



# **Code of Conduct**

Ensuring integrity, ethics and compliance  
in our high performance organization

October 2018

# Message from the CEO

Our worldwide reputation for honest and reliable business conduct, built over many years, is critical to Veeco's success. Yet, it is tested and must be proven in each business transaction we make. The Veeco Code of Conduct sets forth the standards to which we hold ourselves accountable in order to maintain that reputation. It summarizes the laws, regulations and Company policies applicable to the performance of our day-to-day activities for Veeco. Since no code of conduct or set of policies can cover every situation, the Code also provides guidance for seeking help and raising concerns.

Adhering to high ethical standards and complying with all applicable laws is of the utmost importance to Veeco. Your conduct should reflect this priority. If you are ever in doubt about what is expected of you or concerned about conduct that seems inconsistent with the Code, speak up and get assistance from your supervisor or from one of the other resources discussed in the Code.

Thank you for your cooperation.

Bill Miller  
CEO

# Contents

Code of Conduct	1
Responsibilities	2
Questions & Concerns	3
Consequences	4
Specific Topics	
Conflicts of Interest	5
Financial Reporting	6
Export Controls	6
Sensitive Payments	7
Environment, Health and Safety	8
Antitrust and Unfair Competition	8
Confidential and Proprietary Information	9
External Communications	10
Securities Trading	10
Employment Practices	11
Privacy of Employee Records	11
EICC Code of Conduct	12
Information Technology	12
Waivers	13
Applicability in Foreign Jurisdictions	13

# Code of Conduct

This Code of Conduct presents the principles that employees, board members, channel partners and others acting on behalf of Veeco (collectively, “Covered Individuals”) must follow to ensure we do the right thing and follow the laws which apply to us. Veeco is committed to these rules because they help make us a strong company with a good reputation, which helps us attract and keep our customers and employees.

We also have more detailed rules, called our “controls” and “procedures.” This Code, those controls and procedures, and the training we provide help us do what’s right and avoid doing wrong. They help us find out if there is any unethical or illegal activity going on in our Company and, if so, to do something about it. They help reduce the chance that any of us or the Company will get into trouble with the law or damage our good reputation.

This Code will help you do the right thing in most situations. But when you are not sure, take time to ask these questions:

- Do I really understand the facts and the consequences of this and have I thought carefully about the available options?
- Will this appear appropriate to others, or would I be embarrassed if someone knew?
- Is this consistent with the long term interests of Veeco from the perspective of our shareholders, our customers, and everyone else interested in our success?
- Is there a specific Veeco policy providing guidance for this situation?

If you still have doubts, ask your supervisor or someone in Legal, Human Resources or Finance, or see the “Questions and Concerns” section on page 3 for additional ways to get help.

Waivers and applicability of non-US laws to this Code are explained at the end of this Code.

# Responsibilities

Veeco management is held to high standards of honesty and integrity, and expected to ensure compliance with all applicable laws while showing their commitment to the standards of this Code. Our management must ensure that all Covered Individuals are aware of, and comply, with this Code and the laws applicable to Veeco’s business. Certain executives are subject to additional rules set forth in the **Code of Ethics for Senior Officers**.

Every Covered Individual is responsible for making sure that they understand and comply with this Code and all relevant laws. That means asking questions, raising concerns and making sure it is clear how these ethical standards apply to our jobs. It is also every Covered Individual’s responsibility to report any concerns about non-compliance, and this Code explains how to do so.

Management must ensure that all Covered Individuals receive a copy of this Code upon employment and on an annual or other periodic basis thereafter.

Supervisors must make sure that Covered Individuals’ questions are answered clearly and accurately and any concerns raised are brought to management’s attention promptly. Where the conduct of supervisory personnel is in question, the appropriate level is top management.

No retaliation of any kind for good faith reporting of concerns will be tolerated.

Covered Individuals are expected to review this Code regularly. Consult with your colleagues, supervisors or other members of management with any questions you may have. If you are not sure what the right thing to do is, speak up and get the advice and guidance you need.

If you notice something going on at Veeco that seems to be in violation of this Code or applicable law, or seems unethical, report it.

