

 Veeco Instruments Inc.	REVISION / DATE G20140122
TITLE POLICY -- CODE OF BUSINESS CONDUCT	NUMBER 4.5

Veeco Policy Top Sheet

Policy:	Code of Business Conduct
Date Adopted:	January 22, 2014
What is it?	A policy designed to promote high ethical standards and full compliance with applicable laws and regulations. The Company's strong commitment to these standards enhances our reputation for integrity, which is integral to our ability to attract and retain customers and employees.
Why do we have it?	Veeco's commitment to these standards/laws reduces the risk of expensive fines and liability, thereby protecting the investment of our shareholders.
Who needs to know?	This policy applies to all Veeco employees and its subsidiaries in all locations worldwide.
What could happen if you don't know and follow the policy?	Individuals who do not know/follow this policy are subject to appropriate disciplinary action, up to and including possible termination of employment.
Related Documents:	1.2 – Limits of Authority 4.6 – Code of Ethics for Senior Officers 4.7 – Employee Concern Hotline 4.12 – Gift, Entertainment and Hospitality Policy 6.1 – Export Control Policy 8.1 – T&E Policy
For more info, contact:	SVP, Human Resources SVP, General Counsel Chief Financial Officer

[Click here](#) to access Veeco's Code of Business Conduct.



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1.0 PURPOSE

This Code of Business Conduct (the “Code”) of Veeco Instruments Inc. (“Veeco” or the “Company”) is designed to promote high ethical standards and full compliance with applicable laws and regulations, as well as comply with the spirit and intent of the Electronic Industry Citizenship Coalition (“EICC”) Code of Conduct. Our strong commitment to these standards enhances our reputation for integrity, which is integral to our ability to attract and retain customers and employees. This commitment, together with the controls, procedures and training we put in place to prevent, detect and address misconduct, reduces the risk of expensive fines and liability, thereby protecting the investment of our shareholders.

2.0 DEFINITIONS

N/A

3.0 RESPONSIBILITIES

It is the responsibility of Veeco management to ensure that employees are aware of and comply with this Code and of the laws and regulations applicable to Veeco’s business and it is the responsibility of every employee to be familiar with and comply with this Code and all applicable laws and regulations, and to report any concerns about non-compliance in accordance with this Code and applicable law.

4.0 RELATED DOCUMENTS

See Veeco Policy Top Sheet

5.0 REFERENCE EXPERTS

5.1 Senior Vice President, Corporate Human Resources

5.2 General Counsel

5.3 Chief Financial Officer

6.0 POLICY

6.1 Introduction

6.1.1 Veeco is committed to maintaining the highest ethical standards and to complying with all laws applicable to the conduct of its business.

6.1.2 The information in this Code is designed to help us work through most business issues and dilemmas in an ethical manner. However, the resolution to some issues may not be obvious. In those situations, it is important to take the extra time to think through 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?

6.1.3 We expect Veeco’s management to meet the highest levels of honesty, integrity, objectivity and independence, to ensure compliance with all applicable laws and to set a visible example of commitment to the standards of this Code.

6.2 Conflicts of Interest

6.2.1 Generally, Veeco employees may conduct their personal affairs as they wish. However, there are certain situations and activities that may have the potential of interfering with an employee's responsibilities to Veeco or create a conflict between their interests and those of the Company. It is the responsibility of every employee 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 an employee or a company in which an employee or a member of the employee's family had a significant interest.
- (2) Any financial interest, present or future, which might influence the performance of employee responsibilities in a manner adverse to the Company, such as a significant investment position in a customer or supplier.
- (3) Any outside employment that would interfere with the fulfillment of job requirements or reflect adversely on the Company. For example, this would include employment by a customer, supplier or competitor of Veeco or work by an employee 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 Veeco employee 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) Employment of relatives of management personnel, or any influence by a manager in the employment or placement of relatives.

6.2.2 Moreover, any conduct or decision that furthers an employee's interests at the expense of Veeco's interests is considered unethical. Employees acting in an unethical manner are subject to discipline up to the maximum allowable under applicable law.

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

6.3 Sensitive Payments

6.3.1 At Veeco we believe in competition based on our ability to design, develop, manufacture and provide quality products and services. We must comply with all anti-corruption laws everywhere 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.

- 6.3.2 Employees 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 when making sales. Specific rules regarding the types and values of gifts and favors which may be provided to customers and other trading partners are set forth 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.
- 6.3.3 We must do our utmost to ensure that distributors, 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 refrain from engaging 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 applicable laws and the standard of conduct required by 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.
- 6.3.4 While all employees are encouraged to participate as private citizens in the political process, this must be done in a manner that does not interfere with satisfactory work performance. In general, no political contributions should be made on behalf of the Company.

6.4 Financial Reporting

- 6.4.1 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 employee establish an undisclosed or unrecorded account or fund on behalf of Veeco.
- 6.4.2 All reporting and disclosure of financial information must be full, 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.
- 6.4.3 All transactions must be executed in accordance with management's general or specific authorization, and no Company resources may be used for any unlawful or improper purpose, whether or not disclosed.
- 6.4.4 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 independent auditors and other authorized agencies and institutions.

