Charter of the Compensation Committee
of the Board of Directors

1. Purpose

The purpose of the Compensation Committee (the "**Committee**") of the Board of Directors (the "**Board**") of FormFactor, Inc. (the "**Company**") is to carry out the responsibilities delegated by the Board as set forth in this Charter and any other activities consistent with this Charter, the Company's Certificate of Incorporation and By-laws and governing law, as the Committee or the Board deems necessary or appropriate, and to oversee the Company's compensation and benefit plans, policies and programs, to determine the compensation of the Company's executive officers, and to administer the Company's equity (and certain other) plans all in accordance with the Company's strategy, competitive practice, sound corporate governance principles and shareholder interests.

2. Organizational Matters

a. Membership

All members of the Committee will be appointed at least annually by the Board, based on the recommendations of the Governance and Nominating Committee of the Board and may be removed by the Board at any time. The members of the Committee shall serve at the discretion of the Board. The Committee shall consist of at least two members of the Board, with the exact number being determined by the Board. Each member of the Committee shall meet the following criteria (in each case to the extent that such requirement is effective from time to time):

i. Each member of the Committee shall be "independent" in accordance with the independence requirements of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), the rules promulgated thereunder, and the listing standards of The Nasdaq Global Market ("**Nasdaq**"), as they may be amended from time to time (the "**Rules**"), except as otherwise permitted by such Rules;

ii. Each member of the Committee shall be a "non-employee" director as defined by Rule 16b-3 promulgated under Section 16 of the Exchange Act; and

iii. Each member of the Committee shall satisfy any other criteria required by applicable law or the rules and regulations of the Securities and Exchange Commission (the "**SEC**"), the listing standards of Nasdaq, and such other qualifications as may be established by the Board from time to time.

Unless the Board designates a chair, the members of the Committee may designate a chair by majority vote of the Committee membership. A majority of the members of the Committee will constitute a quorum for the transaction of the business of the Committee.

b. Funding

The Company shall provide appropriate funding, as determined solely by the Committee, for payment of any consultants, legal counsel or other advisors, including

compensation consultants, employed by the Committee pursuant to this Charter. The Company shall pay the ordinary administrative expenses of the Committee that are necessary or appropriate for carrying out its duties.

c. Compensation

Members of the Committee shall receive such fees for their services as Committee members as may be determined by the Board. Members of the Committee may not receive any compensation from the Company except for the fees that they receive for services as a member of the Board or any committee thereof.

d. Investigations, Studies and Outside Advisors

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities with full access to all books, records, facilities and personnel of the Company. The Committee, at the expense of the Company, shall have the sole authority to select, retain, oversee and terminate consultants, outside legal counsel (who may but need not be the regular corporate counsel to the Company), independent compensation consultants such that retention of the independent compensation consultant shall not result in disclosure pursuant to Item 407 of Regulation S-K (or any successor disclosure item), accountants or other advisors of its choice (each, a "**Consultant**"), to assist it in connection with its functions, as it deems necessary or appropriate. The Committee shall have sole authority to approve fees and retention terms for such Consultants and to approve the terms of any such engagement and the fees of any such Consultants.

Prior to selecting and receiving advice from any Consultants (other than the Company's in-house legal counsel), the Committee will take into consideration the independence factors set forth in the applicable rules of the SEC and the listing standards of Nasdaq. However, the Committee is not required to assess the independence of any Consultant or other Consultant that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of the Chief Executive Officer (the "**CEO**"), executive officers (as defined below) or directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters that are not developed by such Consultant, and about which such Consultant does not provide advice. The Committee may retain, or receive advice from, any compensation Consultant it prefers, including compensation Consultants that are not independent, after considering the requisite independence factors. The Committee will evaluate whether any compensation Consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iii) of Regulation S-K.

e. Delegation of Authority

The Committee may, from time to time, to the extent permitted under applicable law and regulations and the Company's Certificate of Incorporation and By-laws, delegate to subcommittees or one or more designated members of the Committee the authority to perform specific duties and responsibilities of the Committee. The Committee may also, consistent with existing Board resolutions, provide guidelines for the granting of awards under the Company's equity plans to employees.

3. Meetings and Reports

a. Meetings

The Committee will meet at least four times during the Company's fiscal year and as often as the Committee determines to be appropriate to carry out its responsibilities under this Charter. Meetings may be held in person or by telephone or other similar communications equipment. In lieu of a meeting, the Committee may also act by unanimous written consent.

b. Minutes

The Committee will maintain written minutes of its meetings. The minutes (and any action by unanimous written consent) will be filed with the minutes of the meetings of the Board.

c. Reports

The Committee shall report regularly (orally or in writing) to the Board (or the independent directors of the Board, as applicable) on such issues as the Committee may determine are necessary or appropriate in the discharge of its duties, or that the Committee believes, in its discretion, should be brought to the attention of the Board.

