



Insider Trading Policy

This Insider Trading Policy (the “**Policy**”) sets forth FormFactor, Inc.’s (the “**Company**” or “**FormFactor**”) internal rules and procedures to: (1) prevent insider trading by Company employees, officers and directors and (2) help Company employees, officers and directors avoid the severe consequences associated with the violation of insider trading laws.

Please read this Policy carefully. For your convenience and ease of access, this Policy will be maintained on “inFORM” – the Company’s intranet site. The Company may change this Policy or adopt other rules and procedures as it deems appropriate to carry out the purposes of this Policy. You will be advised by email of any changes to this Policy and of the implementation of any trading restrictions that affect you consistent with this Policy. Changes and trading restrictions will also be posted on inFORM.

If you have any questions or concerns regarding this Policy, please contact the Company Compliance Officer at (925) 290-4028, or by email to complianceofficer@formfactor.com.

I. Background

A. The Need for This Policy

The Company’s common stock is publicly traded on the NASDAQ Global Market under the symbol **FORM**. One of the principal purposes of the federal securities laws is to prohibit “insider trading.” Insider trading occurs when a person uses material nonpublic information obtained through involvement with the Company to make decisions to purchase, sell, give away, or otherwise trade in the securities of the Company (i.e. FORM stock) or of certain other companies or to provide that information to others outside the Company, who then trade in the securities of the Company or of certain other companies. The prohibitions against insider trading apply to trades, tips and recommendations by virtually any person, including all persons associated with FormFactor, if the information involved is “material” and “nonpublic.” The terms “material” and “nonpublic” are defined below. The insider trading prohibitions would apply to any FormFactor director, officer or employee who buys or sells securities on the basis of material nonpublic information that he or she obtained about the Company, its customers, suppliers, partners, competitors, or other companies with which the Company has contractual relationships or may be negotiating transactions.

Insider trading violations are pursued vigorously by the Securities Exchange Commission (the “**SEC**”) and the U.S. Attorney’s Office and are punished severely. While regulatory authorities most frequently concentrate their efforts on the individuals who trade, or who tip inside information to others who trade, the federal securities laws also impose potential liability on companies and other

“control persons” if they fail to take reasonable steps to prevent insider trading by company personnel. Insider trading violations can also form the basis for class action lawsuits against a company.

FormFactor’s Board of Directors has adopted this Policy to satisfy the Company’s obligation to prevent insider trading and to help Company personnel avoid the severe consequences associated with violations of the insider trading laws. It is important to maintain and continue the Company’s established reputation for integrity and ethical conduct. This Policy is also intended to prevent even the appearance of improper conduct on the part of anyone employed by or associated with FormFactor (not just so-called insiders).

B. The Consequences of Violations of Insider Trading Laws

The consequences of an insider trading violation can be severe, and may include jail time, criminal fines, civil penalties, and civil enforcement actions.

1. Legal Penalties

A person who violates insider trading laws by engaging in transactions in a company’s securities when he or she has material nonpublic information can be sentenced to a substantial jail term and required to pay a criminal penalty of several times profits gained or losses avoided.

In addition, a person who tips others may also be liable for transactions by the tippees to whom they have disclosed material nonpublic information. Tippers can be subject to the same penalties and sanctions as the tippees, and the SEC has imposed large penalties even when the tipper did not profit from the transaction.

The SEC can also seek substantial civil penalties from any person who, at the time of an insider trading violation, “directly or indirectly controlled the person who committed such violation,” which would apply to the Company or management and supervisory personnel. Even for violations that result in a small or no profit, the SEC can seek financial penalties from a company or its management and supervisory personnel as control persons.

2. Company-imposed Penalties

An employee’s, officer’s or director’s failure to comply with this Policy may subject that individual to Company-imposed penalties, including dismissal for cause, whether or not the individual’s failure to comply results in a violation of law. FormFactor reserves the right to determine, in its own discretion and on the basis of information available to it, whether this Policy has been violated. It is not necessary for the Company to await the filing or conclusion of a civil or criminal action against the alleged violator before taking disciplinary action.

