

CHARTER FOR THE AUDIT COMMITTEE

OF THE BOARD OF DIRECTORS

OF

RUDOLPH TECHNOLOGIES, INC.

(Amended and Restated effective as of October 23, 2018)

PURPOSE:

The purpose of the Audit Committee (the “**Audit Committee**”) of the Board of Directors (the “**Board**” or “**Board of Directors**”) of Rudolph Technologies, Inc. (the “**Company**”) shall be to:

- Oversee the accounting and financial reporting processes of the Company and audits of the financial statements of the Company;
- Assist the Board in oversight and monitoring of (i) the integrity of the Company’s financial statements, (ii) the Company’s accounting policies and procedures, (iii) the Company’s compliance with legal and regulatory requirements, (iv) the independent auditor’s qualifications, independence and performance, (v) the performance of the Company’s internal audit function, (vi) the Company’s disclosure controls and procedures and (vii) the Company’s internal control over financial reporting;
- Prepare the report that the rules of the Securities and Exchange Commission (the “**SEC**”) require be included in the Company’s annual proxy statement;
- Provide the Board with the results of the Audit Committee’s monitoring and recommendations derived therefrom;
- Provide to the Board such additional information and materials as it may deem necessary to make the Board aware of significant financial matters that require the attention of the Board; and
- Serve as the Qualified Legal Compliance Committee (“**QLCC**”) for (i) the receipt, review and consideration of reports of material violations, as defined under SEC rules and regulations, and (ii) the investigation and determination of an appropriate response to any such material violations, as appropriate.

In addition, the Audit Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board may from time to time prescribe.

Notwithstanding the responsibilities and powers of the Audit Committee set forth in this Charter, the Audit Committee does not have the responsibility to plan or conduct audits or determine whether or not the Company’s financial statements are complete, fairly stated and in accordance with generally accepted accounting principles (“**GAAP**”). Management is responsible for (i) the preparation, presentation and

integrity of the Company's financial statements; (ii) accounting and financial reporting principles; and (iii) the Company's internal controls and procedures designed to promote compliance with accounting standards and applicable laws and regulations. The Company's independent auditor is responsible for performing independent audits of the consolidated financial statements in accordance with generally accepted auditing standards and the effectiveness of the Company's internal control over financial reporting. Nothing in this charter is intended to preclude or impair the protection provided in Section 141(e) of the Delaware General Corporation Law for good faith reliance by members of the Audit Committee on reports or other information provided by others.

The Board and management shall ensure that the Audit Committee has adequate funding and other resources and authority to discharge its responsibilities as determined by the Audit Committee.

MEMBERSHIP:

Upon the recommendation of the Nominating & Governance Committee, the Audit Committee members will be appointed by, and will serve at the discretion of, the Board. The Audit Committee will consist of at least three members of the Board. The Board may remove any member from the Audit Committee at any time with or without cause. Members of the Audit Committee must meet the following criteria:

- Each member shall be independent 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;
- Each member will be able to read and understand fundamental financial statements, in accordance with the NYSE requirements; at least one member shall be an audit committee financial expert in accordance with the rules and regulations of the SEC and at least one member (who may also serve as the audit committee financial expert) shall have past employment experience in accounting or finance, requisite professional certification in accounting, or any other comparable experience or background which results in financial sophistication in accordance with the listing standards of the NYSE;
- No member shall have participated in the preparation of the financial statements of the Company at any time during the three years prior to his or her joining the Audit Committee;
- Each member shall satisfy any additional requirements mandated by rules and regulations of the SEC or the listing standards of the NYSE; and
- No member may serve simultaneously on the audit committee of more than two other public companies, unless the Board determines that such simultaneous service would not impair the ability of such member to effectively serve on the Audit Committee.
- Unless a Committee Chairman is elected by the Board, the members of the Audit Committee shall elect a Committee Chairman by majority vote of the Committee.

