



Statement of
Corporate Code of Business Conduct

Code Overview and Box Summary

Purpose: FormFactor, Inc. ("*FormFactor*" or the "*Company*") is committed to conducting business with the highest standards of integrity, ethical conduct and corporate governance. Our business growth and success depend upon the integrity, ethics and professionalism of our directors, officers and employees, and our ability to maintain productive and mutually beneficial relationships with our customers, suppliers and partners. To meet this commitment, we have created a Statement of Corporate Code of Business Conduct (the "*Code*") to guide our directors, officers and employees in their FormFactor-related activities by providing standards for:

- ensuring compliance with applicable laws, rules and regulations,
- promoting integrity and the highest standard of ethical conduct and corporate governance, and,
- avoiding even the appearance of impropriety in connection with the company's business activities.

Compliance With Laws, Rules and Regulations: FormFactor is committed to compliance with all laws, rules and regulations that apply to our business and our directors, officers and employees. All directors, officers and employees are expected to engage in their FormFactor-related activities consistent with these laws, rules and regulations. As generally discussed on pages 2 - 5 of the Code, FormFactor's business activities are subject to the Foreign Corrupt Practices Act; applicable securities laws, such as those regarding insider trading and fair disclosure; environmental, health and safety laws, rules and regulations; intellectual property laws; tax laws, rules and regulations and fair trade practices, including antitrust, import and export laws. We have adopted a number of specific policies and procedures to assist you in confirming your compliance with applicable laws. These policies and procedures include:

Equal Opportunity Employer: FormFactor employees are highly valued assets. It is important that all employees be treated with dignity and respect. FormFactor is an equal opportunity employer and is committed to maintaining a safe, secure and productive work environment. As stated on page 2 of the Code, discrimination and harassment in any form is not tolerated. Prohibited conduct or practices should be reported immediately to a supervisor, the Human Resources Department, or any other announced reporting method.

Insider Trading Policy: Our Statement of Policy Regarding Insider Trading assists directors, officers and employees in understanding the scope of insider trading laws and the prohibitions on trading securities (stock) while aware of material non-public information, and on disclosing material non-public information to others who may trade in FormFactor securities. If you plan to trade FormFactor securities, you must confirm before the trade that you do not have material nonpublic information and the trade is permitted under the Insider Trading Policy. You should familiarize yourself with the Insider Trading Policy and the discussion on pages 2 - 3 of the Code.

Regulation FD Compliance: We have processes in place to ensure we comply with Regulation FD of the securities laws. All communications with media, investors, stock analysts and other members of the financial community should be referred to FormFactor Investor Relations. Directors, officers and employees should not post public or non-public information about FormFactor in Internet discussion groups, in chat rooms, bulletin boards, blogs, social media sites or other

electronic communications media. These policies and procedures relating to Regulation FD and communications are detailed on pages 3 and 6 of the Code.

EH&S Guidelines: FormFactor is committed to protecting the environment, ensuring the health of its directors, officers and employees and maintaining a safe workplace. As explained on pages 3 - 4 of the Code, certain of our activities include the use of regulated chemicals and raw materials and generate wastes. FormFactor provides training to ensure that safe work practices and environmental protection measures are met. Directors, officers and employees should communicate (immediately, where appropriate) with fellow colleagues, supervisors and the EH&S Department regarding safety issues.

Trade Practices: It is important that employees, officers and directors compete fairly and honestly with competitors and avoid unfair and illegal trade practices. As explained on page 4 of the Code, you should not engage in any acts with the goal, intent or purpose of restraining trade or reducing competition. You should not have discussions with competitors regarding pricing, conditions of sale, product quality or quantity, distribution, territories or customers.

Intellectual Property: Protection of intellectual property is important to FormFactor's continued investment in R&D, and FormFactor respects the valid intellectual property rights of third parties. As noted on page 5 of the Code, you should refer to FormFactor's Legal Department any statements or questions from third parties regarding (1) the scope of FormFactor's intellectual property rights, (2) the applicability of FormFactor's rights to another company's products, and/or (3) the applicability of a third party's intellectual property rights to FormFactor's intellectual property rights or products. Directors, officers and employees should not engage in any dialog with a third party regarding intellectual property without the prior consent of FormFactor's Legal Department.

Full, Fair And Timely Disclosure: As a public company, FormFactor is committed to meeting its obligations of full, fair and timely disclosure in all reports and documents that describe our business and financial results, and all other public communications. You should be familiar with pages 5 - 6 of the Code, which address this disclosure policy. We expect our directors, officers and employees to ensure the records of FormFactor that he or she deals with are completed accurately, and that our accounting practices are compliant with established corporate accounting policies and practices. To this end, we have issued a Statement of Financial Code of Ethics to engender the highest confidence in our financial reporting, our underlying systems of internal controls, and in our financial employees.

Technology And Intellectual Property: FormFactor commits substantial resources to technology development and innovation. You should acquaint yourself with the policies and procedures we have designed that are directed to the creation and protection of our intellectual property rights, as summarized on pages 7 - 10 of the Code. Directors, officers and employees are expected to understand their obligations of confidentiality, and the Company's ownership over any technology and intellectual property developed during the course of their company activities. Proprietary and confidential information exist throughout FormFactor, and may only be disclosed to a third party under a binding and enforceable written non-disclosure agreement. Customers and suppliers sometimes provide FormFactor confidential information that they expect to be treated as confidential. The same degree of care that you are expected to take to protect FormFactor confidential information should be extended to the confidential information belonging to other companies.

Conflicts of Interest: Business dealings that appear to create a conflict between the interests of FormFactor and an employee, officer or director are unacceptable. On pages 10 - 14 of the Code you will find policies to make sure you avoid the occurrence, or even the impression, of a conflict of interest, a few of these are highlighted below.

