ONTO INNOVATION INC.
CODE OF BUSINESS CONDUCT AND ETHICS

Introduction

This Code of Business Conduct and Ethics (this “Code”) applies to all of us who are directors, officers, employees, consultants and contractors (“Colleagues”) of Onto Innovation Inc. and its subsidiaries worldwide (“Onto Innovation” or the “Company”). This Code covers a wide range of business practices and procedures. While it does not cover every issue that may arise, it does set out basic principles to guide everyone at Onto Innovation because we recognize that our Company’s continued success depends upon our commitment to conduct business with honesty, integrity and in compliance with the law everywhere we operate. As a result, all of us are required to read, understand and use this Code as a standard and a tool, along with other Onto Innovation policies and our own best judgment, in making decisions, conducting business, ensuring compliance with legal and ethical requirements and maintaining a positive and cooperative work environment.

As Onto Innovation Colleagues, we are each required to comply with both the letter and the spirit of this Code. This means we must understand and comply with all Onto Innovation policies as well as the laws, rules and regulations that apply to our respective jobs, even if we feel pressured to do otherwise, and seek to avoid even the appearance of behavior that is inconsistent with this Code. This Code applies during work hours, while present on Onto Innovation premises, at offsite work locations, customer sites, Company-sponsored business and social events, virtual work events and meetings, trade shows or at any other place where you are, or could be considered to be, representing Onto Innovation. This Code also requires us to seek guidance if we have questions or concerns and to cooperate fully in any investigation of suspected violations of this Code that may arise in the course of our employment or service to Onto Innovation. Periodically, we may be asked to provide a written certification that we have reviewed and understand this Code, comply with its standards, and are not personally aware of any violations of this Code by others. This certification is a pledge to live up to this Code and its expectations and to promptly raise concerns about any situation that you think may violate this Code. Onto Innovation is committed to compliance with this Code. Anyone who violates this Code puts themselves, fellow Colleagues, and Onto Innovation at risk and is subject to disciplinary action up to and including termination of employment or service to Onto Innovation.

If a policy in this Code conflicts with the law, we must comply with the law. However, if this Code conflicts with a local custom or policy, we must comply with this Code. If you have any questions about these conflicts, are faced with a potential conflict between your ethical standards and the conduct of others at Onto Innovation or if you are in a situation which you believe may violate or lead to a violation of this Code, follow the Compliance Procedure guidelines discussed below.

In line with Onto Innovation’s values and commitment to its Colleagues, it is important to be aware that anyone may make a good faith report of a known or suspected ethical violation or incident related to the workplace in confidence and without fear of the retaliation, discharge or discrimination in any way. In those cases where the reporter requests to remain anonymous, his/her identity will be kept confidential to the fullest extent possible consistent with applicable laws and Onto Innovation’s need to investigate the matter.

Colleagues are required to comply with this Code as a condition of continued employment or service. This Code may be changed by Onto Innovation at any time without notice to Colleagues. Nothing in this code shall alter an employee’s at-will status of employment at Onto Innovation. “At-will” employment means that either the employee or Onto Innovation may terminate the employment, at any time, with or without cause and with or without notice, for any reason not prohibited by law.
Code of Business Conduct and Ethics

Onto Innovation adopted this Code to:

- Encourage honest and ethical conduct;
- Encourage full, fair, timely and accurate disclosure of financial and other information in reports and documents that Onto Innovation files with, or submits to, the U.S. Securities and Exchange Commission (the "SEC") and in other public communications made by Onto Innovation;
- Encourage compliance with applicable laws, rules and regulations;
- Encourage fair dealing practices;
- Ensure accountability for adherence to the policies in this Code;
- Ensure the protection of Onto Innovation’s, and its customers’, business interests, assets and confidential information; and
- Deter wrongdoing.

Each Colleague is obligated to make every reasonable effort to comply with all applicable laws and regulations, including U.S. laws and all local laws and regulations that apply to Onto Innovation. While it is not possible to list all policies and laws to be observed, or all prohibited business practices to be avoided, this Code helps detail the expectations of every one of us. Listed below are the general principles of this Code, of which we must all be knowledgeable and with which we must all comply. Additional guidance, descriptions, insights and specific examples related to each of these principles can be found in Attachment A.

- **Compliance with Laws, Rules and Regulations**: While conducting business on behalf of Onto Innovation, respect, obey and comply with all applicable laws, rules and regulations.
- **Conflicts of Interest**: Avoid any actual or apparent conflicts of interest. Such conflicts include taking actions or having interests that may interfere with performing one’s work objectively and effectively or where one receives improper personal benefits as a result of one’s position with Onto Innovation.
- **Open and Honest Dealing**: Onto Innovation encourages an open and honest atmosphere such that important information is freely exchanged with and disclosed to management and misleading information is not purposely provided.
- **Insider Trading**: Material nonpublic information may not be used or shared for stock trading purposes. Refer to the Company’s Insider Trading Policy for more information.
- **Fair Disclosure**: Statements regarding material nonpublic information about Onto Innovation or its securities may not be made to the financial community, Onto Innovation stockholders, the media or anyone else outside of the Company without the express authorization of the Company’s General Counsel.
- **Payments to Agencies/Consultants**: All payments and arrangements with outside agents, consultants, contractors, vendors and other parties should be based on a written agreement and approved in accordance with internal policies.
- **Corporate Opportunities**: Taking personal advantage of opportunities that are discovered, developed or known through the use of corporate property, information or one’s position without the approval of Onto Innovation is prohibited.
- **Competition and Fair Dealing**: Respect the rights of and deal fairly with Onto Innovation’s customers, suppliers, competitors and other Colleagues.
- **Gifts, Gratuities and Entertainment**: As part of Onto Innovation’s business, only gifts or business entertainment of reasonable (and not excessive) value may be offered, provided to or accepted from our customers, suppliers or others. Such gifts may only be made or accepted in order to create, maintain or further
develop goodwill and sound working relationships, and never to gain unfair advantage with customers, suppliers or others.

- **Political Contributions:** While Onto Innovation encourages everyone to vote and be active in the political process, it is Onto Innovation’s policy not to contribute any Onto Innovation funds, assets or services to any political party, committee, organization, or candidate for any office at any level in any country.

- **Prohibition Against Discrimination and Harassment:** Participating in any form of harassment or discrimination because of race, color, national origin, sex, religion, creed, age, disability, sexual orientation, gender identity, marital status, military service, genetic information or any other basis protected by federal, state or local laws is prohibited.

- **Health and Safety:** Maintain a safe and healthy workplace following safety and health rules and practices, appropriately report issues and refrain from any violent or threatening behavior.

- **Record-Keeping:** Where we are required to make a record of or report on any form of business information, such record/report must be made honestly and accurately in order to make and properly document responsible business decisions.

