

## CODE OF CONDUCT

### 1. Introduction

This code of conduct (this “Code”) covers a wide range of business practices and procedures. It does not cover every issue that may arise, but it sets out basic principles to guide all directors, officers and employees of Nova Measuring Instruments Ltd. and its subsidiaries (the “Company”). All of our directors, officers, service providers and employees must conduct themselves in accordance with this Code and seek to avoid even the appearance of improper behavior. If a law conflicts with a policy in this Code, you must comply with the law.

If you are in a situation which you believe may violate or lead to a violation of this Code, you should follow the guidelines described in Section 18 of this Code.

### 2. Compliance with Laws, Regulations and Company Policies

Obedying the law, both in letter and in spirit, is the foundation on which the Company's ethical standards are built. All of our directors, officers, service providers and employees must respect and obey the laws of the cities, states and countries in which the Company operates.

In addition, all of our directors, officers, service providers and employees must comply with applicable Company policies, as they may exist and amended from time to time.

### 3. Conflicts of Interests

A “conflict of interests” exists when a person's private interests interfere in any way with the interests of the Company. A conflict situation can arise when an employee, officer or director takes actions or has interests that may make it difficult to perform his or her work for the Company objectively and effectively. A conflict of interests may also arise when an employee, a service provider, an officer or director, or member of his or her family, receives and accepts improper personal benefits or gifts as a result of his or her position in the Company. Loans to, or guarantees of obligations of, directors, officers, service providers and employees and their family members may also create a conflict of interests.

To avoid a conflict of interests, directors are expected to disclose to their fellow directors any personal interest they may have in a matter which comes before the board of directors and to abstain from participating in any decision in which there is, or could be, a conflict between their personal interests and the interests of the Company. In addition, directors and officers must comply with the Company's Procedure for Identifying Interested Party Transactions.

It is a conflict of interests for a Company employee, service provider or officer to work simultaneously for a competitor, client or vendor or to take part in any activity that enhances or supports a competitor's position. Employees, service providers or officers are not allowed to work or provide services for a competitor in any capacity. The best policy

is to avoid any direct or indirect business connection with our clients, vendors or competitors, except on our behalf.

Conflicts of interest are prohibited as a matter of Company policy, except as may be approved by the board of directors. Any employee, service provider or officer who becomes aware of a conflict of interests or a potential conflict of interests should bring it to the attention of a manager or other appropriate management personnel or consult the procedures described in Section 18 of this Code.

#### **4. Insider Trading**

Employees, service providers, officers and directors who have access to confidential information are not permitted to use or share that information for stock trading purposes or for any other purpose except for facilitating the conduct of our business. All non-public information about the Company should be considered confidential information. To use non-public information for personal financial benefit or to “tip” others who might make an investment decision on the basis of this information is not only unethical, but also illegal. In order to assist with compliance with laws against insider trading, the Company has adopted a specific policy governing inside information and securities trading by Company personnel. This policy shall be distributed to every employee, officer and director.

#### **5. Corporate Opportunities**

Employees, service providers, officers and directors are prohibited from using for their personal benefit, or from transferring to any third party, any opportunities that they may become aware of through the use of corporate property, information or position without the consent of the board of directors. No employee or officer may use corporate property, information, or positions for improper personal gain. Employees, service providers, officers and directors owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

#### **6. Competition and Fair Dealing; Gifts**

The Company seeks to outperform our competition fairly and honestly. Stealing proprietary information, possessing trade secrets that were obtained without the owner's consent, or inducing such disclosures by past or present employees of other companies is prohibited. Each employee or service provider should endeavor to respect the rights of, and deal fairly and lawfully with, the Company's clients, vendors, competitors and employees. No employee or service provider should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other intentional unfair-dealing practice.

The purpose of business meals, entertainment and gifts in a commercial setting is to create good will and sound working relationships, not to gain unfair advantage with clients. Without derogating from the provisions of this Code, no gift, entertainment, meal or any payment should ever be offered, given, provided or accepted by any Company employee, service provider, agent or family member thereof unless it is: (1) not a cash gift; (2) consistent with customary business practices; (3) not excessive in value and in no event, unless approved by the board of directors, of a value exceeding \$200 as provided in the Company's Anti-Bribery Policy and Guidelines; (4) not intended or cannot be construed as a bribe or payoff, or for an improper purpose such as influencing the person to grant or

maintain business with the Company or provide the Company with an improper business advantage; (5) not in violation of any laws or regulations, including without limitation the U.S. Foreign Corrupt Practices Act (the “FCPA”) and the Israeli Penal Code, 5737-1977 (the “Israeli Penal Law”); and (6) otherwise compliant with more detailed guidance provided in the Company's Anti-Bribery Policy and Guidelines. If uncertain regarding appropriateness, employees, service providers and officers should discuss with their managers or other appropriate management personnel any such gift, entertainment, meal or other payment.

