

Amtech Systems, Inc.
Audit Committee Charter

I. Purpose

The Audit Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Amtech Systems, Inc. (the “Company”) for the primary purposes of:

- A. Assisting the Board in its oversight of the:
 - 1. Quality and integrity of the Company’s financial statements;
 - 2. Company’s compliance with legal and regulatory requirements;
 - 3. Company’s overall risk management profile;
 - 4. Independent auditor’s qualifications and independence; and
 - 5. Performance of the Company’s independent auditors.
- B. Maintaining, through regularly scheduled meetings, a line of communication between the Board and the Company’s financial management, internal auditors and independent auditors.
- C. Preparing the annual Audit Committee Report to be included in the Company’s proxy statement.

II. Membership Requirements

A. Composition and Qualifications

The Committee shall be comprised of three or more directors as determined by the Board, each of whom: (1) meets NASDAQ’s definition of independence; (2) meets the independence requirements regarding compensation and affiliation contained in SEC Rule 10A-3(b)(1), as amended; (3) has not participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years; (4) can read and understand fundamental financial statements, including a company’s balance sheet, income statement, and cash flow statement; (5) evaluates carefully the existing demands on his or her time before accepting appointment to the Committee or the audit committee of any other company; and 6) will not simultaneously serve on the audit committees of more than three public companies, including the Company, unless the Board determines in its discretion that such simultaneous service would not impair the ability of such member to effectively serve on the Committee.

In addition, at least one member of the Committee shall have past employment experience in finance or accounting, requisite professional certification in accounting or any comparable experience or background which results in the individual’s financial sophistication, including being or having been a chief executive officer, chief financial

officer or other senior officer with financial oversight responsibilities. The members of the Committee shall be elected by the Board at the annual organizational meeting of the Board or until their successors shall be duly elected and qualified. Unless the Board elects a Chairman, the Committee members may designate a Chairman by majority vote of the Committee.

B. Meetings / Minutes / Reports

1. The Committee shall meet at least annually or more frequently if circumstances dictate.
2. The Chairman (or in his or her absence, a member designated by the Chairman) shall preside at all meetings of the Committee. The Chairman shall be responsible for leadership of the Committee, including scheduling meetings, preparing agendas and making regular reports to the Board.
3. 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.
4. The Committee shall have full access to management. The Committee shall meet separately, periodically, with management, with corporate auditors and with the Company's independent external auditors, to review and discuss any matters that the Committee believes are relevant to fulfilling its responsibilities. The Committee shall obtain regular reports from members of management with day-to-day responsibility for the areas related to the Committee's function.
5. Minutes of each Committee meeting shall be prepared and sent to all Committee members.
6. The Committee shall evaluate and assess the effectiveness of the Committee and the adequacy of this Committee Charter on an annual basis and recommend any proposed changes to the Board.
7. The Committee shall make regular reports of its activities and, as appropriate, recommendations to the Board in such manner and at such times as the Committee deems appropriate.

III. Authority

- A. The Committee shall have the authority to obtain advice and assistance from internal and outside legal, accounting or other advisors, including the authority to select and engage such outside advisors and to approve the terms of such engagement. The Committee shall have the sole authority to approve all audit engagement fees and terms and the Committee, or a member thereof, must pre-approve any audit and non-audit service provided to the Company by the Company's independent auditors. The Company shall provide appropriate

funding, as determined by the Committee, for payment of compensation to the advisors employed by the Committee, including the independent auditors. The Company shall also provide appropriate funding for payment of the administrative and other expenses incurred by the Committee in carrying out its duties.

- B. The Committee is authorized to conduct or originate investigations into any matters within the Committee's scope of responsibilities.
- C. Except as otherwise prohibited by law or the Company's Articles of Incorporation or By-Laws, the Committee may delegate its responsibilities to subcommittees or individuals.

IV. Duties and Responsibilities

- A. The Committee shall meet with the independent auditors and management prior to the annual audit to discuss planning and staffing of the audit.
- B. The Committee shall review the annual audited financial statements and quarterly financial statements, and discuss them with management and the independent auditors, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations". In connection with such review, the Committee shall review and discuss:
 - 1. Any major issues concerning the Company's accounting principles and financial statement presentations, including changes in the application accounting principles;
 - 2. Any major issues concerning the adequacy of the Company's internal controls and any special processes adopted in response to material control deficiencies;
 - 3. Any reports prepared by management or the independent auditor identifying significant financial reporting issues; and
 - 4. Any regulatory and accounting initiatives and off-balance sheet structures on the financial statements of the Company, and the effects thereof.
- C. The Committee shall be directly responsible, in its capacity as a committee of the Board, for the selection, appointment, compensation, retention and oversight of the work of the independent auditors. In this regard, the Committee shall appoint and retain, compensate, evaluate and, when appropriate, terminate and replace, the Company's independent auditors, which shall report directly to the Committee.
- D. The Committee shall obtain confirmation and assurance as to the external auditors' independence including a requirement that the auditor submit to the Committee on a periodic basis, not less than annually, a formal written statement delineating all relationships between the auditors and the Company, as well as a

summary of all services provided by the auditors and the fees charged for such services.

- E. The Committee shall also obtain and review at least annually, a report by the independent auditor describing the audit firm's internal quality control procedures and any material issues raised by the most recent internal quality control review or peer review of the audit firm, or by any investigation by governmental or professional authorities within the preceding five years regarding any independent audit conducted by the firm, and the steps taken to address such issues.
- F. The Committee shall review and discuss the Company's earnings press releases and any financial information and earnings guidance provided to financial analysts and credit rating agencies.
- G. The Company shall also review and discuss the Company's risk assessment and risk management policies, including the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures.
- H. The Committee shall periodically meet with the management, the internal auditors, and the independent auditors, all in separate sessions.
- I. The Committee shall regularly review with the independent auditor any difficulties that arose during the audit, including restrictions on the auditor's activities or access to requested information and any significant disagreements with management.
- J. The Company may establish and maintain a formal internal audit function to provide management and the Committee with ongoing assessments of the Company's risk management processes and system of internal control.
- K. The Committee shall establish procedures for 1) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and 2) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
- L. The Committee shall review for appropriateness, in advance, any proposed hiring of employees or former employees of the independent auditors.
- M. The Committee shall assure regular rotation of the lead audit partner as required by law, and periodically consider whether rotation of the independent auditor is required to ensure independence.
- N. The Committee shall review and approve all "related party transactions" requiring disclosure under SEC Regulation S-K, Item 404, as amended from time to time, or any successor regulation or statute.