

ICHOR HOLDINGS, LTD.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

MEMBERSHIP

The Nominating and Corporate Governance Committee (the “Committee”) of Ichor Holdings, Ltd. (the “Company”) shall consist of at least two directors from the Company’s board of directors (the “Board”). All Committee members shall (1) meet the applicable independence requirements of the NASDAQ Global Select Market (“NASDAQ”) and (2) shall otherwise meet the membership qualification requirements contained in this Nominating and Corporate Governance Committee Charter (this “Charter”). Members of the Committee shall be appointed by the Board annually and when a vacancy exists, and may be removed by the Board at any time for any or no reason.

PURPOSE

The Committee’s primary purposes are:

- identifying and recommending to the Board the persons to be nominated for election as directors and to each of the committees of the Board, including to fill vacancies, consistent with the qualification standards and criteria approved by the Board;
- administering evaluations of the Board and committees of the Board; and
- considering other corporate governance matters and, as appropriate, making recommendations to the Board.

STRUCTURE AND OPERATIONS

The Board shall designate one of the members of the Committee as chairperson (the “Chair”) of the Committee. The Committee shall meet (in person, telephonically or otherwise) periodically at such times as it determines to be necessary or appropriate and shall periodically report to the Board regarding any issues, recommendations or findings as it deems appropriate. A majority of the members of the Committee shall constitute a quorum for the transaction of business. The Committee may act only upon approval of a majority of its members. The action of the Committee at a meeting at which a quorum is present shall be the act of the Committee. The Committee may act in writing by the unanimous consent of its members. The Committee may invite members of management or others to its meetings. However, the Committee shall have the opportunity at each regularly scheduled meeting to meet in executive session without the presence of management. The Committee may delegate any of its responsibilities to one or more subcommittees as it may deem appropriate to the extent allowed by applicable law and the rules of NASDAQ.

AUTHORITY AND RESOURCES

The Committee shall have the authority to (1) select, retain and terminate any search firm

or consulting firm engaged to assist in identifying director candidates and (2) approve the fees and retention terms of such consulting firms or search firms. The Committee may conduct or authorize studies and investigations into any matters within the scope of its responsibilities and may retain outside legal or other advisors to assist in the conduct of any such study or investigation or for any other reason as determined by the Committee. The Company shall pay such third parties retained by the Committee such compensation, including without limitation usual and customary expenses and charges, as shall be determined by the Committee. The Company also shall pay such ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties as shall be determined by the Committee. In selecting any legal counsel or other advisor, the Committee must take into consideration its independence and evaluate whether such advisors retained or to be retained by it has any conflicts of interest.

The Committee shall not be required to implement or act consistently with the advice or recommendations of any consulting firm or search firm, legal counsel or other advisor, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter. Any communications between the Committee and its outside legal counsel will be privileged communications.

RESPONSIBILITIES

The responsibilities of the Committee shall include the following, along with any other matters as the Board may delegate to the Committee from time to time; provided, however, that to the extent the Company's amended and restated memorandum and articles of association (the "Articles") or any shareholders agreement (or similar agreement) sets forth procedures governing the nomination of directors to the Board and any committees thereof, the Committee must act in accordance with the provisions of any such agreement in performing its duties and responsibilities below, to the extent not inconsistent with the Committee members' fiduciary duties to the Company and its shareholders.

1. *Recommend Criteria for Selection of Directors.* The Committee is responsible for developing the criteria for the requisite skills and characteristics of new Board members as well as the composition of the Board as a whole. The Committee shall periodically review and, if desirable, recommend changes to the criteria for the selection of new directors as adopted by the Board from time to time.
2. *Recommend Director Candidates.* The Committee shall recommend to the Board a slate of director nominees for election or reelection at each annual meeting of shareholders. The Committee shall identify, recruit and recommend to the Board only those candidates that the Committee believes are qualified to become Board members consistent with the criteria for selection of new directors adopted from time to time by the Board and shall consider the performance of incumbent directors in determining whether to recommend them for reelection. The Committee shall consider director candidates timely submitted by the Company's shareholders in accordance with the notice provisions and procedures set forth in the Company's Articles, and shall apply the same criteria to the evaluation of those candidates as the Committee applies to other director candidates.
3. *Director Independence.* The Committee shall develop and recommend to the Board

for approval standards for determining whether a director is independent.

