

## INTEVAC CORPORATE GOVERNANCE GUIDELINES

APPROVED FEBRUARY 12, 2020

### PURPOSE:

The Purpose of the Board of Directors is to oversee the CEO and other senior Company management to assure the competent and ethical operation of the Company. To satisfy the requirements of this Purpose, the Directors will take a proactive, focused approach to their duties and maintain the highest ethical standards.

The Company's governance structure is designed to guaranty principled actions, effective decision-making, and appropriate monitoring of both compliance and performance.

### DIRECTOR QUALIFICATIONS:

The Board shall have a majority of Directors who meet the criteria for independence established by the Nasdaq and SEC rules. Any member of the Board of Directors may suggest Director candidates. The Company will also consider Director candidates suggested by shareholders in accordance with its Policy on Director Nominations Put Forth by Shareholders. The Nominating and Governance Committee will evaluate candidates considering the appropriate skills and characteristics required of Board members as well as the composition of the Board as a whole. This assessment will include members' qualification as independent, as well as consideration of diversity, skills, and experience in such areas as operations, technology, finance, marketing, manufacturing and the general needs of the Board. The Nominating and Governance Committee will initially nominate a proposed candidate for a seat on the Board of Directors. Thereafter, the vote on the candidate will take place at the Annual Shareholders meeting. Except with respect to a candidate appointed to the Board to fill a vacancy, a candidate can only become a Director upon obtaining the approval of a majority of the shareholders. The Board, together with the Chair of the Board, should extend the actual invitation to the successful candidate to join the Board. A Director shall be elected for a term that extends to the next Annual Shareholders meeting.

The Board shall consist of between five (5) and nine (9) Directors. The Board will review, from time to time, the appropriateness of its size. On occasion, the Board may properly consider changing the number of Directors in order to accommodate outstanding candidates or the changing needs of the Company.

The Board will have the opportunity to review the appropriateness of the continued service of Directors who change the outside positions or responsibilities that they held when they were initially elected to the Board. Each Director must ensure that other existing and anticipated future commitments are not in conflict with the Company's *Director Code of Ethics*.

The Board believes that term limits are, on balance, not the best way to maximize the effectiveness of the Board. While terms limits would likely introduce fresh perspectives and make new viewpoints available to the Board, they may have the countervailing effect of causing the loss of the benefit gained from the contributions of directors who have developed, over time, increasing insight into the Company.

#### **DIRECTOR RESPONSIBILITIES:**

The fundamental role of a Director is to exercise business judgment and to act in the best interests of the Company and its shareholders. In fulfilling the fundamental role, a Director should generally be able to rely upon the honesty and integrity of the Company's senior management and expert legal, accounting, financial and other advisors. A Director shall have the benefit of directors' and officers' liability insurance, maintained and paid by the Company, to indemnify each Director to the fullest extent permitted under and consistent with the Company's charter and Delaware law. Additionally, a Director is entitled to exculpation as provided by Delaware law and the Company's charter.

Directors are expected to rigorously prepare for, attend and participate in all Board and applicable Committee meetings, and to meet as often as necessary to properly discharge their obligations. Information and data that is important to the Board's understanding of the business to be conducted at a Board or Committee meeting should generally be distributed in writing to the requisite Directors prior to the meeting, so that Board's or Committee's time may be effectively used and discussion focused on questions that the Board has about the information and data. However, particularly sensitive subject matter(s) may be discussed at a meeting without the advance distribution of written materials.

The roles of Chief Executive Officer and Chair of the Board shall remain separate and cannot be held by the same person at the same time.

The Chair of the Board will establish the agenda for each Board meeting, and the Secretary will distribute it in advance to the Board. At the beginning of each year the Chair will, to the extent foreseeable and practicable, set a schedule of agenda items to be discussed during the year. A Director may suggest the inclusion of items on the agenda, and during a meeting may raise subjects that do not appear on that meeting's agenda.

During at least one meeting per year, the Board will review the Company's long-term strategic plans and any big-picture challenges encountered by the Company in executing its strategic plans. .

On a quarterly basis, the Board shall schedule a separate meeting to be attended only by the outside Directors. To the extent that the Chair of the Board is not an outside Director, a Lead Independent Director will be selected by the outside

directors to chair the outside Director meetings and to execute any duties that the outside Directors have designated the Lead Independent Director to perform.

