



**Statement of Policy
Regarding Corporate Code Violations
(Complaints and Concerns and Whistleblowers)**

This Statement of Policy Regarding Corporate Code Violations (Complaints and Concerns and Whistleblowers) ("Reporting Policy") sets forth the internal rules and procedures of FormFactor, Inc. ("FormFactor") to:

- (1) help all FormFactor directors, officers and employees observe high standards of personal and business ethics in the conduct of their responsibilities and duties consistent with FormFactor's Statement of Corporate Code of Business Conduct ("Corporate Code") and Statement of Financial Code of Ethics ("Ethics Code"), and
- (2) provide ways for FormFactor directors, officers and employees to report violations or suspected violations of the Corporate Code and the Ethics Code without fear of harassment, retaliation or adverse employment consequence.

Please read this Reporting Policy carefully. For your convenience, this Reporting Policy is maintained on the Investors Section of FormFactor's website (www.formfactor.com) and on "inFORM" – FormFactor's intranet site. FormFactor may change the procedures in this Reporting Policy, or adopt other procedures in the future, as it considers appropriate to meet the purposes of this Reporting Policy. If you have any questions or concerns regarding this Reporting Policy, do not hesitate to contact the Compliance Officer at (925) 290-4028, or by email to complianceofficer@formfactor.com.

Policy

It is FormFactor's policy that all directors, officers and employees will practice and observe high standards of business and personal ethics in the conduct of all of their duties and responsibilities. In matters of accounting and auditing, it is FormFactor's policy that (1) all transactions and corporate assets are properly accounted for, (2) all audits and reviews are thorough and complete, and (3) confidence in the quality of FormFactor's accounting and public reporting is maintained. In order to help accomplish these policy objectives, FormFactor has adopted this Reporting Policy, which establishes procedures for the reporting and delivery of complaints and concerns about violations or suspected violations of the Corporate Code and the Ethics Code, including accounting, internal accounting controls and auditing matters.

Consistent with Rule 10A-3(b)(3) of the U.S. Securities and Exchange Commission and Rule 4350(d)(3) of the Nasdaq Marketplace Rules applicable to companies listed on the NASDAQ Stock Market, the Audit Committee and the Governance Committee of FormFactor's Board of Directors have established procedures for the confidential, anonymous submission of complaints, and the receipt, retention and treatment of complaints received by FormFactor regarding violations or suspected violations of the Corporate Code and the Ethics Code without fear of harassment, retaliation or adverse employment consequence.

This Reporting Policy is intended to encourage and enable employees and others to raise complaints and concerns within FormFactor.

FormFactor strongly encourages all employees to promptly raise any concerns regarding possible misconduct through one of the ways provided in this Reporting Policy. To this goal, it is the responsibility of FormFactor directors, officers and employees to report violations or suspected violations in accordance with this Reporting Policy. This responsibility extends to all FormFactor employees worldwide.

As a public company, it is very important that FormFactor's filings with the U.S. Securities and Exchange Commission be complete, timely and accurate in all material respects. The reporting procedures described below are designed so that you have a reporting method that allows you to bypass a supervisor you believe is engaged in prohibited conduct under this Reporting Policy. Bringing concerns or suspected violations to FormFactor's attention promptly will give FormFactor the opportunity to investigate, respond to and, if appropriate correct, any violations FormFactor determines have occurred.

Procedures

The complaints and concerns referred to above relating to violations or suspected violations of either the Corporate Code or the Ethics Code are referred to in this Reporting Policy as "**Violation Reports**".

