Onto Innovation Inc.
Corporate Governance Guidelines

The Board of Directors (the “Board”) of Onto Innovation Inc. (“Onto Innovation” or the “Company”) sets high standards for the Company’s employees, officers and directors. Implicit in this philosophy is the importance of sound corporate governance. It is the duty of the Board to serve as a prudent fiduciary for stockholders and to oversee the management of Onto Innovation’s business. The following is a set of corporate governance guidelines which, along with Onto Innovation’s Certificate of Incorporation and Bylaws and the Board committee charters, provide the framework for the governance of Onto Innovation. To fulfill its responsibilities and to discharge its duty, the Board follows these procedures and standards. These guidelines are subject to modification from time to time as the Board deems appropriate in the best interests of Onto Innovation or as required by applicable laws and regulations.

Overview of the Board

The Board is elected by the stockholders to oversee the management of Onto Innovation and to assure that the long-term interests of the stockholders are being served. The Board is responsible for oversight of Onto Innovation’s business that is conducted by its employees, managers and officers, under the direction of the Chief Executive Officer (“CEO”).

The Board reviews reports by management on the performance of Onto Innovation, its plans and prospects, as well as issues facing Onto Innovation, during its regularly scheduled meetings (typically four per year) and any special meetings. Directors are expected to prepare for, attend and participate in all scheduled Board and applicable committee meetings. In addition to its general oversight of management, the Board and its committees also perform a number of specific functions, including:

- selecting, evaluating, and approving the compensation of Onto Innovation’s CEO and senior executives and overseeing succession planning for these executives;
- reviewing, approving and overseeing fundamental financial and corporate strategies and major corporate actions;
- reviewing and approving long-term strategic and business plans, overseeing execution and evaluating results of such plans;
- nominating directors, reviewing the structure and operation of the Board, and overseeing effective corporate governance;
- assessing major risks facing Onto Innovation and reviewing options for their mitigation;
- assuring processes are in place for maintaining the integrity of Onto Innovation, including the integrity and transparency of its financial statements, compliance with laws and ethics, the integrity of relationships with customers and suppliers, and relationships with other stakeholders; and
- assuring processes are in place to maintain corporate compliance with the rules and regulations of the Securities and Exchange Commission (“SEC”), the New York Stock Exchange (“NYSE”), the Financial Accounting Standards Board (“FASB”) and other governing bodies which have an impact on Onto Innovation.

The Board is responsible for determining the number of directors on the Board based upon the nature and scope of Onto Innovation’s operations and the need for diversity of Board views. The Board periodically reviews the appropriate size of the Board.

The Board is responsible for selecting Onto Innovation’s Chairperson of the Board and its CEO. The Board will make its selections in a manner that it deems is optimal for Onto Innovation, its business, its stockholders, and the Board itself. The roles of the Chairperson and CEO may be separate or combined and
the Chairperson may be either an employee or non-employee director. Onto Innovation’s CEO and Chairperson of the Board are currently separate roles.

The Board and its committees have complete and unrestricted access to contact and consult with any of the officers and employees of Onto Innovation. The Board and each of its committees has the right at any time to retain independent financial, legal or other advisors, with funding provided by Onto Innovation.

Management Evaluation and Succession

Selection of Chief Executive Officer. The Board selects the Company’s Chief Executive Officer in the manner that it determines to be in the best interests of the Company and its stockholders. The Nominating & Governance Committee identifies and evaluates individuals qualified to serve as chief executive officer, consistent with qualifications or criteria approved by the Board, and recommends any such candidates to the Board for its approval.

Evaluation of Management. The Compensation Committee is responsible for reviewing and evaluating the performance of the CEO and the officers who report to the CEO (the “Officers”). The Compensation Committee shall determine the nature and frequency of the evaluation and the persons subject to the evaluation.

Management Succession. The Nominating & Governance Committee conducts an annual review of management succession planning, which shall include transitional leadership in the event of an unplanned vacancy. The entire Board assists the Nominating & Governance Committee in evaluating potential successors to the Chief Executive Officer. The Chief Executive Officer periodically reports and at all times makes available his or her recommendations and evaluations of potential management successors, along with a review of any development plans recommended for such individuals.

