

Amtech Systems, Inc.
Compensation and Options Committee Charter

I. Purpose

The purpose of the Compensation Committee (the “Committee”) is to assist the Board of Directors (the “Board”) of Amtech Systems, Inc. (the “Company”) in fulfilling its responsibilities with respect to administering the Company’s stock option plans and Incentive Stock Plan, to review and approve contracts and other arrangements for executives of the Company, to evaluate the performance of and set the compensation for the Chief Executive Officer, and to prepare an annual report on executive compensation for inclusion in the proxy statement. The Committee’s objective is to establish and administer a “total compensation program” that fairly and competitively rewards long-term performance and that enhances stockholder value. To this end, the Committee reviews and exercises judgment on all elements of the executive compensation program, including salary increases and annual performance bonus payments, and the Company’s long-term incentive program.

II. Organization

- Composition and Qualifications

The Committee shall be appointed by the Board and shall consist of at least two or more directors, each of whom shall meet the independence requirements of the Nasdaq Stock Market and any applicable laws and regulations, including those promulgated by the Securities and Exchange Commission from time to time. Additionally, each member of the Committee must qualify as “non-employee directors” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, and as “outside directors” for purposes of Section 162(m) of the Internal Revenue Code. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause.

- Meetings / Minutes / Reports

- The Committee shall meet at least annually or more frequently if circumstances dictate.
- The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate.
- The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.
- The Board shall appoint one member of the Committee as the Chair.
- 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.

- The Committee shall have complete access to management and may invite members of management or others to attend the Committee's meetings and provide pertinent information as appropriate. However, the Committee shall meet regularly without such members present, and in all cases the CEO and any other such officers shall not be present during those portions of the meetings at which their individual compensation or performance is discussed or determined.
- Minutes of each Committee meeting shall be prepared and sent to all Committee members.
- The Committee shall evaluate and assess the effectiveness of the Committee and the adequacy of this Compensation Committee Charter on an annual basis and recommend any proposed changes to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.

III. Authority

- The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.
- 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 retained by the Committee and will have the sole authority to approve their fees and other retention terms. The legal, accounting, or other counsel retained by the Committee shall be independent as determined in the discretion of the Committee. 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 compensation to its legal, accounting, and other advisors.

IV. Responsibilities and Duties

- The Committee shall oversee the Company's overall compensation structure, policies and programs, and assess whether the Company's compensation structure establishes appropriate incentives for management and employees.
- The Committee shall administer the Company's stock option plans, the Incentive Stock Program and all other employee equity-based compensation 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.
- The Committee shall review and approve corporate goals and objectives relevant to Chief Executive Officer's ("CEO") compensation, evaluate the CEO's performance in light of those goals and objectives, make recommendations to the other independent directors regarding the total compensation of the CEO, and together with the other independent directors determine and approve the total compensation of the CEO.
- The Committee shall review the compensation and oversee the evaluation of all executive officers of the Company other than the CEO and shall approve the compensation of all executive officers of the Company other than the CEO.

- The Committee shall (i) review competitive compensation and performance studies in developing and administering the total compensation program, (ii) 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 (iii) consider the compensation programs of the Company's competitors and review data on general industry trends relating to compensation matters.
- The Committee shall review and discuss with management the Compensation Discussion and Analysis ("CD&A") and the 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 and related executive compensation information be included in the annual report and the proxy statement.
- The Committee shall 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.