RESPONSIBILITIES:

The responsibilities of the Audit Committee shall include:

- Reviewing on a continuing basis the adequacy and effectiveness of the Company’s system of (i) internal controls (including any material weaknesses, significant deficiencies and significant changes in internal controls reported to the Audit Committee), including meeting periodically with the Company’s management, head of the Internal Audit Department and the independent auditor to review its assessment of adequacy of such controls and to review, before its release, the disclosure regarding such system of internal financial and accounting controls required under SEC rules to be contained in the Company’s periodic filings and the attestations or reports by the independent auditor relating to such disclosure and (ii) disclosure controls and procedures, and management reports thereon;
- Exercising direct responsibility for appointing, compensating (including all audit engagement fees and terms), retaining and overseeing the work of the independent auditor (including resolving disagreements between management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company and pre-approving audit and non-audit services provided to the Company by the independent auditor (or subsequently approving non-audit services in those circumstances where a subsequent approval is necessary and permissible) in accordance with the applicable requirements of the SEC and the Public Company Accounting Oversight Board (the “**Oversight Board**”); in this regard the Audit Committee shall have the authority to appoint a subcommittee of one or more members of the Audit Committee and/or to pre-approve non-audit services by establishing detailed pre-approval policies as to the particular service, provided that the Audit Committee is informed of each service pre-approved (no less frequently than at each meeting of the Audit Committee) and that no pre-approval shall be delegated to management of the Company except as permitted by applicable law and regulation. In considering whether to pre-approve any non-audit services, the Audit Committee or its delegates shall consider whether the provision of such services is compatible with maintaining the independence of the Company’s independent auditor;
- Obtaining and reviewing, at least annually, a report by the independent auditor describing: the independent auditor’s internal quality control procedures; any material issues raised by the most recent internal quality control review, or peer review, of the independent auditor, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the independent auditor, and any steps taken to deal with any such issues; and (to assess the auditor’s independence) all relationships between the independent auditor and the Company;
- Reviewing and taking appropriate action to oversee the independence of the outside auditor, including (i) obtaining on a periodic basis a formal written statement from the independent auditor regarding relationships and services with the Company that may impact independence, as defined by applicable standards and SEC requirements, (ii) to the extent there are relationships, monitoring and investigating them, including actively engaging in a dialogue with the independent auditor with respect to any disclosed relationships or services that may impact the objectivity and independence of the independent auditor, and (iii) presenting such information to the Board. The outside auditor shall report directly to the Audit Committee.
- Reviewing and providing guidance with respect to the external audit by (i) reviewing the independent auditor’s proposed audit scope and approach; (ii) discussing with the Company’s

independent auditor the financial statements and audit findings, including any significant adjustments, any audit problems or difficulties, management judgments and accounting estimates, significant new accounting policies and disagreements with management and any other matters described in AS 1301, as may be modified or supplemented; and (iii) reviewing reports submitted to the audit committee by the independent auditor in accordance with the applicable SEC requirements;

- Reviewing and discussing reports from the independent auditor on (i) all critical accounting policies and practices used by the Company; (ii) alternative accounting treatments within GAAP related to material items that have been discussed with management, including the ramifications of the use of the alternative treatments and the treatment preferred by the independent auditor; and (iii) other material written communications between the independent auditor and management.
- Reviewing and discussing with management and the independent auditor the annual audited financial statements and quarterly unaudited financial statements, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," prior to filing the Company's Annual Report on Form 10-K and Quarterly Reports on Form 10-Q, respectively, with the SEC (which for purposes of the annual report shall include a recommendation as to whether the audited financial statements should be included in the Company's Annual Report on Form 10-K);
- Exercising direct responsibility for (i) reviewing the responsibilities, functions and performance of the Company's internal audit function, including its charter, plans and budget; (ii) the approval of the hiring, promotion, demotion or termination of the lead internal auditor; (iii) overseeing the lead internal auditor's periodic performance review and changes to his or her compensation; (iv) reviewing the scope and results of internal audits and ongoing assessments of the Company's risk management processes and system of internal control, including review of regular internal reports to management (or summaries thereof) prepared by Company's internal audit function, as well as management's response; and (v) on a periodic basis, meeting separately with the lead internal auditor to discuss any matters that the Committee or the lead internal auditor believe should be discussed privately.
- Setting clear hiring policies for employees or former employees of the Company's independent auditor that participated in any capacity in any Company audit;
- Directing the Company's independent auditor to review, before filing with the SEC, the Company's interim financial statements included in Quarterly Reports on Form 10-Q, using professional standards and procedures for conducting such reviews;
- Conducting a post-audit review of the financial statements and audit findings, including any significant suggestions for improvements provided to management by the internal auditor or independent auditor;
- Reviewing before release the unaudited quarterly operating results in the Company's quarterly earnings release, as well as financial information and earnings guidance provided to analysts and ratings agencies prior to their public release;

