



Charter of the

Governance Committee of the Board of Directors

I. Purpose

The purpose of the Governance Committee (the "*Committee*") of the Board of Directors (the "*Board*") of Form Factor, Inc. (the "*Company*") is to oversee the Company's corporate governance practices and the Company's process for identifying, evaluating and nominating directors for service on the Board and its committees.

II. Organizational Matters

A. Membership

All members of the Committee will be appointed at least annually by the Board. The members of the Committee shall serve at the discretion of the Board. The Committee shall consist of at least three members, 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):

1. Each member of the Committee shall be "independent" as defined by the rules of The Nasdaq Stock Market, as they may be amended from time to time (the "*Rules*"), except as otherwise permitted by such Rules; and
2. Each member of the Committee shall be a "non-employee" director as defined by Rule 16b-3 promulgated under Section 16 of the Securities Exchange Act of 1934, as amended (the "*Exchange Act*").

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 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 (who may but need not be the regular corporate counsel to the Company), accountants, search firms for identifying director candidates 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 twice 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, which 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 such other specific duties as the Committee deems necessary to fulfill its purpose and as the Board may from time to time prescribe.

A. Corporate Governance

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

1. Regularly reviewing issues and developments related to corporate governance and identifying and bringing 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. Overseeing and reviewing the Company's processes for providing information to the Board and its committees and for stockholders to send communications to the Board, and recommending any appropriate or necessary modifications to the Board for approval.

3. Reviewing and assessing on at least an annual basis the adequacy of the Company's Statement of Corporate Code of Business Conduct, and its Statement of Financial Code of Ethics, and recommending any appropriate or necessary modifications to the Board for approval.

4. Assisting the Board and the Company in interpreting, monitoring and administering the Company's Statement of Corporate Code of Business Conduct and its Statement of Financial Code of Ethics.

B. Board and Committee Nomination and Evaluation

Specific responsibilities of the Committee in connection with Board and committee nomination and evaluation matters shall include those listed below.

1. Making recommendations to the Board regarding the size, structure and composition of the Board and the Board's committees.

2. Establishing procedures for the identification, evaluation and nomination of individuals to the Board, including the procedures to be followed by stockholders of the Company that wish to nominate individuals to the Board.

3. Determining at least annually the desired qualifications, expertise and characteristics of potential Board members and conducting searches for potential Board members with those attributes as necessary.

4. Identifying, evaluating and making recommendations to the Board of nominees for appointment to the Board and when a vacancy occurs on the Board by reason of disqualification, resignation, retirement, death or an increase in the size of the Board, including for the proposed slate of director nominees submitted for election at the Company's annual meeting of stockholders.

5. Evaluating and making recommendations to the Board concerning the appointment of directors to Board committees and the selection of Board committee chairs.

6. Evaluating, at least annually, the composition and performance of the Board and the Board committees, and overseeing the Board and committee performance evaluation process.

7. Making recommendations to the Board regarding appropriate compensation of non-employee members of the Board and its committees.

C. Other Responsibilities and Authority

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

1. Reviewing matters pertaining to the integrity of the Board and management, including conflicts of interest, related-party transactions and adherence to standards of business conduct as required in the policies of the Company or by applicable laws and regulations, and approving all related-party transactions as such term is defined in the rules and regulations of the SEC.

2. Evaluating the need for director continuing education programs, including compliance with any applicable director continuing education requirements.

3. Reviewing and reassessing the adequacy of the Committee's charter at least annually and recommending changes to the Board for approval.

4. Performing any other activities required by applicable law, rules or regulations, including the rules of the SEC and the rules of the principal exchange on which the Company's common stock is traded, and performing other activities that are consistent with this charter, the Company's certificate of incorporation and bylaws and governing laws, as the Committee or the Board may deem necessary or appropriate.