- **Confidentiality:** When receiving confidential information, maintain the confidentiality of the materials entrusted to us by Onto Innovation, its customers, suppliers and others, unless disclosure is appropriately authorized.

- **Protection and Proper Use of Company Assets:** Protect Onto Innovation’s assets, including our work product and company proprietary information, to ensure its continued and efficient use and security.

- **Bribery and Improper Payments:** Never accept or offer bribes or kick-backs, or participate in corrupt or fraudulent activities of any kind including extortion or embezzlement. Further, the giving and/or offering money or anything of value, directly or indirectly, to a foreign or domestic official, agency, party, customer, official or candidate under any circumstances in order to induce the recipient to give Onto Innovation business, purchase Onto Innovation’s products or otherwise benefit Onto Innovation is strictly prohibited.

- **Reporting and Anti-Retaliation:** Colleagues are encouraged to talk to supervisors, managers or other appropriate personnel when in doubt about the best course of action in a particular situation and should report violations of laws, rules, regulations or this Code to appropriate personnel. Onto Innovation will not allow retaliation for any reports made in good faith.

**Waivers of the Code of Business Conduct and Ethics**

Any waiver of any provision of this Code for a member of Onto Innovation’s Board of Directors (the “Board”), the principal executive officer, principal financial officer, principal accounting officer, other employees performing similar functions, or other executive officers must be approved in writing by the Board and promptly disclosed as required by law. Any waiver of any provision of this Code with respect to any other Colleagues must be approved in writing by the Company’s General Counsel or Chief Financial Officer.

**Compliance Procedures**

To protect Onto Innovation and its Colleagues, it is essential that all persons promptly and fully report any known or suspected violation(s) of this Code or any laws or policies applicable to Onto Innovation. This duty applies whether you are personally involved in the situation or not. Reporting a known or suspected violation of this Code by others should not be considered an act of disloyalty, but an action to safeguard the reputation and integrity of Onto Innovation and its Colleagues.

We must all must work to ensure prompt and consistent action against violations of this Code. However, in some situations it is difficult to know right from wrong. Since we cannot anticipate every situation that will arise, it is important that we have a way to approach a new question or concern. These are the steps to keep in mind:
Make sure that all the facts have been reported and collected
In order to reach the right solutions, we must be as fully informed as possible.

Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper?
This will enable you to focus on the specific question you are faced with, and the alternatives you have. Use your judgment and common sense; if something seems unethical or improper, it probably is. Remember, this Code requires that you seek to avoid even the appearance of behavior that is inconsistent with this Code.

Discuss the problem with your supervisor or manager
The basic guidance for all situations is to ask first and act later. In many cases, your supervisor or manager will be more knowledgeable about the question and will appreciate being included in the decision-making process. Remember that it is the responsibility of our supervisors and managers to help solve problems.

Seek help from Onto Innovation’s resources
In the case where it may not be appropriate to discuss an issue with your supervisor or where you do not feel comfortable approaching your supervisor with a question, discussing it with a Human Resources representative or senior management is encouraged.

Reporting improper behavior
The section below on reporting presents the procedure for reporting incidents or activities relating to unethical or improper behavior.

Reporting any Illegal, Unethical or Improper Behavior
Everyone is required to report either orally or in writing to your immediate supervisor, or alternate line of authority as described below, all evidence of any known or suspected activity by an Onto Innovation department or a Colleague that may constitute:

- A violation of Onto Innovation’s Code of Business Conduct and Ethics or Onto Innovation’s Financial Information Integrity Policy;
- Any other instances of corporate fraud or unethical business conduct;
- A violation of any applicable law, rule or regulation;
- A violation of any SEC or New York Stock Exchange (“NYSE”) rule or regulation; or
- Substantial and specific danger to a Colleague’s or the public’s health and safety.

Onto Innovation has made available a variety of alternative reporting mechanisms to allow everyone the ability to report any of the above activities in a manner with which they are comfortable. Anyone who wants to report evidence of alleged illegal, unethical or improper activity can choose from the following:

- Contact your immediate supervisor, or the supervisor’s manager.
- In instances where the supervisor or manager’s response is not satisfactory or where addressing such concerns to a supervisor or the supervisor’s manager is uncomfortable for any reason, you may contact the Human Resources department, General Counsel’s office or a member of senior management.
- Call 1-888-262-6937, the confidential, global, toll-free phone number dedicated to these reports. Anonymous telephonic communications will be accepted.
- Address any concerns in writing to: The Office of General Counsel, Onto Innovation Inc., 16 Jonspin Road, Wilmington, MA 01887. Anonymous written communications will be accepted.
- Address any concerns or file a report via e-mail to codeofethics@ontoinnovation.com. Due to the nature of e-mail, the anonymity of these reports cannot be guaranteed.
- File a report through the Navex EthicsPoint portal, either by phone or by completing the online form. Access the portal at https://ontoinnovation.ethicspoint.com.
Contact any of the members of the Board’s Nominating & Governance and Audit Committees by writing to:
The Office of the Corporate Secretary, Onto Innovation Inc., 16 Jonspin Road, Wilmington, MA 01887. Anonymous written communications will be accepted.

To enable a complete investigation of the suspected or known violation, it is necessary to provide as much specific information as possible in any report, including names of people involved and any witnesses, dates, times, places, and events that took place and your perception of why the incident(s) may be a violation. All reports of violations of the law or this Code will be kept confidential to the fullest extent possible consistent with applicable laws and Onto Innovation’s need to investigate the matter. Anyone filing such a report is also required to keep all information regarding the internal investigation confidential and must understand that he/she is expected to fully cooperate with any ensuing investigation. If you identify yourself when filing a report, you will receive a reply to your report as soon as practicable thereafter.

Anyone who becomes aware of any of the violations described above purposely fails to report wrongdoing in accordance with any of the above steps may be subject to discipline, up to and including discharge. Any such failures will also be considered in the applicable individual’s performance reviews.

Colleagues may report ethical violations in confidence and without fear of retaliation. If the situation requires that the identity of the reporter be kept secret, such anonymity will be protected to the fullest extent possible consistent with applicable laws and Onto Innovation’s need to investigate the matter. As stated, Onto Innovation does not permit retaliation, discharge, discrimination, or any other adverse employment action of any kind against someone who, in good faith, reports a known or suspected ethical violation or incident related to the workplace. Any Colleague who retaliates against another Colleague for seeking help or making a good faith report shall be subject to disciplinary action, up to and including termination of employment. Colleagues who believe they have experienced any form of retaliation for reporting possible violations should contact Human Resources or the Company’s General Counsel.

Investigations

Subject to the Board’s general authority to administer this Code, the investigation of violations and determination of disciplinary action is the responsibility of the following parties:

Board of Directors (or its designated committee): Matters involving members of the Board or executive officers.