Outside Employment: Full-time employees are discouraged from accepting outside employment and must take all steps necessary to ensure that any outside employment activities do not

interfere or conflict with the performance of their duties and roles with FormFactor. These steps are detailed on page 10 of the Code.

Financial and Leadership Interests: You may not hold a significant interest in a supplier, customer or competitor of FormFactor, except where such interest consists of securities in a publicly traded company. You should make sure you understand the policy relating to serving as an officer or director of a company, which can be found on page 11 of the Code.

Gifts: FormFactor has a strict policy against giving and receiving gifts except those that are of nominal value. If you contemplate making a gift or receive a gift, no matter how small in value, you should acquaint yourself with the detailed corporate policy on pages 11 -13 of the Code and take the appropriate action.

Entertaining: Entertaining customers, service providers and suppliers, and being entertained by customers, service providers and suppliers, are permitted only for the limited purpose of building business relationships and must at all times be within Company stated guidelines. The guidelines for entertaining can be found on pages 12 – 13 of the Code.

Responsibilities And Reporting: As a FormFactor director, officer and/or employee, it is your responsibility to read, understand and comply with the Code, as well as FormFactor’s other guidelines and policies applicable to you. You should acquaint yourself with pages 14 - 15 of the Code describing your responsibilities to FormFactor and its stockholders. Please note that the Code is not a detailed manual for resolving every question or conflict that you or others may have. If you have concerns over whether conduct is permitted under the Code, you should feel free to discuss your concerns with a supervisor, the Human Resources Department or the Compliance Officer. Additionally, FormFactor has adopted a Statement of Policy Regarding Corporate Code Violations (Complaints and Concerns and Whistleblowers) (the “***Reporting Policy***”) that provides a framework for reporting conduct violations and potential conduct violations.

You are also required to cooperate as FormFactor might request in any investigation of a violation or suspected violation of the Code. This obligation to cooperate and the need to retain documents consistent with FormFactor’s Statement of Policy Regarding Retention of Records are further identified on page 15 of the Code.

For your convenience and ease of access, the Code will be maintained on the Investors Section of our external website (www.formfactor.com) and on “InFORM” – our intranet site. We may change these procedures or adopt other procedures in the future as we consider appropriate to carry out the purposes of the Code. If you have any questions or concerns, do not hesitate to contact the Compliance Officer at ext. 4028, or by email to complianceofficer@formfactor.com.

I. PURPOSE OF THE CODE

This Statement of Corporate Code of Business Conduct (this “*Code*”) is intended to guide FormFactor directors, officers and employees in their company-related activities by providing standards for:

- ensuring compliance with applicable laws, rules and regulations,
- promoting integrity and the highest standard of ethical conduct and corporate governance, and
- avoiding even the appearance of impropriety in connection with the Company’s day-to-day business activities.

All employees of FormFactor and its subsidiaries, including corporate officers, and members of the FormFactor Board of Directors, without exception, are expected and required to read, understand and meet the standards and obligations in this Code. In addition to other policies referred to in this Code, FormFactor also requires employees to complete certain web-based training programs. These programs supplement the practices and principles found in this Code. Our business growth and success depend on the integrity, ethics and professionalism of our employees, and our ability to maintain productive and mutually beneficial relationships with our customers, suppliers and partners.

II. REPORTING

Each and every FormFactor director, officer and employee is responsible for:

- reading and understanding this Code,
- maintaining FormFactor’s commitment to integrity and the highest standard of ethical conduct and corporate governance,
- ensuring his/her activities comply with all applicable laws, rules and regulations, and
- meeting FormFactor’s obligations of full, fair and timely disclosure.

If you are aware of a violation or a threatened violation of this Code, you should immediately report this to the Company in accordance with our Statement of Policy Regarding Corporate Code Violations (Complaints and Concerns and Whistleblowers) (the “*Reporting Policy*”), which can be found on both the Company intranet site (inFORM) and on the Investors Section of our external website (www.formfactor.com). The Reporting Policy provides the specific processes for reporting violations and threatened violations of this Code, including complaints or concerns related to financial matters. You should read and be familiar with the Reporting Policy, and report complaints or concerns, including violations of this Code, to the Company through any of the methods described in the Reporting Policy. No director, officer or employee who in good faith reports a violation or suspected violation of this Code or any other unethical conduct shall suffer harassment, retaliation or adverse employment consequence as a result of such reporting.

Should you have any questions or concerns regarding this Code in general, or a specific business conduct or ethical issue in particular, you should not hesitate to discuss the question or issue with your supervisor, an individual in the Human Resources Department or the Company’s Compliance Officer.

III. COMPLIANCE WITH LAWS, RULES AND REGULATIONS

As a part of FormFactor's objective to conduct business with the highest standards of integrity, ethical conduct and corporate governance, FormFactor is committed to compliance with all laws, regulations and rules that are applicable to its business and its directors, officers and employees. All directors, officers and employees of FormFactor are expected to comply with any and all such laws, rules and regulations that apply to their day-to-day business activities. If you work outside of the United States, you must also comply with any applicable laws of the country in which you work. Violations of any applicable laws may subject you to criminal or civil liability and may result in disciplinary action by the Company.

If you have any questions or any concerns or issues regarding legal compliance, you should immediately contact the Compliance Officer or otherwise submit your question or concern in one of the ways set forth in the Reporting Policy. Without limiting the generality and scope of the foregoing, several areas relating to specific compliance issues are addressed below.

A. Equal Opportunity Employer

FormFactor is an equal opportunity employer and strives to provide a work environment in which all employees can work together safely, securely and productively. Employment decisions at FormFactor depend upon personal capabilities and qualifications. Every employee has the right to work in a professional atmosphere that promotes equal opportunity and prohibits discriminatory practices, including any form of harassment. Discrimination of any form is not tolerated. Harassment of any form is not tolerated.

