



Investor Presentation

FALL • 2023

Safe Harbor

This presentation contains, or may be deemed to contain, "forward-looking statements" (as defined in the US Private Securities Litigation Reform Act of 1995) which reflect our current views with respect to future events and financial performance. We use words such as "anticipates," "projection," "outlook," "forecast," "believes," "plan," "expect," "future," "intends," "may," "will," "estimates," "see," "predicts," "should" and similar expressions to identify these forward-looking statements. Forward looking statements included in this press release include our expectations about the semiconductor capital equipment market and outlook. All forward-looking statements address matters that involve risks and uncertainties. Accordingly, the Company's actual results may differ materially from the results predicted or implied by these forward-looking statements. These risks, uncertainties and other factors also include, among others, those identified in "Risk Factors," "Management's Discussion and Analysis of Financial Condition and Results of Operations" and elsewhere in our annual report on Form 10-K as filed with the Securities and Exchange Commission. Ultra Clean Holdings, Inc. undertakes no obligation to publicly update or review any forward-looking statements, whether as a result of new information, future developments or otherwise unless required by law.

Non-GAAP

Management uses non-GAAP gross margin, non-GAAP operating margin and non-GAAP net income to evaluate the Company's operating and financial results. We believe the presentation of non-GAAP results is useful to investors for analyzing our core business and business trends and comparing performance to prior periods, along with enhancing investors' ability to view the Company's results from management's perspective. The presentation of this additional information should not be considered a substitute for results prepared in accordance with GAAP. Tables presenting reconciliations from GAAP results to non-GAAP results are included in the appendix.