1. Conduct Covered. The Corporate Code establishes general standards of conduct for FormFactor directors, officers and employees and the Ethics Code establishes standards of conduct for FormFactor's Chief Executive Officer, Chief Financial Officer and Chief Accounting Officer, and the other members of FormFactor's Finance Department. Both codes specifically prohibit unlawful activity of any kind. The Corporate Code and the Ethics Code address many subject matters, including:

- Equal Employment Opportunities
- Discriminatory Practices and Harassment
- Conflicts of Interest
- Compliance with Laws, Regulations and Rules
- International Business Conduct
- Securities Laws
- Foreign Corrupt Practices Act
- Environmental, Health & Safety
- Record Keeping, Internal Controls and Accounting and Financial Reporting Practices
- Public Communications and Investor Relations
- Technology, Intellectual Property and Confidential Information

2. No Retaliation. It is FormFactor's policy to comply with all applicable laws that protect our employees against unlawful discrimination or retaliation as a result of their lawfully reporting information regarding, or their participation in investigations or proceedings involving alleged misconduct or violations by FormFactor or its agents. No director, officer or employee who in good faith reports a violation or suspected violation of the Corporate Code or the Ethics Code shall suffer harassment, retaliation or adverse employment consequence as a result of such reporting (these are all also referred to in this Reporting Policy as "retaliatory acts"). Any director, officer or employee who retaliates against someone who (i) has reported in good faith a violation or a suspected violation, or (ii) has provided information or participated or otherwise assisted in an investigation regarding a violation or suspected violation is subject to discipline, up to and including the conclusion of employment.

The prohibition against retaliatory acts is not limited to the context where reports are made to FormFactor, even though, as noted above, it is the responsibility of all directors, officers and employees to report violations or suspected violations to FormFactor in accordance with this Reporting Policy. Where information or an investigation relates to any conduct of FormFactor that the reporting individual believes constitutes a violation of any law, rule, regulation or Company policy, the reporting individual is also protected against retaliatory acts for providing such information to: (i) a regulatory authority or law enforcement agency; (ii) any member of Congress or committee of Congress; and/or (iii) any person with supervisory authority over an employee or who has authority to investigate, discover, or terminate misconduct. Any director, officer or employee who files, testifies, participates in, or otherwise assists in a proceeding relating to alleged violations of any law, rule, regulation or FormFactor policy, including federal fraud or securities laws, or who makes disclosures required or protected under the federal securities laws, is also protected against retaliatory acts.

Any allegations in a Violation Report that prove not to be substantiated and prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense, and potentially subject the reporter to discipline, including the conclusion of his/her employment.

3. Any Employee, Officer and Director Can Report Violations or Suspected Violations. Any person may bring a confidential, and if desired, anonymous, Violation Report to the attention of FormFactor and the Audit Committee (or Governance Committee, as appropriate) by following the procedures set forth in Section 4, below. Violation Reports that are directed specifically to complaints or concerns regarding FormFactor’s accounting, accounting practices, internal accounting controls or audit matters (also referred to in this Reporting Policy as “Accounting Complaints”) may also be reported through a separate procedure, including anonymously, which is set forth below.

Any person who receives what he or she believes may be a Violation Report or an Accounting Complaint either internally from a director, officer or employee or externally from an investor, analyst or other third party should immediately report such complaint or concern as set forth below.

4. How to Report. A person may make a confidential Violation Report, including Accounting Complaints, through any of the following methods:

General Violation Reports

By Email

To the Compliance Officer:
complianceofficer@formfactor.com

To FormFactor’s outside counsel:
FECcompliance@davispolk.com

By Anonymous Email:
 Use procedure set forth on (and accessed from)
 inFORM – FormFactor’s intranet site

By Letter/Memo Addressed to:
 Compliance Officer
 c/o Legal Department
 7005 Southfront Road
 Livermore, CA 94551

By Voicemail
Reporting Hotline:
 1-925-290-4910

Toll Free:
 1-866-850-8577

FormFactor Compliance Officer:
 1-925-290-4028

Accounting Complaints

By Email

To the Compliance Officer:
AccountingComplaints@formfactor.com

By Letter/Memo

Addressed to:
Compliance Officer
c/o Legal Department
7005 Southfront Road
Livermore, CA 94551

By Voicemail

Reporting Hotline:
1-925-290-4910

To FormFactor's outside counsel:

FECcompliance@davispolk.com

Toll Free:

1-866-850-8577

By Anonymous Email:

Use procedure set forth on (and accessed from)
inFORM - FormFactor's intranet site

FormFactor Compliance Officer:

1-925-290-4028

FormFactor will treat the identity of persons submitting Violation Reports as confidential except to the extent a matter of safety is involved or FormFactor determines that confidentiality would impair FormFactor's ability to conduct an appropriate investigation or otherwise to comply with its legal responsibilities.