6.5 External Communications

- 6.5.1 Veeco is a Nasdaq-listed 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 an employee to pass inside information on to a third party that is buying or selling stock, even if that employee receives no financial benefit for doing so.
- 6.5.2 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 SVP of Investor Relations. Employees should not post or share nonpublic information about Veeco with any person outside the Company in any manner, including, without limitation, in Internet discussion groups, chat rooms, message boards or other electronic media, even under an alias, for any purpose.
- 6.5.3 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 of concern.

6.6 Stock Trading

Employees must not buy or sell Veeco stock or publicly traded options on Veeco stock while in possession of material non-public information. Legal consequences for the Company and the employee could be severe if this policy is violated. It is no excuse that the reasons for trading were not based on that information. In addition, employees should only buy or sell Veeco stock in compliance with Veeco's Securities Trading Policy, including any applicable "safe" trading period announced thereunder. An employee with material non-public information may not buy or sell Veeco stock even during an otherwise "safe" period.

6.7 Antitrust and Unfair Competition

- 6.7.1 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.
- 6.7.2 Under no circumstances should a Veeco employee participate in any discussion with a representative of a Veeco competitor about pricing, price trends, profit

margins, bids, terms or conditions of sale, customers, production capacities, marketing or product plans, business strategies or related topics without prior guidance from the Veeco Legal Department. Whenever employees are involved in trade association activities or in other situations where there is communication among competitors, they must be especially alert to avoid even the appearance of participation in a discussion of any of those topics.

6.7.3 It is a serious violation of Veeco policy to:

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

6.8 Export Control Laws

Veeco provides its products and services to companies in countries in different parts of the world. Our ability to do business internationally depends on our ability to comply with U.S. export control laws and regulations and to operate under U.S. export licenses. Any violation of United States regulations governing the international sales of our products could cause serious long-term damage to our business. When exporting or re-exporting products, spare parts, accessories, training materials and technical information, all employees 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. Specific rules for complying with U.S. export control laws and regulations are set forth in the Export Control Policy.

6.9 Confidentiality and Proprietary Information

6.9.1 In the course of employment at Veeco, employees may become aware of confidential information concerning the Company and its employees and its current or potential customers, suppliers, strategic partners and/or proposed business dealings. Employees should only disclose confidential information on a need-to-know basis, and take measures to avoid unauthorized disclosure. Disclosing Company confidential information to third parties or receiving confidential information from third parties should only be done pursuant to a legitimate business relationship, in furtherance of Veeco's interests, and under a fully executed and active non-disclosure agreement. The obligation to protect company confidential information continues after the end of employment with the Company. The Company also expects employees to abide by their obligations to protect the confidential information of their former employers. 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

6.9.2 Veeco's intellectual property is one of our most valuable assets. Intellectual property includes patents, trademarks, trade names, copyrights, software, documentation, trade secrets, and marketing and other commercial and business information. Employees are responsible for protecting Veeco's

intellectual property rights by complying with Veeco's policies and procedures for their protection. Maintaining the confidentiality of Veeco's trade secrets and proprietary information is an important element of such protection. This obligation continues even after you leave the employ of Veeco. All employees are required to disclose to Veeco any discovery or invention that the employee has made or has reason to believe might be useful, patentable or otherwise protectable, including trade secrets, in the course of their employment.

- 6.9.3 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.
- 6.9.4 Just as Veeco expects others to respect the legal rights it has in its intellectual property, employees should 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 Company's Legal Department. Employees are not permitted to use or copy software or documentation except to the extent that applicable license agreements allow.

6.10 Information Technology

- 6.10.1 Veeco's telephone system, voicemail, computers, software and networks, including the workstations and laptops provided to Veeco employees, are the property of Veeco and are provided for business purposes. Electronic records such as voicemail and e-mail 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. Therefore employees should have no personal expectation that any information transmitted or received over Veeco equipment and systems, or stored on Veeco computers or telephone systems, is or will remain private, except as may be required by applicable law.
- 6.10.2 Although limited personal use of Veeco IT resources is allowed, employees may not use the system to store, download or distribute inappropriate or legally objectionable materials, or for other illegal or improper activities.
- 6.10.3 Employees should avoid exaggeration, derogatory remarks, guesswork, or inappropriate characterization of people and companies in e-mail and internal memos as well as in formal reports.

6.11 Employment Practices

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

- 6.11.2 We do not discriminate against job applicants or employees because of race, religion, color, national origin, gender, age, veteran status, handicap or disability--nor for any other reason prohibited by law.
- 6.11.3 All employees 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.
- 6.11.4 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 Electronic Industry Citizenship Coalition (“EICC”) Code of Conduct.

6.12 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 employees 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.

6.13 Privacy of Employee Records

Veeco recognizes that privacy is important to each of us. The Company therefore 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 other 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.

6.14 Electronic Industry Citizenship Coalition (“EICC”) Code of Conduct

Veeco aims to comply with the spirit and intent of the EICC Code of Conduct, including (a) complying with applicable laws, regulations 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.

