

Veeco Instruments Inc.

Code of Ethics for Senior Officers

I. INTRODUCTION

This Code of Ethics has been established by the Audit Committee of the Board of Directors of Veeco Instruments Inc. (“Veeco” or the “Company”) and applies to the Chief Executive Officer, the President, the Chief Financial Officer, and the Chief Accounting Officer of Veeco (the “Senior Officers”) in accordance with Section 406 of the Sarbanes-Oxley Act of 2002.

II. PURPOSE

This Code of Ethics is designed to deter wrongdoing and to promote:

- (1) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- (2) Full, fair, accurate, timely, and understandable disclosure in the periodic reports required to be filed by Veeco and in Veeco’s public communications;
- (3) Compliance with applicable governmental laws and regulations;
- (4) The prompt internal reporting of violations of this Code of Ethics to an appropriate person or persons identified in this Code of Ethics; and
- (5) Accountability for adherence to this Code of Ethics.

III. POLICY

A. Ethical Standards of Conduct

As the leadership of Veeco, Senior Officers must meet the highest levels of honesty, integrity, objectivity and independence and comply with all relevant laws, governmental regulations, corporate policies, ethics requirements and professional standards. They must avoid any actual or apparent conflict of interest, as well as any other situation or activity that would compromise their ability to carry out their duties ethically. No Senior Officer shall request or be granted a loan or payroll advance from the Company.

The leadership responsibilities of each Senior Officer include maintaining a culture of high ethical standards and a commitment to compliance as well as trust and open communication that encourages employees to raise concerns. The Senior Officers will set a visible example of commitment to the standards of this Code of Ethics, give priority to addressing any ethical or

compliance concerns, and ensure the proper handling of any actual or apparent conflicts of interest that may arise involving Senior Officers or other Veeco personnel.

B. Disclosure Standards

The Senior Officers are responsible for upholding Veeco's policy to make full, fair, accurate, timely and understandable disclosure in compliance with all applicable securities laws and regulations and company policies. Financial data is to be reported accurately and in accordance with generally accepted accounting principles consistently applied, and 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.

The Senior Officers will make diligent efforts to ensure that the Veeco finance department has the appropriate resources and functional expertise to properly fulfill its responsibilities, and an atmosphere of candor in which finance personnel feel it appropriate to communicate unfavorable as well as favorable information and results, and to report and address mistakes promptly after they are discovered. The Senior Officers will ensure that reported financial data is not influenced by performance or compensation objectives, plans or forecasts or other organizational commitments, and they will refrain from exerting undue pressure on financial personnel with respect to accounting judgments and estimates where this would inappropriately influence the reporting of financial results.

C. Legal Compliance

Senior Officers must maintain awareness of the governmental laws and regulations applicable to their work and to Veeco's disclosure obligations, and will consult with the Veeco General Counsel or, if appropriate, outside counsel designated by the Audit Committee for that purpose ("Designated Outside Counsel") regarding any aspects or changes to those laws and regulations that may require explanation. The Senior Officers will use due care to ensure that finance personnel who are given substantial authority within the Veeco financial reporting organization have the integrity that those responsibilities require, and will make sure that all finance personnel understand the Company's policy to comply with all applicable laws and regulations.

IV. INTERNAL REPORTING AND ACCOUNTABILITY

A. Internal Reporting of Violations

If an employee has first-hand, direct information or other information from a source he or she reasonably believes to be credible indicating that there has been a violation of this Code of Ethics by a Senior Officer or any circumstance that could create an actual or apparent conflict of interest involving a Senior Officer, such employee should promptly report such violation or conflict of interest to the highest ranking Senior Officer that is uninvolved in the violation or conflict of interest, the Veeco General Counsel or Designated Outside Counsel, and the Veeco Audit Committee. No Senior Officer or other employee will be penalized by the Company for reporting his or her good faith belief that such violation or conflict of interest has occurred,

provided that the Senior Officer or other employee is not a party to or responsible (alone or with others) for the violation.

Each Senior Officer should ensure that all other Senior Officers are informed of any violation of the Company's legal compliance policy by finance personnel, and will inform the Audit Committee of any such violation by anyone who has a significant role in Veeco's internal controls or the integrity of the Veeco financial statements, regardless of whether the matter has been appropriately addressed at another management level of the organization.

B. Investigation of Violations

If the Audit Committee is informed of credible evidence of a violation of this Code of Ethics, it will consult, as it deems appropriate in the best interests of Veeco, with the Veeco General Counsel, Designated Outside Counsel and/or other 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. If the Audit Committee determines that a formal investigation is necessary or appropriate, it will inform the full Veeco Board of Directors, initiate the investigation (which may be conducted by either the Veeco General Counsel, the Designated Outside Counsel or other outside attorneys), and retain such additional expert personnel as the Committee deems necessary.

At the conclusion of an investigation into possible violations of this Code of Ethics, the Audit Committee will inform the Veeco Board of Directors, Chief Executive Officer and General Counsel of the results and, to the extent that those results indicate that a violation has taken place, of the Committee's determination of the appropriate disciplinary and remedial measures to be taken.

C. Disciplinary Measures

Violation of this Code of Ethics by a Senior Officer is an extremely serious violation of Company policy and may lead to severe disciplinary action, including demotion, termination of employment, and restitution. The fact that a violation was specifically requested or directed by another Senior Officer will not excuse such conduct. In determining the appropriate disciplinary and remedial measures to be taken in response to a violation, the Audit Committee may consider any approach to enforcing this Code of Ethics that it deems to be in the best interests of the Company.

D. Waiver

The Audit Committee may grant a specific, limited waiver of any provision of this Code of Ethics if it determines, after due deliberation and consideration of the circumstances, that such a waiver is in the best interests of the Company.

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