C. The Compliance Officer

The Company has appointed the General Counsel as the Compliance Officer for this Policy. In addition to providing pre-clearance trading approvals in accordance with the Policy, the duties of the Compliance Officer, which may be delegated to a member of the Company’s Legal Department, include the following:

- Administering, interpreting, monitoring, and enforcing compliance with the Policy;

- Responding to all inquiries relating to this Policy;
- Designating and announcing special trading blackout periods during which certain individuals may not trade in Company securities;
- Ensuring that this Policy is circulated to and accessible by all directors, officers and employees;
- Administering, monitoring and enforcing compliance with all applicable federal and state insider trading laws, and assisting in the preparation, filing and maintenance of records related to all required SEC reports relating to insider trading in Company securities;
- Ensuring the Policy is amended as necessary to reflect changes in federal or state insider trading laws;
- Maintaining all records as required by the Policy; and
- Maintaining the accuracy of the lists of Section 16 Parties and Access Individuals. The Compliance Officer shall have the right and ability to request Company management to critically review and provide input on updates to the list of Access Individuals.

II. Policy

A. General Policy Regarding Insider Trading

No FormFactor director, officer or employee who is aware of material nonpublic information relating to the Company may, directly or through family members or other persons or entities:

- Buy or sell securities of the Company (other than pursuant to a pre-approved trading plan that complies with SEC Rule 10b5-1 and complies with the requirements set forth under “Rule 10b5-1 Trading Plans” below (a “**10b5-1 Plan**”)), or engage in any other action to take personal advantage of that material nonpublic information, or
- Pass that material nonpublic information on to others outside the Company, including to family and friends.

1. Material Nonpublic Information

It is very important that you understand when information is deemed to be “material” and when information is deemed to be “nonpublic.”

a. “**Material Information**” is any information that a reasonable investor would consider important in making a decision to buy, hold or sell securities, such as stock. Any information that could be expected to affect the Company’s stock price, whether it is positive or negative, should be considered material. If you are unsure whether information is material, you should consult with the Compliance Officer. Some examples of information that ordinarily would be regarded as material

are:

- (i) Projections of future earnings or losses or other earnings guidance;
- (ii) Earnings, bookings or revenues that are inconsistent with the consensus expectations of the investment community;
- (iii) A pending or proposed merger, acquisition or tender offer;
- (iv) A pending or proposed acquisition or disposition of a significant asset;
- (v) A change in dividend policy, the declaration of a stock split or an offering of additional securities;
- (vi) A change in senior management or the Board of Directors;
- (vii) The development of a significant new product or process;
- (viii) Impending bankruptcy or the existence of liquidity problems;
- (ix) The gain or loss of a significant customer, supplier or contract;
- (x) The imminent placement or cancellation of a significant purchase order; and
- (xi) Cybersecurity risks and incidents, including vulnerabilities and breaches.

b. “Nonpublic Information” is any information that has not been widely distributed to the public through, for example, a national news or major financial news service. The fact that information has been disclosed to a few members of the public does not make it public for insider trading purposes. To be “public” the information must have been disseminated in a manner designed to reach investors generally, and the investors must be given the opportunity to absorb the information. For purposes of this Policy, information is considered public, that is, no longer “nonpublic information,” after the close of trading on the second full trading day on the NASDAQ Global Market following the Company’s widespread public release of the information. For example, if the Company issues a press release announcing that a new customer has placed a large volume purchase order on a Tuesday after the NASDAQ Global Market has closed, then the information in the press release is considered “nonpublic” until after the close of trading on the following Thursday (two days after the press release). If the Company issues the same press release earlier on the same Tuesday when the NASDAQ Global Market is still open, the information in the press release is still considered “nonpublic” until after the close of trading on the following Thursday. If you are unsure whether information is considered public, you should consult with the Compliance Officer.

2. Third Party Companies

A FormFactor director, officer or employee who, in the course of working for the Company, learns of material nonpublic information about a third-party company may not trade in that company's securities until the information becomes public or is no longer material. This prohibition on trading includes the buying or selling of securities of third-party companies that are customers, suppliers, partners, competitors, or other companies with which the Company has contractual relationships or may be negotiating transactions.

