

**CHARTER OF THE NOMINATING AND
GOVERNANCE COMMITTEE OF
THE BOARD OF DIRECTORS OF
KLA-TENCOR CORPORATION**

As amended on November 2, 2016

I. PURPOSE

The Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of KLA-Tencor Corporation (the “Company”) shall provide assistance to the Board in fulfilling its responsibility to its stockholders, potential stockholders and investment community by:

- A. Identifying individuals qualified to become directors and recommending to the Board the director nominees for election to the Board;
- B. Developing and maintaining a set of corporate governance standards applicable to the Board;
- C. Overseeing the evaluation of the Board and ensuring that the Board is properly constituted to meet its fiduciary obligations to the Company and its stockholders and that the Company has and follows appropriate governance standards;
- D. Reviewing and evaluating stockholder proposals properly submitted to the Company; and
- E. E. Otherwise taking a leadership role in shaping the corporate governance of the Company.

II. MEMBERSHIP

The Committee shall be comprised of no fewer than three members of the Board, each of whom shall meet the independence requirements of the NASDAQ Stock Market, or of such other stock exchange on which the Company’s securities may be traded.

III. STRUCTURE AND PROCESSES

- 1. Appointment and Removal. Each member of the Committee shall be appointed by the Board and shall serve until such member's successor is duly elected and qualified or until such member's earlier resignation or removal. The members of the Committee may be removed, with or without cause, by a majority vote of the Board.
- 2. Chairman. Unless a Committee Chairman is elected by the full Board, the members of the Committee shall designate a Committee Chairman by majority vote of the full Committee membership. The Committee Chairman will chair all regular sessions of the Committee and set the agendas for Committee meetings. The Committee Chairman shall be entitled to cast a vote to resolve any ties.

3. Meetings. The Committee shall meet at least twice annually, or more frequently as circumstances dictate. A majority of the members of the Committee shall constitute a quorum sufficient for the taking of any action by the Committee, and the vote of a majority of the Committee members present at a meeting at which a quorum is present shall be the act of the Committee, unless in either case a greater number is required by this charter. The Chairman of the Board or any member of the Committee may call meetings of the Committee. All meetings of the Committee may be held telephonically. All non-management directors that are not members of the Committee may attend meetings of the Committee but may not vote. Additionally, the Committee may invite to its meetings any director, employees of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.
4. Delegation to Subcommittees. In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee.

IV. RESPONSIBILITIES AND DUTIES

The following functions shall be the common recurring activities of the Committee in carrying out its purpose outlined in Article I of this charter (“Charter”). These specified functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time related to the purpose of the Committee outlined in Article I of this Charter.

The Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate and shall have the authority to retain outside counsel or other experts for this purpose, including the authority to approve the fees payable to such counsel or experts and any other terms of retention, with funding provided by the Company. The Committee shall also have reasonable access to the Company’s personnel and documents as necessary to carry out its responsibilities.

Board Selection, Composition and Evaluation

1. Evaluate, at least annually, the composition, organization and governance of the Board and its committees, determine future requirements and make recommendations to the Board for approval.
2. Establish criteria for the selection of new directors to serve on the Board.
3. The Committee’s standard practice is to engage a third party search firm to identify a slate of individuals believed to be qualified, based on the Committee’s criteria, as potential candidates to serve on the Board from which the Committee will determine which individuals to recommend to the Board as appropriate candidates for directorship. In determining candidates for membership on the Board, the Committee shall take into account all factors it considers appropriate, which may include strength

of character, mature judgment, career specialization, relevant technical skills, diversity and the extent to which a candidate would fill a present need on the Board.

4. Identify, review and recommend to the Board for approval all nominees to become members of the Board by appointment or to be proposed by the Board for election by the stockholders, or determine whether members of the Board should be nominated to stand for re-election. Consider matters relating to the retirement of Board members, including term limits or age caps.
5. Conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates. In that connection, the Committee shall have sole authority to retain and to terminate any search firm to be used to assist it in identifying candidates to serve as directors of the Company, including sole authority to approve the fees payable to such search firm and any other terms of retention, with funding provided by the Company.
6. Consider questions of independence and possible conflicts of interest of members of the Board and executive officers, as well as monitoring and safeguarding the independence of the Board, ensuring that a majority of the Board continues to be independent. In that connection, the Committee shall annually review the independence of the Board and its committees and recommend to the Board director independence determinations made with respect to continuing and prospective directors.
7. Review and make recommendations to the Board, as the Committee deems appropriate, regarding the composition and size of the Board in order to ensure the Board has the requisite expertise and its membership consists of persons with sufficiently diverse and independent backgrounds.
8. Evaluate and determine whether to recommend to the Board the termination of membership of individual directors in accordance with the Company's corporate governance standards for cause or for other appropriate reasons, such as for changes of employment status and the attainment of retirement age.
9. Promptly consider the tendered resignation of a member of the Board who does not receive a majority of votes cast and recommend to the Board whether to accept or reject it or take some other appropriate action, taking into account any stated reasons why stockholders withheld votes and any other factors which the Committee determines in its sole discretion are relevant to such decision.