Chief Financial Officer, General Counsel and Human Resources Department Matters involving other Colleagues or other agents (provided that should any such matters impact the reputation of Onto Innovation with customers, stockholders, suppliers and/or Colleagues, or materially impact Onto Innovation’s financial performance, the Board shall be notified in a timely manner).

The above responsible parties may designate others to conduct or manage investigations on their behalf and recommend disciplinary action. In addition, the Company’s Chief Financial Officer and General Counsel will periodically report Code violations and the corrective actions taken to the Board or its designated committee. The Board reserves the right to investigate violations and determine appropriate disciplinary action on its own or to designate others to do so in place of, or in addition to, the Company’s Chief Financial Officer and General Counsel.

Reported violations will be promptly investigated. If it is determined that evidence of a violation exists, the individual subject to investigation will be notified. The individual will have an opportunity to respond to any allegations made against them. A person suspected of violating this Code may be suspended with or without pay while an investigation is pending. If Onto Innovation determines that a violation of this Code or applicable law has occurred, Onto Innovation will take prompt and appropriate corrective action to ensure compliance with legal and ethical requirements.
Colleagues may not interfere with or obstruct an investigation conducted by Onto Innovation or by any governmental agency.

**Disciplinary Action**

The matters covered in this Code are of the utmost importance to Onto Innovation, its stockholders and its business partners, and are essential to Onto Innovation’s ability to conduct its business in accordance with its stated values. Onto Innovation requires all of its Colleagues to adhere to these rules in carrying out their duties.

Onto Innovation will take appropriate action against anyone whose actions are found to violate this Code. Disciplinary actions may include, at Onto Innovation’s sole discretion, oral or written reprimand, suspension or immediate termination of employment or business relationship, or any other single or combined disciplinary action as deemed appropriate to the circumstances. A record of the disciplinary action may be retained in an employee’s personnel file, as applicable.

In determining what disciplinary action is appropriate in a particular case, all relevant information will be taken into account, including the nature and severity of the violation, any history of warnings and violations, whether the violation appears to have been intentional or inadvertent and whether the violator reported his or her own misconduct. Onto Innovation will strive to enforce this Code in a consistent manner while accounting for all relevant information.

Where Onto Innovation has suffered a loss, it may pursue its remedies against the individuals or entities responsible. Furthermore, certain violations of this Code may also be reported to the appropriate authorities and may be subject to a civil lawsuit or criminal prosecution.
ATTACHMENT A

ONTIO INNOVATION CODE OF BUSINESS CONDUCT AND ETHICS
ADDITIONAL GUIDANCE

The following presents additional guidance, descriptions, insights and specific examples related to each of the principles cited in the Onto Innovation Code of Business Conduct and Ethics.

Compliance with Laws, Rules and Regulations

Obeying the laws, both in letter and in spirit, is the foundation on which Onto Innovation's ethical standards are built. While conducting business on behalf of Onto Innovation, we must all respect and obey the laws of the cities, states and countries in which Onto Innovation operates. Colleagues should be familiar with the applicable laws to determine when to seek advice from management. If there is a question as whether an action is appropriate, you should refer to the Compliance Procedure guidelines of this Code or discuss the matter with the Company’s General Counsel.

Laws, rules and regulations issued by government agencies and/or other institutions govern many aspects of Onto Innovation's business and Onto Innovation is committed to complying with all such laws. Onto Innovation Colleagues located outside of the United States must comply with applicable U.S. laws, including, without limitation, the U.S. Foreign Corrupt Practices Act, the U.S. Export Control Act and the U.S. Customs and Modernization Act, in addition to applicable local laws. The following reflects a sampling of the laws, rules and regulations to which Onto Innovation and Colleagues are subject:

- **Securities Laws**: The SEC and the NYSE, which is the exchange on which Onto Innovation is listed, both have rules and regulations that apply to Onto Innovation's business and financial reporting. Individual Colleagues must also comply with certain securities laws. Onto Innovation’s Insider Trading Policy (discussed in more detail in the Insider Trading section below) has been developed to assist us in our continued compliance with applicable SEC regulations.

- **Anti-Corruption Laws**: Laws that prohibit bribery, or the influencing of decisions through improper means, are established in many countries around the world in which Onto Innovation does business, as further discussed in the Bribery and Improper Payments section below.

- **Antitrust Laws**: Antitrust laws are designed to encourage and protect free and fair competition and to prohibit companies from taking actions which unreasonably restrict competition. These laws regulate Onto Innovation’s relationships with its competitors, customers, suppliers and distributors.

In conducting our business, we must not enter into any agreement or understanding with a competitor, customer or supplier that:

- fixes or otherwise sets the price of any Onto Innovation product or the product of any competitor, vendor or supplier;
- coordinates bids, the intent to bid or promotional allowances;
- refuses to deal with or boycotts a customer or supplier;
- divides or allocates markets, territories or customers;
- places limitations on production; or
- engages in pricing practices that suggest a monopoly.

- **Export Control Laws and Regulations**: Export control laws and regulations govern the exchange of products and technology among different nations. U.S. export control regulations are complex and apply to certain products, technologies and services that we export, even if we send them from outside of the
United States. In certain circumstances, a presentation containing technical data made to foreign nationals in the United States may constitute an “export.” In other cases, a license or other government approval is necessary before a product can be exported. As a result, we need to be aware of and comply with any U.S. restrictions on doing business with foreign countries, all applicable export control requirements and any trade laws and regulations in the countries where Onto Innovation does business.

- **Privacy Laws**: Privacy Laws govern the collection, use, and dissemination of personally identifiable information about individuals. Onto Innovation may from time to time collect information about its customers, employees and/or contractors if it has a legal basis to do so. The information collected may include e-mail addresses, physical addresses, health or financial information, or other personally identifiable information, depending on the nature of the business. Colleagues who handle personally identifiable information must secure that information in conformance with Company policies and applicable law, and not share the information without the applicable customer’s or individual’s permission. Colleagues are required to protect employees’ personnel records and ensure that access to such records and/or personal information is provided or shared only with other Colleagues who have a valid need to know.

- **Government Contracts Laws**: Laws and regulations exist which apply to negotiation of and entry into government contracts as well as contact and dealings with government employees and public officials. It is Onto Innovation’s policy to adhere to high ethical, moral and legal standards of business conduct when pursuing any governmental contract, including strict compliance with all related local, state, federal, foreign and other applicable laws, rules and regulations.

Onto Innovation will not tolerate any act that violates the law, even when the action appears to be in Onto Innovation’s best interest. If any questions arise regarding compliance with any laws, rules and regulations, please consult the Company’s General Counsel.

