

Amtech Systems, Inc.

Code of Ethics

Amtech Systems, Inc. and its subsidiaries (collectively, “Amtech”) strive to apply high ethical, moral and legal principles in every aspect of business conduct.

This written statement of principles applies to all directors, officers and employees of Amtech (collectively referred to as “associates”), and is intended to serve as a guide for ethical behavior. If an associate is concerned about an ethical situation, or is not sure whether specific conduct meets Amtech’s standards, that associate should feel free to discuss the situation with a supervisor, or to report the matter, anonymously, if desired, through our third-party provider, EthicsPoint, either through their website www.ethicspoint.com, or their toll-free number for the U.S. and Canada dial **866-413-1994**, or their toll-free for the Netherlands dial **0800-0226174**. The chairman of Amtech’s Audit Committee will monitor reports to this website, and will coordinate the appropriate handling of any reported matters. You may choose to remain anonymous in reporting any possible violation of this Code of Ethics. Any reported incidents will be treated in a confidential manner, and Amtech will not allow retaliation for incidents reported in good faith.

Although we cannot anticipate all situations that may arise, you may find it helpful to ask yourself the following questions when faced with an ethical issue:

- Would my conduct be legal?
- Would my conduct be ethical?
- Does my conduct comply with Amtech’s policies?
- Does my conduct appear appropriate, or would I be embarrassed if someone knew?
- If the person I most respect were to hear about my conduct, would that person be proud of me?
- Would my conduct be embarrassing to the Company or the associates involved if the details were fully disclosed?

Amtech expects its associates to understand and obey all legal requirements governing the Company’s business. Associates needing more information should talk with their supervisor or corporate management or email the Ethics Mailbox. **But complying with the law is just part of what we need to be doing.** Associates should continually try to avoid even the appearance of impropriety or of violating the law or this Code of Ethics.

We believe this Code of Ethics provides us with the information and resources necessary to help meet our ethical obligations to each other, to the Company, to our customers, suppliers and competitors, investors and to the public. It is the personal responsibility of each of us to comply with this Code of Ethics, and like all Company policies, noncompliance constitutes grounds for disciplinary action, up to and including termination of employment.

RELATIONSHIPS AND CONFLICTS OF INTEREST

Associates are expected to make decisions in the best interests of the Company, and not for personal gain. No associate, nor any member of his or her immediate family, should acquire a financial interest in, or accept employment by, any entity doing business with Amtech, if the interest or employment would conflict with the associate's performance of his or her duties for the Company.

Neither associates, nor their immediate family members, may accept gifts or favors that create any obligation, either stated or implied, to a competitor, supplier or customer of Amtech. Gifts should not be accepted from such companies or their agents, unless the gift either has been previously approved in writing by a supervisor, or is of only nominal value (i.e., shirts, caps, etc.).

Associates may not offer any gift or favor to any employee, or a member of the immediate family of an employee, of a competitor, supplier or customer, if the gift or favor might place the recipient under any obligation to either the associate making the gift or to Amtech.

Kickbacks, bribes, rebates or other forms of illegal consideration are never acceptable, and must never be either given or accepted by anyone acting on behalf of Amtech. Associates dealing with government agencies should be particularly alert to any agency rules limiting or prohibiting gifts or other favors.

Associates may not either use or disclose any confidential or non-public information learned through their employment at Amtech, either for their own or someone else's personal benefit. Use of such information may also violate strict Federal laws against "insider trading" in securities. See further discussion below.

Associates should respect the Company's property and use the Company's assets, including computers and related information technology assets, only in accordance with established Company policies.

COMPLIANCE WITH LAWS

Strict compliance with all laws affecting the conduct of Amtech's business is required. Any questions as to the applicability of any law or the appropriate manner of compliance should be directed to corporate management.

Competition and Antitrust Laws. All of the business activities of Amtech are highly competitive, and it is the policy of Amtech to compete aggressively, but fairly. A major part of this commitment to compete fairly is a commitment to abide fully by federal and state antitrust laws. The broad purpose of antitrust laws is to promote fair and honest competition. In general, these complex laws prohibit any form of agreement or understanding, whether formal, informal, express or implied, that unreasonably reduces competition and business rivalry. This commitment also prohibits any unfair or untrue disparagement of an Amtech competitor.

Accounting Requirements. Amtech follows the accepted accounting rules and controls as set forth by the U.S. Securities and Exchange Commission and the Financial Accounting Standards Board. All account books, budgets, project evaluations, expense accounts and other papers utilized in maintaining our business records must accurately reflect the matters to which they relate. All assets of the Company must be carefully and properly accounted for. No payment of funds shall be approved or made with the understanding that any part of the funds will be used in a manner contrary to this principle.

Amtech's certified public accountants should be given full access to all information necessary for them to conduct their audits properly.

EEO and Discrimination Laws. Amtech requires strict adherence to its policies and the laws regarding Equal Employment Opportunity and discrimination in the workplace. Severe penalties may be imposed for violation. All forms of unlawful harassment are similarly prohibited, including harassment by vendors or contractors. The term "harassment" includes sexual, racial, ethnic and other forms of harassment, including harassment based upon a disability. Company policies set forth the means through which employees who have witnessed or experienced harassment may report it and seek appropriate relief.

Securities Laws. It is the policy of Amtech to comply with all applicable securities laws. No employee may disclose "insider" information (i.e., material, non-public information acquired as a result of employment) to any outside person or to other associates except on a strict need-to-learn basis, and no associate may take any economic or personal advantage of any inside information, such as buying or selling stock or other securities of the Company or of any other company to which the inside information may pertain.

Intellectual Property. Amtech's intellectual property is a very valuable asset. Intellectual property includes Company trademarks, copyrightable materials, patents and trade secrets.

