

Veeco Instruments Inc.

Director Education Policy

The stockholders of Veeco Instruments Inc. are best served by a board of directors comprised of individuals who are well versed in modern principles of corporate governance and other subject matters relevant to board service, and who thoroughly comprehend the role and responsibilities of an effective board in the oversight of the Company.

To this end, all members of the Company's Board of Directors are encouraged to attend such director education programs as they deem appropriate (given their individual experience and backgrounds) to stay abreast of developments in corporate governance and "best practices" relevant to their contribution to the Board generally and to their specific committee assignments.

The extent and subject matter of director education will vary for each director and is left to the director's individual discretion based on the totality of relevant factors including those set forth below.

- The director's specific responsibilities on the Board, including the various committees to which the director is assigned and the role of the director within each committee. For example, a director serving on the Compensation Committee may elect to pursue director education emphasizing executive compensation issues.
- The director's exposure to current developments in corporate governance and corporate administration through their professional endeavors, service on other boards or independent research or reading. For example, an individual from the accounting, legal or consulting profession may keep abreast of developments through their professional activities without supplemental director education.
- The pace and materiality of regulatory and other developments relating to corporate governance and corporate management. For example, a director may determine that supplemental director education is required to stay apprised of new regulations, such as those promulgated under the Sarbanes-Oxley Act of 2002.

Appropriate areas of director education need not be confined to corporate governance topics but may include such broader topics as accounting, finance, general business, and human resource management, as each director deems appropriate to enhance his or her effectiveness.

In order to encourage director education, the Company will reimburse directors for all reasonable costs of attending director education programs under this policy. Amounts reimbursed include costs associated with attending each program, including tuition, travel, lodging and meals. In addition, the Company will reimburse directors for the reasonable cost of subscriptions to periodicals or online information services relating to corporate governance and other subject matters relevant to board service as well as membership fees of organizations which promote corporate governance and board education (such as the National Association of Corporate

Directors). Directors serving on multiple boards are encouraged to obtain pro rata reimbursement of their director education expenses from each corporation that they serve, but the Company will nonetheless reimburse 100% of the costs if this is not practicable. Requests for approval of particular director education expenses should be submitted, through the Company's General Counsel, to the Chair of the Nominating and Governance Committee.

Directors who attend education programs paid for by the Company are encouraged to share what they have learned at the program with their respective committee or the full Board.

The Company's Nominating and Governance Committee will review annually the director education activities of each director during the previous year. The Nominating and Governance Committee is authorized to make such director-education suggestions to committees and/or individual directors as the Nominating and Governance Committee may deem appropriate to accomplish the purposes of this policy.

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This Policy was adopted by Veeco's Nominating and Governance Committee on March 30, 2006.