**Conflicts of Interest**

A “conflict of interest” exists when a Colleague’s private interest (or the interest of a member of his/her family) interferes, or appears to interfere, with the interests or benefits of Onto Innovation in any way. Personal conflicts of interest are prohibited as a matter of Onto Innovation policy, unless the conflict has been waived in writing by Onto Innovation. While it is difficult to identify every potential conflict of interest, the following is a non-exhaustive overview of some situations that could create a conflict of interest.

A conflict situation can arise when an individual has personal or family interests that may make it difficult to perform the individual’s work objectively and could reasonably be expected to influence that person’s decision-making. For example, working part time in the evening for a company that makes a product that competes with the products of Onto Innovation or a company that supplies components to Onto Innovation would create a conflict of interest.

Conflicts of interest may also arise when a Colleague or a member of his/her family receives improper personal benefits as a result of such Colleague’s position with Onto Innovation. An example of this would be hiring or supervising a family member or person with whom you have a close personal relationship. Another example would be engaging a company for which a member of your family works to supply products or services to Onto Innovation. This could give rise to the appearance that Onto Innovation or the supplier was selected because of the relationship, and therefore must be avoided. Similarly, accepting cash, gifts, favors, excessive entertainment or similar benefits from any individual or company that does business or wants to do business with Onto Innovation is a competitor of Onto Innovation creates a conflict of interest. In addition, loans by Onto Innovation to, or guarantees by Onto Innovation of obligations of, Colleagues and their family members create conflicts of interest and, in the case of executive officers, may be against the law.

Directly or indirectly competing with Onto Innovation in its business activities is also a conflict of interest. Such conflict of interest arises when any of us work simultaneously for or contract with a competitor, customer or supplier. As a result, during the course of their employment or service with Onto Innovation, no Colleague is allowed to work for a competitor, customer or supplier as a manager, employee, independent contractor, consultant or Board member. Similarly, disclosing to an outside company or using for your personal benefit confidential or non-public
information regarding Onto Innovation or other organizations with which Onto Innovation does business would be a conflict of interest. Therefore, Colleagues must avoid any direct or indirect business connection with our competitors, customers or suppliers, except on Onto Innovation’s behalf.

None of us may hold a financial interest in any of Onto Innovation’s customers, suppliers or competitors, unless such company is a publicly owned corporation. If the company is a publicly owned corporation, it is acceptable to hold up to one percent (1%) of such company’s outstanding shares. Anyone seeking a variance from this rule must first obtain written approval from Onto Innovation’s Chief Executive Officer, Chief Financial Officer or General Counsel.

If you have a question or believe you have become aware of a conflict or potential conflict, refer to the Compliance Procedure guidelines of this Code or discuss the matter with the Company’s General Counsel.

**Open and Honest Dealing**

Honesty requires a good faith intent to convey the truth as completely and accurately as we know it and to avoid communicating in a way that is likely to mislead, conceal or deceive. Openness is a willingness to comfortably voice your concerns and ask questions as well as being receptive to that which is being communicated to you.

In all of our interactions with others at Onto Innovation, whether collaborating on a developmental project, reporting the results or status of your job responsibilities, providing feedback, discussing issues or in any other of the numerous dealings we are faced with each day, effective communication, starting with openness and honesty, is essential. To choose to withhold information, communicate only the “good,” or ignore the insights or data provided by another Colleague are practices which not only could have a negative effect on relationships with other Colleagues but also could ultimately have a severe impact on Onto Innovation’s business. Thus, it is vital that everyone at Onto Innovation strives to assure that we each are open and honest in our communications and the conduct of our responsibilities.

From a corporate perspective, Onto Innovation is committed to full, fair, accurate, timely and understandable disclosure in all public communications and in the information it provides to its stockholders. As a public company, Onto Innovation is subject to securities laws, regulations and reporting obligations that require the company to file reports, proxy statements and other information with the SEC and/or the NYSE, which disclosures much comply with applicable federal securities laws, rules and listing standards. We also provide public earnings information and other disclosures to the investment community. We believe a culture of open and honest dealing is essential to maintaining investor confidence and are committed to the highest standards of accuracy, quality and integrity in our business and financial reporting. Onto Innovation expects all Colleagues who provide information for or are involved in the preparation of SEC reports or other public communications to use their best efforts to ensure that the information and disclosures are full, fair, accurate, timely and understandable. False or misleading entries, unrecorded funds or assets, or payments without appropriate supporting documentation and approval are strictly prohibited and violate Onto Innovation policy and the law. Inaccurate, incomplete or untimely reporting will not be tolerated and can severely damage Onto Innovation and cause legal liability.

Anyone who assists in the preparation of our reports or other public information must disclose to senior management all material facts known to them and ensure that senior management is aware of such facts on an ongoing basis. If you become aware of any material information that you believe should be disclosed to the public in Onto Innovation’s reports filed with the SEC, it is your responsibility to bring such information to the attention of the Chief Financial Officer or report it in a manner set forth in Onto Innovation's Financial Information Integrity Policy. If there is any doubt about whether a fact is “material” and should be disclosed, discuss the matter with the Company’s Chief Financial Officer or General Counsel. If you reasonably believe that questionable accounting or auditing conduct or practices have occurred or are occurring, your concerns should be directed immediately to the Company’s Chief Financial Officer or General Counsel or be reported in a manner set forth in Onto Innovation's Financial Information Integrity Policy.

In addition, each Colleague who is involved in Onto Innovation’s disclosure process must be familiar with and comply with Onto Innovation’s disclosure controls and procedures and its internal control over financial reporting.
Finally, it is against the law to mislead or manipulate our accountants with the intent to influence an audit of our financial statements. We must be open and honest with our accountants and auditors.

**Insider Trading**

As Colleagues, from time to time we may learn important information about Onto Innovation, or other companies (such as our customers and suppliers), that is not yet known by the investing public. If the information is information that an average investor might consider important when deciding to buy, sell or hold securities, it likely qualifies as material, nonpublic information. Trading securities based on material, nonpublic information is both against Company policy and prohibited by securities laws. For more information about what qualifies as material, nonpublic information and Company policy on trading securities, please see the Company Insider Trading Policy, a copy of which can be found on Onto Innovation Intranet website or provided upon request. Any Colleague who violates Onto Innovation’s Insider Trading Policy shall be subject to disciplinary action, up to and including termination of employment.

**Fair Disclosure**

Onto Innovation from time to time may receive calls from the press, securities analysts, investment bankers or stockholders inquiring about Onto Innovation or its financial performance. Regarding these contacts, we must all be aware that there are very strict rules concerning the selective disclosure of non-public information to persons outside of Onto Innovation. In the United States, Regulation FD (Fair Disclosure) prohibits companies from selectively disclosing material non-public information to analysts, institutional investors, and others without making a broad public disclosure at the same time. The rule reflects the view that all investors should have equal access to a company’s important disclosures at the same time. As a result, we must avoid posting or discussing information concerning Onto Innovation’s products or business on the Internet, social networking media, or any other public forum without prior written consent of the Company’s General Counsel or Chief Financial Officer.