- Reviewing any reports by management regarding the effectiveness of, or any deficiencies in, the design or operation of internal controls and any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls and reviewing before release the disclosure regarding the Company's system of internal controls required under SEC rules and rules of the Oversight Board to be contained in the Company's periodic filings and the attestations or reports by the independent auditor relating to such disclosure;
- Reviewing any written responses by the Company to SEC inquiries prior to their issuance.
- Overseeing compliance with the requirements of the SEC for disclosure of the auditor's services and Audit Committee members, member qualifications and activities;
- Reviewing, approving and monitoring the Company's code of ethics for its senior financial officers;
- Reviewing management's monitoring of compliance with the Company's standards of business conduct and with the Foreign Corrupt Practices Act;
- Reviewing, in conjunction with counsel, any legal matters that could have a significant impact on the Company's financial statements;
- Providing oversight and review at least annually of the Company's risk assessment and risk management policies, including its investment policies;
- Reviewing the audit of Company's financial statements covering Company's 401(k) employee savings plans;
- At least annually, discussing with management the Company's major information technology risk exposures and the steps management has taken to monitor and control such exposures.
- If necessary, instituting special investigations with full access to all books, records, facilities and personnel of the Company;
- As appropriate, engaging and obtaining advice and assistance from outside legal, accounting or other advisors;
- Determining funding for the compensation of any outside legal, accounting or other advisors engaged by the Audit Committee and for its own ordinary administrative expenses, as and when the Audit Committee determines appropriate or necessary for the conduct of its duties;
- Reviewing and approving in advance any proposed related party transactions, including, without limitation, reviewing transactions required to be disclosed pursuant to SEC Regulation S-K, Item 404, unless otherwise the responsibility of another Board committee of the Company (e.g. CD&A);
- Reviewing and reassessing on an annual basis the adequacy of its own charter;

- Providing a report in the Company's proxy statement in accordance with the rules and regulations of the SEC;
- Establishing procedures for receiving, retaining and treating complaints received by the Company regarding accounting, internal accounting controls or auditing matters and procedures for the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters,
- Serving as the QLCC to (i) receive and consider confidential reports of material violations, as defined under SEC rules and regulations, (ii) determine whether investigations of reports of material violations are necessary, and initiate any such investigations, (iii) determine appropriate responses to reports of material violations, and (iv) establish written procedures related to the foregoing;
- Performing an annual performance evaluation of the Audit Committee, including its structure, processes and evaluating the qualifications of the Audit Committee's members in accordance with the standards and requirements of the NYSE and the SEC; and
- Performing such other functions as may be required by law, the Company's Certificate of Incorporation or Bylaws, or the Board.

MEETINGS:

The Audit Committee will meet at least four times each year. The Audit Committee may establish its own schedule, which it will provide to the Board in advance.

The Audit Committee will meet separately with the Chief Executive Officer and separately with the Chief Financial Officer of the Company at such times as are appropriate to review the financial affairs of the Company. The Audit Committee will meet separately with the independent auditor of the Company, at such times as it deems appropriate, to fulfill the responsibilities of the Audit Committee under this charter.

MINUTES:

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

REPORTS:

In addition to preparing the report in the Company's proxy statement in accordance with the rules and regulations of the SEC, the Audit Committee will summarize its examinations and recommendations to the Board as may be appropriate, consistent with the Audit Committee's charter, and otherwise make regular reports to the Board.

COMPENSATION:

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

Members of the Audit Committee may not receive any compensation from the Company except the fees that they receive for service as a member of the Board or any committee thereof in accordance with the NYSE requirements and federal law.

DELEGATION OF AUTHORITY:

The Audit Committee may delegate to one or more designated members of the Audit Committee the authority to pre-approve audit and permissible non-audit services, provided such pre-approval decision is presented to the full Audit Committee at its scheduled meetings.