



Corporate Governance Guidelines

INTEVAC, INC. CORPORATE GOVERNANCE GUIDELINES Approved February 27, 2015

OVERVIEW – THE ROLE OF THE BOARD OF DIRECTORS:

It is the paramount duty of the Board of Directors to oversee the CEO and other senior management in the competent and ethical operation of the Company. To satisfy this duty the directors will take a proactive, focused approach to their position, and set standards to ensure that the Company is committed to business success through maintenance of the highest standards of responsibility and ethics.

Directors bring to the Company a wide range of experience, knowledge and judgment, and bring these skills to bear for the Company. These varied skills mean that good governance depends on far more than a "check the box" approach to standards or procedures. The governance structure in the company is designed to be a working structure for principled actions, effective decision-making and appropriate monitoring of both compliance and performance.

Effective directors maintain an attitude of constructive skepticism and careful review. Our directors know that their job requires them to ask probing questions of management and to take the action necessary to get accurate and honest answers. Our directors also rely on the advice, reports and opinions of management, counsel and our expert advisers, both advisors retained by management and advisors retained directly by the Board. In its interactions with management and other advisors, the Board constantly evaluates the qualifications of those it relies upon for information and advice, and also looks to the process used by managers and advisers in reaching their recommendations.

Finally, our Board prides itself on keeping up to date on the best governance practices. We, working together with management and our advisers, look to the knowledge and information of others for additional information on how to manage our affairs. We particularly note the continuing efforts by the various stock exchanges as well as the Securities and Exchange Commission to promote better governance. We intend to continually monitor the way we govern ourselves, including reviewing whether there are alternatives or new ideas which would strengthen our governance structures.

DIRECTOR QUALIFICATIONS:

The Board shall have a majority of directors who meet the criteria for independence established by the NASDAQ and SEC rules. Any member of the Board of Directors may suggest director candidates. The Company will also consider director candidates suggested by shareholders in accordance with its Policy on Director Nominations Put Forth by Shareholders. The Nominating and Governance Committee will evaluate candidates considering the appropriate skills and characteristics required of Board members as well as the composition of the Board as a whole. This assessment will include members' qualification as independent, as well as consideration of diversity, skills, and experience in such areas as operations, technology, finance, marketing, manufacturing and the general needs of the Board. Nomination will be by the Nominating and Governance Committee and will then require approval of a majority of the Board of Directors. The Board, together with the Chairman of the Board, should extend the actual invitation to join the Board.

The Board is authorized to have between 5 and 9 directors. The Board reviews from time to time the appropriateness of its size. On occasion the Board considers changing its size to accommodate outstanding candidates or changing needs of the Company.

The Board will have the opportunity to review the appropriateness of the continued service of directors who change the outside positions or responsibilities that they held when they were initially elected to the Board. Each Board member must ensure that other existing and anticipated future commitments do not materially interfere with the member's service as a director as set forth in the Company's Director Code of Ethics.

The Board believes that term limits are on balance not the best way to maximize the effectiveness of the Board. While terms limits would likely introduce fresh perspectives and make new viewpoints available to the Board, they may have the countervailing effect of causing the loss of the benefit gained from the contributions of directors who have developed, over time, increasing insight into the Company.

DIRECTOR RESPONSIBILITIES:

The fundamental role of the directors is to exercise their business judgment to act in what they reasonably believe to be the best interests of the Company and its shareholders. In fulfilling that responsibility the directors should generally be able to rely on the honesty and integrity of the Company's senior management and expert legal, accounting, financial and other advisors. The directors should have the benefit of directors' and officers' insurance, paid by the company, to indemnification to the fullest extent practical and consistent with the Company's charter and Delaware law, and to exculpation as provided by Delaware law and the Company's charter.

Board members are expected to rigorously prepare for, attend and participate in all Board and applicable committee meetings, and to spend the time needed and to meet as often as necessary to properly discharge their obligations. Information and data that is important to the Board's understanding of the business to be conducted at a Board or committee meeting should generally be distributed in writing to the directors prior to the meeting, so that Board meeting time may be used most effectively and discussion time focused on questions that the Board has about the materials. Particularly sensitive subject matters may be discussed at the meeting without advance distribution of written materials.

The Board does not have a policy on whether or not the roles of Chief Executive Officer and Chairman of the Board should be separate and, if they are to be separate, whether the Chairman should be selected from the non-employee directors or be an employee. The Board believes these issues should be considered as part of the Board's broader succession planning process.

The Chairman of the Board will establish the agenda for each Board meeting, and the Secretary will distribute it in advance to the Board. At the beginning of each year the Chairman will, to the extent foreseeable and practicable, set a schedule of agenda items to be discussed during the year. Each Board member is free to suggest the inclusion of items on the agenda and to raise at any Board meeting subjects that are not on the agenda for that meeting. The Board will review the Company's long-term strategic plans and the big-picture challenges faced by the Company in executing on these plans during at least one Board meeting per year.

