

## ICHOR HOLDINGS, LTD.

### Share Ownership Guidelines

Ichor Holdings, Ltd. (the “Company”) believes that the Company’s directors and executive officers (each, a “Covered Individual”) should own a significant amount of shares of the Company’s ordinary shares (“Ordinary Shares”). This helps underscore the importance of aligning the interests of the Company’s directors and executive officers with the long-term interests of the Company’s shareholders. Therefore, the Board of Directors (the “Board”) has adopted a targeted share ownership level for directors and executive officers as set forth below (the “Share Ownership Guidelines”).

<u>Position</u>	<u>Multiple of Cash Annual Retainer/Base Salary</u>
Director	3.0X
Chief Executive Officer	2.0X
Chief Financial Officer	1.0X

The following forms of ownership of Ordinary Shares, or other acceptable forms of equity described below, shall satisfy these Share Ownership Guidelines:

- Ordinary Shares owned outright;
- Shares held in a trust established by a Covered Individual (and/or his or her spouse) if the trust is revocable by the Covered Individual (and/or his or her spouse) or is for the benefit of the Covered Individual, the spouse of the Covered Individual, and/or the family members of the Covered Individual;
- Unvested restricted shares;
- Shares underlying vested and certain unvested in-the-money options to purchase Ordinary Shares; and
- All other Ordinary Shares beneficially owned for purposes of Section 16 of the Securities Exchange Act of 1934.

Any of the forgoing forms of equity will be deemed owned by the Covered Individual, whether held (i) individually, jointly or by a “family member,” as defined in Form S-8 adopted under the Securities Act of 1933 or any successor thereto, or, (ii) in the case of any director who serves as a director in connection with his or her position as an employee, member, partner or affiliate of such shareholder, by such shareholder.

## **Determination of Market Value**

Share prices of all companies are volatile. It would be unfair to require a Covered Individual to acquire more Ordinary Shares simply because the share price drops temporarily. For purposes of determining ownership levels on any date, the market value of shares held will be the average closing price of the Ordinary Shares on the last 20 trading days of the fiscal year ending prior to such date.

## **Holding Requirements**

A Covered Individual subject to these Share Ownership Guidelines should retain at least 50% of all Net Shares owned by or underlying equity awards granted to the Covered Individual unless the ownership thresholds are met. Once achieved, the minimum share ownership level should be maintained for as long as the Covered Individual is subject to these guidelines.

“Net Shares” means (i) the Ordinary Shares remaining after a Covered Individual exercises any portion of a stock option, less any such number of Ordinary Shares reduced, withheld or sold to pay the option exercise price for such shares and the taxes incurred as a result of such exercise and any such reduction, withholding or sale, plus (ii) the Ordinary Shares remaining after the vesting of restricted shares or share-settled restricted share units, less any Ordinary Shares reduced, withheld or sold in order to pay the taxes incurred upon the vesting of such restricted shares or share-settled restricted share units and any such reduction, withholding or sale.

## **Enforcement; Changes to the Share Ownership Guidelines; Exceptions**

It is expected that a Covered Individual should be able to achieve these guidelines within five years of the effective date of these guidelines, or if newly elected directors or newly appointed or promoted executive officers, within five years from the effective date of their election, appointment or promotion, as the case may be. In the event of any increase to the independent directors’ annual cash retainer or executive offer’s annual base salary, each Covered Individual will have one year from the time of increase to acquire any additional Ordinary Shares needed to meet these Share Ownership Guidelines.

The Nominating and Corporate Governance Committee of the Board (the “Nominating Committee”) shall be responsible for monitoring the application of these Share Ownership Guidelines and notifying participants of their progress toward meeting the guidelines not less than annually. In addition, these Share Ownership Guidelines may be waived or amended by the Nominating Committee or the Board from time to time, in each case in its sole discretion.

**ICHOR SYSTEMS, LTD.**

**SHARE OWNERSHIP GUIDELINES**

**Acknowledgement**

I, \_\_\_\_\_, hereby acknowledge that I have been informed by Ichor Holdings, Ltd. (the “Company”) that, effective as of \_\_\_\_\_, 2020, I am subject to the terms and conditions of the Company’s Share Ownership Guidelines for directors and executive officers (the “Share Ownership Guidelines”). I hereby acknowledge that I have received a copy of, and have read and familiarized myself, with the Share Ownership Guidelines, and that so long as I am subject to the Share Ownership Guidelines I will not dispose of any of the Company’s ordinary shares in any manner that violates the Share Ownership Guidelines.

By my signature below, I acknowledge, understand, accept and agree to be subject to the terms and conditions of the Share Ownership Guidelines.

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Date)