4. *Recommend Committee Members.* The Committee shall recommend to the Board candidates to serve as members and chairpersons of each of the Board's committees. In recommending a director for committee membership, the Committee shall take into consideration the membership criteria set forth in the charter of the applicable committee, if any, as well as any other factors it deems appropriate, including without limitation, the consistency of the director's experience, required technical proficiency and qualifications with the goals of the committee and the interplay of the director's experience, required technical proficiency and qualifications with the qualifications, required technical proficiency and experience of the other committee members.

5. *Review Director Resignations.* The Committee shall review any director resignation letter tendered in accordance with the Company's Articles, and evaluate and recommend to the Board whether such resignation should be accepted.

6. *Fill Board and Committee Vacancies.* The Committee shall propose to the Board director candidates to fill vacancies on the Board or on Board committees in the event of a director's resignation, death or retirement, a change in Board or committee composition requirements, or the expansion of the Board or committee.

7. *Review Committee Structures.* The Committee shall periodically review and, if desirable, recommend to the Board changes in the number, responsibilities and membership of the Board committees, and recommend that the Board establish any special committees as necessary to properly address ethical, legal or other matters that may arise from time to time.

8. *Review Changed Circumstances of Directors.* The Committee shall review the appropriateness of a director's continued Board and committee membership in light of any change in the director's employment, relationship with the Company or any other changed circumstance that could affect the director's independence, qualifications or availability.

9. *Evaluate Shareholder Proposals.* The Committee shall evaluate and make recommendations to the Board regarding stockholder proposals.

10. *Performance Evaluation.* The Committee shall administer performance evaluations of the Board and its committees, including a review of this Committee by its members, and present the evaluations to the Board.

11. *Review Committee Charter.* The Committee shall review and reassess the adequacy of this Charter annually, and recommend any proposed changes to the Board.

12. *Environmental and Social Related Governance ("ESG").* The Committee shall (i) review and evaluate emergent ESG-related trends and issues, including corporate social responsibility, climate change, human rights, occupational health and safety, vendor code of conduct, political contribution, diversity and inclusion, technology and emerging related ethical considerations and sustainability matters, in connection with the Company's business activities and make recommendations to the Board regarding those trends and

issues, (ii) review and assess any ESG-related shareholder proposals submitted to the Company for inclusion in the Company's proxy statement, including an assessment of the relevance and significance of the proposal, (iii) review any reports by management that summarize management's ESG activities, (iv) review and make recommendations about the Company's ESG strategy, policies and procedures to encourage long-term sustainable performance, manage ESG risks, and effectively communicate ESG initiatives to stakeholders, (v) review and discuss with management, ESG efforts that management has implemented to monitor and address the Company's impact on ESG issues, (vi) oversee engagement efforts with stakeholders, including ESG ratings agencies and (vii) oversee the Company's social, community, and sustainability initiatives, including the charitable giving strategy of the Company, its subsidiaries, and affiliates.

13. *Corporate Governance Documents.* The Committee shall review, propose changes to the Board, or develop, as needed, the Company's Articles, code of ethics, corporate governance guidelines and other corporate governance policies. The Committee shall stay abreast of developments in the area of corporate governance generally to ensure that the Company remains current in its governance policies.

14. *Corporate Governance Disclosure:* The Committee shall review and discuss with management disclosure of the Company's corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence and the director nominations process, and to recommend that this disclosure be included in the Company's proxy statement or Annual Report on Form 10-K, as applicable.