

NOMINATING COMMITTEE CHARTER

I. General Statement of Purpose

The Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of Nova Measuring Instruments Ltd. (the “Company”) is responsible for identifying individuals qualified to be appointed as board members, consistent with criteria previously approved by the Board, and recommending to the Board of appropriate director nominees for election at the general meeting of shareholders. The Committee is also responsible for developing and recommending to the Board business conduct and ethics guidelines, applicable to the Company, periodically reviewing such guidelines and recommending any changes thereto, and overseeing the evaluation of the Board and management.

II. Committee Composition

The number of individuals serving on the Committee shall be fixed by the Board from time to time but shall consist of no fewer than three members including at least one of the External Directors of the Company, each of whom shall satisfy the independence standards established pursuant to Listing Rule 5605(a)(2) of The NASDAQ Stock Market Rules.

The members of the Committee shall be appointed by the Board and may be replaced or removed by the Board at any time with or without cause. Resignation or removal of a director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from this committee. Vacancies occurring, for whatever reason, may be filled by the Board. The Board shall designate one member of the Committee to serve as Chairperson of the Committee. All rights available to members of the Committee in their capacities as directors of the Company shall be fully applicable with respect to their service on the Committee or any subcommittee thereof.

III. Meetings

The Committee shall meet not less than once per year in person or by teleconference (using telephone or other communications equipment) by means of which all persons participating in the meeting can hear each other, with any additional meetings as deemed necessary or appropriate by the Committee or the Board. A majority of the members of the Committee shall constitute a quorum for purposes of holding a meeting and the Committee may act by a vote of a majority of members present at such meeting. The Committee may act by unanimous written consent in lieu of a meeting. The Committee shall maintain written minutes, which minutes shall be maintained with the books and records of the Company.

Committee's conclusions or recommendations which are subject to the approval of the Board will be brought to the attention of the directors a reasonable period of time prior to the discussion of such conclusions at the meeting of the Board.

VI. Responsibilities

The Committee's purposes and responsibilities shall be to:

1. Recommend to the Board criteria for board and committee membership, which shall include a description of any specific and minimum qualifications that the Committee believes must be met by a Committee-recommended nominee, and a description of any specific qualities or skills that the Committee believes are necessary for one or more of the Company's directors to possess, and annually reassess the adequacy of such criteria and submit any proposed changes to the Board for approval.
2. Consider director candidates recommended by shareholders.

3. Establish a process for identifying and evaluating nominees for Board membership, including nominees recommended by shareholders.
4. Upon identifying individuals qualified to become members of the Board, consistent with the minimum qualifications and other criteria approved by the Board from time to time, and the Israeli Companies Law, 5759-1999, recommend the director nominees for election at each annual meeting of shareholders; provided that, if the Company is legally required by contract or otherwise to provide third parties with the ability to nominate individuals for election as a member of the Board (pursuant, for example, to the rights of holders of preferred stock to elect directors upon a dividend default or in accordance with shareholder agreements or management agreements), the selection and nomination of such director nominees shall be governed by such contract or other arrangement and shall not be the responsibility of the Committee.

V. Reporting

The Committee will apprise the Board regularly of its decisions and recommendations and of significant developments in the course of performing the above responsibilities and duties. Without derogating from the aforesaid, the Committee shall submit any recommendation or resolution which is subject to Board approval a reasonable time prior to the contemplated Board meeting.

VI. Review

The Committee shall annually review and assess the adequacy of this Charter and recommend any proposed changes to the approval of the Board.

VII. Minutes

The Committee will maintain written minutes of its meetings.

VIII. General

In carrying out its responsibilities, the Committee shall be entitled to rely upon advice and information that it receives in its discussions and communications with management and such expadvisorerents, advisors and professionals with whom the Committee may consult. The Committee shall have the authority to request that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditor or any other professional retained by the Company to render advice to the Company, attend a meeting of the Committee or meet with any members of or advisors to the Committee. The Committee shall also have the authority to engage legal, accounting or other advisors to provide it with advice and information in connection with carrying out its responsibilities and shall have sole authority to approve any such advisor's fees and other retention terms.

IX. Interpretation; Definitions

To the extent any of the provisions included herein is a description or summary of any applicable law or is intended to recite the provisions of any applicable law, then in the event of any inconsistency, contradiction or any other conflict between the provisions herein and the provisions of such applicable law, then the provisions of such applicable law shall prevail and supersede and shall be deemed to constitute an integral part of this charter. In the event that any such provision of applicable law is amended to include any relief or exclusion, then, such relief and exclusions shall be deemed to constitute an integral part of this charter, whether or not such conflict, inconsistency or contradiction arises.

Any references to any law, statute or regulation are to it as amended, supplemented or restated, from time to time (and, in the case of any law, to any successor provisions or re-enactment

or modification thereof being in force at the time); any reference to “law” shall include any supranational, national, federal, state, local, or foreign statute or law and all rules and regulations promulgated thereunder (including, any rules, regulations or forms prescribed by any governmental authority or securities exchange commission or authority); and any reference to “law” shall be read subject to the Company's Articles of Association, as amended from time to time.

AS AMENDED: May 8, 2017