

**CHARTER FOR THE  
NOMINATING & GOVERNANCE COMMITTEE  
OF  
RUDOLPH TECHNOLOGIES, INC.**

**(Amended and Restated effective as of July 24, 2019)**

**PURPOSE:**

The purpose of the Nominating & Governance Committee of the Board of Directors (“**Board**”) of Rudolph Technologies, Inc. (the “**Company**”) shall be to: (i) assist the Board by identifying prospective director nominees and recommend to the Board director nominees for (a) the next annual meeting of stockholders and (b) replacement of a director in the event of a director vacancy, (ii) develop and recommend to the Board the governance principles applicable to the Company and (iii) oversee the evaluation of the Board.

**COMMITTEE MEMBERSHIP AND ORGANIZATION:**

- The Nominating & Governance Committee shall be comprised of no fewer than three (3) members of the Board.
- The Nominating & Governance Committee shall be comprised solely of independent directors pursuant and subject to the applicable listing standards of the New York Stock Exchange (“**NYSE**”) and applicable federal law, as in effect from time to time.
- The members of the Nominating & Governance Committee will be appointed by, and will serve at the discretion of, the Board.
- Unless a Committee Chairman is elected by the Board, the members of the Nominating & Governance Committee shall elect a Committee Chairman by majority vote of the Committee.

**COMMITTEE RESPONSIBILITIES AND AUTHORITY:**

The responsibilities of the Nominating & Governance Committee shall include:

- Evaluate the current composition of the Board and its committees, determine future requirements and make recommendations to the Board for approval.
- Determine desired Board qualifications, expertise and characteristics and, as applicable, conduct searches for potential Board members with corresponding attributes. Identify, evaluate and propose nominee directors to the Board. In performing these tasks the Nominating & Governance Committee shall have the authority to retain and terminate any search firm to be used to identify director candidates, including authority to approve the search firm’s fees and other retention terms.

- Oversee the performance evaluation process of the Board. This assessment will include members' qualification as independent, as well as consideration of diversity, skills, age and experience in such areas as technology, finance, operations, marketing and the general needs of the Board. As part of this process, the Nominating & Governance Committee will coordinate surveys of directors, including self-evaluations, evaluations of fellow directors, and a review of the progress and effectiveness of the Board and its committees. The Nominating & Governance Committee will also solicit comments, observations, suggestions and preferences of the Board members.
- Form and delegate authority to subcommittees when appropriate.
- Evaluate and make recommendations to the Board for the appointment of directors to Board committees, the selection of Board Chairman, and the proposal of the Board slate for election taking into consideration any stockholder nominees for election to the Board.
- Evaluate and review the appropriateness of each Board member's continued service on the Board.
- Evaluate and recommend cessation of service on the Board of individual Board directors in accordance with the Board's governance principles, for cause or for other appropriate reasons.
- Evaluate and recommend change(s) in the size of the Board and any of its committees.
- Make regular reports to the Board.
- In performing its responsibilities, the Nominating & Governance Committee shall have the authority to obtain advice, reports or opinions from internal or external counsel and expert advisors.
- Conduct an annual review of management succession planning, report its findings and recommendations to the Board, and work with the Board in evaluating potential successors to executive management positions.
- As required, identify and evaluate individuals qualified to serve as chief executive officer, consistent with qualifications or criteria approved by the Board, and recommend any such candidates to the Board for its approval.
- Propose corporate governance guidelines for approval by the Board, and periodically review and recommend any amendments to the guidelines as appropriate.
- Propose Code of Ethics applicable to the Board, officers and employees for approval by the Board; periodically review and recommend any amendments to the Code(s) as appropriate; and oversee approval of any waivers to the Code(s) as appropriate.
- Establish and oversee the administration of a training program for both new and existing Board members with regard to the Company, its products, Board functions and responsibilities, the Code of Ethics, SEC compliance and other appropriate topics as determined by the Nominating & Governance Committee.

- Serve as a contact point for individuals to report corporate compliance issues and concerns of potential impropriety or illegality, review any such reports and recommend to Company's senior management appropriate corrective action to address the issue/concern.
- Review and re-examine this Charter annually 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.

**MEETINGS AND MINUTES:**

- Members of the Nominating & Governance Committee shall meet at least annually and will also meet, as required, in response to the needs of the Board and as necessary to fulfill their responsibilities.
- The Nominating & Governance Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.