The Board's policy is to have separate meeting time for the outside directors. Such meetings should occur on at least a quarterly basis. The Lead Independent Director will be selected by the outside directors and will assume the responsibility of chairing the regularly scheduled meetings of outside directors and bear such further responsibilities that the outside directors as a whole might designate from time to time.

BOARD COMMITTEES:

An Audit Committee, Compensation Committee, and Nominating and Governance Committee of the Board shall exist at all times. All of the members of these committees will meet the criteria for independence established by the Nasdaq Stock Market. The members of these committees will also meet the other membership criteria specified in the respective charters for these committees. The Nominating and Governance Committee shall recommend Committee members, in accordance with the charter and principles of that committee, and the Board will appoint the committee members. The Board shall appoint or re-appoint the committee members annually. There will, from time to time, be occasions on which the Board may want to rotate committee members, but the Board does not believe that a formal policy of rotation is mandated.

Each committee shall have its own charter and shall appoint one of its members as committee Chairman. The charters set forth the principles, policies, objectives and responsibilities of the committees. The charters provide that each committee will meet to review its performance at least once a year. Committee charters and revisions thereto shall be approved by the Board.

The Chairman of each committee will, in consultation with the committee members and members of management, and, in accordance with the committee's charter, determine the frequency and length of committee meetings and develop the committee's agenda. At the beginning of the year each committee will establish a schedule of agenda subjects to be discussed during the year (to the extent these can be foreseen). The schedule for each committee will be furnished to the full Board to the extent practicable.

The Board and each committee shall have the authority to obtain advice, reports or opinions from internal and external counsel and expert advisors and shall have the power to hire independent legal, financial and other advisors as it may deem necessary, without consulting with, or obtaining approval from, any officer of the Company in advance.

The Board may, from time to time, form new committees, as it deems appropriate.

DIRECTOR ACCESS TO OFFICERS AND EMPLOYEES:

The Board has complete access to all Company officers and employees. Any meetings or contacts that a director desires to initiate may be arranged directly by the director or through the CEO or other Company officer. The directors should use their judgment to ensure that any such contact or communication is not disruptive to the business operations of the Company.

The Board welcomes the attendance of senior officers at each board meeting. The Board also encourages management to schedule managers to present at board meetings who: (a) can provide additional insight into the items being discussed because of personal involvement in these areas, or (b) have future potential to which management believes the Board should be given exposure.

BOARD EVALUATION:

On at least a biannual basis, the Board of Directors, either directly or through the Nominating and Governance Committee, will formally review its performance during the prior period. This assessment focuses on areas in which the Board or management believes a better contribution can be made going forward to increase the effectiveness of the Board.

DIRECTOR COMPENSATION:

The Compensation Committee will conduct an annual review of director compensation, both form and amount, and will make a recommendation of director compensation for approval by the Board of Directors in accordance with its charter.

DIRECTOR ORIENTATION AND CONTINUING EDUCATION:

The Company will have an orientation program for new directors. The orientation program will include presentations that review the Company's business strategies, its financial and accounting systems and risk management controls, its code of business conduct and methods and compliance programs, and its internal and independent auditing process. The Orientation should include an introduction to the Company's senior management, and may include visits to the Company's significant facilities. Further, the Company encourages directors to participate in continuing education programs focused on the legal and ethical responsibilities of Board members.

MAJORITY VOTING; ADVANCE TENDER OF RESIGNATION AS PREREQUISITE TO DIRECTOR NOMINATION

In accordance with the Company's Bylaws, in any uncontested election of directors (i.e., one in which the number of candidates for election does not exceed the number of directors to be elected), a nominee for election or reelection to the Board must receive more votes cast with respect to his or her reelection in order to be elected or reelected to the Board. It is expected that each director will tender his or her resignation if he or she fails to receive a majority of the votes cast for reelection in an uncontested election. The Board shall nominate for election or reelection as director only those candidates who agree to tender, promptly following each stockholders' meeting at which they are elected or reelected as a director after March 9, 2012, irrevocable resignations that will be effective upon:

- i. the failure of such director to receive the required vote at any future stockholders' meeting at which he or she faces reelection that is an uncontested election, and
- ii. the Board's acceptance of such resignation.

In addition, the Board shall fill director vacancies and new directorships only with candidates who agree to tender, promptly following their appointment to the Board, the same form of resignation in accordance with this Board policy.

If an incumbent director fails to receive the required majority vote for reelection, the Nominating and Governance Committee shall act on an expedited basis to determine whether to recommend to the Board whether to accept or reject such director's resignation, or whether other action should be taken, and shall submit such recommendation to the Board for its prompt consideration. The Board shall consider such recommendation of the Nominating and Governance Committee and either accept or reject such resignation or take such other action as it deems in the best interests of the Company and its stockholders. The Nominating and Governance Committee and the Board shall be entitled to consider any factors they deem relevant in deciding whether to accept or reject a director's resignation or take such other action. Any director whose resignation is under consideration shall abstain from participating in any decision of the Nominating and Governance Committee or the Board itself regarding that resignation.