B. International Business Conduct

FormFactor's business is global. The Foreign Corrupt Practices Act ("**FCPA**") prohibits offering directly or indirectly anything of value by United States companies and/or their subsidiaries to the following persons or entities, or their representatives, for purposes of securing business or to influence the acts or decisions of an official:

- A foreign government official;
- A foreign government or agency;
- A foreign political party or official thereof;
- A candidate for foreign political office; or
- A public international organization or its official.

Even though making an offer of value or a payment to public officials may be viewed as an acceptable practice in certain countries, such offers and gifts may violate the FCPA and also violate existing (though perhaps not enforced) local laws. FormFactor prohibits any offer or payment or the presenting of any gift for the benefit of a foreign official, government, political party, candidate, or public international organization without express prior written approval from the Compliance Officer.

C. Securities Laws

1. Insider Trading and Tipping

The federal securities laws prohibit the purchase or sale of securities while aware of material non-public information, or the disclosure of material non-public information to others who then trade in FormFactor's securities. This prohibited conduct is called "insider trading." Insider trading violations are pursued vigorously by the U.S. Securities and Exchange Commission ("**SEC**") and the U.S. Attorney's Office and are punished severely. To satisfy the Company's obligation to prevent insider trading and to



help Company employees, officers and directors avoid the severe consequences associated with violations of the insider trading laws, FormFactor has issued a separate “Statement of Policy Regarding Insider Trading” (“*Insider Trading Policy*”), which can be found on the Company’s website and on its intranet site. The Insider Trading Policy restricts the ability of a director, officer or employee to trade in FormFactor securities. Your failure to comply with the Insider Trading Policy may subject you to Company-imposed sanctions, including dismissal for cause, whether or not your failure to comply results in a violation of law.

You are required to read the Insider Trading Policy and to follow it at all times prior to attempting to purchase or sell FormFactor securities. For more information, or if you have any questions, you should contact the Compliance Officer or submit your questions consistent with the procedures outlined in the Insider Trading Policy.

2. Fair Disclosure

Regulation FD (for “fair disclosure”) of the U.S. federal securities laws prohibits the selective disclosure of material non-public information about a publicly traded company. Regulation FD is intended to provide all investors with equal access to material information about a company at the same time. Selective disclosures about FormFactor cannot be made to persons in the financial and investment community (including stockbrokers) or FormFactor stockholders.

FormFactor is committed to full compliance with all securities laws, including Regulation FD. To ensure that all employees, officers and directors comply with Regulation FD, the policies on the protection of confidential information of the Company and others, which are set forth below in this Code, must at all times be followed. You should refer to Investor Relations any and all calls from

- financial analysts
- investors
- other members of the financial and investment community
- industry analysts and
- the press and media.

You should not post or share information (whether public or non-public) about the Company in Internet discussion groups, chat rooms, bulletin boards, blogs, social media sites and/or other electronic communications media, even under an alias, for any purpose (including to correct information that you believe is erroneous). For more information, or if you have any questions, you should contact the Compliance Officer or an attorney in the Legal Department.

D. Environmental, Health and Safety

FormFactor is committed to protecting the environment, ensuring the health of its directors, officers and employees and maintaining a safe workplace. FormFactor engages in research and development activities and manufactures a high technology product. Certain of these activities include the use of regulated chemicals and raw materials, and also generate wastes. FormFactor has dedicated resources to educating its directors, officers and employees and ensuring that the Company is in compliance with all applicable environmental, safety and health laws, rules and regulations. Directors, officers and employees are expected to strictly comply with environmental, safety and health laws and regulations while performing their FormFactor-related work. FormFactor provides training for members of our workforce to ensure that safe work practices and environmental protection measures are met. FormFactor, and in some cases individuals working for FormFactor, could be subject to civil and criminal liability for violation of these laws, rules and regulations.



Ensuring safety is an integral part of everything we do, including in our manufacturing and operations activities and in our research and development activities. Management is accountable for safety and responsible for undertaking commercially reasonable good faith efforts to prevent injuries. Maintaining a safe work environment requires the continuous diligence of all directors, officers and employees. Safety is the responsibility of every FormFactor director, officer and employee. FormFactor requires directors, officers and employees to communicate (immediately where appropriate) with fellow colleagues, their supervisor if applicable, and the Company's Environmental, Health and Safety Department regarding safety issues. Directors, officers and employees can report or raise concerns about workplace safety issues anonymously. All reports can be made without fear of reprisal. Safety is a condition of employment, and FormFactor expects the commitment of each director, officer and employee to making FormFactor an accident-free workplace. All directors, officers and employees are expected to follow safety procedures and implement safe work practices in their work.

E. Taxes

FormFactor complies with all applicable tax laws, including federal, state and foreign laws. These laws require the reporting of financial information, payment of taxes due, filing of tax returns, and withholding or collecting of necessary taxes on behalf of our workforce. If you have any questions about the Company's responsibilities under tax laws and regulations, please contact the Finance Department, or submit an inquiry under one of the procedures set forth in the Reporting Policy.

F. Importing and Exporting

FormFactor has global operations that support a growing, worldwide customer base on three continents. To maintain and grow our global standing, all employees, officers and directors must strictly comply with not only United States laws that govern the import, export and re-export of our products, but also with the laws of the foreign countries where our products are manufactured, repaired or used. Any violation of these laws, even through ignorance, could have damaging and long-lasting effects on our business. If your responsibilities include exporting products, or receiving imported products, you are responsible for screening customers (or suppliers, as the case may be) and transactions to ensure that we comply with all applicable export and import requirements. You should direct any questions you have regarding imports or exports of FormFactor products, and of parts or technology, to the Vice President, Supply Chain, the Legal Department or the Compliance Officer.

G. Trade Practices

It is important that employees, officers and directors compete fairly and honestly with competitors and avoid unfair or illegal trade practices. By way of example, you should not engage in any improper competitive practice, including any acts with the goal, intent or purpose of restraining trade or reducing competition. You should not discuss with competitors pricing, conditions of sale, product quality or quantity, distribution, territories or customers. Please keep in mind that illegal conduct may be inferred from your actions, including "tacit understandings" and "off-the-record" conversations. Any information about the product or services of a competitor or other third party must only be obtained in a legal manner and without breach of any obligation of confidentiality.