4. Authority, Responsibilities and Duties

The Committee has the authority to undertake the specific duties and responsibilities listed below and such other specific duties as the Committee or Board deems necessary to fulfill the Committee's purpose or as the Board may from time to time prescribe.

a. Approval of Chief Executive Officer Compensation

Specific responsibilities of the Committee in connection with CEO compensation matters shall include those listed below. The CEO shall not be present during any voting or deliberations by the Committee on their compensation.

i. Approve at least annually the goals and objectives relevant to the compensation of the CEO and evaluate at least annually the performance of the CEO in light of those goals and objectives.

ii. Determine, approve, or recommend for approval to the Board at least annually, the compensation of the CEO, including salary, bonuses, equity-based compensation, benefits and any perquisites, giving consideration to the results of the most recent stockholder advisory vote on executive compensation required by Section 14A of the Exchange Act or voluntarily sought by the Company ("**Say on Pay Vote**"). In determining the amount, form and terms of such compensation, the Committee shall consider the annual performance evaluations of the CEO, competitive market data pertaining to compensation at comparable companies, and such other factors as it shall deem relevant, and shall be guided by, and seek to promote, the best interests of the Company and its stockholders.

b. Approval of Other Officers' Compensation

Specific responsibilities of the Committee in connection with the compensation of the Company's executive officers as defined by Rule 3b-7 of the Exchange Act, other than the CEO, and other officers who report to the CEO and/or the President (collectively, the "**Officers**") shall include those listed below. No Officer shall be present during any voting or deliberations by the Committee on their compensation.

i. Approve at least annually the goals and objectives relevant to the compensation of the Officers.

ii. Review at least annually the performance of the Officers as assessed by the CEO.

iii. Determine, approve, or recommend for approval of the Board, at least annually the compensation of the Officers, including salary, bonuses, equity-based compensation, benefits and any perquisites, giving consideration to the results of the most recent Say on Pay Vote. In determining the amount, form and terms of such compensation, the Committee shall consider the Officer's performance in light of Company goals and objectives relevant to executive compensation, competitive market data pertaining to executive compensation at comparable companies, and such other factors as it shall deem relevant, and shall be guided by, and seek to promote, the best interests of the Company and its stockholders.

c. Incentive Plans and Equity-based Plans

Specific responsibilities of the Committee in connection with incentive plans and equity-based plans shall include those listed below.

i. Acting as administrator of the Company's incentive compensation plans and equity-based plans applicable to the CEO and Officers, including the Company's 2012 Equity Incentive Plan, as amended, pursuant to the authority delegated to the Committee by the Board, and any deferred compensation plans (collectively, the "**Plans**"). The Committee shall (i) establish guidelines for equity incentive awards and approve equity awards to eligible individuals; (ii) determine participants in the Plans, (iii) interpret the Plans and any agreements thereunder; (iv) have the ability to adopt, amend or terminate the Plans and any sub-plan thereof or agreements thereunder, subject to applicable stockholder approval requirements; (v) determine acceptable forms of consideration for stock acquired pursuant to the Plans; and (vi) exercise such other power and authority as may be permitted or required under the Plans. In reviewing and approving any incentive compensation plans and equity-based plans, including whether to adopt, amend or terminate any such plans, the Committee shall consider the results of the most recent Say on Pay Vote.

ii. Review and make recommendations to the Board, for its approval, or approve, when appropriate, any new Plan and changes in the number of shares reserved for issuance under each applicable Plan, subject to the above- mentioned shareholder approval requirements.

iii. Determine qualification of awards under Section 162(m) of the Internal Revenue Code.

d. Organization and People Matters

The Committee Shall:

i. Review the Company's human capital management practices and discuss with Company management the Company's key human capital management strategies and metrics, including those relating to overall employee retention and company culture.

ii. Review succession planning with regard to the Company's Officers, excluding the CEO.

e. Other Responsibilities

Specific responsibilities of the Committee in connection with other matters related to its activities shall include those listed below.

i. Annually review the Company's overall compensation strategy, including a review and determination of the Company's compensation peer group.

ii. Periodically review and make recommendations to the Board regarding compensation paid to directors, including retainer, meeting fees, committee fees, committee chair fees, equity compensation and deferred compensation benefits. No Committee member will act to fix their own compensation except for uniform compensation to directors for services as a director.

iii. Approve employment contracts, separation packages or similar arrangements with the CEO or the Officers, including any indemnification agreements, severance agreements, acceleration of stock vesting arrangements or change in control arrangements and any amendments, renewals or extensions thereof

iv. Review and discuss the "Compensation Discussion and Analysis" disclosure prepared pursuant to the requirements of Item 402(b) of Regulation S-K (or any successor disclosure item), and based on such review and discussion recommend to the Board whether such "Compensation Discussion and Analysis" disclosure should be included in the Company's annual report on Form 10-K and proxy statement. Communicate in the annual Compensation Committee Report to shareholders the disclosures required by Item 407(e)(5) of Regulation S-K (or any successor disclosure item).

v. Pursuant to the requirements of item 402(s) of Regulation S-K (or any successor disclosure item), review the Company's compensation policies and practices, including incentive compensation arrangements, to determine whether they encourage excessive risk-taking, review and discuss, at least annually, the relationship between the Company's risk management policies and practices and compensation, and evaluate compensation policies and practices that could mitigate any such risk.

vi. Review and assess, at least annually, the adequacy of this charter from time to time and recommend to the Company's Board any amendments that the Committee considers necessary or appropriate.

vii. Conduct, at least annually, a performance evaluation of the Committee.

viii. Review and recommend to the Board for approval the frequency with which the Company will conduct Say on Pay Votes, taking into account the results of the most recent stockholder advisory vote on frequency of Say on Pay Votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company's proxy statement.

ix. If the Board or the Committee establishes stock ownership guidelines for the Company's CEO, Executive Officers, and non-employee members of the Board, the Committee will monitor compliance with such guidelines and periodically review such guidelines and recommend any proposed changes to the Board.

x. The Committee will approve, or recommend to the Board for approval, the creation or revision of any clawback policy allowing the Company to recoup compensation paid to employees.