Election of Directors

Onto Innovation’s stockholders elect the directors of the Company each year at the annual stockholder meeting and each director elected to the Board shall hold office until the next annual meeting of stockholders. The Board will select nominees and recommend them for election by stockholders and fill any vacancies that may arise. The Nominating & Governance Committee is responsible for identifying individuals qualified to become Board members and recommending director candidates to the Board. As part of its selection process, the Board may also consider recommendations from other sources in order to identify director candidates with diverse backgrounds and experience that could enhance the quality of the Board, serve stockholders’ long-term interests and contribute to Onto Innovation’s overall corporate goals. Stockholders may also recommend nominees for consideration by the Nominating & Governance Committee in accordance with the Company’s Director Candidate Policy, which is published on the Onto Innovation website (https://investors.ontoinnovation.com/governance/governance-documents).

In evaluating director candidates, the Nominating & Governance Committee will consider the factors set forth in the Director Candidate Policy.

If a nominee who is an incumbent director is not elected and no successor has been elected at the meeting of stockholders, the director shall promptly tender his or her resignation to the Board. The Nominating & Governance Committee shall make a recommendation to the Board on whether to accept or reject the tendered resignation, or whether other action should be taken. The Board shall act on the tendered resignation, taking into account the Committee’s recommendation and publicly disclose (in a press release, a filing with the SEC or other broadly disseminated means of communication) its decision regarding the
tendered resignation and the rationale behind the decision within 90 days from the date of the certification of the election results.

The Nominating & Governance Committee in making its recommendation, and the Board in making its decision, may each consider any factors or other information that it considers appropriate and relevant, including the criteria for nomination as a director set forth in these guidelines. The director who tenders his or her resignation shall not participate in the recommendation of the Nominating & Governance Committee or the decision of the Board with respect to his or her resignation. If such incumbent director’s resignation is not accepted by the Board, such director shall continue to serve until the end of his or her term and until his or her successor is duly elected and qualified, or his or her earlier death, disqualification, resignation or removal. If a director’s resignation is accepted by the Board, or if a nominee for director is not elected and the nominee is not an incumbent director, then the Board, in its sole discretion, may fill any resulting vacancy, or may decrease the size of the Board, in each case, pursuant to the applicable provisions of Onto Innovation’s Bylaws.

The Board believes that in its ongoing review of Board recruiting, refreshment and succession planning it is important to maintain balance between the premature loss of active directors who have valuable knowledge and insight about Onto Innovation's history, operations and markets with the novel perspectives potentially brought by new Board members and its continuing obligation to stockholders in planning Board refreshment.

**Standards for Directors**

At least a majority of the directors will be “Independent Directors” pursuant to NYSE listing standards. Although the majority of directors must be independent, it is recognized that directors who do not meet the independence standards also make valuable contributions to the Board and to Onto Innovation by reason of their experience, knowledge and familiarity with Onto Innovation.

Directors must be willing to devote sufficient time to carry out their duties and responsibilities effectively and should be committed to serve on the Board for an extended period of time. Each Board member is expected to ensure that other existing and planned future commitments do not materially interfere with his/her service as an active and contributing director of Onto Innovation.

The Nominating & Governance Committee, from time to time, reviews the appropriate skills and characteristics required of Board members taking into account the current composition of the Board and the changing needs of Onto Innovation. This assessment shall include the areas of core competency established by the Board and shall strive for a mix of skills and diverse perspectives (functional, cultural and geographic) that is most effective for the Board at that point in time.

Upon election to the Onto Innovation Board, an orientation program shall be held with the new director(s) to help familiarize them with Onto Innovation, its products, operations, business and financial strategies, controls and compliance systems as well as other topics relevant to the new director(s). While serving on the Board, all Onto Innovation directors are encouraged to participate in director education programs.

**Director Compensation**

The Compensation Committee reviews and recommends to the Board for approval the compensation policy for directors of the Company, taking into consideration whether directors are rewarded in a manner consistent with the compensation strategy of Onto Innovation, competitive market practices, and applicable legal and regulatory requirements.
**Stock Ownership Policy**

The Board believes that each director and executive officer should acquire and hold shares of Onto Innovation common stock in an amount that is meaningful and appropriate to such individual. Therefore, the Board has established guidelines related to Onto Innovation stock ownership and retention for its executive officers and its outside directors as follows:

- Each non-employee director is required to own shares of Onto Innovation common stock valued at a minimum of three times the amount of the director’s annual cash retainer. For a new non-employee director the stock holding requirement is to be attained within five years of his or her election to the Board.