Information contained in Violation Reports, including Accounting Complaints, may be summarized, abstracted and aggregated for purposes of analysis and investigation (including information on the source of the Violation Report if not anonymous). Any information developed in the course of responding to any inquiry will be handled as FormFactor deems appropriate.

5. Evaluation and Record Keeping. Any person registering a Violation Report, including an Accounting Complaint, is encouraged to provide as much detail as possible regarding the subject matter of the complaint or concern. The ability to investigate the complaint/concern will be largely dependent on the quality and specificity of the information provided in the Violation Report. The Compliance Officer will be responsible for reviewing, or overseeing the review of, all Violation Reports submitted from any source. The Compliance Officer will notify the sender and acknowledge receipt of the Violation Report within one (1) calendar week, unless the Violation Report was submitted anonymously. The Compliance Officer will coordinate the prompt investigation and resolution of all Violation Reports and be responsible for ensuring that corrective action, as necessary and appropriate, is taken. The evaluation of Violation Reports that are Accounting Complaints will, subject to the Compliance Officer's discretion, include a discussion with FormFactor's Chief Financial Officer and/or Chief Accounting Officer. All records of Violation Reports, including Accounting Complaints, received by FormFactor will be reviewed, investigated and evaluated by the Compliance Officer (or his/her designee) as he/she deems reasonably necessary and will be preserved for a retention period of at least six (6) years (or such longer period as FormFactor may determine). The Compliance Officer will maintain a log of Violation Reports. After the retention period, the records of Violation Reports may be disposed of in accordance with FormFactor policy. The office of the Compliance Officer will have custody of the records of Violation Reports.

6. Reporting to the Audit Committee and the Governance Committee. With respect to all Violation Reports, the Compliance Officer shall, in the case of Accounting Complaints, make a presentation to the Audit Committee, and, in the case of Violation Reports that are not Accounting Complaints, make a presentation to the Governance Committee. At each meeting of the Audit Committee, and Governance Committee, management will report on the nature of all applicable Violation Reports received since the prior Committee meeting. If the Compliance Officer has received or been notified of a Violation Report that he/she or a designee determines may require evaluation by the Audit Committee or Governance Committee prior to the next regularly scheduled meeting, the Compliance Officer or a designee shall contact the chairperson of the Committee, or such other person designated by the Committee, to decide whether an earlier evaluation is warranted.

The Audit Committee or Governance Committee, as the case may be, will take whatever steps it deems necessary to respond to any Violation Report received by the Company. The appropriate committee will evaluate the Violation Reports that are brought to its attention and determine what response is necessary. For example, it may request additional information, recommend corrective action, or require further investigation. If further investigation

is deemed necessary, the Committee may instruct FormFactor personnel (including legal staff) to investigate, engage independent counsel, which may be counsel to FormFactor for other purposes, to conduct the investigation, or investigate the matter as a committee.

7. Reporting Policy Administration. This Reporting Policy shall be interpreted in accordance with the provisions of applicable laws and regulations, including without limitation the Sarbanes-Oxley Act of 2002, as amended, the Dodd-Frank Act Wall Street Reform and Consumer Protection Act, and rules and regulations promulgated thereunder, and nothing in this Reporting Policy shall be interpreted as imposing any requirements that conflict with any such laws or regulations. The Audit Committee or the Governance Committee, as appropriate, is responsible for reviewing this Reporting Policy and confirming the procedures outlined herein are in place. The appropriate Committee may interpret this Reporting Policy and make judgments about the application of the procedures. It may also request reports from FormFactor executives about the implementation of this Reporting Policy and take any other steps in connection with that implementation as it deems necessary. Finally, the Audit Committee or the Governance Committee, as appropriate, may amend this Reporting Policy and procedures associated with this Reporting Policy in its discretion.

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