Enabling Technology for 30 Years

Founding of
UCT

1991



2002



2006



2010



2014

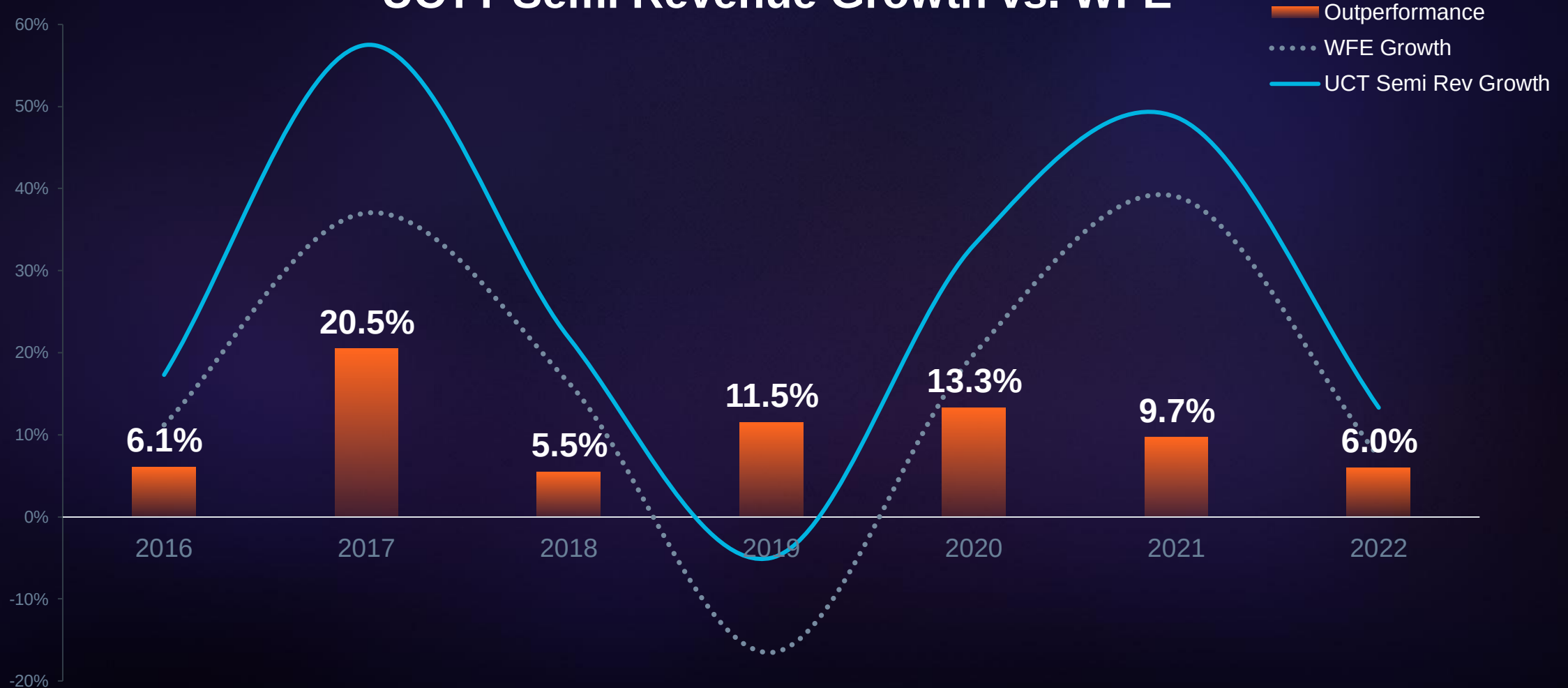
5G

2021

Solving complex problems
through generations of innovation

UCT Consistently Outperformed WFE

UCTT Semi Revenue Growth vs. WFE

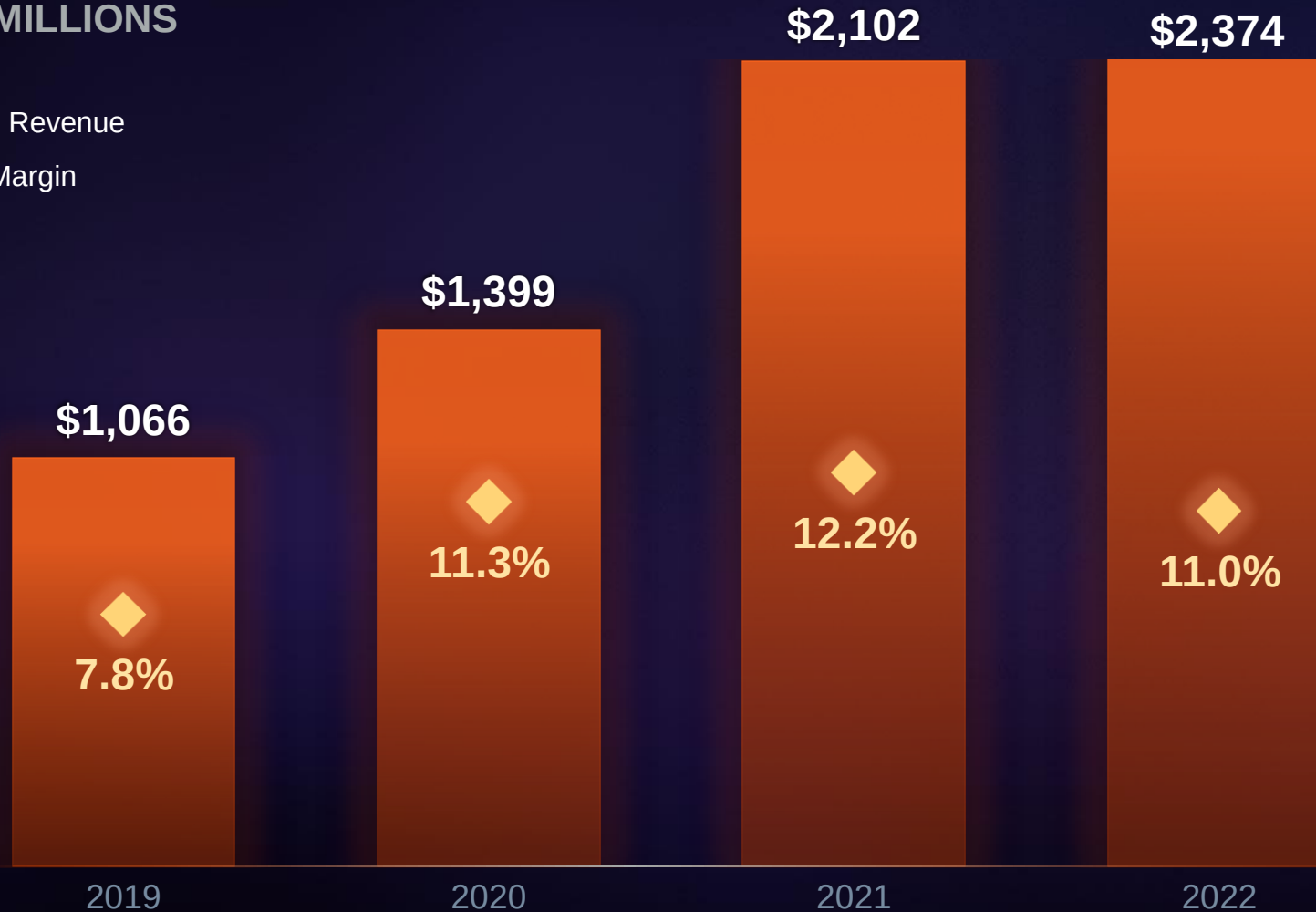


* UCT estimates and UCT's adaptation of VLSI IC manufacturing equipment market history and forecast (2016 - 2026)(Feb'22) and Gartner Semiconductor Capital Spending, Wafer Fab Equipment and Capacity, Worldwide, 4Q21 Update (Bob Johnson) forecasts

Proven Growth Strategy

\$ IN MILLIONS

■ UCT Revenue
◆ Op Margin



CAGR*
2019 – 2022

UCT
31%

WFE
23%

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Successful Inorganic Growth



AUGUST•2015

Purchase Price \$22.8M
EV/EBITDA ~6.2



SEPTEMBER•2018

Purchase Price \$342.0
EV/EBITDA ~6.6



APRIL•2019

Purchase Price \$30.0M
EV/EBITDA ~5.4



DECEMBER•2020

Purchase Price \$351M
EV/EBITDA ~14.5



OCTOBER•2023

Purchase Price \$50M
EV/EBITDA ~8.3



FEBRUARY•2015

Purchase price \$43.6M
EV/EBITDA ~11.8

Increasing SAM, diversifying offerings, accelerating revenue growth, and improving margins

Lifecycle of Chip Manufacturing

PRODUCTION SERVICES

- Part Recycling & Refurb
- Part Cleanliness Analytics
- Equipment Maintenance

EQUIPMENT BUILDOUT

- Wafer Fab Production Equipment
- New Part Cleaning
- WFE & Sub-Fab Support Equipment
 - Pumps, Gas & Chemical Cabinets

FAB CONSTRUCTION SUPPORT

- ChemTrace: Cleanrooms & Sub-fab Analysis
- Fab Infrastructure
 - Facilities Gas & Water, Effluent Abatement & Treatment