Intellectual property rights of the Company, as well as those of others, must be respected. It is vital that these rights are protected and any infringements reported to corporate management. Amtech owns all inventions, discoveries, ideas, concepts, written material and trade secrets that are created during employment or are produced at the Company's direction or using Company time, materials or other resources. Everyone is urged to cooperate in documenting Amtech's ownership of all intellectual property.

REPORTING AND RELEASE OF INFORMATION, MISREPRESENTATIONS AND FALSE STATEMENTS

Associates must never make a deliberate misrepresentation concerning Amtech or its business operations.

No associate should ever create, or assist anyone in creating, a false or misleading entry in any book or business record of Amtech, including any business expense report or employee time report. No unrecorded or “hidden” funds or assets are permitted under any circumstances.

All record keeping, reporting of information and records must be accurate, complete, honest and timely. The knowing or deliberate falsification of any documents or data will be the basis for immediate discharge and may subject an employee to civil and criminal sanctions as well.

Dishonest reporting of information to organizations and people inside or outside the Company, including false or artificial entries in books and records, is strictly prohibited. It could lead to civil or criminal liability for you and the Company. This includes not only inaccurate reporting, but also organizing information in a way that is intended to mislead or misinform.

Established procedures for the release of information about Amtech must be strictly followed. In personal, as well as business conversation, employees should limit comments about Amtech to information that has been publicly disclosed by the Company in accordance with established procedures, or strictly on a need-to-know basis to persons obligated in writing to keep the information confidential.

Confidentiality. Information is key to our success. **Everyone must protect what is confidential while working at Amtech and after leaving the Company.** The heading of confidential information includes financial documents, pricing or vendor information, plans for future products, corporate development, the cost of goods, personnel files, manuals and procedures, computer software, design documents, videos and memos. (Information that has been made public by the Company, such as by press release, advertisement or filed documents, is not considered confidential.)

If you are unsure whether certain information is confidential, presume that it is. Therefore, it is important to be careful about what is said to friends, business associates and family members, even spouses. Finally, no one should attempt to obtain confidential information that does not relate to his or her employment duties and responsibilities.

DISCRIMINATION AND HARASSMENT

Amtech is firmly committed to the principle of equality of opportunity in employment and human relationships.

Each associate is expected to treat fellow associates with respect and dignity, and to practice the principles stated in the Amtech Employee Manual.

Amtech offers employment, training, compensation and advancement on the basis of qualification, merit and business needs, regardless of race, religion, sex, national origin, age, veteran status, sexual orientation or other protected characteristic. Amtech will extend the same considerations to qualified disabled persons, consistent with the individual's abilities to perform job duties safely and efficiently.

Business relationships with competitors, suppliers, and customers of Amtech must always be conducted free of discrimination based on race, religion, sex, national origin, age, veteran status, sexual orientation or disability.

Associates may not engage in any sexual or other harassment of other associates, competitors, suppliers or customers.

All associates are responsible for implementing Amtech's policy of non-discrimination. This may require special affirmative action by all levels of executive, managerial and supervisory personnel to seek out competent persons and business entities entitled to the benefits of the broad Amtech commitment to equal opportunity.

POLITICAL CONTRIBUTIONS AND PUBLIC SERVICE INVOLVEMENT

Amtech works hard to earn and maintain the respect of the communities in which we operate. Associates are encouraged to speak out on important community issues. Associates must be careful, however, not to give the impression that they are speaking on behalf of Amtech, unless they are actually authorized to do so.

No Amtech subsidiary is permitted to contribute, directly or indirectly, to any political campaign. Employees may not use Company expense accounts to pay for any personal political contributions, or seek any other form of reimbursement for these contributions from Amtech.

In addition, associates should not use Amtech's facilities or assets for the benefit of any party or candidate, including an associate individually running for office.

Political payments in foreign countries pose special legal problems. Associates engaged in foreign operations should never make a payment, either directly or indirectly, to any foreign government official, agency or instrumentality, or to any foreign political party, party official or candidate, unless the specific payment has been reviewed and approved by Amtech's legal counsel.

SAFETY AND THE ENVIRONMENT

The safe operation of Amtech's activities is always a primary goal.

All associates, without exception, are responsible for insuring that all Amtech operations are conducted safely. Associates are expected to observe all safety rules and practices, and to follow instructions concerning safe and efficient work practices. All employees should immediately advise their supervisor or other management representative if they see a work practice or activity they consider to be conducted in an unsafe or careless manner.

Amtech and its associates must remain committed to taking all reasonable steps to preserve and enhance the environment, public health and safety. Safety consciousness must be a key part of our thinking and planning.

ADDITIONAL INFORMATION

You are encouraged to bring any concerns you may have, for example, about your own or someone else's conduct, an uncertainty about the meaning of a particular regulation, a suspicion that somebody you work with may have done something questionable or an issue with an action Amtech is taking, to the attention of the Company by discussing them with your supervisor or another member of management. If you are uncomfortable speaking with your supervisor, the Company strongly encourages you to contact a management representative in the Human Resources Department or to contact our third party provider, EthicsPoint, either through their website at www.ethicspoint.com, or their toll-free number for the U.S. and Canada dial **866-413-1994**, or their toll-free for the Netherlands dial **0800-0226174**. You may report a matter anonymously to EthicsPoint. Remember that any reported incidents will be treated in a confidential manner, and Amtech will not allow retaliation for incidents reported in good faith.

This Code of Ethics is not an employment contract and does not create any contractual rights. Amtech reserves the right to amend or discontinue this Code of Ethics and the policies addressed herein, without prior notice, at any time. The Audit Committee of the Board of Directors has procedures for reporting and handling verified violations of this Code of Ethics.