# Questions & Concerns

If you have a question or concern you wish to report, the first place you should go is to your supervisor, but you are also free to go directly to the Legal, Human Resources and Finance departments. Department heads and the managers of each Veeco business unit are available to assist Covered Individuals with interpretation and guidance and are required to ensure that there is no retaliation of any kind for good faith reporting of concerns.

If for any reason you are uncomfortable raising a question or concern with your supervisor, local business manager or department head, you should report the information to the Company’s ethics hotline:

By Telephone, within the U.S.A.:	888-419-0572
By Telephone, outside the U.S.A.:	Dial the AT&T USA Direct Access Number for the particular country which can be found at <a href="http://www.business.att.com/bt/access.jsp?c=C">http://www.business.att.com/bt/access.jsp?c=C</a> then dial 888-419-0572
By Internet:	<a href="https://veeco.alertline.com">https://veeco.alertline.com</a>

If a Covered Individual has first-hand or other credible information indicating that questionable activity may be taking place in the Company, that Covered Individual has a responsibility, subject to applicable law, to report that information promptly to the General Manager, General Counsel or SVP, Human Resources. If the matter relates to issues described below under “Sensitive Payments” or “Financial Reporting,” the Covered Individual may go to Veeco’s Chief Financial Officer, Chief Accounting Officer or Internal Audit.

If you request confidential treatment when reporting a concern, your name will be revealed only to the General Counsel, and, if appropriate, to the Board of Directors (as well as others that the General Counsel, the Board or one of its Committees deems advisable for proper handling of the report).

If you request anonymity when reporting a concern, it would be a violation of Company policy for Covered Individual to seek to determine who raised the concern or to divulge that information if somehow aware of it.

Veeco prohibits retaliating against anyone for reporting or supplying information about a concern, even if a good faith allegation turns out to be groundless. However, anyone who deliberately makes a false accusation with the purpose of harming or retaliating against another Covered Individual or the Company may be subject to disciplinary action. Veeco’s policy protecting against retaliation does not preclude the Company from making appropriate, lawful and legitimate employment or related decisions in the ordinary course of business.

# Consequences

Violation of this Code, Veeco's controls and procedures, or applicable laws, and in some cases failure to report a violation, can be grounds for disciplinary action. Supervisors and members of management who do not show commitment to, and actively promote compliance with, this Code will be considered to be failing in their management responsibilities.

## **Review of Reported Violations**

If management is informed of credible evidence of a violation of this Code, it will consult with Veeco's General Counsel or, as appropriate, other advisors to evaluate the gravity and credibility of the information and determine whether further inquiry is necessary or appropriate. Veeco's General Counsel is responsible for overseeing the review and/or investigation of serious reported violations, or for referring such matters to the Board of Directors or one of its committees. Investigations of serious matters may be conducted by, or under the supervision of, Veeco's General Counsel, outside attorneys, Internal Audit, and/or other expert advisors, if necessary.

Those participating in an investigation are to be given access to all information necessary or appropriate for them to fulfill their responsibilities.

## **Disciplinary Measures**

If the Company determines that a Covered Individual has violated this Code or any of the laws and regulations that govern our business, appropriate action will be taken. Depending on the nature and severity of the violation, Veeco will take appropriate disciplinary action, where permitted by applicable law, up to and including termination, claims for reimbursement of losses or damages and civil prosecution. Discipline will be handled fairly and consistently. Violations of the law may also result in criminal penalties.

# Conflicts of Interest

Generally, Covered Individuals may conduct their personal affairs as they wish. However, there are certain situations and activities that may potentially interfere with a Covered Individual's responsibilities to Veeco or create a conflict between their interests and those of the Company. It is the responsibility of every Covered Individual to recognize and avoid any of the following situations:

- (1) Any personal business transaction that may conflict with the interests of the Company. This could include, for example, the purchase of supplies by Veeco from a Covered Individual or a company in which a Covered Individual or a member of the Covered Individual's family has a significant interest.
- (2) Any financial interest that might influence the way a Covered Individual performs his/her responsibilities for the Company, such as a significant investment in a customer or supplier.
- (3) Any outside employment that would interfere with the fulfillment of job requirements or could negatively affect the Company. For example, employment by a customer, supplier or competitor of Veeco or work by a Covered Individual for himself or herself in an activity related to or competitive with Veeco's business.
- (4) Any gift of more than nominal value to a Covered Individual by an individual or a company that does, or is seeking to do, business with Veeco. The occasional receipt of nominal gifts (not in cash or cash equivalents), or reasonable meals and business entertainment generally do not create a conflict of interest.
- (5) Employing relatives of management personnel, or any influence by a manager in the employment or placement of relatives.

