

**ICHOR HOLDINGS, LTD.**

**HUMAN CAPITAL COMMITTEE CHARTER**

**MEMBERSHIP**

The Human Capital 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) be independent in accordance with the requirements of Rule 10C-1 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and the applicable independence requirements of the NASDAQ Global Select Market (“NASDAQ”); and (2) shall otherwise meet the membership qualification requirements contained in this Human Capital Committee Charter (this “Charter”) and satisfy any additional requirements that the Board deems appropriate. At least two members of the Committee must be a “non-employee director” within the meaning of Rule 16b-3 under the Exchange Act. In the event that any member of the Committee does not qualify as a “non-employee director” for purposes of Section 16 of the Exchange Act, then all compensation that is intended to be exempt from Section 16 shall also be approved by the Board or a subcommittee made up of members of the Board who qualify as non-employee directors. 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:

- reviewing and approving all compensation, including incentive compensation and corporate and individual goals and objectives relevant to the Company’s chief executive officer, and evaluating the Company’s chief executive officer’s performance in light of those goals and objectives;
- reviewing and approving the base salaries, incentive compensation and equity-based compensation of all of the Company’s other executive officers;
- approving all significant compensation or incentive plans for executive officers and directors (including material changes to all such plans);
- having the sole authority to retain or obtain the advice of any compensation consultant, independent legal counsel or other adviser after taking into account certain factors which address the independence of that consultant, counsel or adviser;
- annually reviewing and discussing with management the Compensation Discussion and Analysis disclosure that is prepared pursuant to Securities and Exchange Commission (“SEC”) rules and, based on such review, recommend to the Board whether such disclosure should be included in the Company’s proxy statement;
- preparing the compensation committee report on executive officer compensation required by the SEC for inclusion in the Company’s annual proxy statement or Annual Report on Form 10-K;

- oversee engagement with shareholders and proxy advisory firms on executive officer compensation matters; and
- discharge certain responsibilities of the Board with respect to organization and people matters, including overseeing the appropriate development of the Company's human capabilities with emphasis on leadership development and succession plans.

## **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, and the Chief Executive Officer may present compensation recommendations to the Committee for members of management other than himself. However, individual members of management should be absent from any discussion or review where their individual compensation is determined. 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, in its sole discretion, to (1) appoint, retain and terminate any consulting firm engaged to assist in the evaluation of director or executive officer compensation and (2) approve the fees and retention terms of such consulting firm. 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 Committee is directly responsible for the appointment, compensation, retention and oversight of any compensation consultant, outside legal or other advisor to 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 compensation consultant, legal counsel or other advisor, the Committee must take into consideration specific independence factors identified in the listing standards established by NASDAQ and evaluate whether any such advisors retained or to be retained by it has any conflict of interest.

The Committee shall not be required to implement or act consistently with the advice or recommendations of any consulting firm, outside 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.

1. *Chief Executive Officer Performance.* The Committee shall review and approve corporate goals and objectives relevant to Chief Executive Officer compensation and shall evaluate the Chief Executive Officer's performance in light of these goals and objectives.
2. *Chief Executive Officer Compensation.* The Committee, based on the evaluation of the Chief Executive Officer's performance and any other factors the Committee deems relevant, shall evaluate and make recommendations to the Board regarding the Chief Executive Officer's compensation, including (a) annual base and short and long-term incentive compensation and (b) any employment contract, severance/termination agreement, retirement arrangement, change in control arrangement, or special or supplemental benefit arrangement that differs materially from the Company's form contracts, agreements and arrangements. In evaluating and making recommendations to the Board, the Committee shall consider the results of the most recent shareholder advisory vote on executive compensation ("Say on Pay Vote") required by Section 14A of the Exchange Act.
3. *Director Compensation.* The Committee shall review periodically, and recommend to the Board any changes to, the form and amount of compensation for service on the Board and any of its committees in light of the following principles: (a) compensation should fairly pay directors for their time and effort; (b) compensation should align directors' interests with the long-term interests of shareholders; and (c) compensation for independent directors should be consistent with that of other comparable public companies and sufficient to attract, retain and motivate directors who are capable and qualified to serve as directors for the Company. The Committee shall periodically review the principles underlying director compensation and make recommendations to the Board when appropriate.
4. *Officer and Other Executive Compensation.* The Committee, after consultation with and upon recommendation of the Chief Executive Officer, shall review and approve the compensation of all other executive officers including the determination of their (a) annual base and short and long-term incentive compensation; and (b) any employment contract, severance/termination agreement, retirement arrangement, change in control arrangement, or special or supplemental benefit arrangement that differs materially from the Company's form contracts, agreements and arrangements. In evaluating executive officer compensation, the Committee shall consider the results of the most recent Say on Pay Vote.
5. *Compensation Principles and Philosophy.* The Committee shall periodically review (i) the general employee compensation philosophy to ensure it is appropriate with the corporate goals and objectives relevant to compensation, supports the Company's objectives (including the Company's initiatives related to technological developments and strategy), is informed upon awards given to executive officers in prior years, is based on the officers' contributions to the Company's growth, profitability and shareholder return, is commensurate with appropriate peer group companies for the purposes of evaluating the Company's compensation competitiveness, and does not incentivize unnecessary and excessive risk taking and (ii) the director compensation philosophy to ensure it is

