



**Charter of the
Governance and Nominating Committee of the
Board of Directors**

I. Purpose

The purpose of the Governance and Nominating Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of FormFactor, Inc. (the “*Company*”) is to oversee the Company’s corporate governance practices as described in its charter and as assigned by the Board.

II. Organizational Matters

A. Membership

1. The Committee shall consist of at least three members, with the exact number being determined by the Board.
2. All members of the Committee will be appointed (or reappointed) by the Board and will serve at the discretion of the Board.
3. All members of the Committee shall be “independent” as defined by the rules of the U.S. Securities and Exchange Commission and of the Nasdaq Global Market, as amended, shall be a “non-employee” director as defined by Rule 16b-3 promulgated under Section 16 of the U.S. Securities Exchange Act of 1934, as amended.
4. Unless the Board designates a Chair, the members of the Committee may designate a Chair by majority vote of the Committee membership.
5. A majority of the members of the Committee will constitute a quorum for the conduct of the Committee.

B. Funding

The Company shall provide appropriate funding, as determined by the Committee, for payment of any advisors 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 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, may retain outside legal counsel, accountants, or other advisors of its choice, 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 advisors.

E. Delegation of Authority

The Committee may, to the extent permitted under applicable law and regulations and the Company’s certificate of incorporation and bylaws, delegate to one or more designated members of the Committee the

authority to perform specific duties and responsibilities of the Committee.

III. Meetings and Reports

A. Meetings

The Committee will meet at least four (4) times during the Company's fiscal year and more frequently if and as the Committee determines to be appropriate. Meetings may be held telephonically. 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.

IV. Authority, Responsibilities and Duties

The Committee has the authority to undertake the specific duties and responsibilities listed below and as prescribed by the Board, and such other specific duties as the Committee deems necessary to fulfill its purpose.

A. Corporate Governance

Specific responsibilities of the Committee in connection with corporate governance matters shall include those listed below.

1. Regularly review issues and developments related to corporate governance and identify and bring to the attention of the Board current and emerging corporate governance trends and issues that may affect the business operations, performance, governance functions or public image of the Company.
2. Periodically review the Corporate Governance Guidelines, and recommend changes to those guidelines and changes to the corporate governance provisions of the Company's bylaws, and other relevant policies and practices of the Board.
3. Review and oversee the Company's processes for providing information to the Board and its committees and stockholder communication to the Board.
4. Periodically review and assess the Company's stockholder engagement and related processes and provide reports of stockholders' feedback to the Board relating to corporate governance, corporate responsibility and related matters.
5. Review and oversee the Company's response to stockholder proposals.
6. Review and establish guidelines for the selection and rotation of committee members, balancing reasonable continuity of committee membership with refreshment.
7. Recommend to the Board specific members of the Board to serve on the committees of the Board, giving consideration to the criteria for service on each committee as set forth in the charter for such committee.
8. Recommend to the Board specific members of the Board to serve as the Chair of the committees of the Board.

9. Review the direct and indirect relationships of members of the Board with the Company or its management and assist the Board with its determination of the independence of its members.
10. Review and make recommendations to the Board regarding changes in a Board member's status that may impact his or her independence, rise to the level of a significant conflict of interest, or affect the continued appropriateness of their Board membership.
11. Evaluate, at least annually, the structure of Board membership, the charter and composition of each committee of the Board and make recommendations to the Board for the creation of additional Board committees or the elimination of Board committees.
12. Design and coordinate, at least annually, the review and evaluation of the performance of the Board and each of its committees, including the compliance of the committees with their respective charters and requirements under regulations and exchange rules.
13. Consider the adequacy of the certificate of incorporation and bylaws of the Company in relation to corporate governance and recommend to the Board possible amendments to the certificate of incorporation and bylaws.
14. Review the effectiveness of the Board's processes with respect to management continuity planning and Chief Executive Officer succession and evaluation.
15. Review the effectiveness of the Board's risk oversight process through which risk oversight responsibilities are allocated among the Board and its committees, and oversee the risk areas allocated to the Committee under this process.
16. Review the adequacy and administration of the Company's legal compliance programs, including the Company's Code of Business Conduct and other corporate policies relating to corporate governance and compliance.

B. Director Nominations

1. Establish procedures for the director nomination process.
2. Lead the search for individuals qualified to become members of the Board.
3. Retain, manage and compensate independent search firms or other consultants as the Committee deems necessary to assist in identifying or evaluating potential director nominees.
4. Evaluate the suitability of potential nominees for membership on the Board, including director candidates properly proposed by the Company's stockholders, taking into consideration the Board's current composition, including expertise, diversity, and the balance of inside, outside and independent directors; consider the general qualifications of the potential nominees; and ensure that all necessary and appropriate inquiries are made into the backgrounds of such candidates.

C. Other Responsibilities and Authority

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

1. Assess and make recommendations to the Board with respect to each Director's independence and qualification to serve on the Board and its respective committees.
2. Review matters pertaining to the integrity of the Board and management, including questions of independence, conflicts of interest, related-party transactions and adherence to standards of business conduct.
3. Approve all related-party transactions as such term is used in applicable regulations, exchanges

rules and under applicable Company policies.

4. Evaluate and make recommendations to the Board concerning the appointment of emeritus directors or board advisors.
5. Consider matters relating to the retirement of Board members, including term limits or age caps.
6. Review and make recommendations to the Board and management regarding stockholder proposals properly submitted for consideration at the Company's annual meeting or otherwise, including whether such stockholder proposals are in the best interests of the Company.
7. Evaluate the need for director continuing education programs, including compliance with any applicable director continuing education requirements adopted by the Company.
8. Recommend director education programs and establish a method of managing records of director education undertaken by each director.
9. Oversee the Company's new director orientation practices.
10. Conduct the annual Board self-assessment processes, and make recommendations relating to information obtained from such assessments.
11. Evaluate and determine whether to recommend to the Board the termination, for cause or other appropriate reasons, of any individual director's membership in accordance with the Company's corporate governance standards.
12. Recommend to the Board whether or not to accept the resignation of a director upon a change in principal occupation or qualification as a director.
13. Promptly consider the tendered resignation of a member of the Board who does not receive a majority of votes cast, and recommend to the Board whether to accept or reject the resignation or take some other appropriate action, taking into account any stated reasons why stockholders withheld votes and any other factors which the Committee determines in its discretion are relevant to such decision.
14. Review, oversee and report to the Board on a periodic basis on matters of the Company's corporate responsibility and sustainability performance, including potential trends and impacts to Company's business regarding environmental, social, and governance issues, including the Company's public reporting on these topics.
15. Review and oversee the disclosures included in the Company's proxy statement regarding the Company's corporate governance matters, director nominations and related items.
16. Review and oversee D&O insurance coverage, indemnification provisions, exculpatory charter provisions, advancement of expenses for directors and officers relating to claims, and make recommendations to the Board.
17. Review and assess, at least annually, the adequacy of this charter and recommend to the Board any improvements that the Committee considers necessary or appropriate.

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