## **7. Business Inducements**

Sales-related commissions, rebates, discounts, credits and allowances are customary business inducements; however, careful attention should be paid in order to avoid illegal or unethical payments to gain an unfair advantage with clients and to ensure compliance with various pricing, currency exchange controls and tax regulations. Such payments must be reasonable in value, competitively justified, properly documented and directed toward the business entity and the country in which the original sales or services were made or rendered. They should not be directed to individual officers, employees or agents of such entities or to a related entity. They should be made only in the country of such entity's place of business. Similarly, commission payments related to Company purchases of goods and services should be made only to the seller or provider in the country of their place of business, or in the country in which the product was delivered or service rendered.

## **8. Antitrust**

The Company's global activities are subject to the antitrust laws of various countries. In general, antitrust laws prohibit agreements or actions that may restrain trade or reduce competition. Violations include agreements among competitors to fix or control prices; to boycott specific suppliers or customers; to allocate products, territories or markets; or to limit the production or sale of products. Care must be exercised to ensure that any activities with representatives of other companies are not viewed as a violation of any of these laws.

## **9. Discrimination and Harassment**

The diversity of the Company's employees is a tremendous asset. The Company is firmly committed to providing equal opportunity in all aspects of employment and will not tolerate any illegal discrimination or harassment of any kind. Examples include derogatory comments based on racial or ethnic characteristics and unwelcome sexual advances. Employees, service providers, officers and directors must comply with applicable Company policies regarding employment discrimination and sexual harassment.

## **10. Health and Safety**

The Company strives to provide each employee with a safe and healthy work environment. Each employee is responsible for maintaining a safe and healthy workplace for all employees by following safety and health rules and practices and reporting accidents, injuries and unsafe conditions.

Violence and threatening behavior are strictly forbidden. Employees should arrive to work in a condition suitable to performing their duties, free from the influence of illegal substances or alcohol. The use of illegal substances in the workplace will not be tolerated.

All employees must comply with applicable Company policies prohibiting alcohol and substance abuse in the workplace.

## **11. Business Information and Records**

The Company requires honest and accurate recording and reporting of information in order to make responsible business decisions. In the performance of their duties, employees are prohibited from knowingly misrepresenting facts. For example, only the true and actual number of hours worked should be reported and business expense accounts must be documented and recorded accurately.

It is of critical importance that the Company's filings with the Securities and Exchange Commission, the Israel Securities Authority and other public disclosures be accurate and timely. To that end, all of the Company's books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect the Company's transactions and must conform both to applicable legal requirements and to the Company's system of internal controls. Unrecorded or "off the books" funds or assets should not be maintained unless permitted by applicable law or regulation, with the full knowledge and consent of the Audit Committee of the Company's board of directors. Such requirements are also part of the FCPA.

Business records and communications often become public, and the Company's directors, office holder and employees should avoid exaggeration, derogatory remarks, guesswork, or inappropriate characterizations of people and companies that can be misunderstood. This applies equally to e-mail, internal memos, and formal reports. Records should always be retained or destroyed according to the Company's record retention policies. In the event of litigation or governmental investigation involving Company records, consult the Company's Chief Financial Officer ("CFO").

## **12. Public Filings**

The Company is committed to providing its shareholders with complete and accurate information about its financial condition and results of operations as required by the applicable securities laws of the United States and the State of Israel. It is the Company's policy that the reports and documents it files with or submits to the Securities and Exchange Commission, and any earnings releases and similar public communications made by the Company, include fair, timely and understandable disclosure. Officers, employees and designated agents who are responsible for the aforementioned filings and disclosures, including the Company's principal executive, financial and accounting officers and the Company's Secretary, must use reasonable judgment and perform their responsibilities honestly, ethically and objectively in order to ensure that this disclosure policy is fulfilled.

