

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

(Amended and Restated effective as of January 27, 2005)

PURPOSE:

The purpose of the Nominating & Governance Committee of the Board of Directors of Rudolph Technologies, Inc. (the **Board**” and the **“Company,”** respectively) 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, and (ii) develop and recommend to the Board the governance principles applicable to the Company in order to provide active oversight of Company business, minimize corporate risk and promote the creation of shareholder value. The Nominating & Governance Committee shall recommend to the Board director nominees for the Audit and Compensation Committees.

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 NASDAQ Stock Market, Inc. (**“Nasdaq”**) 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.

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 on an annual basis desired Board qualifications, expertise and characteristics and 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.

- 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 a self-evaluation, evaluation 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 committee chairs, 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 at least once every year.
- Evaluate and recommend termination 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 succession planning, report its findings and recommendations to the Board, and work with the Board in evaluating potential successors to executive management positions.
- Propose Code of Ethics for Board and for Company officers and employees and oversee approval of any amendments and/or waivers to such Codes 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 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.