#### **BOARD COMMITTEES:**

An Audit Committee, Compensation Committee, and Nominating and Governance Committee of the Board shall exist at all times. All of the members of these committees will meet the criteria for independence established by the Nasdaq Stock Market. The members of these committees will also meet the other membership criteria specified in the respective charters for these committees. The Nominating and Governance Committee shall recommend Committee members, in accordance with the charter and principles of that committee, and the Board will appoint the committee members and designate one member of each committee as its Chair. The Board shall appoint or re-appoint the committee members annually. All Committee members shall serve at the discretion of the Board.

Each committee shall have its own written charter, which shall comply with applicable Nasdaq and SEC rules. The charters set forth the principles, policies, objectives and responsibilities of the committees. The charters shall provide that each committee will meet to review its charter and its performance at least once a year. Committee charters and revisions thereto shall be approved by the Board.

The Chair of each committee will, in consultation with the committee members and members of management, and, in accordance with the committee's charter, determine the frequency and length of committee meetings and develop the committee's agenda. At the beginning of the year each committee will establish a schedule of agenda subjects to be discussed during the year (to the extent these can be foreseen). The schedule for each committee will be furnished to the full Board to the extent practicable.

The Board and each committee shall have the authority to obtain advice, reports or opinions from internal and external counsel and expert advisors and shall have the power to hire independent legal, financial and other advisors as they may deem necessary, without consulting with, or obtaining approval from, any officer of the Company in advance.

The Board may form new committees, as it deems appropriate.

#### **DIRECTOR ACCESS TO OFFICERS AND EMPLOYEES:**

The Board shall have complete access to all Company officers and employees. A Director may schedule a meeting or contact directly any Company officer or employee, or such contact may also be arranged by the CEO or other Company officer. A Director shall use their best judgment to ensure that any such contact or communication is not disruptive to the business operations of the Company.

The Board welcomes the attendance of senior officers at each board meeting; *provided* that the Board will meet regularly in executive session without members of management present. The Board also encourages management to schedule managers to present at board meetings who may provide additional insight into the items being discussed or possess potential to which management believes the Board should be exposed.

#### **BOARD EVALUATION:**

On at least a biennial basis, the Board of Directors, either directly or through the Nominating and Governance Committee, will formally review its performance during the prior period. This assessment will focus upon areas in which the Board and/or management believe should be improved to increase the effectiveness of the Board.

#### **DIRECTOR COMPENSATION:**

The Compensation Committee will conduct an annual review of Director compensation; both form and amount, and will make a recommendation on Director compensation for approval by the Board of Directors in accordance with the Compensation Committee Charter.

#### **DIRECTOR ORIENTATION AND CONTINUING EDUCATION:**

The Company will have an orientation program for new Directors. The orientation program will include the following Company subject matter: business strategies; finance and accounting systems and risk management controls; the code of business conduct and methods and compliance programs; and the internal and independent auditing process. The Orientation should include an introduction to the Company's senior management, and may include visits to the Company's significant facilities. Further, the Company encourages Directors to participate in continuing education programs focused on the legal and ethical responsibilities of Board members.

#### **MAJORITY VOTING; ADVANCE TENDER OF RESIGNATION AS PREREQUISITE TO DIRECTOR NOMINATION:**

In accordance with the Company's Bylaws, in any uncontested election of Directors (i.e., one in which the number of candidates for election does not exceed the number of Directors to be elected), a nominee for election or reelection to the Board must receive more votes cast with respect to his or her candidacy in order to be elected or reelected to the Board. It is expected that a Director will tender his or her resignation where that Director failed to receive a majority of the votes cast for reelection in an uncontested election. The Board shall nominate for election or reelection as director only those candidates who agree to tender, promptly following each stockholders' meeting at which they are elected or reelected as a director after

March 9, 2012, irrevocable resignations that will be effective upon:

(i) the failure of such director to receive the required vote at any future stockholders' meeting at which he or she faces reelection that is an uncontested election, and

(ii) the Board's acceptance of such resignation.

In addition, the Board shall fill Director vacancies and new directorships only with candidates who agree to tender, promptly following their appointment to the Board, the same form of resignation in accordance with this Board policy.

If an incumbent Director fails to receive the required majority vote for reelection, the Nominating and Governance Committee shall, on an expedited basis, recommend to the Board to accept or reject such director's resignation, or whether other action should be taken, and shall submit such recommendation to the Board for its prompt consideration. The Board shall consider such recommendation of the Nominating and Governance Committee and either accept or reject such resignation or take such other action as it deems in the best interests of the Company and its stockholders. The Nominating and Governance Committee and the Board shall be entitled to consider any factors they deem relevant in deciding whether to accept or reject a director's resignation or take other action. Any director whose resignation is under consideration shall abstain from participating in any decision of the Nominating and Governance Committee or the Board itself regarding that resignation.