To assure that Onto Innovation remains in compliance with this law, no one other than the Company’s Chief Executive Officer, the Chief Financial Officer or their designee is authorized to speak with the persons referenced above. This includes, but is not limited to, discussing or making general or specific statements about Onto Innovation’s financial performance, product offerings or other business transactions. If you receive a call from any person outside of Onto Innovation who inquires on any of these topics, you should decline to speak with him or her and instead refer that person to the Company’s Chief Executive Officer, Chief Financial Officer or General Counsel.

In addition, it is Onto Innovation’s policy not to respond to rumors about Onto Innovation. Companies have been found in violation of securities laws when their spokespeople erroneously denied a rumor, even if the spokesperson believed what he or she was saying was true. Should you receive inquiries regarding any rumors regarding Onto Innovation, do not respond and promptly contact the Company’s Head of Investor Relations and Corporate Communications.

In the event that a statement or disclosure referenced above is made, whether by mistake or otherwise, the Company’s Chief Executive Officer, Chief Financial Officer or General Counsel must immediately be notified to enable Onto Innovation to promptly meet any reporting requirements it may have as a result.

**Payments to Agencies/Consultants**

Arrangements with outside agents, consultants, contractors and other parties should be in writing. The document should clearly describe the results required, the commission or fees to be paid, how fees are to be paid, the term of the agreement, and the commitment to comply with all applicable laws, rules and regulations.

All payments to consultants, agents, contractors and others shall be paid in accordance with proper business practices and based upon reasonable value for the service performed. Payments must be supported by adequate documentation.
By adhering to the above, we can assure that Onto Innovation receives appropriate value for its expenditures, the expectations and terms of the engagement are clearly defined, potential liability is minimized and Onto Innovation's interests are best protected.

**Corporate Opportunities**

Each of us must avoid taking personal advantage of opportunities that are offered to us by virtue of our employment with Onto Innovation or discovered through the use of Onto Innovation property, information or our position without the consent of the Board. We should all be respectful of Onto Innovation property, information, and our position, and make sure that none of us, nor any of our family members, uses them for personal gain. Discounts on personal purchases of a supplier’s or customer’s products or services should not be accepted unless such discounts are offered to all Colleagues in general. As Colleagues, we owe a duty to Onto Innovation to advance Onto Innovation's legitimate interests when the opportunity to do so arises.

For example, through your position with Onto Innovation, you may, on occasion, become aware of a business opportunity, such as a new technology, product or intellectual property offering. Our policy does not permit any of us from taking personal advantage of such an opportunity unless it has been offered to Onto Innovation first. If Onto Innovation declines in writing to pursue the opportunity, then you may pursue it.

Sometimes the line between personal and company benefits is difficult to draw, and sometimes there are both personal and company benefits in certain activities. Anyone who intends to make use of company property or services in a manner not solely for the benefit of Onto Innovation should consult beforehand with the Company's General Counsel.

**Competition and Fair Dealing**

We seek to outperform our competition fairly and honestly. We seek competitive advantages through superior performance and never through unethical or illegal business practices. Although we seek information about our competitors, stealing proprietary information, possessing trade secret information that was obtained without the owner’s consent, or inducing such disclosures by past or present employees of other companies is prohibited. It is contrary to Onto Innovation practice and ethics to hire, commission or retain a competitor’s current or former employee solely to obtain such information.

Each of us should endeavor to respect the rights of and deal fairly with Onto Innovation’s customers, suppliers, competitors and their employees, and anyone else with whom we have contact in the course of performing our jobs. No one should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other intentional unfair-dealing practice.

When making a purchase on behalf of Onto Innovation, put Onto Innovation’s interests first and seek to obtain the maximum value for the money spent. At the same time, treat the vendor fairly, honestly, with courtesy and avoid any favoritism or appearance of preferential treatment.

Our products and services must be designed and manufactured to meet our obligations to customers. All inspection and testing documents must be handled in accordance with all applicable regulations.

There are many laws and regulations which define and promote fair business practices and protect the competitive environment. For example, the competition laws, known in the United States as antitrust laws, protect against practices that interfere with free competition. These laws are designed to promote a free and open marketplace in which each business enterprise has an opportunity to compete fairly on the basis of price, quality and service. To comply with these laws, we must all deal fairly with Onto Innovation's customers, service providers, suppliers, competitors and their employees and not take unfair advantage of anyone through unfair dealing practices. Should a question arise regarding any competitive activity within the market, please contact the Company’s General Counsel with regard to the matter.
Gifts, Gratuities and Entertainment

The purpose of business entertainment and gifts in a commercial setting is to create goodwill and sound working relationships and not to gain unfair advantage with our customers. No gift, favor or entertainment should ever be offered, given, provided or accepted if it obligates, or appears to obligate, the recipient, or if it might be perceived as an attempt to influence fair judgment. To that end, we must never give or accept cash or its equivalent in connection with a business transaction. Further, none of us, or any of our family members or agents, should offer or accept a gift from a customer, supplier, or other applicable party unless it:

- is not a cash gift;
- is consistent with customary business practices;
- is not excessive in value;
- cannot be construed as a kickback, bribe, extortion, embezzlement or payoff;
- does not violate any laws, rules or regulations; and
- does not violate this Code or any agreement to which Onto Innovation is a party.

For further clarification, gifts of a nominal value may be accepted on an infrequent or occasional basis, such as during the holiday season, as a reasonable business courtesy. Routine business-related entertainment, such as a business lunch or dinner, sports outings or cultural events, is acceptable under this policy. At times, alcohol may be available at Onto Innovation-sponsored functions and business-related activities. In such situations, we must all use discretion and act responsibly to ensure our safety and the safety of others.

As an example, suppose that one of Onto Innovation’s suppliers offers to take you to lunch and also says that he’s sending out cash gift cards to all his clients as a token of appreciation. Is this acceptable? The answer is that the cash gift card cannot be accepted because a gift of cash or its equivalent is always prohibited. The lunch, however, may be accepted as long as it does not influence a business decision or create an appearance of bias in your interactions with the vendor.

It is important to be aware that specific laws apply to interactions with government officials and employees. For example, the United States and other countries have strict laws that prevent providing anything, including food or beverages, to a government employee. When doing business with government agents, employees, or officials, be sure to understand the applicable laws as well as local customs and norms. See the Bribery and Improper Payments section below for additional information.

