

AMTECH SYSTEMS, INC.

**CHARTER OF THE
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS**

(Adopted May 10, 2022)

I. STATEMENT OF POLICY

This Charter specifies the scope of the responsibilities of the Nominating and Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Amtech Systems, Inc. (the “**Company**”) and the manner in which those responsibilities shall be performed, including the Committee’s structure, processes and membership requirements.

The primary responsibilities of the Committee are to (i) identify and screen individuals qualified to become Board members; (ii) select, or recommend to the Board, director nominees for each election of directors; (iii) develop and recommend to the Board criteria for selecting qualified director candidates; (iv) consider committee member qualifications, appointment and removal; (v) recommend corporate governance principles, including policies, applicable to the Company; (vi) provide oversight in the evaluation of the Board and each committee, and (vii) provide assistance to the Board in reviewing and approving the Company’s activities, goals and policies concerning environmental stewardship and social responsibility matters.

II. ORGANIZATION AND MEMBERSHIP REQUIREMENTS

The Committee shall be comprised of two or more directors, each of whom must be determined by the Board to be “independent” under the rules of the Nasdaq Stock Market (“**Nasdaq**”).

The members of the Committee shall be appointed by the Board and shall serve until their successors are duly elected and qualified or until their earlier resignation, removal or death. Any member of the Committee may be removed or replaced by the Board at any time with or without cause. Unless a Committee Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee. The Chair (or in his or her absence, a member designated by the Chair) shall preside at all meetings of the Committee, and shall be responsible for leadership of the Committee, including scheduling meetings, preparing agendas and making regular reports to the Board.

In fulfilling its responsibilities, the Committee may, to the extent permitted by law, be entitled to delegate duties or responsibilities to one or more subcommittees or to one member of the Committee.

III. MEETINGS AND COMMITTEE ACTION

The Committee shall meet as often as it deems necessary or appropriate to fulfill its responsibilities hereunder, but not less frequently one time each fiscal year. The Committee may

meet with management or individual directors at such time as it deems appropriate to discuss any matters before the Committee.

The Committee shall be governed by the same rules regarding meetings (including meetings in person or by telephone or by virtual platform), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. Any actions taken by the Committee during any period in which one or more of the members fail for any reason to meet the membership requirements set forth above shall still constitute duly authorized actions of the Committee for all corporate purposes. The Committee shall maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

The Committee shall have the authority to obtain advice or seek assistance from consultants, legal counsel, or other advisors as appropriate to perform its duties hereunder. Without limiting the generality of the foregoing, the Committee shall have the sole authority to retain or terminate any search firm to be used to identify director candidates and to determine and approve the terms, costs and fees for such engagements. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of reasonable compensation to any consultant, legal counsel or advisor retained by the Committee to assist it in performing its duties hereunder.

IV. AUTHORITY AND RESPONSIBILITIES

To fulfill its responsibilities and duties hereunder, the Committee shall:

A. Nominating Functions

1. Determine criteria for selecting new directors, including desired board skills, experience and attributes, and identify and actively seek individuals qualified to become directors. The criteria to be used by the Committee in recommending directors and by the Board in nominating directors are set forth in the Company's Corporate Governance Guidelines, to the extent adopted by the Board.

2. Evaluate and select, or recommend to the Board, nominees for each election of directors, except that if the Company is at any time legally required by contract or otherwise to provide any third party with the ability to nominate a director, the Committee need not evaluate or propose such nomination, unless required by contract or requested by the Board.

3. Consider any director candidates recommended by the Company's shareholders pursuant to the procedures described in the Company's proxy statement, and any nominations of director candidates validly made by the Company's shareholders in accordance with applicable laws, rules and regulations, the provisions of the Company's charter documents and policies of the Company in respect of director nominations.

4. Review and make recommendations to the Board concerning qualifications, appointment and removal of committee members.

B. Corporate Governance Functions

1. Develop, recommend for Board approval, and review on an ongoing basis the adequacy of, the corporate governance principles applicable to the Company. Such principles shall include, at a minimum, director qualification standards, director responsibilities, committee responsibilities, director access to management and independent advisors, director compensation, director orientation and continuing education, management succession and annual performance evaluation of the Board and committees. The Committee will develop and recommend to the Board the Corporate Governance Guidelines. The Committee will, from time to time as it deems appropriate, review and reassess the adequacy of such Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.

2. Review and discuss with management disclosure of the Company's corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence and the director nomination process, and to recommend that this disclosure be included in the Company's proxy statement or annual report on Form 10-K, as applicable, as well as made available on the Company's website.

3. In consultation with the Audit Committee of the Board (the "**Audit Committee**"), review and recommend to the Board for adoption any revisions to the Company's Code of Business Conduct and Ethics (the "**Code**"), which meets the requirements of Item 406 of the SEC's Regulation S-K, and provide for prompt disclosure to the public of any change in, or waiver of the Code, and adopt procedures for monitoring and enforcing compliance with the Code.

4. Review, at least annually, the Company's compliance with the corporate governance listing requirements of Nasdaq, and report to the Board regarding the same.

5. Review the Company's policy and procedures with respect to related person transactions, at the request of the Audit Committee, and recommend any amendments or revisions for consideration and adoption by the Board as so requested.

6. Assist the Board in developing criteria for the evaluation of Board and committee performance.

7. If requested by the Board, assist the Board in its evaluation of the performance of the Board and each committee of the Board.

8. Review and recommend to the Board changes to the Company's Amended and Restated Bylaws ("**Bylaws**"), as needed.

9. Working with management, develop orientation materials for new directors and corporate governance-related continuing education for all Board members.

10. Oversee succession planning for executive officers.

11. Make reports to the Board regarding the foregoing as appropriate.

12. Review and reassess the adequacy of this Charter as appropriate and recommend any proposed changes to the Board for approval.

13. Perform any other functions and activities consistent with this Charter, the Company's Bylaws and governing law, as the Committee or the Board deems necessary or appropriate.

V. PERIODIC REVIEW

The Committee shall periodically review the scope of responsibilities of the Committee and the Committee's performance of its duties. Any proposed changes to this Charter or the scope of responsibilities of the Committee, where indicated, shall be referred to the Board for appropriate action.