H. Intellectual Property

FormFactor respects the valid intellectual property rights of third parties. If an employee, an officer or a director receives any letter, email or other communication alleging that FormFactor is infringing or violating a third party's intellectual property rights, he/she should immediately forward the communication to the Compliance Officer or an attorney within FormFactor's Legal Department. You should also refer to an attorney in FormFactor's Legal Department any statements or questions from third parties regarding (1) the scope of FormFactor's intellectual property rights, (2) the applicability of FormFactor's rights to another company's products, and/or (3) the applicability of a third party's intellectual property rights to FormFactor's intellectual property rights or products. You should not provide any response to or comment on the communication without receiving prior written instructions from the Compliance Officer.

I. Human Rights and Supply Chain

The California Transparency in Supply Chains Act of 2010 (CA Civil Code §1714.43) requires certain sized companies, including FormFactor, to address and disclose the efforts they take to eradicate slavery and human trafficking from their direct supply chains. The Dodd-Frank Act (Section 1502) and 17 CFR Parts 240 and 249b require all publicly traded manufacturing companies to report annually to the SEC whether they use conflict minerals (currently identified as tantalum, tin, tungsten and gold) that are "necessary to the functionality or production" of a product that they either manufacture, or contract to be manufactured. FormFactor intends to meet fully its disclosure and reporting obligations.

FormFactor's commitment to conducting business in an ethical and responsible manner includes FormFactor's absolute opposition to slavery and human trafficking and to the protection of human rights. FormFactor manufactures custom products designed to customers' unique specifications and requirements. To timely meet its customers' requirements, FormFactor interacts closely with its suppliers of raw materials, of parts and of components. FormFactor requests its suppliers and vendors to comply with all applicable laws, including laws against slavery or human trafficking, and to provide conflict-free minerals.

IV. FULL, FAIR AND TIMELY DISCLOSURE

FormFactor is committed to meeting its obligations of full, fair and timely disclosure in all reports and documents that describe our business and financial results, and in our other public communications. In addition to the obligations that arise from applicable laws, rules and regulations, including as discussed above, this Section of this Code addresses certain additional areas that may impact the Company's disclosure obligations. Section V (Technology and Intellectual Property) of this Code, below, also impacts the Company's disclosure obligations.

A. Record Keeping and Accounting Practices

All payments and transactions must be properly authorized by management and fully and accurately recorded in the Company's books and records in compliance with all applicable laws and established corporate accounting policies. Information must be recorded and reported accurately and honestly, without misleading, misrepresenting, misinforming, making false statements or omitting important information. Without limiting this standard, the following activities are examples of prohibited conduct:

- Making payments for FormFactor without supporting documentation or for a purpose contrary to that described in supporting documentation.
- Establishing undisclosed or unrecorded FormFactor funds or assets.

- Making false or misleading entries in, or omitting important information from, FormFactor records.
- Manipulating bookings for the purpose of affecting a specific financial reporting period.

FormFactor has issued a Statement of Financial Code of Ethics (“*Financial Ethics Code*”) to engender the highest confidence in its financial reporting, underlying systems of internal controls and its financial employees, and to ensure its compliance with the high standards of financial accounting and reporting. The Company’s Chief Executive Officer, Chief Financial Officer and Chief Accounting Officer, and the other members of the FormFactor Finance Department are expected to abide by this Financial Ethics Code in addition to the Company’s Statement of Corporate Code of Business Conduct. The Financial Ethics Code can be found on the Investors section of the Company’s website (www.formfactor.com) and on the Company intranet site.

FormFactor does not tolerate dishonesty, including false record keeping. Employees, officers and directors should never rationalize or even consider making false representations or falsifying records. If you are aware of or suspect false record keeping or representations by others, you must report such activities immediately to your supervisor or to the Compliance Officer or to FormFactor’s outside counsel at: FFICompliance@davispolk.com.

B. Use of Company Assets

Access to the Company’s records is limited to those individuals with a legitimate “need to know.” All employees, officers and directors are personally responsible for the proper use of FormFactor property, facilities and equipment. FormFactor prohibits the use of Company time, material, equipment or facilities for purposes not directly related to FormFactor’ business, except as noted below. In addition, you are responsible for protecting FormFactor’ resources entrusted to you. You must not remove or borrow FormFactor property from any FormFactor campus without prior written permission from the Facilities Group, unless it is in conjunction with your day-to-day FormFactor business activities or responsibilities.

C. Public Communications and Investor Relations

1. Communicating with the Media

Consistent with the discussion of Regulation FD in Section III.C.2, unless explicitly authorized for a specific purpose, you should not have contacts or communications about any topics or matters related to FormFactor or its related entities with the media, investors, stock analysts or other members of the financial community. All inquiries concerning or in any way related to the Company from media, investors, stock analysts or other members of the financial community should be promptly referred to Investor Relations. Directors, officers or employees who have been specifically authorized to respond to inquiries should always do so in accordance with company guidelines and practices.

2. Confidential Information and the Internet

You should not post or share information, public or non-public, about FormFactor in Internet discussion groups, chat rooms, bulletin boards, blogs, social media sites and/or other electronic communications media, even under an alias, for any purpose. This prohibition is all encompassing. Postings by FormFactor employees may be viewed (correctly or incorrectly) as authorized by the Company. If you believe a false statement about the Company has been posted, you may not post or share non-public information, even if your intent in providing information on FormFactor is to “set the record

straight.” Your posting might be misinterpreted, start false rumors and/or may be inaccurate, false or misleading.

