

VEECO INSTRUMENTS INC.

CHARTER OF THE STRATEGIC PLANNING COMMITTEE

Role and Responsibilities of the Strategic Planning Committee:

The Strategic Planning Committee shall assist the Board in ensuring that management develops, executes, assesses and, as necessary, modifies the Company's strategy for long-term growth, profitability and shareholder value. In particular, the Committee shall:

- ensure that management has an effective process for planning and executing its long-term strategy,
- evaluate the strategy proposed by management,
- challenge underlying assumptions and substance as necessary,
- assess the ability of the Company to execute the strategy in a timely manner,
- report to and engage the full Board, as appropriate, in the evolution of the strategy,
- recommend to the Board the strategy developed by management that it can support,
- monitor execution of the strategy against milestones,
- encourage changes in the strategy as events require, and
- evaluate their own and the Board's effectiveness in these activities.

Role and Responsibilities of Management:

To promote success in its long-term strategy and to ensure effective interaction with the Committee, management shall:

- develop the corporate strategy,
- develop plans to implement and communicate the strategy,
- obtain Committee and Board approval of the strategy,
- regularly update the Committee and, as appropriate, the full Board on its execution and
- propose to the Committee and, as appropriate, the full Board changes in the strategy as necessary.