

ONTO INNOVATION DIRECTOR CANDIDATE POLICY

Stockholder Recommendations and Nominations

It is the policy of the Nominating & Governance Committee of the Board of Directors (the “**Board**”) of Onto Innovation Inc. (the “**Committee**”) to consider recommendations and nominations for candidates to the Board from stockholders of the Company holding no less than 1% of the Company’s securities for at least 12 months prior to the date of the submission of the recommendation or nomination.

Stockholder recommendations for candidates to the Board must be directed by letter correspondence to Onto Innovation Inc., Office of the General Counsel, 16 Jonspin Road, Wilmington, Massachusetts 01887, attention Chairperson of the Nominating & Governance Committee, and must include the following:

- Candidate’s name, age business address and residence address;
- Candidate’s detailed biographical data and qualifications including his/her principal occupation and employment history;
- The class and number of shares of the Company which are beneficially owned by the candidate;
- The candidate’s written consent to being named as a nominee and to serving as a director, if elected;
- Information regarding any relationships between the candidate and the Company within the last three (3) years;
- Any other information relating to the candidate that is required by law to be disclosed in solicitations of proxies for election of directors;
- The name and address of the recommending stockholder;
- The class and number of shares of the Company which are beneficially owned by the recommending stockholder; and
- A description of all arrangements or understandings between such stockholder and each candidate and any other person or persons (naming such person or persons) relating to the candidacy.

All stockholder nominations to the Board must meet the requirements set forth in Section 2.5 of the Company’s Bylaws.

Identifying and Evaluating Nominees for Director

The Committee shall use the following procedures to identify and evaluate any individual recommended or offered for nomination to the Board:

- The Committee shall review the qualifications of any candidate who has been properly recommended by the stockholders, as well as any candidate who has been identified by management, individual members of the Board, or, if the Committee determines, a search firm.
- The Committee shall evaluate the performance of the Board as a whole and evaluate the performance and qualifications of individual members of the Board eligible for re-election at the annual meeting of stockholders.
- While the Committee has no specific minimum qualifications for director candidates, persons considered for nomination to the Board must demonstrate the following qualifications to be recommended by the Committee for election:
 - The candidate must exhibit proven leadership capabilities, high integrity, and experience with a high level of responsibilities within his or her chosen field;
 - The candidate must possess the ability to apply good business judgment and be of sound mind and high moral character;
 - The candidate must have no personal or financial interest that would conflict or appear to conflict with the interests of the Company;
 - The candidate must be in a position to properly exercise his or her duties of loyalty and care and be willing and able to commit the necessary time for Board and committee service; and
 - The candidate must have the ability to grasp complex principles of business, finance, international transactions and semiconductor inspection, metrology, lithography, and related software technologies.
- In its evaluation of director candidates, including the members of the Board eligible for re-election, the Committee shall also consider the following:
 - The current size and composition of the Board and the needs of the Board as a whole;
 - The operating requirements of the Company;
 - The competencies and skills that the candidate possesses and the candidate's areas of qualification and expertise that would enhance the composition of the Board and further its ability to offer advice and guidance to management;
 - How the candidate would contribute to the Board's overall balance of expertise, perspectives, backgrounds, and experiences in substantive matters pertaining to the Company's business;
 - The candidate's demonstrated excellence in his or her field and commitment to rigorously representing the long-term interests of the Company's stockholders;
 - Such factors as independence, age, diversity, experience, and length of service.; and
 - Such other factors as the Committee may determine to be appropriate.

- After review and consideration, the Committee shall by unanimous vote propose a slate of director nominees for Board approval.
- Notwithstanding the foregoing, the Board as a whole may, in its discretion, assume the responsibilities defined herein.

Decision by Board

The Board has final authority in the selection of director candidates for nomination to the Board.

The Committee will endeavor to notify, or cause to be notified, in a timely manner all director candidates of its decision as to whether to nominate such individual for election to the Board.

Modifications of Policies and Procedures

The policies and procedures set forth herein may be modified at any time as may be determined by the Committee.