In addition to the foregoing, participating in chat rooms and/or posting information about the Company on Internet investor websites or other electronic communications media could subject you to liability for violating Regulation FD and the laws against insider trading and tipping. You may be liable even if you yourself did not trade and even if you received no monetary benefit from such disclosures or trades. Such conduct could also be a violation of other civil and criminal federal and state laws.

V. TECHNOLOGY AND INTELLECTUAL PROPERTY

FormFactor commits substantial resources to technology development and innovation. The creation and protection of our intellectual property rights – trade secrets, patents, trademarks and copyrights - are important to our business. Directors, officers and employees are expected to understand their obligations of confidentiality, and the Company’s ownership over any technology and intellectual property developed during the course of their company activities.

A. Confidential Information and Trade Secrets

1. Confidentiality

Proprietary and confidential information exist throughout FormFactor. This information may concern FormFactor’s business strategies, technology, customers, suppliers, employees or other matters. The mishandling of confidential information can lead to the loss of patent rights, the loss of trade secret rights, the loss of competitive positioning and, ultimately, the loss of corporate value. Thus, it is important to FormFactor that our intellectual property and confidential information be treated properly. That said, we must balance the need to protect FormFactor confidential information with the need to disclose certain information, technology, processes, or other business and strategic information to customers, suppliers, service providers, vendors, investors, licensees, and other third parties.

Confidential information may only be conveyed to a third party with whom FormFactor has a binding and enforceable written non-disclosure agreement. Any disclosure should be strictly limited to that necessary to meet FormFactor’s business needs, and the terms and conditions of the non-disclosure agreement, and all other FormFactor confidentiality policies, must at all times be followed. Even in social situations, you should remember your obligations of confidentiality. FormFactor’s policy on handling confidential information applies to you while you are a director, officer or employee of FormFactor and also after your service or employment at FormFactor ends.

The confidential nature of information does not depend on the form or medium in which it exists. No FormFactor or FormFactor-related confidential information, including without limitation, documents, notes, files, records, oral information, computer files or similar materials (except in the ordinary course of performing duties on behalf of FormFactor) may be removed from FormFactor’s premises unless FormFactor grants permission to do so, or if such removal is required to permit you to conduct your day-to-day business activities or responsibilities. FormFactor’s policy is to treat all employee records and personal information as confidential.

Directors, officers or employees who are unsure about the confidential nature of specific information must ask their supervisor if applicable or an attorney in the Legal Department for clarification. Directors, officers and employees will be subject to appropriate disciplinary action, up to and including termination, for violating this or any related confidentiality policy.

2. Trade Secrets

A trade secret is information, including a formula, pattern, compilation, program, device, method, technique or process that has economic value because it is not known to the public. In order to qualify as a trade secret, the information must, in fact, be treated as confidential. If a trade secret is publicly disclosed, FormFactor may lose the ability to prevent others from using it. Directors, officers and employees who handle trade secrets must follow Company guidelines to protect this information, including the following:

- Limiting access to documents containing trade secrets, e.g., by limiting reproduction and distribution of such documents to only those persons within FormFactor who have a genuine need to know.
- Placing confidential legends, e.g., “FormFactor Confidential”, on all documents containing trade secrets.
- Ensuring that a nondisclosure agreement, approved by the Legal Department, has been signed before providing trade secrets to a third party.

3. Confidential and Proprietary Information of Others

Customers and suppliers sometimes give us confidential information that they expect us to keep confidential. The same steps directors, officers and employees are expected to take to protect FormFactor confidential information (including trade secrets) extend to the confidential and proprietary information belonging to other companies obtained during the course of providing services to FormFactor, including employment. This may be for the purpose of designing a product, or for some other specific purpose. In addition, no employee, officer or director is to reveal any information to the Company that might reasonably be considered a trade secret of a former employer. FormFactor takes seriously its obligations with respect to the protection of such information. All directors, officers and employees are required to abide by all restrictions that another company and/or FormFactor have agreed to place on the use or disclosure of such information. You should also refrain from commenting about pricing, sales, production, marketing and other related business activities of our competitors, customers and suppliers.

B. Inventions and Patents

FormFactor has committed money and energies to the development of its patent portfolio. All inventions, whether patentable or not, that you conceive or reduce to practice while providing services to FormFactor are the property of FormFactor and you are obligated to assign your rights in such inventions to the Company. This assignment obligation, and others regarding inventions, are included within the agreements all FormFactor employees, including officers, sign at the start of their employment with FormFactor. After conceiving an invention, a director, officer or employee should promptly submit a completed Invention Disclosure Form to the Patent Group, even if he/she is unsure as to whether the invention is patentable or will be used in a product.

C. Trademarks

Our trademarks include: FormFactor, MicroSpring, TRE, SmartMatrix, TouchMatrix and our Company logo. Proper use of FormFactor’s trademarks requires strict adherence to Company standards and trademark law. You must consult with the Marketing Group before using the logo on printed documents, corporate gifts and other items.

D. Work Product Ownership

FormFactor retains legal ownership of the product of the work – the “work product” – of all employees, officers and directors. This work product is the sole and exclusive property of FormFactor. No work product created on the job or using FormFactor information or equipment while providing services to or employed by FormFactor can be claimed, construed, or presented as property of the individual, even after such individual’s services with or employment by FormFactor has been terminated or the relevant project completed. This includes written and electronic documents, audio and video recordings, system code, and any concepts, ideas, or other intellectual property developed for FormFactor, regardless of whether the intellectual property is actually used by FormFactor. Although it is acceptable for a director, officer or employee to display and/or discuss a portion or the whole of a certain work product as an example in certain situations, e.g., on a resume or in a presentation at a technical conference, only a general and brief written summary is permitted unless the information was previously released to the public. All seminar and conference presentations must be pre-approved in writing by a Company Vice President or higher officer. Temporary and part-time employees must be particularly careful in the course of any work they discuss doing, or actually do, for a competitor of FormFactor. It is important to bear in mind that information classified as confidential must remain so even after the end of your employment (or service) to FormFactor. Supplying work product or other confidential information of FormFactor to other persons or entities may constitute a violation of the agreement that you signed at the start of your employment, a breach of a duty or a conflict of interest.

