

## **VEECO INSTRUMENTS INC.**

### **CHARTER OF THE GOVERNANCE COMMITTEE**

#### **PURPOSE**

The Governance Committee of Veeco Instruments Inc. (the “Company”) shall provide to the Company's Board of Directors its recommendations regarding individuals to be considered for election as directors of the Corporation at meetings of the stockholders of the Corporation, shall address Board organizational issues and develop and review corporate governance principles applicable to the Corporation and shall have such other powers and duties as may be determined by the Board from time to time.

#### **COMPOSITION**

The Committee members and its Chair shall be appointed annually by the Board. The Committee shall consist of two or more Directors who have each been determined by the Board to be independent.

#### **MEETINGS**

The Committee shall hold meetings no less frequently than required under Nasdaq rules and more frequently as may be deemed necessary by the Chairman of the Committee or the Chairman of the Board of Directors. The Committee shall report regularly to the Board and shall make such recommendations to the Board as it deems appropriate.

#### **AUTHORITY**

The Committee shall have the authority to:

- lead the search for individuals qualified to become members of the Board. In obtaining the names of possible new nominees, the Committee will solicit ideas from other Directors and may make its own inquiries and solicit suggestions from management, stockholders and other sources;
- invite to its meetings any director, officer or employee of the Company, or such other person as it deems appropriate to assist it in performing its responsibilities;
- retain independent search or other consultants to assist it in identifying and/or evaluating potential Director nominees, and to terminate any such search, in its sole discretion; and
- compensate the foregoing consultants and arrange for its administrative expenses without obtaining the further approval of the Board or approval of the management of the Company.

All potential nominees must first be considered by the Committee before being contacted as possible nominees and before having their names formally considered by the full Board.

## **RESPONSIBILITIES**

This Charter sets forth the following responsibilities of the Committee as a guide and should remain adaptable to changing conditions and circumstances.

1. Establish and maintain procedures for the submission of unsolicited recommendations for nominees, including appropriate deadlines and the type of information that must be provided with recommendations.
2. Evaluate the suitability of potential nominees for membership on the Board, taking into consideration the Board's current composition, including expertise, diversity, and balance of inside, outside and independent directors, and considering the general qualifications of the potential nominees, including those characteristics described in the Corporate Governance Guidelines as in effect from time to time, and see that all necessary and appropriate inquiries are made into the backgrounds of such candidates.
3. To recommend to the Board the number and names of proposed nominees for election as Director at the Annual Meeting of Shareholders and, in the case of a vacancy on the Board, the name of an individual to fill the vacancy.
4. To recommend to the Board whether or not to accept the resignation of a director upon a change in principal occupation or qualification as a director, or upon a failure to receive the required number of votes for re-election. In the latter case the Committee will also inform the Board of any other action it recommends be taken.
5. To ensure, in collaboration with the Lead Director, that the activities of the independent directors are appropriately coordinated, that the information and advice required by the independent directors is available, and that the independent directors are appropriately represented when required, so as to permit them as a group to fulfill their responsibilities.
6. To review the direct and indirect relationships of members of the Board with the Company or its management and assist the Board with its determination of the independence of its members.
7. To monitor trends and best practices in corporate governance, periodically review the corporate governance guidelines, and recommend changes as it deems appropriate in those guidelines, in the corporate governance provisions of the Company's Bylaws, and in the policies and practices of the Board.
8. To establish the evaluation criteria and oversee the implementation of the process for the self-evaluation of the Board.

9. To annually recommend Committee membership and chairs to the Board.
10. To annually review the director education activities of each director.
11. To recommend to the Board appropriate policies regarding shareholder communication with directors and director attendance at the annual general meeting of shareholders.

In addition to the above responsibilities, the Committee shall undertake such other duties as the Board delegates to it or as are assigned to the Committee under the Corporate Governance Guidelines as in effect from time to time.

This Charter shall govern the operations of the Governance Committee. It shall be deemed to be updated to reflect at all times any legislative, regulatory and listing requirements applicable to the Committee. The Committee shall formally review this Charter periodically and recommend any proposed changes to the Board for approval.

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As adopted the Board of Directors on January 22, 2014.