Should a question arise as to whether a gift or a proposed gift is appropriate, please discuss the offer with management prior to giving or accepting the gift.

Political Contributions

Onto Innovation encourages everyone to vote and be active in the political process. Onto Innovation does not in any way restrict anyone’s right to participate personally, on their own time, in political activities or to use personal funds for political purposes. If someone chooses to hold public office, either by election or appointment, they must take into account any potential for actual or apparent conflict of interest and should also disclose their intentions in advance with their supervisor. Additionally, federal and many state laws restrict the use of corporate funds, assets and time in connection with federal and state elections.

In consideration of the above, it is Onto Innovation’s policy not to make any political contribution to any political party, committee, organization, or candidate for any office (federal, state or local) in the United States or any foreign country. “Political contributions” include direct and indirect payments, loans, advances, deposits, or gifts of money or assets or any service, as well as subscriptions, memberships, tickets, purchases of advertising space, payment of expenses, or compensation of employees of a political organization, candidate or public official. Further, this
restriction means that corporate facilities or other assets may not be used for the benefit of political candidates or parties.

Everyone has the option to support the political process through personal contributions or by volunteering their personal time to the candidates or organizations of their choice. These activities, however, must not be conducted on company time or involve the use of any company resources such as telephones, computers or supplies. Any personal political contributions will not be reimbursed.

Onto Innovation may only participate in selected lobbying activities conducted by industry or local associations and only upon the written authorization of the Company’s General Counsel. No one should lobby on their own personal behalf while on company time.

Prohibition Against Discrimination and Harassment

The diversity of Onto Innovation’s work force is a tremendous asset. We are firmly committed to providing equal opportunity in all aspects of employment (including the hiring process) and will not tolerate any illegal discrimination or harassment of any kind. Onto Innovation’s policy strictly prohibits any form of harassment, retaliation, or discrimination because of race, color, national origin, ancestry, gender, religion, creed, age, disability, affectional or sexual orientation, gender identity, caregiver status, marital or domestic partnership status, familial status, gender identity and expression (including gender nonconformity and status as a transgender or transsexual individual, atypical hereditary cellular or blood trait, disability (including AIDS and HIV infection), genetic information, military service, domestic violence victim status, or any other basis protected by federal, state or local laws. All such harassment or discrimination is unacceptable and violates Onto Innovation policy.

Each of us has the right to a work environment free from harassment. This policy applies to all persons involved in Onto Innovation business and prohibits harassment by or of any employee, applicant, intern, co-worker, supervisor, manager, consultant, customer, vendor or visitor and to any prohibited conduct, whether or not at work or during work time, where such conduct adversely impacts the work environment, including the use of phone, texts, e-mails and social media. Unlawful harassment includes any unwelcome conduct or behavior (verbal, visual, sexual or physical) that is of a sexual nature or due to membership in a legally protected class that has the purpose or effect of creating an intimidating, offensive, abusive or hostile work environment, even if the individual who is made to feel uncomfortable is not the intended target. In addition, any harassment that either impacts or influences wages, hours, working conditions or employment advantages is specifically prohibited.

Sexual harassment in particular includes inappropriate conduct of a sexual nature or on the basis of sex (including self-identified or perceived sex), sexual orientation, gender identity and expression and the status of being transgender. Sexual harassment can occur between any individuals, regardless of their sex or gender and may involve members of the same sex. Sexual harassment also includes unwanted sexual advances, requests for sexual favors, or verbal, non-verbal or physical conduct of a sexual nature when submission to such conduct is made a term or condition of employment or is used as a basis for employment decisions affecting the individual; or such conduct has the purpose or effect of unreasonably interfering with an employee’s work performance or creating an intimidating, hostile or offensive working environment.

Colleagues must not engage in sexual harassment or any other type of unlawful harassment and must actively contribute to a respectful work environment.

Additional examples of harassing behavior include, but are not limited to:

- Any unwelcome behavior, such as verbal or physical conduct designed to threaten, intimidate or coerce.
- Verbal taunting (including racial and ethnic slurs and inappropriate jokes or language).
- Display of objects, photographs, cartoons, drawings or other images, pranks, gestures, mimicking or mocking, of a discriminatory or derogatory nature;
- Negative stereotyping.
It is Onto Innovation’s goal to create a workplace free from harassment, intimidation, violence and other disruptive behaviors. Colleagues must not engage in this type of behavior and must actively contribute to a respectful work environment.

As is the case with any violation of this Code, we all have the responsibility to report any harassing behavior or condition regardless of if we are directly involved or just a witness. Should you be subject to or observe any such offending behavior, report it immediately to your Human Resources representative, or through the reporting channels of this Code. Onto Innovation will act promptly in investigating the concern and directly address the issue with the individuals involved. Onto Innovation expects all Colleagues to report incidents in a timely manner to enable prompt investigation and correction of any behavior that may violate the policy. Reporting is everyone’s responsibility. We cannot remedy or prevent continued unlawful harassment unless we know about it. Reported incidents of discrimination and/or harassment must be made in good faith. We recognize the sensitive nature of these claims and will work to preserve confidentiality to the extent practical. However, investigation of such complaints will generally require disclosure to the accused party and other witnesses in order to gather pertinent facts.

Retaliation for making a complaint or for assisting in the investigation of a discrimination or harassment complaint is prohibited by Onto Innovation. Prohibited retaliation includes, but is not limited to, termination, demotion, suspension, failure to hire or consider for hire, failure to give equal consideration in making employment decisions, failure to make employment recommendations impartially, adversely affecting working conditions or otherwise denying any employment benefit. Any person who feels that they have been retaliated against, or who is aware of any prohibited retaliation should immediately report the matter as set forth above.

If someone is found to have committed discriminatory harassment, retaliation, or serious related behaviors, they may be disciplined up to and including discharge. Furthermore, Onto Innovation reserves the right to take whatever additional actions are necessary to protect its legal rights under such circumstances. Supervisors and managers who fail to report harassing conduct that they observe or otherwise knowingly allow such conduct to occur will similarly be investigated and potentially subject to disciplinary action up to and including discharge. For further information, please refer to Onto Innovation’s Anti-Harassment and Anti-Discrimination Policy, which can be found in the Company’s Employee Handbook, or contact a Human Resources representative.

**Health and Safety**

Onto Innovation strives to provide all of us with a safe and healthful work environment. We each have the responsibility for maintaining a safe and healthy workplace for everyone else by following safety and health rules and practices and reporting accidents, injuries and unsafe equipment, practices or conditions. Onto Innovation prohibits the use of any equipment while conducting a business activity in a way that may cause distraction and/or result in injury or damage. Immediately report any risk, hazard or injury to management. In addition, managers must investigate any reported risks, hazards or injuries immediately with the help of the appropriate Onto Innovation personnel.