3. No Exceptions

Transactions that may be necessary or justifiable for personal reasons (such as the need to raise money for an emergency expenditure) are not excepted from this Policy. The securities laws do not recognize such mitigating circumstances, and, in any event, even the appearance of an improper transaction must be avoided to preserve the Company's reputation for adhering to the highest standards of conduct. This means that you will not be able to make the decision to sell FORM stock during a closed trading window even in the event of an urgent need for funds.

4. Trading Advice

The Company strongly discourages all directors, officers and employees from giving trading advice concerning FORM securities to third parties even when they do not possess material nonpublic information.

5. 20-20 Hindsight

Remember, anyone scrutinizing your transactions will be doing so after the fact, with the benefit of hindsight. As a practical matter, before engaging in any transaction involving FORM securities, you should carefully consider how enforcement authorities and others might view the transaction in hindsight. This is the case even if you are conducting the transaction during an open trading window.

B. Disclosure of Company Information to Others

FormFactor is required under Regulation FD of the federal securities laws to avoid the selective disclosure of material nonpublic information. FormFactor has established procedures for releasing material information in a manner that is designed to achieve broad public dissemination of the information immediately upon its release. You may not, therefore, disclose information to anyone outside the Company, including family members and friends, other than in accordance with those procedures. For more information on the procedures applicable to the Company's disclosure of material nonpublic information, please contact the Compliance Officer.

C. Pre-clearance Procedures for Trading

Once you have concluded that you do not have material nonpublic information, you still need to confirm that your proposed trade of Company securities is consistent with the other requirements set forth in this Policy. There are two important issues that you must keep in mind in connection with any trade of Company securities.

First, you must confirm whether you fall within either of two specific groups of employees who have additional restrictions imposed upon their trading in the Company's securities. These two groups, which are referred to as "Section 16 Parties" and "Access Individuals," respectively, and are defined below, are subject to certain additional trading restrictions based upon the specific individual's position or job responsibilities at the Company. With one limited exception relating to 10b5-1 Plans, Section 16 Parties and Access Individuals must obtain pre-clearance of trades pursuant to the Company's "Pre-Clearance Procedures," which are described below. The Company may also, in its discretion, make the decision to require the pre-clearance of trades in the Company's securities

by all FormFactor employees who are not Section 16 Parties or Access Individuals. If such a decision is made, employees will be promptly informed.

Second, you must confirm that the trade is consistent with FormFactor's "Trading Windows" and "Blackout Periods." "**Trading Windows**" are the predetermined periods of time during which employees, officers and directors may generally trade Company securities. As discussed below, the Trading Windows applicable to an individual depends upon his or her position in the Company, and whether he or she is in the possession of material nonpublic information. This may mean that while you are restricted from trading during certain time periods, other employees may be able to trade. "**Blackout Periods**" are the specific periods of time that the Company designates during which no employee, officer or director may trade Company securities. The Company designates quarterly Blackout Periods and may designate a special Blackout Period, even if the time period is during a Trading Window.

1. Restricted Individuals and Entities

To help prevent inadvertent violations of the federal securities laws and avoid even the appearance of trading based on inside information, Section 16 Parties and Access Individuals must not engage in any transactions in the Company's securities without first obtaining pre-clearance from the Compliance Officer. Prior to trading any securities of the Company, you must determine whether you are a Section 16 Party or Access Individual.

a. "**Section 16 Parties**" are the Company's directors and certain officers and entities that are subject to the reporting provisions and trading restrictions of Section 16 of the Securities Exchange Act of 1934 (the "**Exchange Act**"). The Company's Board of Directors determines annually which officers of the Company are Section 16 officers and such officers are Section 16 Parties for purposes of this Policy. All individuals who are Section 16 Parties are notified in writing by the Company. The current list of Section 16 Parties will also be maintained on "inFORM". Section 16 Parties must obtain pre-clearance of all trades in Company securities from the Company's Compliance Officer in accordance with the procedures set forth in this Policy.

b. "**Access Individuals**" are those employees who have regular access to material nonpublic information in the normal course of their duties and responsibilities for the Company. All Company employees at the director level and above are Access Individuals. Certain other employees are and may be designated as Access Individuals based on their role. The current list of Access Individuals is maintained on "inFORM" under the Legal Department home page. The Company will amend the Access Individuals list from time to time as necessary to reflect the addition and the resignation, departure or change in status of Access Individuals.