E. E-Comm Tools

FormFactor provides and maintains various electronic communication tools, including computer hardware and software, voice services (phone, cell phone, voicemail, videoconferencing, etc.), email services, Internet services, VPN services (access to FormFactor services from outside FormFactor), and printing, copying and facsimile machines (all collectively “*E-Comm Tools*”). The E-Comm Tools are and shall remain at all times the property of FormFactor. Accordingly, messages and files created, sent, received or stored within the system should relate to FormFactor business and your work responsibilities.

As a condition of providing directors, officers and employees access to E-Comm Tools, FormFactor places certain restrictions on the use of these items, including strictly limiting the amount of personal use of the E-Comm Tools. You must not use Company resources to create, distribute, store, access or display messages or materials that are threatening or harassing. Similarly, you must not use the E-Comm Tools to create messages or materials for personal gain.

Incidental and occasional personal use of E-Comm Tools is acceptable as long as such use does not interfere with work or the functioning of FormFactor’s E-Comm Tools and systems, or violate other Company policies. FormFactor reserves the right to retrieve and review any message, file or web page composed, sent or received using E-Comm Tools. It should be noted that although a message, file or web page is deleted or erased, it may still be re-created from logs or backups. Privacy of messages cannot be assured to anyone. Although electronic mail and voice mail may allow the use of passwords for security, confidentiality cannot be, and is not, guaranteed. Use of such security safeguards does not create a privacy right. Accordingly, it is possible for messages to be retrieved and viewed by someone other than the intended recipient.¹

VI. CONFLICTS OF INTEREST

¹ *Regarding privacy, you are reminded that there is no right of privacy in communications sent or received from an E-Comm Tool. FormFactor can, and reserves the right to, access messages and other content created or received on E-Comm Tools.*

A. The Avoidance of Even the Appearance of Impropriety

Business dealings that appear to create a conflict between the interests of FormFactor and an employee, officer or director are unacceptable. FormFactor recognizes the rights of employees, officers and directors to engage in activities outside of their employment or service to FormFactor which are of a private nature and unrelated to our business. However, employees, officers and directors must disclose any possible conflicts so that FormFactor may assess and prevent potential conflicts of interest from arising. A potential or actual conflict of interest occurs whenever an employee, officer or director is in a position to influence a decision that may result in a personal gain for the employee, officer or director, an immediate family member (i.e., spouse or significant other, children, parents, siblings) or a personal friend as a result of FormFactor's business dealings. Special care must be taken to avoid the occurrence, or even the impression, of a conflict of interest.

Although it is not possible to specify every action that might create a conflict of interest, this Code identifies those situations that most frequently present problems. If you have any question whether an action or proposed course of conduct would create a conflict of interest, you should immediately contact your supervisor, an individual within the Human Resources Department, the Compliance Officer or an attorney in the Legal Department, as applicable, to obtain advice on the issue.

B. Outside Employment

FormFactor expects its full-time employees, including its officers, to devote their full energies to the Company. Generally, full-time employees are discouraged from accepting outside employment. Employees, officers and directors should take all necessary steps to ensure that any outside employment activities do not interfere or conflict with the performance of their duties and roles with FormFactor. To ensure that no conflicts exist between your employment or services with the Company and any outside employment activities, employees are required to obtain written approval from the Human Resources Department before participating in outside work activities. Directors, officers and senior management should consult with the Governance Committee of FormFactor's Board of Directors. Employees and officers are hired and continue in FormFactor's employ with the understanding that FormFactor is their primary employer and that other employment or commercial involvement that is in conflict with the business interests of FormFactor is strictly prohibited. In general, outside work activities are not allowed when they:

- Prevent the employee from fully performing work for which he/she is employed at FormFactor, including overtime assignments,
- Involve organizations that are doing or seek to do business with FormFactor, including actual or potential vendors or customers, or
- Violate provisions of law or FormFactor's policies or rules.

In cases of conflict with any outside employment activity, the employee's obligations to FormFactor should be given priority.

C. Financial and Leadership Interests in Other Business

1. Holdings

An employee, officer or director and his/her immediate family may not own or hold any significant interest in a supplier, customer or competitor of FormFactor, except where such ownership or interest consists of securities in a publicly owned company and the securities are regularly traded on the open market. For such publicly traded companies, an employee, officer or director may hold up to US\$25,000 worth of stock or two percent (2%) of the company's outstanding shares, whichever is greater.



FormFactor may issue additional or different rules for directors, officers and/or other groups of employees.

2. Outside Directorships

Non-officer employees who are Vice Presidents may not serve as an officer or on the Board of Directors of any other company without obtaining prior written approval from the Governance Committee of FormFactor's Board of Directors, and officers and directors should consult with the Governance Committee regarding additional directorships. All other FormFactor employees who wish to serve on the Board of Directors of another company must obtain prior written approval from both FormFactor's Human Resources Department and the Compliance Officer.

D. Contributions

FormFactor has a policy not to provide support to political candidates, political parties, religious or fraternal organizations, individuals or ongoing capital or endowment fundraising campaigns. The Board of Directors, or the Governance Committee of the Board of Directors, will address and authorize as believed to be appropriate the Company's participation in fund-raising and charitable programs. An individual director, officer or employee, in his/her private capacity, may provide support of the type set forth in the preceding sentences.

E. Business Gifts and Entertainment

As a basic rule and starting point, no employee, officer or director may accept from - or give to - any potential or actual customer, partner, service provider or supplier any gift or entertainment that may create a conflict of interest or has even the appearance of impropriety.