Supplying Critical Process Capabilities

PREP



EPITAXY

FRONT-END PROCESSING



CMP



LITHOGRAPHY



ETCH



DEPOSITION



IMPLANT



INSPECTION



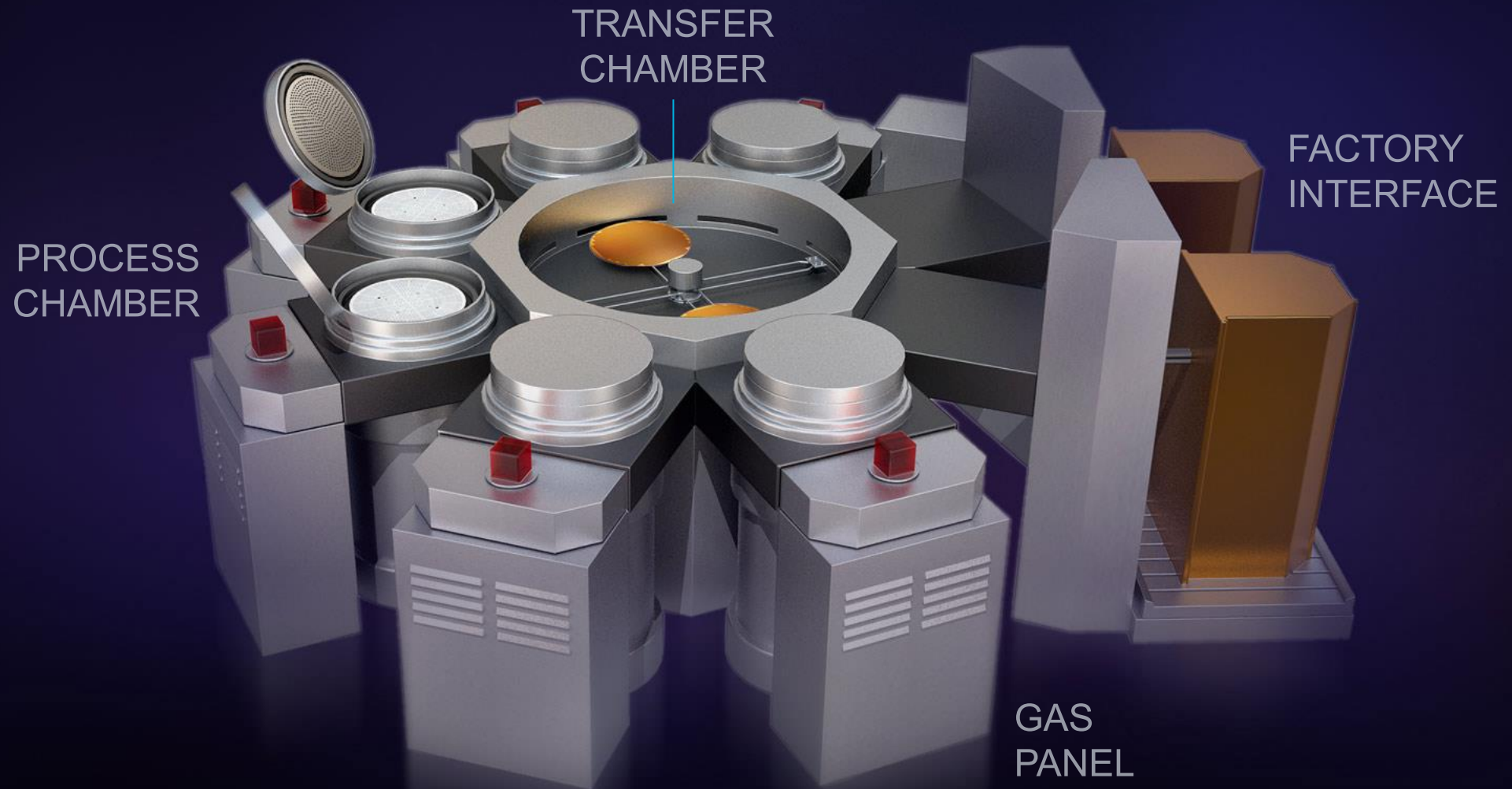
ANNEAL



WAFER CLEAN

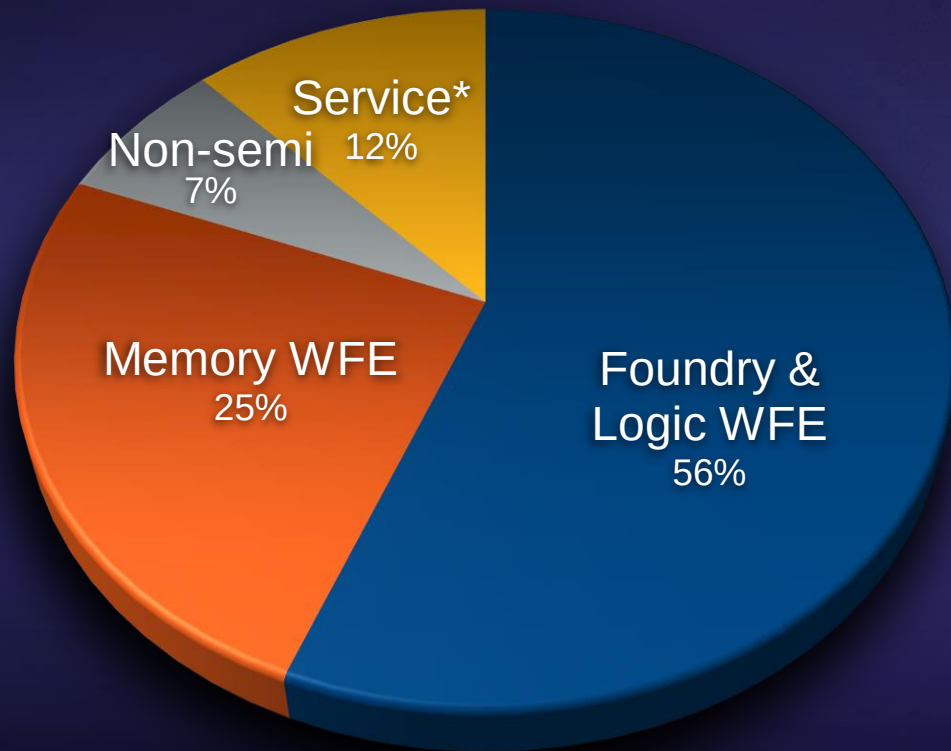
1,000+ steps per device
100's of tools per fab

