

## **ONTO INNOVATION DIRECTOR CANDIDATE POLICY**

### **Stockholder Recommendations and Nominations**

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

Stockholder recommendations for candidates to the Board of Directors must be directed by letter correspondence to Onto Innovation, Office of the General Counsel, 550 Clark Drive, P.O. Box 860, Budd Lake, New Jersey 07828, attention Chairman of the Nominating and 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 principle 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, and
- 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 or nominating stockholder;
- The class and number of shares of the Company which are beneficially owned by the recommending or nominating stockholder; and
- A description of all arrangements or understandings between such stockholder and each nominee and any other person or persons (naming such person or persons) relating to the nomination.

Stockholder nominations to the Board of Directors 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 of Directors:

- The Committee shall review the qualifications of any candidate who has been properly recommended or nominated by the stockholders, as well as any candidate who has been identified by management, individual members of the Board of Directors, or, if the Committee determines, a search firm.
- The Committee shall evaluate the performance of the Board as a whole and evaluation the performance and qualifications of individual members of the Board of Directors eligible for re-election at the annual meeting of stockholders.

- In its evaluation of director candidates, including the members of the Board of Directors eligible for re-election, the Committee shall consider the following:
  - The current size and composition of the Board of directors and the needs of the Board of Directors as a whole.
  - Such factors as issues of character, judgment, independence, age, area of expertise, diversity, experience, length of service, and potential conflicts of interest. While the Company has not established specific minimum qualifications for director candidates, the Committee believes that candidates and nominees must reflect a Board that is comprised of directors who (i) are predominantly independent, (ii) are of high integrity, (iii) have qualifications that will increase the overall Board effectiveness and (iv) meet other requirements as may be required by applicable rules.
  - 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 of Director approval.
- Notwithstanding the foregoing, the Board of the whole may, in its discretion, assume the responsibilities defined herein.

### **Decision by Board of Directors**

The Board of Directors 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 of Directors.

### **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.