1. Gift Guidelines

Before any employee, officer or director gives or accepts any gift and/or offers or accepts any entertainment, he/she must first confirm the gift satisfies all of the following:

- The gift is typical of gifts given in similar business situations to individuals at other similarly situated companies;
- The gift does not suggest an intent to unduly influence a business decision or give the appearance of unduly influencing a business decision; and
- The gift has a fair value consistent with the following guidelines:

Gift Guidelines Table²

Threshold Value (in US\$) ³	Prior Notice to and Approval of Compliance Officer ⁴
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² FormFactor reserves the right to modify the threshold values provided in the above table, to announce other or different limits on gifts and to advise directors, officers and employees that, on a going forward basis, certain gifts (or entertainment) may not be given or accepted.

³ If you are unsure about the value of any gift, use good judgment and common sense to attempt to determine a fair market value, and if any question exists about whether the item is excessive in value, contact the Compliance Officer.

⁴ As noted in Section VI.E.3, below, advance written clearance from the Compliance Officer is required for any gift (or entertainment) being given to a government employee, public official, political candidate, governmental agency or political party.

Personal gift (single occurrence)	
≤\$100.00	Not required
>\$100.00	Required
Total personal gifts (for 12 consecutive month period)	
≤\$500.00	Not required
>\$500.00	Required once maximum exceeded

Gifts of cash, cash equivalents (but excluding store credit which is not convertible to cash) or marketable securities are not allowed under any circumstance. FormFactor’s Compliance Officer and, if the gift is received by a foreign subsidiary, the Country Manager, should be advised of any gifts to FormFactor as a company.

2. Entertainment

Entertaining customers, partners and suppliers, and being entertained by customers, partners and suppliers, is permitted only for the limited purpose of building or maintaining business relationships. The fair value of the entertainment should be carefully considered and you should confirm the entertainment would not be viewed as extraordinary or excessive by a reasonable person in light of the circumstances.

If a gift is given in conjunction with business entertainment, the gift may be accepted assuming it (1) falls within the threshold values set forth in the Gift Table, and (2) the gift is being provided to all invited attendees. For example, if you and individuals from other companies have been invited by a vendor to attend a baseball game, you may accept a gift such as a baseball hat or jacket if the hat or jacket is also being provided to all other invited attendees. If you are attending an event and receive a “raffle award” or “door or drawing prize”, you may accept the award. If you are attending an event with many other individuals that includes a contest or game, e.g., a golf outing, you may accept a gift that is given to all other participants and, if you win the contest or game, you may accept any prize to be given to the winner.

You should at all times act professionally and ethically, and in accordance with the policies and business interests of FormFactor. You should avoid any behavior that could be perceived as attempting to influence decisions, as creating an obligation to reciprocate, as placing anyone in a compromising position, or as damaging the reputation of FormFactor. Reimbursable expenses extend only to entertainment for the benefit of FormFactor business.

3. Areas of Heightened Scrutiny

Special rules apply to the giving of gifts or entertainment to government employees, public officials, political candidates, governmental agencies and political parties. Advance written approval from the Compliance Officer is required prior to offering or providing any gift or entertainment to such individuals or entities.

Employees, officers and directors also should be sensitive to the gift and entertainment guidelines to which their intended recipients are subject. For example, a customer may have a gift and entertainment policy of its own with which FormFactor personnel are expected to comply. Local customs in a country may require the exchange of gifts or entertainment with values greater than those set forth in the table above as part of the business relationship. In these situations, gifts (but not entertainment) may be accepted or given only on behalf of FormFactor (but not to an individual) with the approval of the Compliance Officer. Any gifts received should be provided to the Human Resources Department for appropriate disposition or donation to a charitable organization. In all situations, gift acceptance or giving



must be conducted so there is no appearance of impropriety, in conformance with the other party's gifts and entertainment policy and in accordance with applicable laws.

An employee's, officer's or director's failure to comply with FormFactor's gifts and entertainment guideline may subject that individual to company-imposed sanctions, including dismissal for cause, whether or not the failure to comply results in a violation of law. If a gift or entertainment violates these guidelines, the fact that an individual paid for it on his/her own behalf and is not seeking reimbursement does not remove the individual from company-imposed sanction. FormFactor reserves the right to determine, in its own discretion and on the basis of information available to it, whether the guidelines have been violated and whether it will reimburse the requesting individual for the gift or entertainment in question.

If you need more information regarding FormFactor's gifts and entertainment policy, contact the Compliance Officer or the Legal Department for assistance.

F. Interacting With Suppliers

FormFactor evaluates and engages with qualified suppliers (including vendors) on an objective basis grounded in fairness. When selecting suppliers, you must assess each supplier's ability to satisfy FormFactor's business and technical needs and requirements. In addition, purchasing decisions must be based on the long-term cost and benefit to FormFactor. All agreements must be negotiated in good faith and fair and reasonable between the parties.

FormFactor treats existing customers, service providers and suppliers, and potential customers, service providers and suppliers, fairly and in good faith at all times. "Kickbacks" of any kind violate FormFactor's business ethics and policies. A kickback refers to any money, fee, commission, credit, gift, gratuity, or thing of value that is provided to or from an employee, officer or director, directly or indirectly, for the purpose of improperly obtaining or rewarding favorable treatment in connection with a contract or business arrangement. Therefore, you should not offer, give, solicit or accept anything of value that is, or even appears to be, improper or irregular. You should immediately report any such conduct of which you become aware to the Compliance Officer.

G. Reporting Potential Conflicts

Every employee, including every officer, is required to promptly disclose actual or potential conflicts of interest, in writing, to his/her supervisor. If an employee is uncomfortable reporting the matter to his/her supervisor, the employee should report the matter to a member of the Human Resources Department or to the Compliance Officer. Employees may also submit the matter consistent with any manner set forth in the Reporting Policy. Directors and officers must promptly disclose actual or potential conflicts of interest, in writing, to the Governance Committee of the Company's Board of Directors. Approval of the activity(ies) will be given only if the relationship will not interfere with the employee's, officer's or director's duties, as applicable, and will not damage FormFactor's relationship with any specific third party or relationships in general.

