



## Combination of Nanometrics and Rudolph Technologies to Create Onto Innovation

October 15, 2019

MILPITAS, Calif. & WILMINGTON, Mass.--(BUSINESS WIRE)--Oct. 15, 2019-- Nanometrics Incorporated (NASDAQ: NANO) and Rudolph Technologies, Inc. (NYSE: RTEC), today announced that their combined company will be named Onto Innovation Inc., following the close of their previously announced merger of equals. The name Onto Innovation reflects the combined company's anticipated focus on the future and exciting challenges ahead, highlighting the increasing importance of innovation in enabling that future for the company and its broader served markets. Onto Innovation will bring a breadth of perspective across the entire semiconductor value chain to innovate and enable its customers to solve their most difficult yield, device performance, quality, and reliability issues. The combined company will provide an expanded portfolio of leading-edge technologies that include: 3D metrology spanning everything on the chip from nanometer-scale transistors to micron-level die-interconnects; macro defect inspection of wafers and packages; metal interconnect composition; factory analytics; and lithography for advanced semiconductor packaging.

"Each of these two successful companies has a rich legacy of innovation in their respective fields. The name Onto Innovation respects that legacy while emphasizing the combined company's own path of growth and progress, opening a door to possibilities for customers, employees and shareholders. The name reflects a continuous pursuit of innovation," said Rudolph Chief Executive Officer Michael Plisinski, who will be Chief Executive Officer of the combined company. "As a global leader in process control, across a broader range of markets, we will be a more critical partner to our customers in their relentless pursuit to overcome future manufacturing challenges as they face increasingly complex processes."

Following the closing of the transaction, the combined company's ticker symbol on the New York Stock Exchange (NYSE) is expected to be "ONTO."

The combined company's common stock is expected to begin trading on the NYSE under the ticker "ONTO" at the open of trading on the trading day following the closing of the merger. Rudolph common stock is expected to cease trading on the NYSE as of the close of trading on the day the transaction closes, and Nanometrics common stock is expected to cease trading on Nasdaq on the day Onto Innovation begins trading on the NYSE.

Additional brand elements, such as the logo, typography and visual identity will be revealed at a later date. While the new name will be effective upon completion of the merger, customers will continue to be served post-closing under the Nanometrics and Rudolph brands for the near future. Over time following the closing, both the Nanometrics and Rudolph brands will be seamlessly transitioned to the full Onto Innovation customer experience, products and services.

Assuming receipt of approvals from both shareholders of Rudolph and shareholders of Nanometrics, and satisfaction of other customary closing conditions, the transaction is expected to close before the end of October.

### About Nanometrics

Nanometrics is a leading provider of advanced, high-performance process control metrology and inspection solutions used primarily in the semiconductor manufacturing industry, as well as in the fabrication of other solid-state devices and components in the optoelectronic, LED and storage industries, and more recently in the industrial, aerospace and scientific research markets. Nanometrics' process control solutions include automated and integrated metrology systems as well as software and analytics that measure and monitor key elements of device performance and yield, such as critical dimensions, device structures, surface shape and profile, overall topography and various thin film properties, including three-dimensional features and film thickness, as well as the optical, electrical and material properties of various substrates, devices and components. Nanometrics' solutions enable advanced process control for device manufacturers, providing improved device yield at reduced manufacturing cycle time, supporting the accelerated product life cycles in the semiconductor and other advanced markets. The company maintains its headquarters in Milpitas, California, with sales and service offices worldwide. Nanometrics is traded on Nasdaq Global Select Market under the symbol NANO. Nanometrics' website is [www.nanometrics.com](http://www.nanometrics.com).

