities) as to which the information he or she knows is material; and
- advise, “tip” or otherwise assist third parties trading Ultra Clean securities or the securities of any other company affected by the

information. In particular, but without limiting the scope of this restriction, non-public information must not be provided to broker-dealers, analysts, investment advisors, hedge funds or other securities professionals or to security holders of the Company who could be expected to trade on the basis of the information except for disclosures made by the Company's representatives who are authorized to communicate with investors, securities professionals and the press (and who so communicate in accordance with the Company's disclosure policies) and disclosures made to actual or potential business partners under appropriate confidentiality agreements.

This prohibition is in addition to the specific trading restrictions identified in Sections 4, 5 and 6 above. Any question as to whether information is material or non-public must be discussed with the Company's Chief Compliance Officer prior to any trade. The penalties for violation of the securities laws and regulations are severe both for the person concerned and for the Company. These penalties are described in Section 9 below.

"Material Information" generally means:

- information that is likely to affect the market price of Ultra Clean securities or the securities of any other company;
- information that an investor could consider significant in making a decision to buy, sell or hold Ultra Clean securities or the securities of any other company; or
- information that, when publicly disclosed, would be expected to significantly alter the total mix of information in the marketplace about the Company.

It is important to note that, in the event of a dispute about whether information is material, the courts will determine what is material after the fact, with the benefit of hindsight.

Information remains "**non-public**" until it has been released to the public through appropriate channels and investors have had enough time to absorb and evaluate the information. All material information concerning the Company shall be disclosed only through regular Company channels so that all those interested in the Company and its securities will have, as nearly as possible, fair and equal access to that information. A person having knowledge of material information may not attempt to "beat the market" by trading simultaneously with or shortly after the official release of such information. Once public release has occurred,

information may normally be regarded as absorbed and evaluated within two days after the information is broadly released.

All information of significance will normally be announced through management approved press releases and public statements. The Company has established procedures for assuring appropriate distribution to the financial wire services and press as well as to trade publications and other interested persons. Until this procedure has been followed, information has not been “released to the public.” The fact that information may appear in a trade publication, or in an announcement made by a licensee, manufacturing partner, competitor or governmental agency, is not enough. Insider trading is not made permissible because material information is reflected in rumors or other unofficial statements in the press or marketplace. When employees become aware of rumors or other unofficial statements concerning the Company, the Chief Financial Officer or Chief Compliance Officer should be notified immediately. Employees may receive notification by email of Company press releases and such releases are also available on the internet.

In addition to information regarding the Company that has not been publicly disclosed, non-public information that can be considered material could include confidential analyses, financial information, business data and plans and other information received from a licensee or other third party with the expectation that it will be kept confidential and used solely for business purposes.

8. Trading Plans Under Rule 10b5-1

The provisions of Sections 4, 5 and 6 above shall not prohibit transfers of the Company’s securities pursuant to a written contract, letter of instruction or plan that complies with the provisions of subsection (c) of Rule 10b5-1 (“**Rule 10b5-1**”) adopted by the Securities and Exchange Commission (the “**Commission**”) under Section 10 of the Securities Exchange Act of 1934, provided that not less than five business days prior to entering into such contract, letter of instruction or plan the person intending to rely upon this section has provided to the Company’s Chief Financial Officer or Chief Compliance Officer a copy and a written summary of such contract, letter of instruction or plan and a letter from securities counsel acceptable to the Company’s Chief Financial Officer opining that such contract, letter of instruction or plan is in compliance with subsection (c) of Rule 10b5-1. Nothing in this section shall limit the Company’s ability to place limitations trades executed pursuant to such contract, letter of instruction or plan, including the ability to impose waiting periods before trades can be made. Any material amendment to any such written contract, letter of instruction or plan that has previously been provided to the Chief Financial Officer or Chief Compliance Officer shall be regarded as the adoption of a new contract, letter or plan, as the case may be, and must similarly be provided to the Chief Financial Officer or Chief Compliance Officer as set forth above.

9. Civil and Criminal Penalties

The seriousness of insider trading is reflected in the penalties that it carries. Both the Company itself and individual directors, officers or employees may be held liable. If insider trading by an individual director, officer or employee is found to be a willful violation of Commission insider trading rules, he or she may be penalized up to \$1,000,000 or imprisoned for up to ten years.

The Commission also has the authority to seek a civil monetary penalty of up to three times the amount of profit gained or loss avoided as a result of an individual's insider trading. The Commission may also impose liability on the Company as the person who controlled the insider trading violator for up to the greater of \$1,000,000 or three times the amount of profit gained or loss avoided by insider trading. "Profit gained" or "loss avoided" is defined as the difference between the purchase or sale price of the security and its value as measured by the trading information. From the amounts imposed on violators as a penalty, the Commission is authorized to pay a bounty of up to ten percent to persons who provided the information leading to the imposition of that penalty. In addition to the civil penalty, the Commission may seek other relief such as an injunction against future violations and disgorgement of profits resulting from illegal trading. Finally, private parties may bring actions against any person purchasing or selling a security while in the possession of material non-public information.

Any director, officer or employee who violates the prohibitions against insider trading or who thinks there may have been such a violation by any other persons, must report the violation immediately to the Chief Compliance Officer. Upon learning of any such violation, the Chief Compliance Officer will determine whether the Company should publicly release any material non-public information, or whether the Company should report the violation to the appropriate governmental authority.

10. Company Discipline

Violations of this policy or federal or state insider trading or tipping laws by any director, officer or employee, or their respective family members, may subject the director to dismissal proceedings and the officer or employee to disciplinary action by the Company up to and including termination for cause.

11. Individual Responsibility

Every officer, director, employee or outsider has the individual responsibility to comply with this Policy. An insider may, from time to time, have to forego a proposed transaction in the Company's securities even if he or she planned to make the transaction before learning of the material non-public information and even though the insider believes he or she may suffer an economic loss or forego anticipated profit by waiting.

12. Inquiries

If you have any question as to any of the matters discussed in this Policy, do not hesitate to ask for advice and do not act until you are confident that you are not trading improperly. Requests for advice should be directed to the Chief Compliance Officer of the Company.

ACKNOWLEDGMENT

The undersigned hereby certifies to Ultra Clean Holdings, Inc. that he/she has read and understands the Company's Corporate Policy and Procedure on Insider Trading (the "**Policy**"), a copy of which has been retained by the undersigned, and agrees to comply with the terms of the Policy, as it may be amended from time to time. The undersigned hereby certifies to Ultra Clean Holdings, Inc. that he or she will regularly consult the Company's internal website for any amendments to the Policy.

By: _____
(Signature)

Name: _____
(Please print)

Date: _____

Please return a signed copy of this form to the Chief Compliance Officer.

INDIVIDUALS SUBJECT TO PRE-CLEARANCE

Section 16 Individuals

Members of the Board of Directors
Chief Executive Officer
President and Chief Operating Officer
Senior Vice President and Chief Financial Officer
Senior Vice President of Engineering
Senior Vice President of Sales

Other Key Persons

Corporate Controller
Senior Director of Finance
Employees in the Company's Financial Planning and Analysis Function
Individuals notified that they are subject to pre-clearance due to access to material non-public information