Diversified Path To Market Expansion

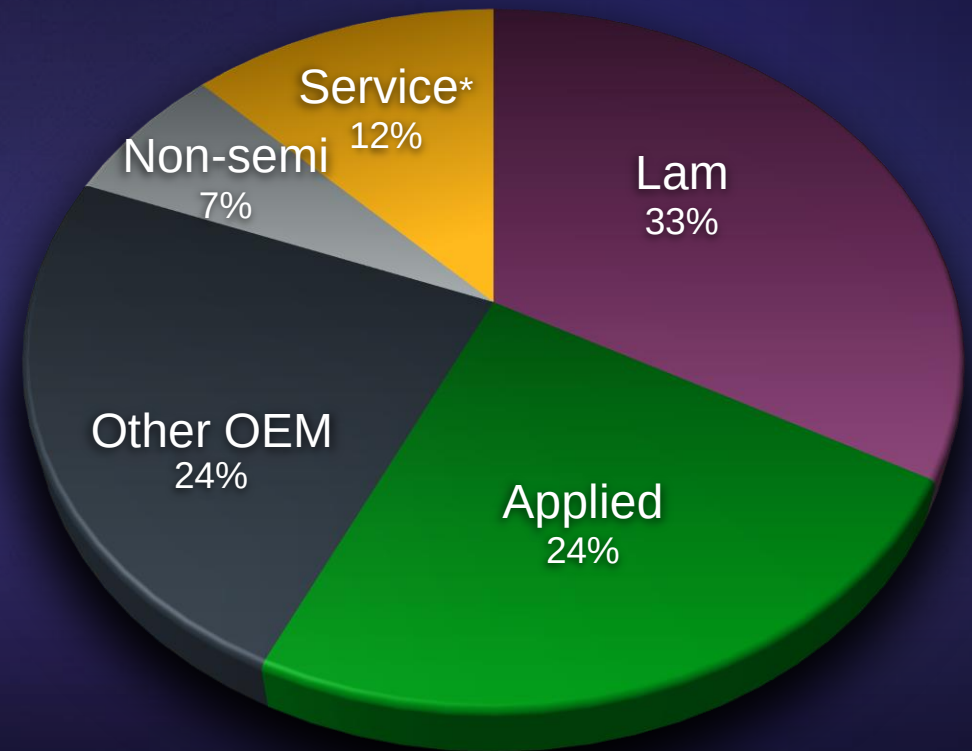


Industry and Customer Footprint (Q3'23)

UCT REVENUE BY SEGMENT



UCT REVENUE BY CUSTOMER



* Includes low single digit OEM service revenue

Strategic Global Footprint



Total Available Market

\$80-85B

Higher deferred revenue recognition
gives upside to market

OEMS

2023 TOTAL
CHIP MARKET

\$600B

FABS

UCT PRODUCTS

\$21 - 23B

High OEM inventory reducing
2023 sub-systems market

UCT SERVICES

\$1.2 - 1.4B

Product Division Opportunities

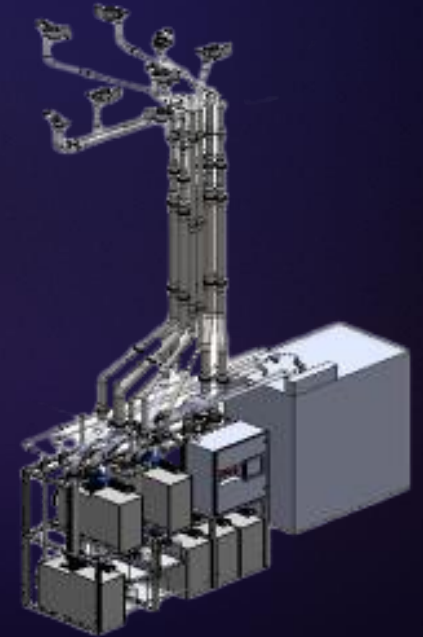
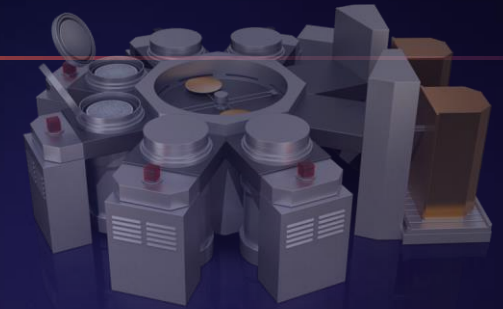
- Increase share in manufactured components
- Further penetration of current >10% customers
- Expand presence at other major OEM's
 - Goal to add 1-2 >10% customers over the next several years
- Grow engagement with smaller customers
 - Further diversify revenue; leverage new high growth device markets (i.e., 5G, IoT, and automotive)
- Opportunistic consolidation within fragmented supply chain

