

AMTECH SYSTEMS, INC.

CHARTER OF THE
COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS

(Adopted May 10, 2022)

I. STATEMENT OF POLICY

This Charter specifies the authority and scope of the responsibilities of the Compensation 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 Committee has the responsibility and authority to supervise and review the affairs of the Company as they relate to the compensation and benefits of executive officers and directors of the Company. The Committee’s objective is to establish and administer a “total compensation program” that fairly and competitively rewards short-term and long-term performance and that enhances shareholder value. In carrying out these responsibilities, the Committee shall review all components of executive officer and director compensation for consistency with the Company’s compensation philosophy, as in effect from time to time, and with the interests of the Company’s shareholders in mind.

II. ORGANIZATION AND MEMBERSHIP REQUIREMENTS

The Committee shall be comprised of at least two Board members, each of whom shall meet the independence requirements of The Nasdaq Stock Market (“**Nasdaq**”) and any applicable laws and regulations, including those promulgated by the Securities and Exchange Commission (“**SEC**”) from time to time. Additionally, each member of the Committee must qualify as a “non-employee director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”). A Board member shall not serve on the Committee if any executive officer of the Company serves on the board of directors of an entity that employs such Board member as an executive officer.

The members of the Committee shall be appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee of 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 the 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 any or all of its responsibilities to one or more subcommittees of the Committee comprised of one or more members of the Committee.

The Committee shall have the authority to obtain advice and seek assistance for the Committee from internal and external legal, accounting and other advisors, including any compensation consultants. The Committee will have the sole authority to retain or terminate any such consultants or advisors retained by the Committee and will have the sole authority to approve their fees and other retention terms. Prior to selecting, or receiving advice from, any advisor, the Committee shall consider the independence of such advisor based on any applicable criteria specified by the SEC and Nasdaq, including Nasdaq Rule 5605(d)(3) (or any successor rule); provided, however, that the Committee shall not be prohibited from obtaining advice from advisors that it determines are not independent. 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 other advisor retained by the Committee to assist it in performing its duties hereunder.

III. MEETINGS AND COMMITTEE ACTION

The Committee shall meet as often as it deems necessary to fulfill its responsibilities hereunder, but not less frequently than one time each fiscal year. The Committee may request that any employee of the Company attend any of its meetings or meet with any Committee member or any consultant or advisor to the Committee. The Committee shall meet at least annually with the Company's chief executive officer ("**CEO**") and such other senior executives of the Company as the Committee deems appropriate; provided, however, that the chief executive officer may not be present during deliberations or voting regarding his or her compensation. The Committee shall meet periodically in executive session without the presence of management.

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 shall be filed with the minutes of the meetings of the Board.

IV. AUTHORITY AND RESPONSIBILITIES

The Committee shall have the following authority and responsibilities, subject to such modification and additional authority as the Board may approve from time to time:

- Periodically review and advise the Board concerning the Company's overall compensation philosophy, policies, programs and structure, and assess whether the Company's compensation structure establishes appropriate incentives for management and employees.

- Identify any peer group of companies to be used for comparison purposes in connection with any review of executive officer compensation.
- Review and make recommendations to the Board regarding all compensation of the Company's CEO and all other executive officers (including but not limited to salary, bonus, incentive compensation, equity awards, benefits and perquisites). In reviewing and making recommendations regarding executive compensation, the Committee shall consider the results of the most recent shareholder advisory vote on executive compensation required under Section 14A of the Exchange Act, if and when applicable.
- Make recommendations to the Board regarding director compensation and benefits for service on the Board and Board committees.
- Make recommendations to the Board regarding the establishment and terms of the Company's incentive compensation plans and equity-based plans and administer such plans, with full authority to construe the same, prescribe and amend the rules and regulations related thereto and make all other determinations in the administration thereof, subject however, to the limitations prescribed by law and in such plans and programs.
- Consider and, if appropriate, make recommendations to the Board regarding stock ownership guidelines for the Company's executive officers and non-employee directors, and periodically assess such guidelines and recommend revisions, as appropriate.
- Review and approve corporate goals and objectives relevant to CEO and executive officer compensation, evaluate the performance of the CEO and the executive officers in light of those goals and objectives, make recommendations to the other independent directors regarding the total compensation of the CEO and the executive officers, and together with the other independent directors determine and approve the total compensation of the CEO and the executive officers.
- Review competitive compensation and performance studies in developing and administering the total compensation program; give continuing attention to changes in compensation practices, business trends and changes in applicable law and regulations in order to establish and administer a sound competitive compensation program; and consider the compensation programs of the Company's competitors and review data on general industry trends relating to compensation matters.
- Review and discuss with management any Compensation Discussion and Analysis ("CD&A") and related executive compensation information prepared for inclusion in the Company's annual report on Form 10-K and proxy statement each year and, based on such review, determine whether to recommend to the Board that the CD&A, if applicable, and related executive compensation information be included in the annual report and/or the proxy statement.

- Make recommendations to the Board regarding compensation-related matters outside the ordinary course, including but not limited to employment agreements, severance or change-in-control plans or arrangements, and all material amendments thereto.
- Make recommendations to the Board regarding all employee benefit plans for the Company.
- Monitor and assess risks associated with the Company's compensation arrangements and policies and consult with management regarding such risks.
- Review and make recommendations to the Board regarding shareholder proposals related to compensation matters.
- Oversee, in conjunction with the Board, engagement with shareholders and proxy advisory firms on executive compensation matters.
- Report to the Board on the Committee's activities on a regular basis and make recommendations as appropriate.
- Perform such other functions and activities consistent with this Charter, the Company's Amended and Restated Bylaws and governing law as the Committee deems necessary or as the Board may direct.
- Ensure that a copy of this Charter is included on the Company's website and that the Company's annual proxy statement states that this Charter is available on the Company's website and that it will be sent to any shareholder who requests a copy.

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 the Committee's responsibilities, where indicated, shall be referred to the Board for appropriate action.