

**CHARTER FOR THE  
COMPENSATION COMMITTEE  
OF**

**RUDOLPH TECHNOLOGIES, INC.**

**(Amended and Restated effective as of October, 24 2018)**

**PURPOSE:**

The Board of Directors of Rudolph Technologies, Inc. (the “Board” and the “Company”, respectively) has established a Compensation Committee in order to:

- (a) discharge the Board’s responsibilities for approving and evaluating the officer compensation plans, policies and programs of the Company;
- (b) review and make recommendations to the Board regarding compensation to be provided to the Company’s employees and directors; and
- (c) make grants and otherwise review, oversee and administer as deemed appropriate by the Board, the equity compensation plans of the Company.

The Compensation 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.

**STATEMENT OF PHILOSOPHY:**

The philosophy of the Compensation Committee is to provide competitive compensation in order to attract, retain and motivate highly qualified directors, officers and employees and to reward continuous improvement in financial and operating results and the creation of shareholder value.

**COMMITTEE MEMBERSHIP AND ORGANIZATION:**

The Nominating and Governance Committee shall recommend to the Board nominees for the Compensation Committee, and the Board will appoint the members of the Compensation Committee. Compensation Committee members will serve at the discretion of the Board.

The Compensation Committee shall consist of (i) solely 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, and (ii) no fewer than two members.

The members of the Compensation Committee shall also meet the (i) non-employee director definition of Rule 16b-3 promulgated under Section 16 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and (ii) to the extent necessary or applicable, the outside director definition of Section 162(m) of the Internal Revenue Code of 1986, as amended.

Unless a Committee Chairman is elected by the Board, the members of the Compensation Committee shall elect a Committee Chairman by majority vote of the Committee.

## **RESPONSIBILITIES:**

The responsibilities of the Compensation Committee shall be to:

- (i) Determine in executive session the compensation of the Chief Executive Officer of the Company (the “CEO”), unless otherwise determined by a majority of the independent directors of the Board meeting in executive session following receipt of the recommendation of the Compensation Committee;
- (ii) Review and approve decisions regarding the compensation of the officers of the Company other than the CEO, and such other employees of the Company as directed by the Board, including for each such individual: (a) the annual base salary, (b) the annual incentive bonus, including the specific goals and amount, (c) equity compensation, (d) employment agreements, severance arrangements, and change in control agreements/provisions, and (e) any other benefits, compensation or arrangements, unless otherwise determined by a majority of the independent directors of the Board following receipt of the recommendation of the Compensation Committee;
- (iii) Approve CEO goals and review and evaluate the performance of the CEO and officers of the Company;
- (iv) Review external surveys to establish appropriate ranges of compensation;
- (v) Review and make recommendations to the Board regarding general compensation goals and guidelines for the Company’s employees and the criteria by which bonuses and stock compensation awards to the Company’s employees are determined;
- (vi) Review and approve the compensation policy for the directors of and consultants to the Company;
- (vii) Review, oversee and administrate any of the Company’s equity compensation plans adopted by the Board (the “Plans”) within the authority delegated by the Board. In its administration of the Plans, the Compensation Committee may (to the extent permitted under the Plans): (1) grant equity-based awards, including performance-based and service-based restricted stock units (RSUs), stock options or stock purchase rights to individuals eligible for such grants (including grants to individuals subject to Section 16 of the Exchange Act in compliance with Rule 16b-3 thereunder); (2) amend such equity based awards, including performance-based and service-based RSUs, stock options or stock purchase rights; and (3) take all other actions permitted under the Plans;
- (viii) Review and make recommendations to the Board with respect to amendments to the Plans and changes in the number of shares reserved for issuance thereunder;
- (ix) To the extent necessary or applicable, establish, for any performance-based compensation that is intended to meet the requirements under IRC Section 162(m) (including any such equity-based compensation), annual and/or long-term performance criteria and goals and maximum individual awards at the beginning of each performance period, and certify the results achieved at the end of each performance period;

- (x) Review and make recommendations to the Board regarding other plans that are proposed for adoption or adopted by the Company for the provision of compensation to employees of, directors of and consultants to the Company;
- (xi) Submit a report of the Compensation Committee on executive compensation to be included in the Company's annual proxy statement in the manner required by applicable law or regulation;
- (xii) Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval;
- (xiii) As appropriate, in its sole discretion, retain, or obtain advice and assistance from, outside independent or other legal counsel, accounting or other advisors, including, without limitation, any compensation consultant engaged by the Company or the Compensation Committee to evaluate or provide other advice in connection with CEO, executive officer, employee or director compensation or other matters within the scope of the Compensation Committee's responsibilities (all of such advisors taken together, the "Compensation Advisors");
- (xiv) Authorize the repurchase of shares from terminated employees pursuant to applicable law; and
- (xv) Review its own performance annually.

The Compensation Committee may form and delegate authority to subcommittees when appropriate.

The Compensation Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Compensation Advisor retained by the Compensation Committee. The Board and management shall ensure that the Compensation Committee has appropriate funding, as determined by the Compensation Committee, for payment of reasonable compensation to Compensation Advisors retained by the Compensation Committee. Prior to hiring or seeking advice from a Compensation Advisor, the Compensation Committee shall conduct an independence assessment of such Compensation Advisor, taking into consideration the following independence factors enumerated by the SEC, as well as any additional factors identified by the applicable national securities exchange as part of their listing standards:

- if the entity employing the Compensation Advisor provides "other services" to the Company;
- the amount of fees from the Company received by the entity employing the Compensation Advisor, as a percentage of the entity's total revenue;
- the policies and procedures adopted by the entity employing the Compensation Advisor that are designed to prevent conflicts of interest;
- any "business or personal relationship" between the Compensation Advisor and a member of the Compensation Committee;
- whether the Compensation Advisor owns any Company stock; and
- any "business or personal relationship" between an executive officer of the Company and the Compensation Advisor or the entity employing the Compensation Advisor.

**MEETINGS:**

It is anticipated that the Compensation Committee will meet at least twice each year. However, the Compensation Committee may establish its own schedule, which it will provide to the Board in advance. At a minimum of one of such meetings annually, the Compensation Committee will consider stock plans, performance goals and incentive awards, and the overall coverage and composition of the compensation package.

**MINUTES:**

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

**REPORTS:**

As it deems appropriate and necessary, the Compensation Committee will provide written reports to the Board of the Company regarding recommendations of the Compensation Committee submitted to the Board for action, and copies of the written minutes of its meetings.