VII. RESPONSIBILITIES TO FORMFACTOR AND ITS STOCKHOLDERS

All FormFactor directors, officers and employees are responsible for reading and understanding this Code, maintaining FormFactor's commitment to integrity and the highest standard of ethical conduct and corporate governance, ensuring his/her activities comply with all applicable laws, rules and regulations, meeting our obligations of full, fair and timely disclosure and upholding FormFactor's reputation for ethical business conduct. You are expected to comply with the policies set forth in this

Code. In particular, directors, officers and managers are expected to exemplify the highest standards of ethical business conduct and encourage discussion with those they work with of the ethical and legal implications of business decisions. You should not read each Section of this Code in isolation, but should consider the intent of the document as a whole; for example, meeting an ethical obligation or complying with a law may impact a disclosure obligation. You should not engage in any act that would cause the reputation of FormFactor to be tarnished. You should at all times take appropriate steps to avoid even the appearance of impropriety.

If you have a question or concern over any conduct or potential conduct, you should seek guidance from your supervisor or, if you are uncomfortable with such an approach, with a member of the Human Resources Department or the Compliance Officer. FormFactor expects that you will seek advice, as appropriate, from the resources available to you to assist you in resolving issues that are not covered by this Code.

A. Proscribed Conduct

This Code is based, in part, on various laws, rules and regulations. Violations of local, state, or federal laws may result in criminal penalties for you and/or the Company. This Code and all FormFactor policies referenced in this Code are available on the FormFactor Intranet site and/or in hard copy from the Legal Department. If an activity is not expressly mentioned in this Code, you should not assume that it is permitted. You are not to engage in any conduct that you suspect may violate any law, rule or regulation and you must report any suspected violation of this Code or other FormFactor policies or any law to a member of the Human Resources Department or to the Compliance Officer.

You should also be careful in preparing and sending your own communications, both within FormFactor and outside of FormFactor to third parties. Communications such as emails and voicemails can potentially create obligations and liabilities for you and FormFactor. If you are not sure of the propriety of an act, or the consequences that may result from a failure to act, you should communicate your concern to the Human Resources Department, the Legal Department or in any manner set forth in the Reporting Policy. In any communications, you should:

- not state a conclusion for which you do not have a reasonable basis to make such a conclusion
- not assume facts that you do not have personal knowledge of
- not make accusations or threats
- not agree to business terms or arrangements if you do not have full and complete authority to act on behalf of FormFactor
- not send or discuss any confidential information without first confirming a non-disclosure agreement is in place with the recipient.

These kinds of conclusions, assumptions, statements and allegations, even if made with “good intentions,” can inadvertently create liabilities for the Company. Finally, before sending any written communications -- and here special mention must be made of e-mails because of the ease and expediency with which e-mails are prepared and sent -- you should take a moment and re-read what you have written. The e-mail that you send may be used in the future in connection with a Company investigation, legal or other proceeding. You may have to explain or discuss in a future lawsuit or dispute an email you sent to a third party.

Because of the gravity of the issues addressed in this Code, FormFactor may take disciplinary action, up to and including termination of employment, against any employee, officer or director whose actions may violate this Code, or other FormFactor policies, or any laws, rules or regulations. That said, this Code is not a contract, and does not create any contractual rights between FormFactor and its



directors, officers or employees or between FormFactor and any third parties. FormFactor also reserves the right to amend or discontinue at any time and without prior notice this Code and the policies described or addressed in this Code.

B. Participating in Investigations

If FormFactor requests your cooperation during an investigation of a violation or suspected violation of this Code, or a crime or other wrongdoing at FormFactor, you must cooperate and be honest and thorough in your responses. If you have any question as to whether the FormFactor Legal Department is aware of an inquiry, or an underlying incident, you should immediately consult with an attorney from the Legal Department. Additionally, before responding to any inquiry, you should consult with an attorney from the Legal Department.

C. Retaining Corporate Records

As noted in Section IV.A, FormFactor has issued a Record Retention Policy, which can be found on the Company’s intranet site. You should read and be familiar with the Records Retention Policy. Documents should only be disposed of in compliance with FormFactor’s Records Retention Policy, and should never be destroyed or hidden. You must never conceal wrongdoing or permit others to do so. If you have any questions or concerns about your responsibilities, or actions and responsibilities of others, please contact an attorney in the Legal Department.

D. Proactive Cooperation

It is your responsibility to assist the Company in enforcing this Code. You should bring any concerns you may have to the attention of the Company. These concerns may be about your own conduct or someone else’s conduct, about an uncertainty over the meaning of a particular regulation, about a suspicion that somebody you work with may have done something questionable or about an issue with an action the Company is taking. FormFactor forbids retaliation against any member of its workforce for reporting a violation of this Code, or for initiating or testifying, assisting, or participating in any manner in any investigation, proceeding, or hearing. You should not be afraid to report any misconduct. All concerns should be discussed with your immediate supervisor if applicable, or if you are uncomfortable speaking with your supervisor, then you are encouraged to contact the Human Resources Department or the Compliance Officer, or report your concern in any manner provided in the Reporting Policy.

E. Waivers

No waivers under this Code will be valid except to the extent set forth in writing by an authorized officer of the Company, and will not be given absent sufficiently compelling circumstances. Any directors or executive officers who seek a waiver under any provision in this Code should address the request to the Board of Directors, or a designated committee of the Board. Any such waivers for directors or executive officers will be disclosed as required by law, regulation, or stock exchange listing standards.

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We appreciate that this Code imparts significant responsibilities on all FormFactor employees, officers and directors. Your commitment to understand and comply with the obligations and standards in this Code is vital to FormFactor’s growth and success. It is also a key factor in our commitment to conduct our business with the highest standards of integrity, ethical conduct and corporate governance.