6.15 Responsibility for Compliance

- 6.15.1 At Veeco, we place heavy reliance on individual good judgment and character, and we depend on all employees to review this Code on a regular basis. Employees are encouraged to consult with colleagues, supervisors and other members of management whenever a question regarding conduct under these standards arises. If you are not sure of what the proper thing to do is, speak up and get the advice and guidance you need. It is vital that you report any suspicions or concerns that you may have about possible violations of the Code and applicable law. Career advancement within Veeco depends to a significant degree on management's assessment of an employee's ability to recognize the issues and conform to the standards explained in this Code. Noncompliance, and in some cases failure to report a violation, can be grounds for disciplinary action.
- 6.15.2 All employees should receive a copy of this Code upon employment or relocation, at the time of significant promotions and on an annual or other periodic basis. They should be encouraged to read it and ask questions, and new employees and management personnel should be asked to sign an acknowledgment form. The Manager of Human Resources, the General Counsel and other department heads, as well as the manager of each of the Company's business units, will make themselves available to assist with interpretation and guidance.
- 6.15.3 It is the responsibility of all supervisors to make sure that reported issues of concern are brought to the attention of the appropriate level of management, and 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 issues or concerns will be tolerated.
- 6.15.4 This Code also applies to non-employee members of Veeco's Board of Directors during their service on the Board, except with regard to conflicts of interest which are more specifically addressed in guidelines adopted by the Board of Directors.

6.16 Reporting of Concerns or Violations

- 6.16.1 The Company is committed to maintaining a culture of high ethical standards as well as trust and open communication, and it is up to all employees to raise concerns, ask questions, and make sure that they understand these ethical standards. Usually the first place for an employee to go with questions or concerns is to their supervisor, but all employees are also free to raise questions and concerns with the Legal, Human Resources and Finance departments. If an employee has first-hand, direct information, or other information from any source that they reasonably believe to be credible, indicating that questionable conduct may in fact be taking place in the Company, that employee has a responsibility, subject to applicable law, to report that information promptly to the General Manager, Veeco's General Counsel or SVP, Corporate Human Resources, or, if the matter relates to the type of issues described above under "Sensitive Payments" or "Financial Reporting," to Veeco's Chief Financial Officer or Chief Accounting Officer.

- 6.16.2 If for any reason an employee is uncomfortable speaking with his or her supervisor or any of the other individuals referred to above, they are encouraged to report the information by mail sent to the attention of those officers at Veeco corporate headquarters or by telephone to the Company's ethics hotline at the telephone number listed on the Company's internal website. If confidential treatment is requested, the name of the party submitting the information will be revealed only to the recipient, the General Counsel, and, if the General Counsel deems appropriate, to Board of Directors or one of its committees (as well as to other appropriate persons if the General Counsel, the Board or one of its Committees determine it advisable for proper handling of the report). A report may also be submitted with a request for anonymity, in which case it would be a violation of Company policy for any employee to seek to determine the sender's identity or to divulge that information if they somehow become aware of it.
- 6.16.3 Veeco employees at all levels are prohibited from taking retribution against anyone for reporting or supplying information about a concern, even if an allegation made in good faith ultimately turns out to be groundless. However, any employee who deliberately makes a false accusation with the sole purpose of harming or retaliating against another employee or the Company may be subject to disciplinary action. Veeco's policy protecting against retaliation does not preclude the Company from making lawful and legitimate employment decisions in the ordinary course of business.

6.17 Investigation of Reported Violations

If management is informed of credible evidence of a violation of this Code, it will consult, as it deems appropriate in the best interests of Veeco, with Veeco's General Counsel or other experts or advisors for the purpose of evaluating the gravity and credibility of the information and determining whether further inquiry is necessary or appropriate regarding the possible violation. 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 independent committees. Investigations of serious matters may be conducted by, or under the supervision of, Veeco's General Counsel or outside attorneys, and additional expert personnel will be involved if necessary. Those tasked with carrying out an investigation are to be given full access to all information within the Company necessary or appropriate for them to fulfill their responsibilities.

6.18 Disciplinary Measures

If the Company determines that an employee 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.

6.19 Waivers

While some of the provisions of this Code must be strictly adhered to and no exceptions can be allowed, 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.

6.20 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, employees 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 as to the 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.

7.0 **REVISION HISTORY**

Rev	Date	Originator	Change Description
A	10/2/95	E. Braun	Initial Release
B	5/3/04	G. Robbins	Revised per G. Robbins
C	10/6/04	G. Robbins	Reformatted policy to new template
D	6/1/09	G. Robbins	Reformatted policy to VMS template and clarified certain provisions
E	3/16/11	M. Akerley	Corrected typos
F	10/22/13	G. Robbins	Updated format, added top sheet and EICC provision
G	1/22/14	G. Robbins	Updated and revised various provisions

Employee Acknowledgment

I have read Veeco's Code of Business Conduct and I understand my responsibility to comply with the Code and with the law. I am familiar with the resources available if I have questions about the Code or about specific conduct, Company policies or applicable laws.

Signed: _____

Date: _____

Printed Name: _____