HIS Innovations Group Acquisition



Adds a strong, experienced engineering and manufacturing team with extensive experience in sub-fab, supporting:

- Expansion of UCT's semiconductor addressable market by \$1.5B
- Increasing UCT's vertical capabilities in sub-fab solutions
- Adding higher gross margin, high value product offering
- Located in Hillsboro, Oregon
 - Established in 1979
 - ~170 employees
 - Over 30 engineers



Service Division Opportunities

- Reduce cost of ownership utilizing advanced technology
 - Longer part life and improved yield through specialty coating
 - Higher tool productivity by chemical and thermal pre-conditioning parts
- Create integrated solutions across UCT's core competencies
- Improve efficiencies by leveraging part cleaning knowledge
 - Create value by efficiently managing customer spare parts
 - Utilize part lifecycle data to develop equipment uptime improvement
- Introduce proven Atomically Clean Surfaces to new customers

Services Division Advantaged Position

- Primary customers engage with global suppliers
- Large number of regional players serve ~70% of market
 - Leading position; opportunity to grow

	2022
Top 4 IDM's	57%
Top 4 OEM's*	27%
Top 2 Foundries	6%
All Other	10%

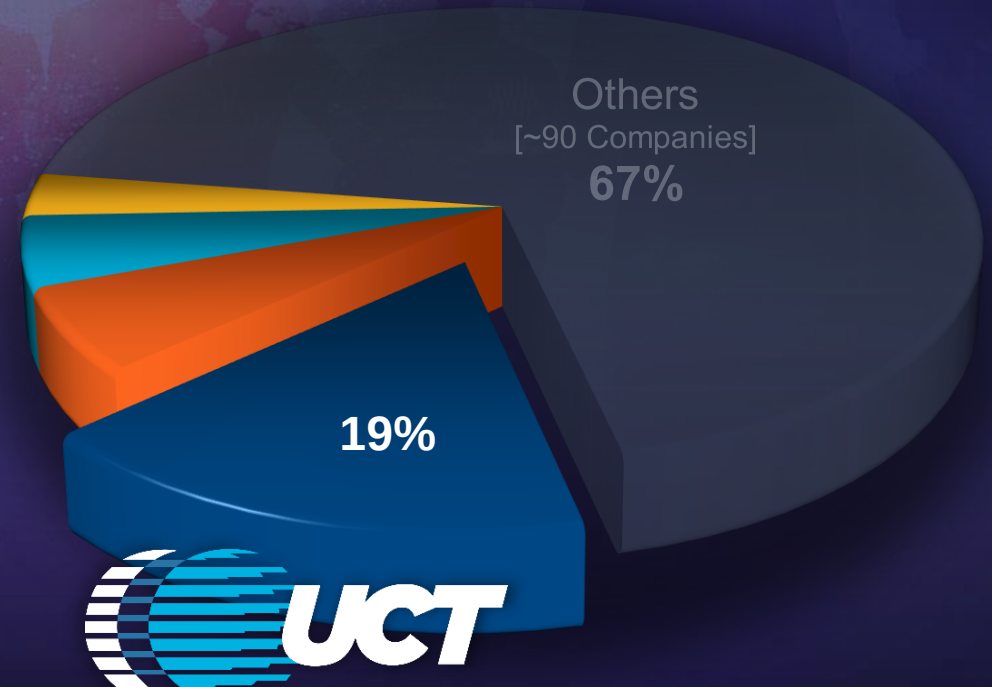
* Includes OEM Sub-suppliers

SERVICES MARKET*

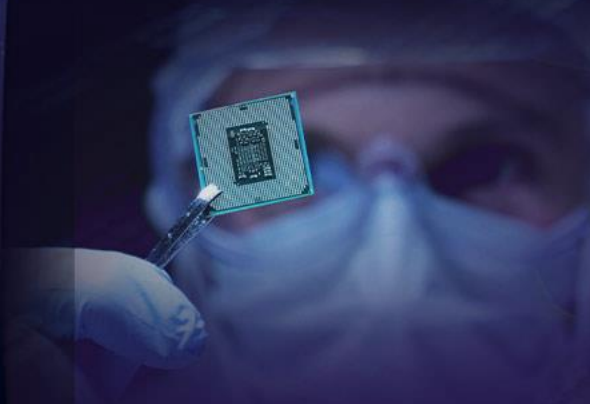
Competitor A

Competitor B

Competitor C



End Market Update



Foundry

INVESTMENT TO SUPPORT LONG-TERM DEMAND

- Leading edge continues investments
- Mature node capacity expansion to support auto, consumer, & industrial



Logic

LOGIC SPENDING ACROSS WIDER BASE

- Current shortages easing for most devices
- Fab construction remains at elevated levels, IDM expansion all nodes & wafer sizes



3D NAND

FOCUS ON MANAGING SUPPLY

- Current oversupply limits demand growth; will be addressed primarily by transition to more layers
- Servers expected to be near-term demand driver



DRAM

FOCUS ON MANAGING SUPPLY

- AI driving expansion in high bandwidth DRAM
- Long term capacity drivers include DDR5 adoption and increasing content per device

Margin Target Model

BUSINESS UNIT TARGET MODEL

Products	Services
Non-GAAP Gross Margin 16% - 20%	33% - 38%
Non-GAAP Operating Margin 10% - 13%	12% - 16%

CONSOLIDATED PERFORMANCE MODEL

\$1.5 - \$2.0B	\$2.0 - \$3.0B	\$3.0 - \$4.0B
Non-GAAP Gross Margin 18% - 22%	19% - 23%	20% - 24%
Non-GAAP Operating Margin 9% - 13%	10% - 14%	11% - 16%



Financial Update

Fall•2023

Q3'23 Key Takeaways

Total