Committee Selection, Composition and Evaluation

10. Identify, evaluate and recommend to the Board the members of the Board to serve on the committees of the Board, giving consideration to the criteria for service on each committee as set forth in the charter for such committee, the general policies regarding Board committees in the Company's corporate governance standards and any other factors the Committee deems relevant, and where appropriate, make recommendations to the Board regarding the removal of any member of any committee.

11. Recommend to the Board members of the Board to serve as the Chair of the committees of the Board.
12. Establish, monitor and recommend the purpose, structure and operations of the various committees of the Board, the qualifications and criteria for membership on each committee of the Board and, as circumstances dictate, make any recommendations to the Board regarding periodic rotation of directors among the committees and impose any term limitations of service on any Board committee.
13. Evaluate, at least annually, the charter and composition of each committee of the Board and make recommendations to the Board for the creation of additional committees or the elimination of Board committees.

Director Education

14. Confer with management regarding the appropriate orientation processes for new directors and continuing education program to members of the Board, as and when the Committee deems appropriate.

Corporate Governance

15. Consider the adequacy of the certificate of incorporation and by-laws of the Company and recommend to the Board, as conditions dictate, that it propose amendments to the certificate of incorporation and by-laws.
16. Review, at least annually, the set of corporate governance standards approved by the Board and keep abreast of developments with regard to corporate governance to make recommendations to the Board in light of such developments as may be appropriate.
17. Consider policies relating to meetings of the Board. This may include meeting schedules and locations, meeting agendas and procedures for delivery of materials in advance of meetings.
18. Review the disclosures included in the Company's proxy statement regarding the Company's director nomination process and other corporate governance matters.
19. Assist the Board in oversight and monitoring of governance-related risks, such as those related to Board independence, conflicts of interest, and management and director succession planning.

Lead Independent Director Duties and Responsibilities

20. If the Board appoints a lead independent director because the Chief Executive Officer or another employee of the Company is serving as the Chairman of the Board, the Committee shall determine appropriate duties and responsibilities to be delegated to the lead independent director, including presiding at all meetings of the Board at which the Chairman is not present (including executive sessions of the independent directors), serving as a liaison between the Chairman and the independent directors, and approving agendas for the Board.

Management Continuity Plan and CEO Succession Planning and Evaluation Process

21. Oversee the effectiveness of the Board's processes with respect to (a) management continuity planning and (b) Chief Executive Officer succession and evaluation.

Stockholder Proposals

22. Review and evaluate stockholder proposals that are properly submitted to the Company for consideration. Determine, with the assistance of outside advisors, if such stockholder proposals are in the best interests of the stockholders and, following such determination, make recommendations to the Board as to an appropriate course of action with respect to such stockholder proposals.

Reports

23. Report regularly to the Board (i) following meetings of the Committee, (ii) with respect to such other matters as are relevant to the Committee's discharge of its responsibilities and (iii) with respect to such recommendations as the Committee may deem appropriate. The report to the Board may take the form of an oral report by the Committee Chairman or any other member of the Committee designated by the Committee to make such report.
24. Keep written minutes of the Committee's meetings and deliver copies of the minutes to the corporate secretary for inclusion in the corporate records. The Company's General Counsel or his or her designee shall attend all Committee meetings and shall keep minutes of such meetings. The minutes of such meetings will be approved by the Committee as promptly as practicable and then will be communicated to the appropriate Company stakeholders.

V. ANNUAL PERFORMANCE EVALUATION

The Committee shall coordinate a review and evaluation, at least annually, of the performance of the Board and each of its committees, including by reviewing the compliance of the committees with their respective charters. In addition, the Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Committee considers necessary or valuable. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.

VI. COMPENSATION

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

Members of the Committee may not receive any compensation from the Company except the fees and other compensation that they receive for service as a member of the Board or any committee thereof.