

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

Nominating and Corporate Governance Committee Charter
Adopted March 1, 2004

Purpose

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

- identify qualified individuals to fill any independent director positions on the Board and recommend such individuals to the Board 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;
- evaluate Board performance;
- oversee and set compensation for the Company’s directors; and
- develop and recommend to the Board the Corporate Governance Guidelines and Code of Business Conduct and Ethics of the Company and oversee compliance with such Guidelines and Code.

Membership

The Committee shall consist of at least three members. No current officer of the Company may serve on the Committee. The Board 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 Board shall designate the Chairman of the Committee.

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 to fill any independent director positions on the Board.
- The Committee shall establish membership criteria for the Board and each committee of the Board, including as to director independence, and shall recommend individuals to fill any independent director positions on the Board and also recommend directors for appointment to committees of the Board, including the Chairman of each such committee of the Board. At no time shall the Committee take action that contravenes the Stockholder's Agreement 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 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 or stock exchange requirements for Audit 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, skill, background and experience;
 - 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.

Director Compensation

- The 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 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 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 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 Committee deems necessary or advisable to comply with Securities and Exchange Commission rules and regulations or Nasdaq or stock exchange requirements.

Corporate Governance Matters

- The Committee shall develop 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 Code of Business Conduct and Ethics 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.

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.

Authority

The Committee has the authority to retain and terminate any search firm assisting the Committee in identifying director candidates, including the authority to approve the fees and other retention terms of any such firm. In addition, the Committee has the authority to retain and terminate any compensation consultant assisting the Committee in the evaluation of director compensation, including the authority to approve the fees and other retention terms of any such consultant.

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.

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.