

**Amtech Systems, Inc.**  
**Nominating and Governance Committee Charter**

**I. The Committee's Purpose.** To identify and recommend Director nominees and oversee corporate governance practices.

**II. The Committee's Duties and Responsibilities.**

- A. Board Nominees. Identify and recommend Director nominees to fill expiring and vacant Board seats.
- B. Committee Recommendations. Make recommendations to the Board with respect to the directors to serve on committees of the Board
- C. Board Compensation. Review and recommend to the Board changes to Director compensation.
- D. Board Reports. Report periodically to the Board on its meetings and other activities.
- E. Conflicts of Interest. Conduct an appropriate review of all related party transactions for potential conflict of interest situations.
- F. Code of Ethics. Review and assess the adequacy of the Code of Business Conduct and Ethics periodically, but at least annually, and recommend any proposed changes to the Board for approval.

**III. Organization and Procedure**

- A. The Nominating and Governance Committee shall consist of no fewer than two members.
- B. Each member of the Nominating and Governance Committee shall satisfy the independence requirements set forth in The NASDAQ Stock Market, Inc. rules, as amended from time to time and as interpreted by the Board in its business judgment.
- C. The Board shall appoint the members of the Nominating and Governance Committee, considering the views of the Chairman of the Board and the Chief Executive Officer, as appropriate. The members of the Nominating and Governance Committee shall serve until their successors are appointed and qualify. Unless a Chairperson is elected by the full Board, the members of the Nominating and Governance Committee may designate a Chairperson by majority vote of the full committee membership.
- D. The Board shall have the power at any time to change the membership of the Nominating and Governance Committee and to fill vacancies in it. Except as expressly provided in this Charter and the Amended and Restated By-laws of the Company, the Nominating and Governance Committee shall fix its own rules of procedure.