- The CEO is required to own shares of Onto Innovation common stock valued at a minimum of three times the amount of the CEO’s base annual salary. For a new CEO the stock holding requirement is to be attained within five years of his or her date of hire or promotion.

- Executive officers who are subject to the reporting requirements of Section 16 of the Securities Exchange Act of 1934, as amended, are required to own shares of Onto Innovation common stock with a minimum value equal to the amount of such executive officer’s base annual salary. For a new qualifying executive officer the stock holding requirement is to be attained within five years of his or her date of hire or promotion.

Upon achieving the applicable stock ownership threshold, the foregoing individuals must thereafter maintain such ownership status during their service to or employment by Onto Innovation.

Onto Innovation’s Insider Trading Policy explicitly prohibits pledging Onto Innovation stock as well as short sales, derivative transactions, and hedging transactions involving Onto Innovation stock.

**Committees of the Board**

The Board has established the following committees to assist the Board in discharging its responsibilities: (i) Audit; (ii) Nominating & Governance; (iii) Compensation; and (iv) M&A. The Audit, Nominating & Governance, and Compensation committees of the Board shall be comprised solely of directors who satisfy the independence requirements of the NYSE listing standards and any additional requirements mandated by rules and regulations of the SEC or the listing standards of the NYSE.

The charters of the committees are published on the Onto Innovation website (www.ontoinnovation.com). Each charter has been approved by the Board and shall be subject to periodic review by the Board. The Board is responsible for the appointment of the members of each committee. Unless a committee chairperson is appointed by the Board, the members of the committee shall appoint a committee chairperson by majority vote of the committee. The committee chairpersons report the highlights of their meetings to the Board following each meeting of the respective committees. The committees typically hold meetings in conjunction with the Board meeting dates.

The number, content, frequency, length and agenda of committee meetings and other matters of committee governance will be determined by each committee in light of a) the authority delegated by the Board to the committee, b) the committee’s charter, as approved by the Board, and c) legal, regulatory, accounting or governance principles applicable to that committee’s function. The chairperson of each committee is responsible for developing, with input from other directors and from relevant Onto Innovation executives, the committee’s agenda and objectives. Sufficient time to consider the agenda items will be provided. Materials related to agenda items will be sent to committee members sufficiently in advance of the meeting.
to allow the members to prepare for discussion of the items at the meeting. Further, the Board has established a policy, the Stockholder & Interested Party Communications Policy (which can be found at https://investors.ontoinnovation.com/governance/governance-documents/default.aspx) by which stockholders of Onto Innovation may contact the Board or any of the Board committees with any issues they desire to have raised.

**Audit Committee**

The Audit Committee oversees the financial reports and other financial information provided by Onto Innovation to its stockholders and others, Onto Innovation’s financial policies and procedures and disclosure controls and procedures, Onto Innovation’s system of internal controls and its internal audit function, and Onto Innovation’s auditing, accounting and financial reporting processes. A copy of the Audit Committee charter can be found at: https://s24.q4cdn.com/480160064/files/doc_downloads/doc_gov/2023/Onto_-Audit-Committee-Charter-May-2023-Final.pdf

**Nominating & Governance Committee**

The Nominating & Governance Committee assists the Board in developing, maintaining and overseeing Onto Innovation’s corporate governance guidelines, oversees the composition, structure and evaluation of the Board and its committees, and assists the Board in identifying individuals qualified to be directors. The committee reviews these guidelines regularly and recommends changes as necessary or appropriate. A copy of the Nominating and Governance Committee charter can be found at: https://s24.q4cdn.com/480160064/files/doc_downloads/doc_gov/2023/Onto_-Nominating-and-Governance-Committee-Charter-May-2023-Final.pdf

