



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

### **1. 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 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 corporate governance practices as described in this Charter and as assigned by the Board to carry out the responsibilities delegated by the Board relating to the Company’s director nominations process and any related matters required by the federal securities laws, and to consider and report periodically to the Board on certain environmental, social and governance (“**ESG**”), cybersecurity and Artificial Intelligence (“**AI**”) matters.

### **2. Organizational Matters**

#### **a. Membership**

- i. The Committee shall consist of at least three members of the Board, with the exact number being determined by the Board.
- ii. All members of the Committee will be appointed (or reappointed) by the Board on the recommendations of the Committee and will serve at the discretion of the Board.
- iii. 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.
- iv. Unless the Board designates a Chair of the Committee, the members of the Committee may designate a Chair by majority vote of the Committee membership.
- v. 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 solely by the Committee, for payment of any consultants, legal counsel or other advisors, including director search firms, 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, shall have the sole authority to select, retain, oversee and terminate consultants, outside legal counsel, accountants or other advisors of its choice (each, a "**Consultant**"), to assist it in connection with its functions as it deems necessary or appropriate and to approve the terms of any such engagement and the fees of any such Consultants. The Committee shall have sole authority to approve fees and retention terms for such advisors.

### **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.

## **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. Director Nominations**

- i. Establish procedures for the director nomination process.
- ii. Identify individuals qualified to become members of the Board consistent with the criteria approved by the Board or the Committee, if any, and make recommendations to the Board regarding the selection and approval of the nominees for director to be submitted to a stockholder vote at the annual meeting of stockholders or for election by the Board to fill a vacancy or new position on the Board.
- iii. Consider any director candidates recommended by the Company's stockholders pursuant to the procedures set forth in the Company's Corporate Governance Guidelines. The Committee shall also consider any nominations of director candidates validly made by stockholders in accordance with applicable laws, rules and regulations and the provisions of the Company's governing documents.
- iv. Retain, manage and compensate independent search firms or Consultants as the Committee deems necessary to assist in identifying or evaluating potential director nominees.
- v. Determine criteria for selecting new directors, including desired board skills and attributes required of a director, and periodically review and recommend to the Board updates to such criteria.
- vi. 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.

##### **b. Corporate Governance and Other**

- i. 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.
- ii. Oversee the Company's corporate governance practices, and review, as appropriate, compliance with the listing standards of Nasdaq and make any recommendations to the Board.

- iii. Periodically review the Company's Corporate Governance Guidelines, Certificate of Incorporation, By-laws, the Code of Business Conduct, the Statement of Policy Regarding Related Party Transactions and Senior Management Conflicts of Interest and other relevant corporate governance policies and practices, as determined by the Committee or the Board, and recommend any changes to the Board.
- iv. Review and oversee the Company's processes for providing information to the Board and its Committees.
- v. Periodically review and assess the Company's stockholder engagement and related processes and provide reports of stockholders' communication to the Board.
- vi. 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, and the Company's response to stockholder proposals.
- vii. Evaluate, at least annually, and review with the Board the structure of the Board and the appropriate skills and characteristics required of Board members.
- viii. Evaluate, at least annually, the composition of each committee of the Board in light of such committee's charter, make recommendations to the Board, as needed, for the creation of additional or the elimination of Board committees, and the selection and rotation of committee members, balancing reasonable continuity of committee membership with refreshment.
- ix. 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.
- x. Recommend to the Board specific members of the Board to serve as the Chair of the committees of the Board.
- xi. 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.
- xii. 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 a director's Board membership.
- xiii. Evaluate and determine whether to recommend to the Board the termination, for cause or other appropriate reasons, of any individual director's membership.
- xiv. Review any director notice tendered in accordance with the Company's Corporate Governance Guidelines, review the circumstances relating to such

notice, and make a recommendation to the Board on the continued appropriateness of Board or committee membership, as appropriate.

- xv. 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.
- xvi. Design and oversee the annual evaluation processes to assess the performance of the Board, each of its committees, including the compliance of each committee with its respective charter and the requirements of applicable regulations and exchange rules, and the individual directors, and report and make any recommendations to the Board relating to information obtained from such assessments.
- xvii. Conduct, at last annually, a performance evaluation of the Committee.
- xviii. Review the effectiveness of the Board's processes with respect to management continuity planning and Chief Executive Officer succession and evaluation.
- xix. Review and recommend to the Board Section persons deemed to be an "officer" in accordance with Rule 16a-1(f) of the Exchange Act.
- xx. 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.
- xxi. Review the adequacy and administration of the Company's legal compliance programs, other than those related to accounting or financial reporting (which are the responsibility of the audit committee of the Board), including the Company's Code of Business Conduct and other corporate policies relating to corporate governance and compliance.
- xxii. Oversee, review and discuss with management, the Company's program, policies, and procedures related to information asset security and data protection and related protocols for escalation to the Board, information security and technology risks (including cybersecurity risk), including the Company's information security and risk management programs and strategies, and mitigation strategies. The Committee shall report annually to the Board on related briefings by management and advisors regarding the adequacy of the process.
- xxiii. Review matters pertaining to the integrity of the Board and management, including matters of independence, conflicts of interest, transactions with related persons, as defined in Item 404 of Regulation S-K ("**Related Party Transactions**"), and adherence to standards of business conduct.
- xxiv. After reviewing the material facts, determine whether to ratify or approve all Related Party Transactions.

- xxv. Evaluate and make recommendations to the Board concerning the appointment of emeritus directors or board advisors.
- xxvi. Consider matters relating to the retirement of Board members, including term limits or age caps.
- xxvii. Evaluate the need for director continuing education programs, including compliance with any applicable director continuing education requirements adopted by the Company.
- xxviii. Recommend director education programs in accordance with the Company's Corporate Governance Guidelines.
- xxix. Oversee the Company's new director orientation practices.
- xxx. 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 ESG issues, including the Company's public reporting on these topics.
- xxxi. Review, oversee and report to the Board on a periodic basis on the Company's programs for monitoring and managing cybersecurity and AI risks.
- xxxii. Review and oversee the disclosures included in the Company's proxy statement regarding the Company's corporate governance matters, director nominations and related items.
- xxxiii. 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.
- xxxiv. Review and assess, at least annually, the adequacy of this charter and recommend to the Board any amendments that the Committee considers necessary or appropriate.