



## Nominating & Governance Committee Charter

Approved February 15, 2017

### Purpose

The primary focus of the Nominating and Governance Committee (the "Committee") is to oversee the composition and operation of the Board of Directors (the "Board"). The Committee provides assistance to the Board, in the areas of membership selection, committee selection and rotation practices, evaluation of the overall effectiveness of the Board, and review and consideration of developments in corporate governance practices. The Committee's goal is to assure that the composition, practices, and operation of the Board are ethical, contribute to value creation and effectively represent of the Company's stockholders.

### Membership

The Nominating and Governance Committee members will be appointed by, and will serve at the discretion of, the Board of Directors. The Committee shall be composed of at least two Directors. The members of the Committee shall meet the independence requirements of the listing standards of the Nasdaq Stock Market.

### Responsibilities

The responsibilities of the Committee in the areas of Nominating and Corporate Governance are as follows:

#### Nominating Directors for Election or Reelection

- | Assist in developing a Board, which is diverse in nature and provides management with experienced and seasoned advisors in fields related to current or future business directions of the Company;
- | Make recommendations to the Board regarding (i) all nominees for board membership, whether for the slate of director nominees to be proposed by the Board to the stockholders or any director nominees to be elected by the Board to fill interim director vacancies; and (ii) whether to accept or reject a director's resignation, or take other action, in the event an incumbent director fails to receive a majority of the votes cast with respect to his or her reelection at a meeting of the Company's stockholders in an uncontested election, as specified under the Company's Bylaws and Corporate Governance Guidelines;
- | Request and receive an annual resignation letter from each Board Director and new Board Director nominee;
- | Review Director candidates submitted by shareholders;
- | Recommend the appointment of Directors to committees and suggest rotations for chairpersons of committees of the Board as it deems desirable from time to time; and
- | In conjunction with the Chairman and the CEO, assess any changes in a Director's obligations, conflicts, or other circumstances that could negatively impact the Director's ability to serve on the Intevac Board; and request the Board to consider and accept Director's resignation

#### Corporate Governance

- | Regularly review issues and developments related to corporate governance issues, and formulate and recommend governance guidelines to the Board;
- | Make recommendations to the Board regarding committee structure and delegated responsibilities, to be included in the charter of each board committee;
- | Evaluate and recommend any revisions to board and committee meeting policies and logistics;
- | Consider and recommend changes in the size of the Board;
- | On a biennial basis, solicit input from the Board and conduct a review of the effectiveness of the operation of the Board and its committees, including reviewing corporate governance practices and issues, if any;
- | On an annual basis, meet to review the Committee's own performance;
- | On an annual basis review and approve the Corporate Governance Audit and ensure corrective action is taken, if required; and

- | On a biennial basis, review and approve the Director Code of Ethics.
- | On an annual basis review Director Stock Ownership against the guidelines

### **Conflicts of Interest**

- | Consider questions of possible conflicts of interest of members of the Board of Directors and of corporate officers; and
- | Review actual and potential conflicts of interest of members of the Board of Directors and corporate officers, and resolve any such matters.

Additionally, the Committee shall annually review this Charter and recommend any proposed changes to the Board of Directors for approval.

### **Meetings**

The Committee will meet a minimum of twice per year and more frequently as circumstances require.

### **Minutes**

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

### **Reports**

The Committee shall make regular reports to the Board of Directors on the actions and recommendations of the Committee.

### **Compensation**

Member of the Committee may not receive any compensation from the Company, except the fees that they receive for service as a member of the Board of Directors or a committee thereof, if any. Such fees may be in the form of cash or equity compensation, or both, as determined by the Board of Directors.