### About Rudolph

Rudolph Technologies, Inc. is a leader in the design, development, manufacture and support of defect inspection, lithography, process control metrology, and process control software used by semiconductor and advanced packaging device manufacturers worldwide. Rudolph delivers comprehensive solutions throughout the fab with its families of proprietary products that provide critical yield-enhancing information, enabling microelectronic device manufacturers to drive down costs and time to market of their devices. Headquartered in Wilmington, Massachusetts, Rudolph supports its customers with a worldwide sales and service organization. Additional information can be found on Rudolph's website at [www.rudolphtech.com](http://www.rudolphtech.com).

### Forward-Looking Statements

This communication contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 that are subject to risks and uncertainties and are made pursuant to the safe harbor provisions of Section 27A of the Securities Act of 1993, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. The words "believe," "expect," "anticipate," "intends," "will," or the negative thereof and similar expressions are intended to identify such forward-looking statements. These forward-looking statements are only predictions and involve known and unknown risks and uncertainties, many of which are beyond the control of Nanometrics Incorporated ("Nanometrics") and Rudolph Technologies, Inc. ("Rudolph"). Statements in this communication regarding Nanometrics, Rudolph, or the proposed business combination between Nanometrics and Rudolph (the "Proposed Transaction") that are forward-looking, including statements regarding the combined company's name and ticker symbol, the combined company's business, the closing date for the Proposed Transaction, the listing of the combined company on the NYSE, delisting of Rudolph on the NYSE and delisting of Nanometrics on Nasdaq, are based on management's estimates, assumptions and projections, and are subject to significant uncertainties and other factors, many of which are beyond Nanometrics' and Rudolph's control. These factors and risks include, but are not limited to, (i) weakening of global and/or regional economic conditions, generally or specifically in the semiconductor industry, which could decrease the demand for Nanometrics' and Rudolph's products and solutions; (ii) the ability of Nanometrics or Rudolph to meet rapid demand shifts; (iii) the ability of Nanometrics or Rudolph to continue technological innovation and introduce new products to meet customers' rapidly changing requirements; (iv) the companies' concentrated customer bases; (v) the ability of Nanometrics or Rudolph to identify, effect and integrate

acquisitions, joint ventures or other transactions; (vi) the ability of Nanometrics or Rudolph to protect and enforce intellectual property rights; (vii) operational, political and legal risks of Nanometrics' and Rudolph's international operations; (viii) the increasing complexity of certain manufacturing processes; (ix) raw material shortages and price increases; (x) changes in government regulations of the countries in which Nanometrics and Rudolph operate; (xi) the fluctuation of currency exchange rates; (xii) fluctuations in the market price of Nanometrics' stock; and (xiii) other risk factors and additional information. In addition, material risks that could cause actual results to differ from forward-looking statements include: the inherent uncertainty associated with financial or other projections; the ability of the companies' to integrate their respective businesses promptly and effectively and to achieve the anticipated synergies and value-creation contemplated by the proposed transaction; the companies' ability to obtain the approval of the Proposed Transaction by their respective stockholders and the timing of the closing of the Proposed Transaction, including the risk that the conditions to the transaction are not satisfied on a timely basis or at all and the failure of the Proposed Transaction to close for any other reason; the risk that a consent or authorization that may be required for the Proposed Transaction is not obtained or is obtained subject to conditions that are not anticipated; unanticipated difficulties or expenditures relating to the transaction, the response of business partners and retention as a result of the announcement and pendency of the Proposed Transaction; and the diversion of management time in connection with the Proposed Transaction. For a more detailed discussion of such risks and other factors, see Nanometrics' and Rudolph's filings with the Securities and Exchange Commission (the "SEC"), including under the heading "Risks Factors" in Nanometrics' Annual Report on Form 10-K for the fiscal year ended December 29, 2018, filed on February 25, 2019, and Rudolph's Annual Report on Form 10-K for the fiscal year ended December 31, 2018, filed on February 15, 2019 and in any other subsequently filed periodic reports or other filings of the companies with the SEC, each as available on the SEC website at [www.sec.gov](http://www.sec.gov) or [investor.nanometrics.com](http://investor.nanometrics.com) or [investors.rudolphtech.com](http://investors.rudolphtech.com). Neither Nanometrics nor Rudolph assumes any obligation to update any forward-looking statements or information, which speak as of their respective dates, to reflect events or circumstances after the date of this communication, or to reflect the occurrence of unanticipated events, except as may be required under applicable securities laws. Investors should not assume that any lack of update to a previously issued "forward-looking statement" constitutes a reaffirmation of that statement.