Revenue
\$435.0M

Gross
Margin*
15.5%

Operating
Margin*
4.4%

Operating
Cash Flow
\$36.2M

Cash
Balance
\$342.0M

EPS*
\$0.04

Products

Revenue • **\$380.9M**
Gross Margin* • **13.8%**
Operating Margin* • **4.5%**

Services

Revenue • **\$54.1M**
Gross Margin* • **27.4%**
Operating Margin* • **3.7%**

Q4'23 Guidance

Revenue

\$420M • \$470M

EPS

\$0.02 • \$0.22



Thank You

Reconciliation:

GAAP Net Income (loss) to Non-GAAP Net Income

\$ in Millions	FY'20	FY'21	FY'22	Q1'23	Q2'23	Q3'23	
Net income (Loss) per GAAP basis	77.6	119.5	40.4	(3.4)	(9.4)	(14.5)	1. Amortization of intangible assets related to the Company's business acquisitions
Amortization of intangible assets ⁽¹⁾	19.8	33.4	30.1	5.8	5.5	5.5	2. Represents severance, retention, operational alignments and costs related to facility closures
Restructuring charges ⁽²⁾	4.6	1.3	3.3	0.2	2.4	3.2	3. Represents compensation expense for stock granted to employees and directors
Stock-based compensation expense ⁽³⁾	12.9	16.8	19.3	3.7	1.3	3.9	4. Represents estimated costs related to legal proceedings
Legal-related costs ⁽⁴⁾	-	-	2.2	-	(0.9)	-	5. Represents costs related to acquisitions
Acquisition related costs* ⁽⁵⁾	1.0	10.0	0.6	-	0.1	0.7	6. Adjustments related to the fair values of inventories, contingent consideration, purchase obligation and forward hedge contracts
Fair value related adjustments ⁽⁶⁾	7.6	23.0	-	-	1.6	-	7. Represents gain realized on the sale of land in South Korea and net loss on the divestiture of certain non-core subsidiary entities
(Gain) Loss on sale of property and businesses ⁽⁷⁾	(1.4)	-	77.4	-	-	-	8. Insurance proceeds pertaining to the Cinos fire in 2018
Insurance proceeds ⁽⁸⁾	-	(7.3)	-	-	-	-	9. Covid-19 related expenses incurred during the period
Covid-19 related expenses ⁽⁹⁾	-	-	2.9	-	-	-	10. Represents impact of value added tax ruling
VAT settlement ⁽¹⁰⁾	-	-	4.0	-	-	-	11. Tax effect of items (1) through (10) above based on the non-GAAP tax rate
Income tax effect of non-GAAP adjustments ⁽¹¹⁾	(8.2)	(12.8)	(22.2)	(1.6)	(1.6)	(2.7)	12. The Company's GAAP tax expense is generally higher than the Company's non-GAAP tax expense, primarily due to losses in the U.S. with full federal and state valuation allowances. The Company's non-GAAP tax rate and resulting non-GAAP tax expense considers the tax implications as if there was no federal or state valuation allowance position in effect
Income tax effect of valuation allowance ⁽¹²⁾	1.0	2.3	23.9	2.9	8.1	5.9	
Non-GAAP net income	115.0	186.1	181.9	7.6	7.1	2.0	

