

## Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

**Part I Reporting Issuer**

<b>1</b> Issuer's name		<b>2</b> Issuer's employer identification number (EIN)	
Rudolph Technologies, Inc.		22-3531208	
<b>3</b> Name of contact for additional information	<b>4</b> Telephone No. of contact	<b>5</b> Email address of contact	
Michael Sheaffer	978-253-6273	mike.sheaffer@rudolphtech.com	
<b>6</b> Number and street (or P.O. box if mail is not delivered to street address) of contact		<b>7</b> City, town, or post office, state, and ZIP code of contact	
16 Jonspin Road		Wilmington, MA 01887	
<b>8</b> Date of action		<b>9</b> Classification and description	
October 25, 2019		Common stock	
<b>10</b> CUSIP number	<b>11</b> Serial number(s)	<b>12</b> Ticker symbol	<b>13</b> Account number(s)
781270103		RTEC	

**Part II Organizational Action** Attach additional statements if needed. See back of form for additional questions.

**14** Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ On October 25, 2019, Rudolph Technologies, Inc. ("Rudolph") was acquired by Nanometrics Incorporated ("Nanometrics") through the merger of a newly-formed, wholly-owned subsidiary of Nanometrics ("Merger Sub") with and into Rudolph with Rudolph surviving such merger and becoming a wholly-owned subsidiary of Nanometrics. Former Rudolph shareholders received shares of Nanometrics stock in exchange for their shares of Rudolph stock. The merger is intended to qualify as a reorganization under Section 368(a) of the Internal Revenue Code.

**15** Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ A shareholder's aggregate tax basis in shares of Nanometrics common stock received (including any fractional shares deemed received and redeemed for cash as described below in Line 18) will equal the shareholder's tax basis in the Rudolph stock surrendered in exchange therefor. If a shareholder acquired different blocks of Rudolph stock at different prices, the basis of each block of Nanometrics common stock received by such holder in the merger will be determined on a block-for-block basis depending on the basis of the blocks of Rudolph stock exchanged therefor.

The above assumes that the merger qualifies as a tax-free reorganization under Section 368(a) of the Internal Revenue Code.

**16** Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ See Line 15.

**Part II Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ \_\_\_\_\_  
**Sections 354, 358 and 368 of the Internal Revenue Code.**

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

18 Can any resulting loss be recognized? ▶ \_\_\_\_\_  
**No. A shareholder may not recognize a loss, except with respect to cash received in lieu of a fractional share. Each shareholder will be treated as receiving such cash in redemption of its fractional share and gain or loss may be recognized on such redemption.**

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ \_\_\_\_\_  
**The reportable tax year is the taxable year of the shareholder in which the merger occurred (e.g., 2019 for calendar year taxpayers).**

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

**Sign Here**

Signature ▶ \_\_\_\_\_ Date ▶ \_\_\_\_\_

Print your name ▶ \_\_\_\_\_ Title ▶ \_\_\_\_\_

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.