appropriate with respect to the corporate goals and objectives relevant to director compensation, evaluate the performance of the Board in light of goals and objectives as the Committee deems appropriate and in the best interests of the Company, and determine any long-term incentive component of director compensation based on the awards given to directors in prior years, the Company's performance, shareholder return and the value of similar incentive awards relative to such targets at comparable companies. When appropriate, the Committee may recommend to the independent Board members changes to the Chief Executive Officer and other executive officer or director compensation principles.

6. *Compensation and Benefits Programs.* The Committee shall oversee overall compensation [for executive officers] and benefits programs; provided that named fiduciary responsibility of such programs is delegated to the Company's head of human resources with responsibility for day-to-day administration. Amendment or modification authority not so delegated shall remain with the Committee or the Board, as appropriate.
7. *Incentive Compensation Plans and Equity-Based Plans.* When appropriate, and after consultation with the Chief Executive Officer, the Committee shall approve the creation or revision of incentive compensation plans affecting Company executive officers and equity-based plans and grants thereunder (see Exhibit A for the equity-based plans), and oversee the administration of such plans and discharge any responsibilities such plans may impose on the Committee.
8. *Stock Ownership Guidelines.* The Committee shall periodically review stock ownership guidelines applicable to executive officers, monitor compliance with such guidelines and recommend for Board approval any changes that are deemed by the Committee to be in the best interests of the Company and its shareholders.
9. *Report for Proxy Statement.* The Committee shall annually prepare a report on executive officer compensation as required by the rules and regulations promulgated by the SEC to be included in the Company's annual proxy statement or Annual Report on Form 10-K, and shall review and discuss with management and, if preferred, any applicable independent compensation consulting advisors, prior to the filing of the proxy statement or Annual Report on Form 10-K, the disclosure relating to executive officer compensation, including Compensation Discussion and Analysis and executive officer and director compensation tables.
10. *Advisory Vote on Executive Officer Compensation.* When required to be submitted to shareholders, the Committee shall oversee the Say on Pay Vote and the frequency of such vote. The Committee shall review the results of the advisory vote and consider whether to make any adjustments to the Company's executive officer compensation policies and practices.
11. *Incentive Clawback.* The Committee shall approve, adopt, amend and oversee the application of the Company's policy for claw-back, or recoupment, of incentive compensation in compliance with Section 10D of the Exchange Act and the rules promulgated thereunder.
12. *Oversight of Compensation Risk Mitigation Policies.* The Committee shall determine

whether the compensation policies and practices, including those related to pay equity laws, create risks that are reasonably likely to have a material adverse effect on the Company.

13. *Evaluation of Senior Executives.* The Committee shall be responsible for overseeing the evaluation of the performance of the Company's senior executives, including all executive officers. The Committee shall determine the nature and frequency of the evaluation and the persons subject to the evaluation, provided that the Committee shall evaluate the performance of the Chief Executive Officer at least annually, and discuss the results of the evaluation with the Board.
14. *Leadership Development.* The Committee shall be responsible for overseeing the Company's development program for senior executives, including all executive officers, through periodic reviews of such program to ensure that the Company is continuously developing its senior executive talent with such leadership development programs to include training on topics such as [safety and security, ethics, technological developments and information security, and regulatory compliance].
15. *Peer Group.* The Committee shall set the composition of the peer company group used for market comparison for executive officer compensation.
16. *Succession.* The Committee shall be responsible for periodically reviewing the succession plans of the executive officers (other than that of the Chief Executive Officer, which shall be periodically reviewed by the full Board) to ensure there is leadership in place with the requisite skills and experiences related to topics such as [risk management, technology and innovation, strategic initiatives, financial and business and human capital management experiences].
17. *Culture and Talent.* The Committee shall assist the Board in its oversight of culture and talent, including corporate culture, diversity and inclusion, recruiting, retention, attrition, talent management and employee relations.
18. *Retirement and Welfare Plans.* The Committee shall adopt, amend or terminate and oversee the Company's major retirement and welfare plans (on behalf of the Company as plan sponsor), specifically the US 401(k), and other benefits programs as the Committee determines to be appropriate.
19. *Review Committee Charter.* The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board.
20. *Committee Self-Evaluation.* The Committee shall conduct a self-evaluation of the Committee's performance annually, which may be part of the Board's self-evaluation.

## **Exhibit A**

### **Equity Incentive Plans:**

- 1) 2016 OMNIBUS INCENTIVE PLAN
- 2) ICHOR HOLDINGS, LTD. 2017 EMPLOYEE STOCK PURCHASE PLAN (As Amended and Restated Effective May 12, 2020)