

**CHARTER FOR THE
M&A COMMITTEE
OF
ONTO INNOVATION INC.**

PURPOSE:

The purpose of the M&A Committee of the Board of Directors (“**Board**”) of Onto Innovation Inc. (the “**Company**”) shall be to:

- Assist the Board in evaluating potential acquisitions, investments, mergers, divestitures and similar strategic transactions (“**Strategic Transactions**”) and serve as a conduit between the Company’s management and the Board; and
- Oversee management’s execution of Strategic Transactions.

The M&A Committee has the authority to undertake the specific duties and responsibilities listed below and will have the authority to undertake such other specific duties as the Board from time to time prescribes. Except to the extent expressly provided in the Company’s certificate of incorporation or bylaws, a resolution of the Board or any charter of a committee of the Board, each as amended and/or restated from time to time, all authority of the Board shall be held by the full Board.

The adoption of this Charter by the Board is a delegation by the Board of the powers and authority of the M&A Committee described herein.

COMMITTEE MEMBERSHIP AND ORGANIZATION:

Upon the recommendation of the Nominating & Governance Committee, the M&A Committee members will be appointed by, and will serve at the discretion of, the Board. The M&A Committee shall consist of at least one (1) member of the Board. The Board may remove any member of the M&A Committee at any time with or without cause.

Unless a Committee Chairperson is appointed by the Board, the members of the M&A Committee shall appoint a Committee Chairperson by majority vote of the M&A Committee.

COMMITTEE RESPONSIBILITIES AND AUTHORITY:

The M&A Committee shall have the following responsibilities and authority, provided that the M&A Committee may supplement and, except as otherwise required by applicable law, deviate from these activities as requested by the Board:

- review and assess potential Strategic Transactions identified by management;
- review with management the valuation, strategic rationale and integration strategy for any proposed Strategic Transaction;

- approve a non-binding term sheet, letter of intent, indication of interest or other similar document for any Strategic Transaction and report such approval to the Board in a timely manner;
- oversee due diligence processes with respect to any Strategic Transactions;
- provide guidance to management as to the desired methodology and processes for identification, development and presentation of strategic opportunities;
- review and re-examine this Charter periodically and make recommendations to the Board with respect to any proposed changes;
- review annually its own performance against the responsibilities outlined in this Charter and otherwise established by the Board; and
- perform such other duties as may be requested by the Board.

MEETINGS:

Members of the M&A Committee shall meet at least quarterly and will also meet, as required, in response to the needs of the Board and as necessary to fulfill their responsibilities.

The presence of a majority of the members of the M&A Committee shall constitute a quorum. The M&A Committee shall act only by (a) the affirmative vote of the majority of members present at a meeting at which a quorum is present or (b) unanimous written consent. Should there be a tie in the voting on a particular matter, the Committee Chairperson shall decide the tie with his or her vote.

MINUTES:

The M&A Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

REPORTS:

The M&A Committee will summarize its recommendations to the Board as may be appropriate, consistent with this Charter, and otherwise make regular reports to the Board.

COMPENSATION:

Members of the M&A Committee shall receive such fees, if any, for their service as M&A Committee members, as may be determined by the Board. Such fees may include retainers or per meeting fees. Fees shall be paid in such form of consideration as is determined by the Board.

DELEGATION OF AUTHORITY:

The M&A Committee may form and delegate authority to subcommittees as it deems appropriate.