





**FormFactor, Inc.****FORM NASDAQ****Semiconductor Equipment / Testing**

Market Capitalization USD:

\$316.79 mm**CONCERN LEVEL: AVERAGE**

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years. 
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group. 
- 7 The company's dilution from equity incentives is 10 percent or less. 
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

CEO: Thomas M. St. Dennis**Age: 58****CEO Since: 2010**

	2009	2010	2011
Base Salary	\$519,231	\$239,440	\$476,308
Discretionary Bonus	\$0	\$0	\$0
Annual Cash Incentive	\$0	\$0	\$0
Benefits and Perquisites	\$0	\$776,151	\$0
TOTAL ANNUAL COMPENSATION	\$519,231	\$1,015,591	\$476,308
Increase in Post-Retirement Benefits	\$0	\$0	\$0
Stock Option Awards	\$1,054,498	\$0	\$653,835
Stock Awards	\$135,800	\$0	\$207,380
TOTAL COMPENSATION	\$1,709,529	\$1,015,591	\$1,337,523
Median of Other Named Executive Officers Total Compensation	\$838,677	\$1,599,089	\$524,484
Value Realized on Exercise of Stock Option	\$0	\$0	\$0
Value Realized on Vesting of Stock	\$150,300	\$368,400	\$111,450
TOTAL REALIZED EQUITY COMPENSATION	\$150,300	\$368,400	\$111,450

Proxy Date: 8 Mar 2012

Annual Meeting Date: 18 Apr 2012

Equity Reserves: 40.85%

Stock Option Run Rate: 2.91%

FormFactor, Inc.

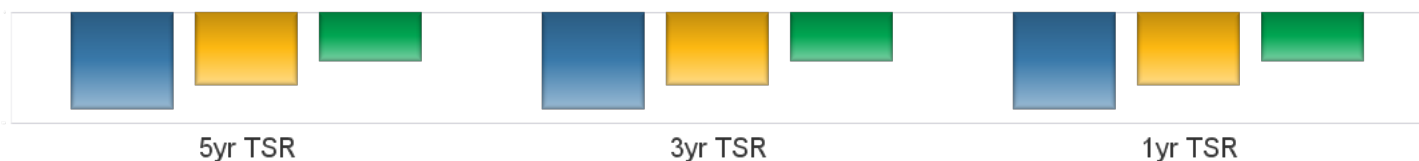
FORM NASDAQ

Semiconductor Equipment / Testing

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Performance Comparison

■ vs S&P500 ■ vs Industry ■ FORM



Peer Comparisons (TRBC) =Semiconductor Equipment / Testing

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
FORM	FormFactor, Inc.	\$1,709,529	\$1,015,591	\$1,337,523	\$316,792,939
ENTG	Entegris, Inc.	\$1,302,022	\$2,670,021		\$861,306,207
KLIC	Kulicke & Soffa Industries, Inc.	\$1,437,133	\$2,796,133	\$4,924,623	\$542,335,793
BRKS	Brooks Automation, Inc.	\$3,174,283	\$1,289,808	\$3,860,233	\$538,387,125
UTEK	Ultratech, Inc.	\$1,899,387	\$3,619,210		\$440,126,126
ESIO	Electro Scientific Industries, Inc.	\$1,364,560	\$1,938,067		\$341,744,817
NANO	Nanometrics Incorporated	\$1,156,135	\$1,835,837		\$331,479,106

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps.

Missing peer pay figures for 2011 are due to differences in company filing schedules.

Pay Peer Group

ATMI, Inc., Emcore, Silicon Laboratories Inc., Brooks Automation, Inc., FEI Company, Tessa Technologies, Inc., Cabot Microelectronics, Intersil Corporation, Varian Semiconductor, Cohu, Inc., Microsemi Corporation, Verigy Ltd., Cymer Corporation, OmniVision Technologies, Inc.

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Edward Roqas	Chairman	71	Male	2	Outside
G. Carl Everett	Member	61	Male	11	Outside Related
Lothar Maier	Member	56	Male	6	Outside

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