



**CHARTER FOR THE
NOMINATING AND GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS OF
NANOMETRICS INCORPORATED**
(as adopted by the Board of Directors on March 7, 2007)

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 (the "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.

DIRECTOR NOMINATION POLICY

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

RESPONSIBILITIES AND AUTHORITY

The responsibilities and authority of the Committee shall include:

Board and Committee Nomination and Evaluation

1. Evaluating and making recommendations to the Board concerning the appointment of directors to Board committees, the selection of Board committee chairs, the nominees for election to the Board and its committees and proposals of the Board slate for election;
2. Considering shareholder nominees for election to the Board, if any;
3. Determining, on an annual basis, the desired qualifications, expertise and characteristics of Board members and conducting searches for potential Board members with corresponding attributes;
4. 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;
5. Evaluating the current composition, organization and governance of the Board and its committees, determining future requirements and making recommendations to the Board for approval;

Other Responsibilities and Authority

6. Overseeing and implementing, as necessary, director continuing education programs, including compliance with any applicable director continuing education requirements;
7. Conducting a review on succession planning, as necessary, reporting its findings and recommendations to the Board, and working with the Board in evaluating potential successors to executive management positions;
8. Review and monitor the Company's Code of Business Conduct and Ethics, consider questions of potential and actual conflicts of interest, and review and approve any waivers of the Company's Code of Business Conduct and Ethics;
9. Coordinate and review Board and Committee charters for consistency and adequacy under applicable rules, and make recommendations to the Board for any proposed changes;
10. Reviewing the Committee's own charter, structure, processes, performance and membership requirements;
11. In performing its responsibilities, the Governance Committee shall have the authority to obtain advice, reports or opinions from internal or external counsel and expert advisors; and
12. Performing such other duties as may be requested by the Board.

MEETINGS

The Committee will determine its own schedule and will meet at least one (1) time each year.

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 and regarding such other matters as the Committee may deem appropriate.

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.