2. The Pre-clearance Process

Section 16 Parties and Access Individuals may not, directly or indirectly, engage in any transaction in Company securities (including a gift, contribution to a trust, pledge, loan, or similar transactions, but excluding contributions to a revocable living trust created by such individual) without first obtaining pre-clearance of the transaction from the Company. This pre-clearance

requirement applies not only to Company securities held by the Section 16 Party, Access Individual or other designated employee, but also to their Family Members and Controlled Entities (each defined below).

A request for pre-clearance should be submitted, in writing, to the Compliance Officer at least two days in advance of the proposed transaction. Sales by Section 16 Parties may also be pre-cleared by the Company's Chief Financial Officer ("CFO"). Neither the Compliance Officer nor CFO is under any obligation to approve a trade submitted for pre-clearance and may determine not to permit the trade. The Compliance Officer or CFO will provide written notice of approval, or non-approval, of a pre-clearance request typically within one business day of receipt of the complete and correct written request. Any proposed trades by the Compliance Officer must be approved by the Company's Chief Executive Officer ("CEO") or the CFO. Any proposed trades by the CFO must be approved by the Compliance Officer or the CEO. The Compliance Officer, the CEO or the CFO may consult with the Company's outside legal counsel, as appropriate.

D. Blackout Periods and Trading Windows

1. Quarterly Blackout Periods

The Company's announcement of quarterly financial results almost always has the potential to have a material effect on the market for the Company's securities. Therefore, to avoid even the appearance of trading while aware of material nonpublic information, the Company has adopted quarterly Blackout Periods.

No director, officer or employee of the Company or their Family Members or Controlled Entities may trade in the Company's securities during a quarterly Blackout Period, which is the period beginning on the close of trading on the NASDAQ Global Market on the fifteenth (15th) calendar day of the third (3rd) calendar month of the Company's fiscal quarter and ending on the close of trading on the second (2nd) full trading day on the NASDAQ Global Market following the Company's wide-spread public release of its quarterly or year-end earnings.

However, it is permissible for Section 16 Parties, Access Individuals and other employees, and their Family Members and Controlled Entities to trade in Company securities during a Blackout Period pursuant to a 10b5-1 Plan.

2. Event-specific Blackout Periods

From time to time, an event may occur that is material to the Company and is known by only certain individuals. For so long as the event remains material and nonpublic, Section 16 Parties and Access Individuals and such other employees as are designated by the Compliance Officer, together with their Family Members and Controlled Entities, may not trade in the Company's securities. The existence of an event-specific Blackout Period will not generally be announced, other than to those who are aware of the event giving rise to the Blackout Period or to those whose trades are not generally subject to pre-clearance but who have been designated as subject to the event-specific Blackout Period. Whether or not a certain Section 16 Party or Access Individual is aware of the event-specific Blackout Period, he or she is prohibited from trading. If a person whose trades are subject to

pre-clearance and who is unaware of the Blackout Period requests permission to trade in the Company's securities during an event-specific Blackout Period, the Compliance Officer will inform the requester of the existence of a Blackout Period without disclosing the reason for the blackout. Any person made aware of the existence of an event-specific Blackout Period should not disclose its existence to any other person, including third parties.

The failure of the Compliance Officer to designate an individual as being subject to an event-specific Blackout Period does not relieve that individual of the obligation not to trade in the Company's stock while aware of material nonpublic information. No director, officer or employee may trade in Company securities outside of an applicable Trading Window or during any Blackout Period.

3. Trading Windows

Permissible Trading Windows are explained below.

a. Trading Window for Section 16 Parties and Access Individuals. After obtaining pre-clearance from the Compliance Officer in accordance with the procedures set forth above, Section 16 Parties and Access Individuals may trade in the Company's securities only during the period of time set forth in the pre-clearance form signed by the Compliance Officer or their designee and only during a Trading Window. A permissible "**Quarterly Trading Window**" occurs during the period beginning after the close of trading on the second (2nd) full trading day on the NASDAQ Global Market following FormFactor's widespread public release of quarterly or year-end earnings, and ending at the close of trading on the NASDAQ Global Market on the fifteenth (15th) calendar day of the third (3rd) calendar month of the then-current fiscal quarter. If the fifteenth (15th) calendar day of the third (3rd) calendar month of the then-current fiscal quarter is a non-trading day for the NASDAQ Global Market, then the trading window shall be deemed closed at the close of trading on the first day after the fifteenth (15th) calendar day.