Actions or decisions that further a Covered Individual's interests at the expense of Veeco's interests are considered unethical. Covered Individuals acting unethically are subject to discipline in accordance with this Code.

Veeco management will give priority to addressing any ethical concerns that a Covered Individual may have, and is responsible for ensuring the proper handling of any actual or apparent conflict of interest that may arise.

# Financial Reporting

Veeco requires honest and accurate recording and reporting of information in order to make responsible business decisions and to meet legal, financial, regulatory and management obligations. No payment on behalf of Veeco should be made without adequate supporting documentation or for any purpose other than that described in the documentation. Under no circumstances may any Covered Individual establish an undisclosed or unrecorded account or fund on behalf of Veeco.

All reporting and disclosure of financial information must be complete, accurate, timely and understandable. It must be properly accounted for in the appropriate books and records of the Company in accordance with Veeco's financial policies and procedures, and must fairly represent the Company's financial position.

All transactions must be properly authorized and no Company resources may be used for any unlawful or improper purpose, whether or not disclosed.

Veeco's internal auditors and Veeco's independent auditors are to be given full access to all information within the Company necessary or appropriate for them to fulfill their responsibilities. All appropriate financial and non-financial information should be communicated accurately and on a timely basis by the proper Veeco personnel to management, the SEC, Veeco's shareholders, Veeco's auditors and other authorized agencies and institutions.

# Export Controls

Veeco provides its products and services to companies in different parts of the world. To do so, Veeco must comply with U.S. export control laws and regulations, operate under U.S. export licenses and follow applicable trade sanctions and embargoes. A violation of those rules could seriously damage our business. When exporting or re-exporting products, spare parts, accessories, training materials and technical information, all Covered Individuals must comply with applicable U.S. Department of Commerce regulations. Care must also be taken when disclosing restricted technical information to a non-U.S. citizen in the United States or abroad, as well as in screening customers and transactions that could possibly violate export controls. For more details, see the **Export Compliance Policy**.

# Sensitive Payments

At Veeco, we believe in competition based on our ability to design, develop, manufacture and provide quality products and services. We comply with all anti-corruption laws wherever we do business, including the U.S. Foreign Corrupt Practices Act (“FCPA”) and the various other anti-bribery laws applicable to our activities. No payments may be made to any government official, customer employee or representative or anyone else to improperly obtain, retain or affect the timing or terms of business, or obtain any other advantage.

Covered Individuals must never give gifts, provide travel, meals or entertainment, do favors or make payments, or the like, to employees or representatives of existing or potential customers, suppliers, individuals or governmental agencies for the purpose of influencing the recipient’s judgment about Veeco products and services, or offer anything of value to obtain any improper advantage. Specific rules regarding the types and values of gifts and favors which may be provided to customers and other trading partners are explained in the **Gift, Entertainment and Hospitality Policy**. Those rules apply to indirect payments made through agents, consultants or other third parties as well as direct payments.

We must ensure that agents, consultants and other business partners that we entrust to interact with customers or government agencies on our behalf demonstrate high standards of legal and ethical conduct, and do not engage in corrupt practices in any business dealings that we could be associated with. We must carefully review the credentials and reputations of prospective agents, consultants and representatives, prohibit inappropriate conduct in our written contracts with them, and carefully monitor their performance to assure

that they comply with all applicable laws and this Code. We must ensure that none of the payments we make to business partners or other third parties are used for illegitimate purposes, such as prohibited payments to government officials.

While Covered Individuals are encouraged to participate as private citizens in the political process, this must be done in a manner which does not interfere with satisfactory work performance. In general, no political contributions should be made on behalf of the Company.

