CHARTER FOR THE

NOMINATING & GOVERNANCE COMMITTEE

OF

ONTO INNOVATION INC.

PURPOSE:

The purpose of the Nominating & Governance Committee of the Board of Directors ("**Board**") of Onto Innovation Inc. (the "**Company**") shall be to:

- Assist the Board by identifying prospective director nominees and recommend to the Board director nominees for (a) the next annual meeting of stockholders and (b) replacement of a director in the event of a director vacancy;

- Develop and recommend to the Board the corporate governance guidelines applicable to the Company and oversee compliance with the corporate governance guidelines; and

- Oversee the evaluation of the Board and management.

The Nominating & Governance Committee has the authority to undertake the specific duties and responsibilities listed below and will have the authority to undertake such other specific duties as the Board from time to time prescribes. Except to the extent expressly provided in the Company's certificate of incorporation or bylaws, a resolution of the Board or any charter of a committee of the Board, each as amended and/or restated from time to time, all authority of the Board shall be held by the full Board.

The adoption of this Charter by the Board is a delegation by the Board of the powers and authority of the Nominating & Governance Committee described herein.

COMMITTEE MEMBERSHIP AND ORGANIZATION:

Upon the recommendation of the Nominating & Governance Committee, the Nominating & Governance Committee members will be appointed by, and will serve at the discretion of, the Board. The Nominating & Governance Committee shall consist of at least three (3) members of the Board. The Board may remove any member of the Nominating & Governance Committee at any time with or without cause.

Each member of the Nominating & Governance Committee shall be independent pursuant to the applicable listing standards of the New York Stock Exchange ("**NYSE**"), as in effect from time to time.

Unless a Committee Chairperson is appointed by the Board, the members of the Nominating & Governance Committee shall appoint a Committee Chairperson by majority vote of the Nominating & Governance Committee.

COMMITTEE RESPONSIBILITIES AND AUTHORITY:

The Nominating & Governance Committee shall have the following responsibilities and authority, provided that the Nominating & Governance Committee may supplement and, except as otherwise

required by applicable law or the requirements of the NYSE, deviate from these activities as requested by the Board:

- Evaluate the current composition of the Board and its committees, determine future requirements and make recommendations to the Board for approval, including recommendations for director nominees (a) for the next annual meeting of stockholders and (b) replacement of a director in the event of a director vacancy.
- Determine desired Board qualifications, expertise and characteristics and, as applicable, conduct searches for potential Board members with corresponding attributes. Identify and evaluate individuals qualified to serve as directors, consistent with the criteria approved by the Board to be considered in selecting nominees for director. In performing these tasks, the Nominating & Governance Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms.
- Evaluate the performance of the Board and of individual directors and oversee the Board performance evaluation process, including conducting surveys of director observations, suggestions and preferences.
- Evaluate and make recommendations to the Board for the appointment of directors to Board committees and the selection of Board Chairperson and Committee Chairpersons.
- Consider stockholder nominees for election to the Board, if any, recommend appropriate action to the Board, and establish policies and procedures for considering stockholder nominees.
- Evaluate and review the appropriateness of each Board member's continued service on the Board.
- Evaluate and recommend cessation of service on the Board of individual Board directors in accordance with the Company's corporate governance guidelines, for cause or for other appropriate reasons.
- Evaluate and recommend change(s) in the size of the Board and any of its committees.
- In performing its responsibilities, the Nominating & Governance Committee shall have the authority to obtain advice, reports or opinions from internal or external counsel and expert advisors. The Board shall provide for appropriate funding, as determined by the Nominating & Governance Committee, to compensate any such consultants or advisors retained by the Nominating & Governance Committee.
- Oversee the evaluation of management and conduct an annual review of management succession planning, report its findings and recommendations to the Board, and work with the Board in evaluating potential successors to executive management positions.
- As required, identify and evaluate individuals qualified to serve as chief executive officer, consistent with qualifications or criteria approved by the Board, and recommend any such candidates to the Board for its approval.
- Propose corporate governance guidelines for approval by the Board, periodically review and recommend any amendments to the guidelines as appropriate, and oversee compliance with the guidelines.

- Establish and oversee the administration of a training program for both new and existing Board members.
- Serve as a contact point for individuals to report corporate compliance issues and concerns of potential impropriety or illegality, review any such reports and, other than issues and concerns that are specifically tasked for review by the Audit Committee of the Board, as enumerated in its Charter, which shall be forwarded to the Audit Committee for its review, recommend to the Company's senior management appropriate corrective action to address the issue/concern.
- Monitor Compliance with the Company's Code of Business Conduct and Ethics (the "Code of Conduct") applicable to the Board, officers and employees; investigate any alleged breach or violation of the Code of Conduct; enforce the provisions of the Code of Conduct; periodically review and recommend any amendments to the Code of Conduct as appropriate for approval by the Board; and oversee approval of any waivers to the Code of Conduct.
- Oversee risks related to corporate governance issues, such as management succession planning, and review with the Board any issues that arise in connection with the risks associated with the scope of responsibilities set forth in this Charter.
- Review and re-examine this Charter annually and make recommendations to the Board with respect to any proposed changes.
- Evaluate annually its own performance against the responsibilities outlined in this Charter and otherwise established by the Board.
- Perform such other duties as may be requested by the Board.

MEETINGS:

Members of the Nominating & Governance Committee shall meet at least annually and will also meet, as required, in response to the needs of the Board and as necessary to fulfill their responsibilities.

The presence of a majority of the members of the Nominating & Governance Committee shall constitute a quorum. The Nominating & Governance Committee shall act only by (a) the affirmative vote of the majority of members present at a meeting at which a quorum is present or (b) unanimous written consent.

MINUTES:

The Nominating & Governance Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

REPORTS:

The Nominating & Governance Committee will summarize its recommendations to the Board as may be appropriate, consistent with this Charter, and otherwise make regular reports to the Board.

COMPENSATION:

Members of the Nominating & Governance Committee shall receive such fees, if any, for their service as Nominating & Governance Committee members, as may be determined by the Board. Such fees may

include retainers or per meeting fees. Fees shall be paid in such form of consideration as is determined by the Board.

DELEGATION OF AUTHORITY:

The Nominating & Governance Committee may form and delegate authority to subcommittees as it deems appropriate.