b. Trading Window for Employees who are not Section 16 Parties and are not Access Individuals. After determining that a proposed trade is not subject to pre-clearance by the Compliance Officer (or adhering to the process set forth in "Trading Window for Section 16 Parties and Access Individuals" above if pre-clearance is required), employees who are neither Section 16 Parties nor Access Individuals may trade Company securities only during a Quarterly Trading Window.

c. No Trading During Trading Windows While in the Possession of Material Nonpublic Information. Please remember that no director, officer or employee possessing material nonpublic information concerning the Company may trade Company securities even during an applicable Trading Window. If you have questions about whether information is material or nonpublic, consult with the Compliance Officer.

For example, if you learn that a customer will be placing a material order in one week, you may not purchase (or sell) Company securities in anticipation of the event, even if the Trading Window is otherwise open. As a further example, if you learn that a customer has pushed out the

delivery date on a material order, you may not sell (or purchase) Company securities in anticipation of the event, even if the Trading Window is otherwise open. In both examples, you cannot trade Company securities until the information becomes public - after the close of trading on the second (2nd) full trading day on the NASDAQ Global Market following FormFactor's widespread public release (e.g. the issuance of a press release) of the information.

4. Transfers Without Consideration During Blackout Periods

Directors, officers and employees and their Family Members and Controlled Entities may not give or make any other transfer of securities without consideration during a Blackout Period that applies to such person unless the donee or transferee has agreed in writing to hold the securities until the transferor is no longer subject to a Blackout Period. These restrictions do not apply to the moving of Company securities from one account into a revocable living trust created by the director, officer or employee, as the case may be, or to transactions pursuant to a 10b5-1 Plan.

E. Rule 10b5-1 Trading Plans

The trading restrictions set forth in this Policy do not apply to transactions under a 10b5-1 Plan that meets the following requirements (an "**Approved 10b5-1 Plan**"):

(i) it has been reviewed and approved by the Compliance Officer at least five days in advance of being entered into (or, if revised or amended, such proposed revisions or amendments have been reviewed and approved by the Compliance Officer at least five days in advance of being entered into);

(ii) it provides that no trades may occur thereunder until expiration of the applicable cooling-off period specified in Rule 10b5-1(c)(ii)(B), and no trades occur until after that time. The appropriate cooling-off period will vary based on the status of the individual entering into the plan. For Section 16 Parties, the cooling-off period ends on the later of (x) 90 days after adoption or certain modifications of the Approved 10b5-1 Plan; or (y) two business days following disclosure of the Company's financial results in a Form 10-Q or Form 10-K for the quarter in which the Approved 10b5-1 Plan was adopted. For all other individuals, the cooling-off period ends 30 days after adoption or modification of the Approved 10b5-1 Plan. This required cooling-off period will apply to the entry into a new 10b5-1 Plan and any revision or modification of a 10b5-1 Plan;

(iii) it is entered into in good faith by the individual, and not as part of a plan or scheme to evade the prohibitions of Rule 10b5-1, and at a time when the individual is not in possession of material nonpublic information about the Company. For Section 16 Parties, the Approved 10b5-1 Plan must include representations by the Section 16 Party certifying their good faith and that they are not in possession of any material nonpublic information. All individuals must certify in writing to the Compliance Officer that as of the date the 10b5-1 Plan is established: (a) they are not in possession of any material nonpublic information concerning the Company; and (b) the 10b5-1 Trading Plan complies with all of the requirements of Rule 10b5-1;

(iv) it gives a third party the discretionary authority to execute such purchases and sales, outside the control of the person entering into the 10b5-1 Plan, so long as such third party does not

possess any material nonpublic information about the Company; or it explicitly specifies the security or securities to be purchased or sold, the number of shares, the prices and/or dates of transactions, or other formula(s) describing such transactions; and

(v) it is the only outstanding 10b5-1 Plan entered into by the individual (subject to the exceptions set out in Rule 10b5-1(c)(ii)(D)).

No 10b5-1 Plan may be adopted during a Blackout Period.