# Environment, Health and Safety

Veeco is committed to excellence in environmental, health and safety (EH&S) performance. It is the Company's policy to conduct all aspects of our operations in a manner that protects human health and the environment, and that meets or exceeds all applicable laws, regulations and industry codes of practice. All Covered Individuals must adopt safe work practices, and make sure that they are aware of all legal requirements and Veeco EH&S policies applicable to their work. Particular care is required in any work involving hazardous or other regulated materials, wastes, or any discharges into the environment. Any doubts about the safety of working conditions or practices, or the applicability or meaning of a particular environmental, health or safety law or policy, should be reported immediately to a supervisor, Human Resources or the person serving as local EH&S coordinator.

## Antitrust and Unfair Competition

Veeco competes aggressively, but fairly, in the marketplace. No agreement or understanding may be made with competitors to fix or control prices, to allocate products, markets or territories, to refrain from or limit the manufacture, sale or production of any product, or otherwise restrict competition.

Never participate in any discussion with a representative of a competitor about pricing, price trends, profit margins, bids, terms or conditions of sale, customers, production capacity, marketing or product plans, business strategy or related topics without guidance from the Legal Department. Covered Individuals involved in trade associations or other situations where there is communication among competitors must be careful to avoid even the appearance of participation in a discussion of any of those topics.

It is a serious violation of Veeco policy to:

- Fail to warn a customer of any known dangers in connection with the use of our products;
- Make false or misleading claims or comments about Veeco products or competitors' products; or
- Cause customers or suppliers of our competitors to breach their contracts with such competitors.

# Confidential and Proprietary Information

Veeco's intellectual property is one of our most valuable assets. This includes patents, trade secrets, technical, marketing and commercial information, as well as the names of employees, customers and suppliers. Covered Individuals often become aware of these and other types of confidential information concerning the Company, its employees or its current or potential customers, suppliers, strategic partners, channel partners and/or proposed business dealings, and are responsible for protecting it by following Veeco's policies and procedures.

Veeco's trade secrets and other confidential information should only be disclosed on a need-to-know basis, with precautions taken to avoid unauthorized disclosure. Disclosing Veeco's confidential or proprietary information to third parties or receiving it from third parties should only be done for Veeco's benefit pursuant to legitimate business relationships, and may require a fully executed and active non-disclosure agreement. These obligations continue even after your employment with Veeco ends.

Covered Individuals must also respect the intellectual property of others. It is against Company policy to use, copy, display, or distribute third-party copyrighted software, documentation, or other materials without permission or approval from Veeco's Legal Department. Covered Individuals are not permitted to use or copy software or documentation except to the extent that applicable license agreements allow. No confidential information obtained during or as a result of your work with former employers should be brought onto Company premises or used in any form in your work at Veeco.

All employees are required to disclose to Veeco any discovery or invention that they make or have reason to believe might be useful, patentable or otherwise

protectable, including trade secrets, in the course of their employment.

Although it is an important part of legitimate sales and marketing efforts to gather information about our markets and competitors, the confidential or proprietary information of competitors, customers or suppliers should not be obtained, directly or indirectly, by improper means. It is against Veeco policy to be involved in misappropriating trade secrets or other confidential information, inducing someone to breach a nondisclosure agreement, or using improper methods (such as deceit, trespass or theft) to get such information.

# External Communications

Veeco is a publicly-traded company, and the communication of material nonpublic information (also known as “inside information”) outside of the Company is strictly regulated by U.S. securities laws, which are intended to provide all investors with equal access to material information about a listed company at the same time. Any information that could reasonably affect an investor’s decision to purchase or sell our stock is “material.” Information isn’t “public” unless it has been effectively disclosed in a manner sufficient to ensure its availability to the investing public. It can be illegal for a Covered Individual to pass inside information on to a third party that is buying or selling stock, even if that Covered Individual receives no financial benefit for doing so.

All inquiries from analysts, investors or other members of the financial and investment community, and all inquiries from the press and media must be referred to Veeco’s CEO, CFO or VP of Investor Relations. Covered Individuals should not post or share nonpublic information about Veeco with any person outside the Company in any manner. This includes Internet discussion groups, chat rooms, message boards or other electronic media, even under an alias.

All inquiries from government agencies or public officials must be referred to Veeco’s General Counsel or to another Veeco executive responsible for the particular area.