Violence, intimidation and threatening behavior in the workplace or during work hours are not permitted. Examples of such conduct include extreme or inappropriate verbal or physical threats; harassing or threatening phone calls, e-mail or written communication directed towards a Colleague or his or her friends/family members; stalking; and the destruction of personal and/or company assets. Further, to preserve Colleague safety and security, weapons, firearms, ammunition, explosives and incendiary devices are forbidden on any Onto Innovation property or in a Colleague’s possession while conducting Onto Innovation business offsite. Any behavior that threatens the safety of people or property, or has the potential to become violent, should be immediately reported to your supervisor, Human Resources or through the reporting channels of this Code. If confirmed, such actions will be grounds for immediate termination.

In the case of imminent danger, Colleagues should immediately notify local law enforcement.
We all must report to work in condition to perform our duties, free from the influence of alcohol, illegal drugs or other substances which may impair our ability to do our jobs in a satisfactory manner. Alcohol and drug abuse can endanger the health, safety and security of our Colleagues and our customers, adversely affect the quality and effectiveness of our company operations and potentially harm fellow Colleagues, the communities we live in and Onto Innovation’s reputation. The use, possession, sale, purchase, distribution, manufacture or transfer of alcohol, illegal drugs, or unauthorized drugs is prohibited on Onto Innovation’s premises or work sites. Cannabis is an illegal drug under U.S. federal law. Even if a Colleague works in a jurisdiction that has legalized cannabis for medical or recreational purposes, the Colleague may not report to work under the influence of cannabis or possess cannabis while on Company property or on Company time. No one at Onto Innovation or any of its contractors may report to work or perform any job duties while under the influence of or impaired by alcohol or drugs. We encourage Colleagues who may have an alcohol or drug problem to seek assistance through Onto Innovation’s Employee Assistance Program (EAP).

Each Colleague must avoid any misconduct off the job that could impair his/her ability to do his/her job or affect Onto Innovation’s reputation or business interests.

Record-Keeping

Our records are our corporate memory, providing evidence of actions and decisions and containing data and information critical to the continuity of our business. Records consist of all forms of information created or received by Onto Innovation, whether originals or copies, regardless of media. Examples of Onto Innovation’s records include paper documents, e-mail, electronic files stored on disk, tape or any other medium or record (including CD, DVD, USB data storage devices, the cloud, etc.) that contains information about Onto Innovation or our business activities. All records are the property of Onto Innovation.

Most of us participate to some extent in recording, processing, or analyzing financial or other information, or in the review and audit of these activities. These processes exist to assist in business decision-making and the evaluation of Onto Innovation’s performance by our Board and senior management. They are also necessary to ensure compliance with legal and other requirements pertaining to the retention of information and its disclosure to others, including to investors and regulators. Periodic audits may be conducted at the direction of an appropriate Onto Innovation officer or department. All Colleagues are required to cooperate fully with any such audits and to provide truthful and accurate responses to any request.

With the above in mind, Onto Innovation requires honest and accurate recording and reporting of information in order to make responsible business decisions. It is very important that everyone adhere to the highest ethical standards in generating and maintaining company records and that no one create or participate in the creation of (or falsification or alteration of) any Onto Innovation records which are intended to mislead anyone or conceal anything improper. For example, only the true and actual number of hours worked should be reported. Many of us regularly travel and file travel expense reports which must be documented and recorded accurately. If there is a question as to whether a certain expense is legitimate, ask your supervisor or management within the Finance department. Guidelines are available from the Finance Department.

All of Onto Innovation’s books, records, accounts and financial statements are confidential. They must be maintained in reasonable detail, must appropriately reflect Onto Innovation’s transactions and must conform both to applicable legal requirements and to Onto Innovation’s system of internal controls and audit procedures. Unrecorded or “off the books” funds or assets should not be maintained unless permitted by applicable law or regulation. In addition, any of us with financial responsibilities are subject to Onto Innovation’s Financial Information Integrity Policy.

Business records and communications may become public, and we should avoid exaggeration, derogatory remarks, guesswork, or inappropriate characterizations of people and companies that can be misunderstood. This applies equally to e-mail, voice messages, internal memos, and formal reports. Records should always be retained or destroyed according to Onto Innovation’s record-retention policies. In accordance with those policies, in the event of litigation or governmental investigation, please consult with the Company’s General Counsel.
It is Onto Innovation’s policy to promptly and fully investigate any incident of fraud or theft relating to the company. Onto Innovation will prosecute individuals engaged in fraud or theft to the fullest extent of the law.

Confidentiality

Onto Innovation’s proprietary and confidential information is a valuable asset and as such must be used for Onto Innovation business purposes only.

In carrying out Onto Innovation’s business, Colleagues often learn confidential or proprietary information about the Company, our customers, prospective customers, suppliers or other third parties. Colleagues must maintain the confidentiality of all confidential information entrusted to them by Onto Innovation or our customers, except when disclosure is authorized by the Company’s General Counsel or required by laws or regulations. Colleagues shall not download, upload, copy, transmit, and/or transfer any confidential or proprietary information to any network, server, computer, external storage device and/or any other media that is not owned and/or controlled by Onto Innovation, unless authorized to do so in writing by the Company’s General Counsel. Confidential information includes all non-public information that is learned, generated or acquired during our employment with Onto Innovation including, but not limited to:

- Trade secrets;
- Undisclosed financial information and earnings reports;
- Confidential product performance information;
- New product offerings;
- Merger, acquisition, divestiture or business plans;
- Strategic product plans and roadmap;
- Procurement plans;
- Capital requirements and plans;
- Personnel information or organizational changes;
- Confidential technical data, product architectures and designs;
- Customer names and contact information;
- Marketing, pricing or service strategies;
- Business negotiation and transaction information;
- Product costs and volumes;
- Supplier and subcontractor information; and
- Proprietary computer software and source code.

To be clear, confidential information includes any information that might be of use to competitors, or harmful to Onto Innovation or its customers, prospective customers, suppliers or other third parties, if disclosed. Thus, if you can answer “yes” to any of the questions below, the information is confidential and should be protected.

- Is this information unknown to people outside Onto Innovation and/or the customer?
- Would Onto Innovation and/or the customer be disadvantaged or harmed if others knew this information?
- Would your project be jeopardized if the information was not held in confidence?
- Is this information covered by a nondisclosure agreement to which Onto Innovation is a party?

Keep in mind that if Onto Innovation is involved in litigation and/or other dispute-resolution proceedings, we are all prohibited from communicating with Onto Innovation’s adversaries without the express approval of the Company’s
General Counsel. If there is any doubt as to whether certain information would be considered confidential information, consult with the Company’s General Counsel.