Transactions effected pursuant to an Approved 10b5-1 Trading Plan do not require any further pre-clearance or approval at the time of the transaction. Pre-clearance of a 10b5-1 Trading Plan by the Compliance Officer should not be considered approval by the Compliance Officer or the Company of the plan's compliance with the requirements of Rule 10b5-1. You are solely responsible for ensuring that any 10b5-1 Trading Plan complies with the requirements of Rule 10b5-1. If you are considering entering into, modifying or terminating an Approved 10b5-1 Plan or have any questions regarding Approved Rule 10b5-1 Plans, please contact the Compliance Officer. You should consult your own legal and tax advisors before entering into, or modifying or terminating, any 10b5-1 Plan.

III. The Scope of This Policy Statement

A. Family Members and Controlled Entities

It is important to remember that this Policy applies both to you and to your Family Members and Controlled Entities, which are defined below.

1. Transactions by Family Members

This Policy and the trading restrictions set forth herein apply to your "**Family Members**", which include your spouse, minor children, other individuals who reside with you, and any family members who do not live in your household but whose transactions in Company securities are directed by you or are subject to your influence or control. For example, parents or children who do not reside with you but consult with you before they trade in Company securities would be considered Family Members. You are responsible for the transactions of these Family Members and therefore should make them aware of the need to confer with you before they trade in the Company's securities.

2. Transactions by Controlled Entities

This Policy and the trading restrictions set forth herein apply to "**Controlled Entities**", which include all entities (including corporations, partnerships and trusts) for which you control or share control of investment decisions. For example, if you make or participate in the investment decisions for a venture capital partnership that holds Company securities, this Policy applies to transactions by that venture capital partnership in the Company's securities. As a result, the venture capital partnership may not distribute Company securities to its general partners during a Blackout Period, unless the recipients agree in writing to hold the securities until a Blackout Period no longer applies to the partnership. If you participate in an investment club with several of your friends, this Policy would apply to any transactions by your investment club, to the extent that you share control of the club's investment decisions.

B. Transactions Under Company Plans

There are two types of transactions related to Company securities that fall outside the scope of this Policy: (1) exercising stock options granted under an approved Company plan, including the Company's 2012 Equity Incentive Plan (“**Stock Options**”) and (2) most purchases of shares from the Company under the Company's Employee Stock Purchase Plan (the “**ESPP**”).

1. Stock Option Exercises

This Policy does not apply to:

- The exercise of a Stock Option, provided that you do not engage in any market sale for the purpose of generating the cash needed to pay the exercise price of the Stock Option; or
- The exercise of a tax withholding right pursuant to which you elect to have the Company withhold shares subject to a Stock Option to satisfy tax withholding requirements.

This Policy does apply, however, to any sale of stock as part of a broker-assisted cashless exercise of a Stock Option, or any other market sale for the purpose of generating the cash needed to pay the exercise price of a Stock Option. It is important to understand that while the exercise of Stock Options as described above is not subject to this Policy, you cannot sell stock as part of the exercise of that Stock Option without complying with this Policy.

2. Employee Stock Purchase Plan

This Policy does not apply to purchases of Company stock under the ESPP resulting from:

- A periodic contribution of money to the ESPP pursuant to an election made at the time of enrollment in the ESPP;
- Lump sum contributions to the ESPP, provided that you elected to participate by lump sum payment at the beginning of the applicable enrollment period;
- Any enrollment to participate in a new Offering Period (as defined in the ESPP); or
- Any suspension or withdrawal from participation under the ESPP.

This Policy Statement does apply to your sales of Company stock purchased pursuant to the ESPP or any increase or decrease to a prior election under the ESPP.

C. Additional Prohibited Transactions

Finally, there are a number of other transactions in Company securities that are also prohibited under this Policy. The Company considers it improper and inappropriate for any director, officer or employee of the Company to engage in short-term or speculative transactions in the Company's securities. There are also certain transactions that, while not absolutely prohibited under this Policy, do require pre-clearance from the Compliance Officer. FormFactor directors, officers and employees may not engage in any of the transactions listed below, except, and only if the Policy provides that an exception may be considered, with the written pre-clearance of the Compliance Officer.

