



**CHARTER FOR THE NOMINATING AND GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS OF NANOMETRICS INCORPORATED**
(as amended on August 22, 2012)

PURPOSE

The purpose of the Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Nanometrics Incorporated (the “Company”) shall be to monitor the composition of the Board to ensure that the Board is able to meet its fiduciary obligations and follow appropriate governance standards by recommending the nomination of directors for service on the Board and its committees and addressing general corporate governance and other related matters.

The 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.

MEMBERSHIP

The members of the Committee will be nominated by, will be appointed by, and will serve at the discretion of, the Board and will consist of at least two (2) members of the Board.

Each member of the Committee will be an independent director in accordance with the rules of the NASDAQ Global Market (“NASDAQ”) and the Securities and Exchange Commission (the “SEC”) (to the extent that such requirements are effective from time to time).

The Board shall designate one member of the Committee as the Committee’s Chairperson.

RESPONSIBILITIES AND AUTHORITY

The Committee shall have the following responsibilities and authority, provided that the Committee may supplement and, except as otherwise required by applicable law or the requirements of NASDAQ, deviate from these activities as requested by the Board:

Board and Committee Nomination and Evaluation

1. Selecting and evaluating candidates for appointment to the Board and its committees and the selection of Board committee chairs, and making such recommendations to the Board;
2. Selecting and evaluating nominees for election to the Board and evaluating proposals of the Board slate for election, and making such recommendations to the Board;
3. Considering stockholder nominees for election to the Board, if any, recommending appropriate action to the Board, and establishing policies and procedures for considering stockholder nominees and facilitating stockholder communications with the Board;
4. Determining, on an annual basis, the desired qualifications, expertise and characteristics of Board members and conducting searches for potential Board members with corresponding attributes;
5. Evaluating the performance of the Board and of individual directors and overseeing the Board performance evaluation process, including conducting surveys of director observations, suggestions and preferences;
6. Evaluating the current composition, organization and governance of the Board and its committees, including an assessment of independence, and determining future requirements and making recommendations to the Board for approval;
7. In accordance with the Company’s Majority Vote Policy, consider the resignation offer of any nominee for director who, in an uncontested election, receives a greater number of “withhold” votes for election than “for” votes, and recommend to the Board the action it deems appropriate to be taken with respect to such offered resignation;

Other Responsibilities and Authority

8. Developing a set of corporate governance principles to be applicable to the Company, periodically reviewing and assessing those principles and their application, and recommending any changes to the Board for approval;
9. Overseeing and implementing, as necessary, director continuing education programs, including compliance with any applicable director continuing education requirements;
10. Conducting a review on succession planning, as necessary, reporting its findings and recommendations to the Board;
11. Review the Company's Code of Business Conduct and Ethics, and make recommendations to the Board;
12. Coordinate and review Board and Committee charters for consistency, conflicts, and adequacy under applicable rules, and make recommendations to the Board;
13. Reviewing the Committee's own charter, structure, processes, performance and membership requirements periodically as circumstances dictate and recommending any proposed changes to the Board for approval; and
14. Performing such other duties as may be requested by the Board.

ADVISORS

The Committee may retain, at the expense of the Company, the services of legal, accounting or other consultants or advisors of its choosing to assist the Committee in the performance of its functions. The Board shall provide for appropriate funding, as determined by the Committee, to compensate any such consultants or advisors retained by the Committee.

MEETINGS AND ACTIONS OF THE COMMITTEE

The Committee will determine its own schedule and will meet as often as it deems appropriate, provided that the Committee shall meet at least one (1) time each year.

The presence of a majority of the members of the Committee shall constitute a quorum. The Committee shall act only by (a) the affirmative vote of the majority of members present at a meeting at which a quorum is present or (b) unanimous written consent.

MINUTES

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

REPORTS

The Committee will provide reports to the Board regarding the Committee's nominations and recommendations for election to the Board and its committees.

The Committee also shall report regularly to the full Board on any issue that the Committee believes should be brought to the attention of the full Board and whenever requested to do so by the Board. Such reports may be made orally or in writing.

COMPENSATION

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

DELEGATION OF AUTHORITY

The Committee may, to the extent permitted under applicable law, the rules of NASDAQ and the SEC, and the Company's Certificate of Incorporation and Bylaws, form and delegate authority to subcommittees when appropriate.

DIRECTOR NOMINATION POLICY

The Committee has been established to serve the interests of the Company and its stockholders. It is the Committee's policy to obtain highly qualified candidates with personal integrity, knowledge, skills, expertise, diversity of experience, the ability to make independent analytical inquiries, an understanding of the Company's business environment and a willingness to devote adequate time and effort to serve as members of the Board.