* Refer to 10k

Reconciliation:

GAAP to Non-GAAP Earnings Per Diluted Share

	FY'20	FY'21	FY'22	Q1'23	Q2'23	Q3'23	
Reported GAAP net income (loss)	\$1.89	\$2.69	\$0.88	\$(0.08)	\$(0.21)	\$(0.32)	1. Amortization of intangible assets related to the Company's business acquisitions
Amortization of intangible assets ⁽¹⁾	\$0.48	\$0.75	\$0.66	\$0.13	\$0.12	\$0.12	2. Represents severance, retention, operational alignments and costs related to facility closures
Restructuring charges ⁽²⁾	\$0.11	\$0.03	\$0.07	\$0.00	\$0.05	\$0.07	3. Represents compensation expense for stock granted to employees and directors
Stock-based compensation expense ⁽³⁾	\$0.32	\$0.38	\$0.42	\$0.08	\$0.03	\$0.09	4. Represents estimated costs related to legal proceedings
Legal-related costs ⁽⁴⁾	-	-	\$0.05	-	\$(0.02)	-	5. Represents costs related to acquisitions
Acquisition related costs* ⁽⁵⁾	\$0.02	\$0.23	\$0.01	-	\$0.01	\$0.02	6. Adjustments related to the fair values of inventories, contingent consideration, purchase obligation and forward hedge contracts
Fair value related adjustments ⁽⁶⁾	\$0.19	\$0.52	-	-	\$0.04	-	7. Represents gain realized on the sale of land in South Korea and net loss on the divestiture of certain non-core subsidiary entities
(Gain) Loss on sale of property and businesses ⁽⁷⁾	\$(0.03)	-	\$1.69	-	-	-	8. Insurance proceeds pertaining to the Cinos fire in 2018
Insurance proceeds ⁽⁸⁾	-	\$(0.16)	-	-	-	-	9. Covid-19 related expenses incurred during the period
Covid-19 related expenses ⁽⁹⁾	-	-	\$0.06	-	-	-	10. Represents impact of value added tax ruling
VAT settlement ⁽¹⁰⁾	-	-	\$0.09	-	-	-	11. Tax effect of items (1) through (10) above based on the non-GAAP tax rate
Income tax effect of non-GAAP adjustments ⁽¹¹⁾	\$(0.20)	\$(0.29)	\$(0.49)	\$(0.03)	\$(0.04)	\$(0.06)	12. The Company's GAAP tax expense is generally higher than the Company's non-GAAP tax expense, primarily due to losses in the U.S. with full federal and state valuation allowances. The Company's non-GAAP tax rate and resulting non-GAAP tax expense considers the tax implications as if there was no federal or state valuation allowance position in effect
Income tax effect of valuation allowance ⁽¹²⁾	\$0.02	\$0.05	\$0.52	\$0.07	\$0.18	\$0.12	
Non-GAAP net income	\$2.80	\$4.20	\$3.98	\$0.17	\$0.16	\$0.04	
Weighted Avg. number of diluted shares (in M)	41.1	44.4	45.7	45.3	45.0	45.0	

* Refer to 10k