1. Short Sales

Short sales of Company securities evidence an expectation on the part of the seller that the securities will decline in value, and therefore signal to the market that the seller has no confidence in the Company or its short-term prospects. In addition, short sales may reduce the seller's incentive to improve the Company's performance. For these reasons, this Policy prohibits short sales of the Company's securities by all directors, officers and employees. In addition, Section 16(c) of the Exchange Act prohibits officers and directors from engaging in short sales.

2. Publicly Traded Options

A transaction in options is, in effect, a bet on the short-term movement of Company stock and therefore creates the appearance that the director, officer or employee is trading based on inside information. Transactions in options also may focus the director's, officer's or employee's attention on short-term performance at the expense of the Company's long-term objectives. Accordingly, transactions in puts, calls or other derivative securities, on an exchange or in any other organized market, are prohibited by this Policy. Option positions arising from certain types of hedging transactions are addressed by the section below titled "Hedging Transactions."

3. Hedging Transactions

Certain forms of hedging or monetization transactions, such as zero-cost collars and forward sale contracts, allow a shareholder to lock in much of the value of his or her stock holdings, often in exchange for all or part of the potential for upside appreciation in the stock. These transactions allow the director, officer or employee to continue to own the covered securities, but without the full risks and rewards of ownership. While hedging transactions can be a useful tool for risk aversion in certain circumstances, such transactions also have the potential to create differences between the objectives of the director, officer or employee and the objectives of the Company's other shareholders. Accordingly, directors and officers are prohibited from pledging Company stock in a margin account or otherwise entering into transactions designed to hedge or offset any decrease in the market value of Company stock. Directors and officers are also prohibited from the purchasing of options on Company securities. Any employee, who is not a director or officer, wishing to enter into a hedging arrangement or similar transaction that they believe is not prohibited under this Policy must obtain written pre-clearance of the proposed transaction from the Compliance Officer. Any request for pre-clearance of a hedging or similar arrangement must be submitted to the Compliance Officer at least two weeks prior to the proposed execution of documents. The request should include a description of the proposed transaction and an explanation of the reasons for the proposed transaction.

4. Margin Accounts and Pledges

Securities held in a margin account may be sold by the broker without the customer's consent if the customer fails to meet a margin call. Similarly, securities pledged (or hypothecated) as collateral for a loan may be sold in foreclosure if the borrower defaults on the loan. Because a margin sale or foreclosure sale may occur at a time when the pledgor is aware of material nonpublic information or otherwise is not permitted to trade in Company securities, directors, officers and employees are prohibited from holding Company securities in a margin account or pledging Company securities as

collateral for a loan. An exception to this prohibition may be granted where a person wishes to pledge Company securities as collateral for a loan (not including margin debt) and clearly demonstrates the financial capacity to repay the loan without resort to the pledged securities. Any person who wishes to pledge Company securities as collateral for a loan must submit a request for approval to the Compliance Officer at least two weeks prior to the proposed execution of documents evidencing the proposed pledge, as well as any additional information requested by the Compliance Officer.

D. Post-termination Transactions

Please keep in mind that this Policy will continue to impact your ability to trade in Company securities even after your engagement as a director, officer or employee ends. In addition, you will continue to be subject to the insider trading laws, including civil and criminal penalties for any violations of such laws, with respect to any trades in the Company's securities. Specifically, if you are in possession of material nonpublic information when your engagement terminates, you may not trade in Company securities until that information has become public or is no longer material.

IV. Other

A. Company Assistance

Any person who has a question about this Policy or its application to any proposed transaction may obtain additional guidance from the Compliance Officer. Ultimately, however, the responsibility for adhering to this Policy and complying with insider trading laws rests with the individual employee.

B. Reporting of Violations

Any director, officer or employee who violates this Policy or any applicable insider trading laws, or who knows of any violation by any other director, officer or employee, must report the violation immediately to the Compliance Officer. You may also contact FormFactor's Reporting Helpline using the information described at www.formfactor.com/raisingconcerns. Upon learning of a potential violation, the Compliance Officer, in consultation with the Company's outside legal counsel, will determine whether the Company should release any material nonpublic information, report the violation to the SEC or other appropriate governmental authority or take any other appropriate steps.

C. Certifications.

All directors, officers and employees must certify their understanding of and intent to comply with this Policy.