## **13. Confidentiality**

Directors, officers and employees must maintain the confidentiality of confidential information entrusted to them by the Company or its clients, except when disclosure is required by laws or regulations and then only with the full knowledge and approval of the Company's CFO or Chief Executive Officer ("CEO"). Confidential information includes but is not limited to all non-public information that might be of use to competitors, or harmful to the Company or its clients, if disclosed. It also includes information that vendors and clients have entrusted to us. The obligation to preserve confidential information

continues even after employment ends. For the avoidance of doubt, this Section shall not limit any of the Company's directors, officers or employees from providing the Securities and Exchange Commission with information that relates to a possible violation by the Company of U.S. securities laws (including any rules or regulations thereunder) that has occurred, is ongoing, or is about to occur.

#### **14. Protection and Proper Use of Company Assets**

All employees should endeavor to protect the Company's assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on the Company's profitability. Any suspected incident of fraud or theft should be immediately reported for investigation. Company equipment should not be used for non-Company business, though incidental personal use may be permitted.

The obligation of employees to protect the Company's assets includes its proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business, marketing and service plans, client information, pricing information, databases, records, salary information and any unpublished financial data and reports. Unauthorized use or distribution of this information violates Company policy. It could also be illegal and result in civil or even criminal penalties.

#### **15. Payments to Government Personnel**

The FCPA, as well as the Israeli Penal Law, strictly prohibit providing anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or retain business.

The prohibited payments (anti-bribery) provisions of the FCPA are designed to prohibit: (i) Companies registered in the U.S., (ii) other U.S. domestic concerns and (iii) any other persons and entities acting while in the territory of the United States, from using the mails or any instrumentality of interstate commerce corruptly in furtherance of an offer, payment or promise to pay or provide anything of value to officials of a foreign government, public international organization or foreign political party, or (with knowledge or belief that it will go to someone in any such class of recipients) to any person for purposes of influencing official acts (including failures to act) in order to assist in obtaining or retaining business or to secure any improper advantage. This does not require that the official actually misuse his or her position, but only that the payor intended such a result in consideration for a thing of value provided.

Under the Israeli Penal Law, it is a felony to bribe an Israeli or foreign public official, and a bribe consists of the provision of money or other item of value, including services or benefits, in consideration of an act or omission, refraining from acting, delaying, accelerating, prioritizing or discriminating on the part of a public official. The payment may be for a certain action or to cause a general prejudice, either by the recipient of the bribe or for him to influence another person. The payment may be made in order to perform or deviate from a public official's duty. The payment may be provided by the payer of the bribe or by another, to either the recipient of the bribe or to another on behalf of the recipient, and may occur before or after the act. The recipient may have the power to act or merely provide a service, and such power or service may be permanent or temporary,

general or ad-hoc, with or without pay, voluntary or obligatory. Moreover, success is not required – a request or suggestion of bribery, or an offer of bribery, even if rejected, is enough to constitute the act of bribery.

In addition, the U.S. government has a number of laws and regulations regarding business gratuities which may be accepted by U.S. government personnel. The promise, offer or delivery to an official or employee of the U.S. government of a gift, favor or other gratuity in violation of these rules would not only violate Company policy but could also be a criminal offense. U.S. state and local governments, as well as foreign governments, may have similar rules.

It is strictly prohibited to make illegal payments to government officials of any country, either directly or indirectly, through a Company employee, service provider or agent.

For more details regarding the Company's policies in this area, employees and directors should consult the Company's Anti-Bribery Policy and Guidelines.

## **16. Political Contributions**

No Company employee, service provider, officer or director is authorized to make a political contribution on behalf of the Company or in the Company's name, or to use his or her position with the Company to solicit contributions from the Company's vendors.

The Company's policy regarding political contributions applies to the use of Company assets and is not intended to discourage or prevent individuals from engaging in political activities on their own time and at their own expense.

Since work time can be considered a contribution, however, no employee may work for any candidate during hours for which he or she is being paid by the Company. Covered Persons may make political contributions to political parties or candidates to the extent that political contributions are permitted under local law. However, prior to engaging in any political activity in a country outside of Israel, including the provision of political contributions, it is recommended that employees consult with the CBO or CFO.

The Company's policy regarding political contributions does not prohibit the Company from supporting the legitimate lobbying efforts of a trade association of which the Company is a member.

## **17. Waivers of the Code of Business Conduct and Ethics**

Any waiver of this Code for executive officers or directors may be made only by the board of directors and will be promptly disclosed as required by law, Tel Aviv Stock Exchange Ltd., Nasdaq or any applicable stock exchange rule.