# Securities Trading

Covered Individuals must not buy or sell Veeco stock, options or other securities while in possession of material nonpublic information. The legal consequences could be severe if this policy is violated, even if the reasons for trading were not based on that information. In addition, Covered Individuals should only buy or sell Veeco stock in compliance with Veeco’s **Securities Trading Policy**, including any applicable “safe” trading period thereunder. A Covered Individual with material non-public information may not buy or sell Veeco stock, not even during an otherwise “safe” period.

# Employment Practices

Veeco is committed to equal opportunity in employment, training and promotion, and encourages fair and non-discriminatory employment practices. It is Veeco's policy to select, train and promote the best qualified person for each position.

We do not discriminate against job applicants or employees because of race, religion, color, national origin, sex, ancestry, age, creed, marital or veteran status, sexual orientation, disability or handicap, or any other characteristic prohibited by law.

All Covered Individuals are expected to treat each other in a professional manner based on mutual respect, trust and individual dignity. Actions and words that are hostile, improper or offensive must be avoided under all circumstances. Behavior that is offensive, intimidates or unreasonably disrupts another person in his or her work is unacceptable and will not be tolerated.

Veeco is committed to upholding the human rights of workers, and to treat them with dignity and respect in accordance with the labor standards of the EICC Code of Conduct.

# Privacy of Employee Records

Veeco recognizes that privacy is important to each of us. The Company maintains only those employee records required for its business, legal or contractual reasons, and limits access to and knowledge of those records to people who need the information for legitimate business or legal purposes. If you have access to personal information about Veeco employees, you must take precautions to ensure this information is not misused or improperly disclosed. In addition, you are required to observe all applicable laws regarding employee information, including those regarding information gathering, requiring maintenance of records for a specific time and at a specific location and those limiting the movement of personnel data across national borders.

# EICC Code of Conduct

Veeco aims to comply with the spirit and intent of the Electronic Industry Citizenship Coalition (EICC) Code of Conduct, including (a) complying with applicable laws and customer requirements related to the Company's operations and products; (b) conforming Company policies and procedures with this Code; and (c) identifying and addressing operational risks related to this Code.

## Information Technology

Veeco's telephone system, voicemail, computers, software and networks, including the workstations, laptops and mobile phones provided to Veeco employees, are the property of Veeco and are provided for business purposes. Electronic records, such as voicemail, e-mail, text messages and computer files, that are produced using Veeco IT resources are Veeco property. In the ordinary course of its business, the Company has the right to review the information contained in its systems and equipment. Covered Individuals should have no expectation that any information transmitted or received over Veeco equipment and systems, or stored on Veeco computers, phone systems or mobile phones, is or will remain private, except as may be required by applicable law.

Although limited personal use of Veeco IT resources is allowed, Covered Individuals may not use the system to store, download or distribute inappropriate or legally objectionable materials, or for other illegal or improper activities.

Covered Individuals should avoid exaggeration, derogatory remarks, guess-work, or inappropriate characterization of people and companies in e-mail, internal memos and formal reports.

# Waivers

While some of the provisions of this Code must be strictly adhered to, in other cases exceptions may be possible. In appropriate cases, the Chief Executive Officer may grant a specific, limited waiver of this Code for a non-executive employee if he determines, after careful consideration of the circumstances, that such a waiver is in the best interests of the Company. Waiver of any of the provisions of this Code for an executive officer or a member of the Board of Directors may only be made by the Board of Directors and will be promptly disclosed to the shareholders of Veeco with an explanation of the reasons for the waiver, as required by law or stock market regulation.

## Applicability in Foreign Jurisdictions

As a global company, Veeco is regulated by many different national, regional, state and local laws. In addition to complying with this Code, Covered Individuals must abide by all laws that apply to them wherever they may live or work. Unless U.S. law is applicable, where local country laws contain mandatory requirements that differ from the provisions of this Code, those requirements prevail for people in those countries. To the extent any provision of this Code would be unlawful in any foreign jurisdiction, such provision shall not apply in such jurisdiction but the balance of this Code shall continue to apply. If the inclusion in this Code of any additional provision would be required in any foreign jurisdiction for this Code to be deemed lawful, then such provision shall be deemed to be included in this Code as it applies in such jurisdiction. If you have a question about applicability of this Code to you or to a specific situation or with regard to conflicts between local laws and applicable U.S. laws, please contact the Company's General Counsel.

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