**Compensation Committee**

The Compensation Committee oversees Onto Innovation’s programs that foster employee and executive development and retention, provides guidance and oversight to the Board on workforce-related issues, determines executive compensation and oversees significant employee benefits programs, policies and plans relating to Onto Innovation’s employees and executives. In addition, the Compensation Committee adopts, amends and oversees administration of all equity-related incentive plans and senior executive bonus plans and recommends the compensation of members of the Board to then be approved by the full Board. A copy of the Compensation Committee charter can be found at: https://s24.q4cdn.com/480160064/files/doc_downloads/doc_gov/2023/Onto_-Compensation-Committee-Charter-May-2023-Final.pdf

**M&A Committee**

The M&A Committee assists the Board in evaluation of strategic transactions, such as potential acquisitions, investments, mergers, and divestitures, serves as a conduit between the Company’s management and the Board, and oversees management’s execution of strategic transactions. The M&A Committee approves any non-binding term sheets, letters of intent or other indications of interest for strategic transactions and oversees due diligence processes for such transactions. A copy of the M&A Committee charter can be found at: https://s24.q4cdn.com/480160064/files/doc_downloads/doc_gov/2023/Onto_-M-A-Committee-Charter-May-2023-Final.pdf

**Board Meetings**
Board meetings are scheduled for the upcoming year in advance at the Board meeting held in every fourth quarter and are typically held quarterly. Special meetings may be called as necessary. Meetings may be held at Onto Innovation’s headquarters in Wilmington, Massachusetts, at another Onto Innovation site, virtually via video-conference, or at such other locations as may be determined by the Board. Onto Innovation’s Independent Directors shall meet in executive session without the presence of management and the non-Independent Directors periodically. Absent unusual circumstances, these sessions shall be held in conjunction with regular Board meetings.

The Board Chairperson is responsible for Board meeting agenda and, if applicable, in consultation with the CEO. Directors are urged to make suggestions for agenda items, or additional pre-meeting materials, to the Chairperson or appropriate committee chairperson at any time. It is the policy of the Board to review major business operations of Onto Innovation on a periodic basis, and to review long-term strategic plans and annual operating plans.

Information and data that are important to the Board’s understanding of the business to be conducted at a Board or committee meeting should generally be distributed in writing to the directors before the meeting, and directors should review these materials in advance of the meeting. Sensitive subject matters may be discussed at the meeting without written materials being distributed in advance or at the meeting.

**Board and Director Self-Evaluation**

The Nominating & Governance Committee is responsible for overseeing the Board self-evaluation process, to determine whether the Board and its committees are functioning effectively, including by conducting surveys of director observations, suggestions and preferences.

**Board and Corporate Ethics**

The Board is committed to following the highest legal and ethical standards in fulfilling its responsibilities. The Board expects Onto Innovation’s directors, officers and all other members of its workforce to act ethically at all times and to acknowledge their adherence to the policies comprising Onto Innovation’s Code of Business Conduct and Ethics and Financial Information Integrity Policy. The Nominating & Governance Committee currently oversees the compliance and administration of Onto Innovation’s Code of Business Conduct and Ethics and the Audit Committee is responsible for the oversight of Onto Innovation’s Financial Information Integrity Policy.

If a director becomes involved in activities or interests that conflict or appear to conflict with the interests of Onto Innovation and these activities result in an actual or potential conflict of interest, the director is required to disclose such conflict promptly to the Board. The Board will determine an appropriate resolution on a case-by-case basis. All directors will recuse themselves from any discussion or decision affecting their personal, business or professional interests. The Board shall resolve any conflict of interest question involving the CEO; and the CEO shall resolve any conflict of interest issue involving any other officer of Onto Innovation.

Onto Innovation shall not make any personal loans or extensions of credit to directors or executive officers.

Anyone who has a concern about Onto Innovation’s conduct or about its accounting, internal accounting controls or auditing matters may communicate that concern directly to any Independent Director or the Audit committee. Such communications may be confidential or anonymous and may be e-mailed or submitted in writing to designated addresses, or reported by phone to a confidential, toll-free phone number. All such concerns will be forwarded to the appropriate directors for their review and will be simultaneously
reviewed and addressed by Onto Innovation’s Board committee in the same way that other concerns are
dressed by Onto Innovation. The status of all such outstanding concerns will be reported to the directors
on a quarterly basis. Onto Innovation’s Code of Business Conduct and Ethics prohibits any employee from
retaliating or taking any adverse action against anyone for raising or helping to resolve an integrity concern.