Once information is determined to qualify as confidential information, it must then be handled with care. The following guidelines are presented to assist in the handling and protection of confidential information:

- Ensure that a nondisclosure agreement, approved by the Legal department, has been signed by a third party before providing any confidential information to them;
- Limit access to confidential information, e.g., by limiting reproduction and distribution of confidential documents, to only those persons who have a genuine need to know;
- Keep all confidential documents in secured areas; and
- Place confidential labels or legends on such documents to indicate the degree of care that must be applied when handling and distributing to others.

Confidential Information should not be disclosed to (a) any third party who has not signed or is not covered by a nondisclosure agreement, or (b) any person who does not have a need to know such information. Consistent with this, confidential or competitive information should not be discussed with our families, friends, acquaintances or others, and should not be discussed in public areas such as elevators, restaurants and airplanes or in social situations or gatherings. Further, such information must not be disclosed on online bulletin boards, chat rooms, personal Web pages, blogs, or through any other form of social media (e.g., Facebook, Twitter, etc.) regardless of whether you use your own name or an alias. Materials that contain confidential information, such as memos, notebooks, flash drives and laptop computers, should be stored securely.

The obligation to preserve confidential information continues even after employment ends.

**Protection and Proper Use of Company Assets**

Onto Innovation spends considerable resources to develop, maintain and protect the assets used in its business. As Colleagues of Onto Innovation, each of us is a steward of these assets and as such is responsible for protecting Onto Innovation’s physical assets, proprietary information, brand and reputation. These assets include our work product (materials, designs, information, files, ideas, concepts, products or services developed as part of our work assignments or responsibilities) which belongs solely and exclusively to Onto Innovation. They also include, but are not limited to, such things as electronic mail, computers, communication systems, documents, equipment, facilities, information, Onto Innovation’s logo and name, materials and supplies. It is the responsibility of each of us to endeavor to protect Onto Innovation’s assets and ensure their efficient use as well as assist the Company in its efforts to control costs. Theft, carelessness, and waste have a direct impact on Onto Innovation’s profitability. We should treat Onto Innovation assets with the same care we would if they were our own. No Onto Innovation property (tangible or intangible) may be sold, loaned, used, given away or disposed of without written authorization from the department head with budgetary responsibility for the property. Any suspected incident of abuse, fraud or theft should be immediately reported to management for investigation. Onto Innovation equipment should not be used for non-company business, though incidental and reasonable personal use may be permitted, however, all equipment remains the property of Onto Innovation and no Colleague should assume that the e-mail system, computer or cubicle is private or confidential. Subject to local laws, Colleagues do not have expectation of privacy regarding use of Onto Innovation’s equipment and Onto Innovation may monitor, search and review any incoming or outgoing communications on all devices, including those on personal password-protected accounts.

What constitutes misuse of Onto Innovation assets and resources? How do we know if personal use of Onto Innovation assets and resources crosses the line of reasonableness? The following are examples of misuse and unreasonableness:

- Use of Onto Innovation facilities for personal gain.
The excessive use of the telephone long-distance for personal purposes.

The taking of office supplies or equipment for personal consumption or use at home (e.g., using Onto Innovation equipment to repair personal property).

The unauthorized copying of computer software programs.

Not paying the balance on company-issued credit card(s) after receiving reimbursement from Onto Innovation for your expenses.

In addition, the obligation to protect Onto Innovation’s assets includes the obligation to protect its proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks, and copyrights; business, marketing and service plans; engineering and manufacturing ideas; designs; databases; records; salary information; and any unpublished financial data and reports. Onto Innovation proprietary information may be stored electronically on laptops, handheld devices, desktops, portable storage devices or in documents or verbal discussions. All of us are responsible for protecting the proprietary information in our possession. We all must endeavor to comply with all security policies and procedures including the use of passwords and prohibitions against removing information from our premises or those of our customers and the use of portable storage devices in some circumstances. Unauthorized use or distribution of any confidential or proprietary information would violate Onto Innovation policy. It could also be illegal and result in civil or even criminal penalties.

In accordance with the federal Defense of Trade Secrets Act, a Colleague shall not be held criminally or civilly liable under any federal or state trade secret law for the disclosure of a trade secret that is made in confidence to a federal, state, or local government official or to an attorney solely for the purpose of reporting or investigating a suspected violation of law. Also, no Colleague shall be held criminally or civilly liable under any federal or state trade secret law for the disclosure of a trade secret that is made in a complaint or other document filed in a legal proceeding, if such filing is made under seal. An individual who files a lawsuit for retaliation by an employer for reporting a suspected violation of law may disclose the trade secret to the attorney of the individual and use the trade secret information in the court proceeding, if the individual files any document containing the trade secret under seal; and does not disclose the trade secret, except pursuant to court order.

**Bribery and Improper Payments**

The United States and many other countries have laws that prohibit bribery, kickbacks, and other corrupt or fraudulent activities. No Onto Innovation Colleague may offer or provide bribes or other improper benefits in order to obtain business or an unfair advantage. A bribe is defined as directly or indirectly offering anything of value (e.g., cash, presents, meals, entertainment, travel and lodging, personal services, donations, favors, business opportunities, offers of employment, or other promises) to influence or induce action, or to secure an improper advantage. Anticorruption laws, such as the U.S. Foreign Corrupt Practices Act, prohibit giving and/or offering money or anything of value, directly or indirectly, to a foreign governmental official, agency, political party, party official or candidate under any circumstances which appears that such items were offered or given to induce the recipient to give Onto Innovation business, purchase Onto Innovation’s products or otherwise benefit Onto Innovation’s business in their country. It is strictly prohibited for anyone at Onto Innovation to make illegal payments to government officials of any country or any other form of commercial bribery.

In addition, the U.S. government has a number of laws and regulations regarding business gratuities which may be accepted by U.S. government personnel. The promise, offer or delivery to an official or employee of the U.S. government of a gift, favor or other gratuity in violation of these rules would not only violate Onto Innovation policy but could also be a criminal offense. State and local governments, as well as foreign governments, may have similar rules. These policies can be found in Onto Innovation’s Foreign Corrupt Practices Act Policy, a copy of which can be found on the Onto Innovation Intranet website or provided upon request. The Company’s General Counsel can also provide guidance in this area.
Finally, companies, including some Onto Innovation customers, often have their own supplier codes of conduct containing business integrity policies that include bribery and anti-corruption components. In dealing with our customers, we must all avoid participating in bribery, extortion, embezzlement, or kickbacks, or even the appearance of them, in all of our business dealings. Kickbacks are agreements to return a sum of money to another party in exchange for making or arranging a business transaction. Even in locations where kickbacks may not be illegal, it is absolutely prohibited by Onto Innovation policy.

Violations of any of the above can subject you and Onto Innovation to severe penalties and damage our public reputation.