## **18. Reporting any Illegal or Unethical Conduct**

It is the policy of the Company not to allow retaliation for reports of illegal or unethical conduct by others made in good faith by employees. Employees are expected to cooperate in internal investigations of misconduct.

For more details, employees should consult the Company's Complaint Procedure, which describes the Company's procedures for the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal control, auditing,

ethical and other business management matters. Any employee may submit a complaint regarding such matters without fear of dismissal or retaliation of any kind.

Such complaints may be submitted to the Company's Compliance Officer, directly to the Chairman of the Audit Committee of the Company's board of directors, or to the Company's Secretary, as follows:

- (i) Audit committee of the Company's board of directors at:  
[Nova-Audit-Committee@novameasuring.com](mailto:Nova-Audit-Committee@novameasuring.com) or anonymously and confidentially at the Company's portal at the Legal and Corporate Governance Section.
- (ii) Company Secretary/Compliance Officer at:  
[nova-compliance@novameasuring.com](mailto:nova-compliance@novameasuring.com) or anonymously and confidentially at the Company's portal at the Legal and Corporate Governance Section.

Employees and service providers are required to talk with their managers or other appropriate management personnel about any observed illegal or unethical behavior and, when in doubt, about the best course of action in a particular situation. However, in some situations it is difficult to know if a violation has occurred. Since the Company cannot anticipate every situation that will arise, it is important to know how to approach a new question or problem. The following are the Company's compliance procedures for employees and officers and directors:

#### Employees and service providers

- Make sure you have all the facts. In order to reach the right solutions, we must be as fully informed as possible.
- Clarify your responsibility and role. In most situations, there is shared responsibility. It may help to get others involved and discuss the issue.
- Discuss the issue with your manager or supervisor, as applicable. In many cases, your manager will be more knowledgeable about the issue and will appreciate being brought into the decision-making process. In cases where it may not be appropriate to discuss an issue with your manager or where you do not feel comfortable approaching your manager with your question, discuss it with the Company's CFO or other appropriate management personnel. In addition, in cases where an employee has reported a violation to his manager, but he believes that the manager has not done enough to address the violation, the employee should feel free to approach the Company's CFO or other appropriate management personnel on the matter.
- You may report ethical violations in confidence and without fear of retaliation. If the situation requires that your identity be kept secret, your anonymity will be protected. The Company does not permit retaliation of any kind against employees for good faith reports of ethical violations.
- The Company realizes that some people may feel more comfortable reporting a suspected violation anonymously. However, in the event the report is made anonymously the Company may not have sufficient information to look into or otherwise investigate or evaluate the allegations. Accordingly, persons who make reports anonymously should provide as much detail as is reasonably necessary to

permit the Company to evaluate the matter(s) set forth in the anonymous report and, if appropriate, commence and conduct an appropriate investigation.

- Always ask first, act later. If you are unsure of what to do in any situation, seek guidance from your direct manager before you act.

#### Officers and Directors

- Directors should discuss the issue with their fellow directors or with the Company's CEO or CFO.
- Officers should discuss the issue with the Company's CEO or CFO.
- If it is not appropriate to discuss an issue with the foregoing persons, you should feel free to contact the Company's outside legal counsel.
- You may report ethical violations in confidence and without fear of retaliation. If the situation requires that your identity be kept secret, your anonymity will be protected. The Company does not permit retaliation of any kind for good faith reports of ethical violations.

#### **19. No Retaliation**

The Company expressly forbids any retaliation against any officer, employee or designated agent who, acting in good faith on the basis of a reasonable belief, reports suspected misconduct. Specifically, the Company will not discharge, demote, suspend, threaten, harass or in any other manner discriminate against such an officer, employee or designated agent regarding the terms and conditions of his or her employment. Any person who participates in any such retaliation is subject to disciplinary action, including termination.

#### **20. Disciplinary Action**

Violations of any provision of this Code, including retaliation against someone who has made a compliant of a violation, may result in disciplinary action up to and including termination of employment or other relationship with the Company. In addition, certain violations could result in the imposition of civil and/or criminal sanctions. Illegal actions on the part of persons covered by this Code will be reported to the appropriate authorities.

#### **21. General**

All amendments to the Code must be approved by the Company's board of directors and, if applicable, must be promptly disclosed to the Company's shareholders in accordance with applicable securities laws and stock exchange regulations.

This Code, as well as additional policies of the Company, are available at the Company's intranet and on its public website.

AS AMENDED: May 8, 2017