#### **Additional Information and Where to Find It**

This communication is for informational purposes only and does not constitute an offer to buy or sell or the solicitation of an offer to buy or sell any securities or a solicitation of any vote or approval. This communication relates to the Proposed Transaction. In connection with the Proposed Transaction, Nanometrics filed with the SEC an amendment to the registration statement on Form S-4 on September 6, 2019, which includes a joint proxy statement of Nanometrics and Rudolph that also constitutes a prospectus of Nanometrics. The registration statement was declared effective by the SEC on September 10, 2019, and Nanometrics and Rudolph commenced mailing the joint proxy statement/prospectus to stockholders of Nanometrics and stockholders of Rudolph on or about September 12, 2019. Each of Nanometrics and Rudolph also plan to file other relevant documents with the SEC regarding the Proposed Transaction. No offering of securities shall be made, except by means of a prospectus meeting the requirements of Section 10 of the U.S. Securities Act of 1933, as amended. INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE REGISTRATION STATEMENT, JOINT PROXY STATEMENT/PROSPECTUS AND OTHER DOCUMENTS FILED OR THAT WILL BE FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY CONTAIN OR WILL CONTAIN IMPORTANT INFORMATION THAT STOCKHOLDERS SHOULD CONSIDER BEFORE MAKING ANY DECISION REGARDING THE PROPOSED TRANSACTION. Investors and security holders may obtain free copies of these documents and other documents containing important information about Nanometrics and Rudolph through SEC's website at [www.sec.gov](http://www.sec.gov). Copies of the documents filed with the SEC by Nanometrics are available free of charge on Nanometrics' website at [investor.nanometrics.com](http://investor.nanometrics.com) or by contacting Nanometrics' Investor Relations Department by email at [ir@nanometrics.com](mailto:ir@nanometrics.com) or by phone at (530) 265-9899. Copies of the documents filed with the SEC by Rudolph are available free of charge on Rudolph's website at [investors.rudolphtech.com](http://investors.rudolphtech.com) or by contacting Rudolph's Investor Relations Department by email at [investors@rudolphtech.com](mailto:investors@rudolphtech.com) or by phone at (978) 253-6200.

#### **Participants in the Solicitation**

Nanometrics, Rudolph and certain of their respective directors and executive officers may be deemed to be participants in the solicitation of proxies in respect of the Proposed Transaction. Information about the directors and executive officers of Nanometrics is set forth in Nanometrics' proxy statement for its 2019 annual meeting of stockholders, which was filed with the SEC on April 3, 2019, and Nanometrics' Annual Report on Form 10-K for the fiscal year ended December 29, 2018, which was filed with the SEC on February 25, 2019. Information about the directors and executive officers of Rudolph is set forth in its proxy statement for its 2019 annual meeting of stockholders, which was filed with the SEC on April 2, 2019, and Rudolph's Annual Report on Form 10-K for the fiscal year ended December 31, 2018, which was filed with the SEC on February 15, 2019. Other information regarding the participants in the proxy solicitations and a description of their direct and indirect interests, by security holdings or otherwise, are contained in the joint proxy statement/prospectus and other relevant materials filed or to be filed with the SEC regarding the Proposed Transaction. Investors should read the joint proxy statement/prospectus and other relevant materials carefully before making any voting or investment decisions. You may obtain free copies of these documents from Nanometrics or Rudolph using the sources indicated above.

#### **No Offer or Solicitation**

This communication shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the U.S. Securities Act of 1933, as amended.

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