

ULTRA CLEAN HOLDINGS, INC.
COMPLAINT PROCEDURES FOR
ACCOUNTING AND AUDITING MATTERS

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 has established the following procedures for (1) the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters 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 bring any Accounting Complaints or Concerns to the attention of the Company.

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 accounting allegations.

Receipt of Complaints and Concerns

Individuals may report their Accounting Complaints or Concerns on an open, confidential or anonymous basis to John Chenault via phone, fax, email, regular mail, or the Company’s Integrity Line:

John Chenault
Audit Committee Chairman
Ultra Clean Holdings, Inc.
26462 Corporate Avenue
Hayward, CA 94545
chenault84@yahoo.com
408-206-0334

UCT Integrity Line: 1-888-817-5600

Employees also may submit Accounting Complaints or Concerns to their manager or any executive, or to the HR or Finance departments. All Accounting Complaints or Concerns received in this way will be reported to the Audit Committee Chairman.

Treatment of Complaints and Concerns

The Audit Committee is responsible for the review, investigation and resolution of all Accounting Complaints and Procedures.

The Audit Committee has designated the Audit Committee Chairman as the appropriate individual to handle Accounting Complaints or Concerns, and to investigate such matters except in cases where the Audit Committee as a whole determines to do so directly. In this capacity, the Audit Committee Chairman provides counsel to, and acts under the authority of, the Audit Committee. Upon receipt of a complaint, the Audit Committee Chairman will (i) determine whether it constitutes an Accounting Complaint or Concern, and (ii) when possible, acknowledge receipt of the complaint to the sender.

The Audit Committee Chairman 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 Audit Committee Chairman 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 Audit Committee Chairman, as applicable, (i) shall determine the appropriate scope of the investigation; (ii) may consult with any member of the Company's management who may have appropriate expertise to assist in the evaluation of the Accounting 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 Audit Committee Chairman deems appropriate.

If an Accounting Complaint or Concern involves or implicates the Audit Committee Chairman 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 constitute Accounting Complaints or Concerns will be reviewed by the Chief Financial Officer or the Chief Administrative Officer, who will determine whether to conduct an investigation of such complaint, and if so, how to proceed.

Retention of Complaints, Concerns and Investigations

The Audit Committee Chairman will maintain a log of all complaints, 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.

Retaliation Prohibited

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.

Availability and Awareness

These procedures will be posted to the Corporate Governance portion of the Company's website (www.uct.com).

Review

The Audit Committee shall review this policy and these procedures at least annually and make any necessary or appropriate modifications to them.