

ORBOTECH LTD.

NOMINATING COMMITTEE CHARTER

The purpose of this Charter is to set forth the composition, duties and responsibilities of the Nominating Committee (the “**Nominating Committee**”) of the Board of Directors (the “**Board**”) of Orbotech Ltd. (the “**Company**”).

I. Mission Statement

The primary purposes of the Nominating Committee are to:

- A. identify individuals qualified to become Board members and recommend such individuals to the Board for nomination for election to the Board; and
- B. make recommendations to the Board concerning committee appointments.

II. Membership

The Nominating Committee shall consist of at least three members, the exact number to be determined from time to time by the Board.

The Nominating Committee’s composition shall meet the independence requirements for nominating/corporate governance committees imposed by the listing standards of The Nasdaq Stock Market (“**Nasdaq**”) and the composition requirements of the Israeli Companies Law, 1999 (the “**Companies Law**”), as in effect from time to time.

For so long as the Company does not opt out of the requirement under the Companies Law to maintain external directors, the Nominating Committee must include at least one external director.

The members of the Nominating Committee shall be appointed by the Board, from among its members, based on the recommendations of the Nominating Committee. Members of the Nominating Committee shall serve until such member’s successor is duly appointed and qualified or until such member’s resignation or removal by the Board or until such time as such member ceases to serve as a director for any other reason.

III. Authority and Responsibilities

The Nominating Committee shall have the following specific authorities and responsibilities (in addition to any others that the Board may from time to time delegate to the Nominating Committee):

- A. Board Nominees; Nominating Committee Appointments; Continued Service
 - (i) The Nominating Committee shall determine the criteria, objectives and procedures for selecting Board members. The Nominating Committee shall consider factors such as independence, diversity, age, integrity, skills, expertise, breadth of experience, values, ethical standards,

business judgment, knowledge about the Company's business or industry and willingness to devote adequate time and effort to Board responsibilities in the context of the existing composition and needs of the Board and its committees. In recommending a candidate for appointment as an external director to the Board, the Nominating Committee shall consider any qualifications required pursuant to the Companies Law.

- (ii) The Nominating Committee shall actively seek individuals qualified to become members of the Board and recommend such individuals to the Board for nomination for election to the Board by the shareholders or for appointment by the Board to fill a vacancy. The Nominating Committee shall also review potential candidates for the Board suggested to it (or the Company), including potential candidates suggested by shareholders, and report to the Board regarding the results of such review.
- (iii) The Nominating Committee shall review all nominations for re-election of Board members and report to the Board regarding the results of such review.
- (iv) The Nominating Committee shall identify Board members qualified to fill any vacancies on a committee of the Board (including the Nominating Committee) and recommend that the Board appoint the identified member or members to the respective committee. In recommending a candidate for appointment to a committee, the Nominating Committee shall consider any required qualifications as set forth in the committee's charter, the needs of the committee in light of its purpose and responsibilities and the existing composition of the committee, the benefits of periodic rotation of committee members and any other factors the Nominating Committee deems appropriate.
- (v) The Nominating Committee shall review the appropriateness of continued service on the Board of members whose circumstances, including business or professional affiliations or responsibilities, have changed.
- (vi) When considering the nomination (including for re-election) of members to the Board, the Nominating Committee shall review such nominees' positions and interests in other companies or firms, in order to identify any conflicts or potential conflicts of interest and other matters of relevance and make recommendations to the Board as to whether these positions and, if any conflicts of interest are identified, whether these conflicts of interest, should be authorized. In addition, members of the Board should notify and consult with the Nominating Committee or its chairperson in advance of accepting new positions to determine and to consider other relevant considerations.

B. Evaluation

The Nominating Committee shall, at least annually, and otherwise in such manner as it deems appropriate, review and reassess the adequacy of this Charter and submit its conclusions from such review, including any recommendations for change, to the Board for review, discussion and (where relevant) approval by the Board.

C. Retention of Consultants and Advisors; Investigations

- (i) The Nominating Committee shall have the authority to retain and terminate any search firm to be used to identify director candidates, including the authority to approve the search firm's fees and other retention terms.
- (ii) The Nominating Committee shall have the authority, without having to seek Board approval, to obtain, at the expense of the Company, advice and assistance from internal or external legal, accounting or other advisors as it deems advisable.
- (iii) The Nominating Committee shall have the authority to conduct or authorize investigations into or studies of any matters within the Nominating Committee's scope of responsibilities.

IV. Structure and Operations

The Board shall designate one member of the Nominating Committee to act as its chairperson, provided, that if the Board does not so designate a chairperson, the members of the Nominating Committee may designate a chairperson. The Nominating Committee shall meet, in person or telephonically, as often and at such times and places, as determined by the Nominating Committee chairperson, with further actions to be taken by unanimous written consent when deemed necessary or desirable by the Nominating Committee or its chairperson. The chairperson, with input from the other members of the Nominating Committee and, where appropriate, management, shall set the agendas for Nominating Committee meetings.

The quorum necessary for the transaction of business shall be a majority of the Nominating Committee members entitled to participate and vote with respect thereto.

Only members of the Nominating Committee have the right to attend Nominating Committee meetings. However, the Nominating Committee may request that any directors, officers or other employees of the Company, or any other persons whose advice and counsel are sought by the Nominating Committee, attend any meeting of the Nominating Committee to provide such pertinent information as the Nominating Committee requests. The Nominating Committee may exclude from its meetings any persons it deems appropriate.

The Nominating Committee may form and delegate authority to subcommittees (consisting of Nominating Committee members only).

The Nominating Committee shall maintain minutes or other records of its meetings and shall give regular reports to the Board on these meetings and such other matters as required by the Companies Law, this Charter or as the Board shall from to time specify. Reports to the Board may take the form of oral reports by the chairperson of the Nominating Committee or any other member of the Nominating Committee designated by the Nominating Committee to give such report.

Except as expressly provided in this Charter, the Company's Articles of Association or as required by law, regulation or Nasdaq listing standards, the Nominating Committee shall set its own rules of procedure.

Last amended on February 14, 2018