

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14A

(Rule 14a-101)

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Under Rule 14a-12



AMTECH SYSTEMS, INC.

(Name of Registrant as Specified in its Charter)

N/A

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 - Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:
 - (2) Aggregate number of securities to which transaction applies:
 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):
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 - Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - (1) Amount Previously Paid:
 - (2) Form, Schedule or Registration Statement No.:
 - (3) Filing Party:
 - (4) Date Filed:
-

AMTECH SYSTEMS, INC.
131 SOUTH CLARK DRIVE
TEMPE, ARIZONA 85281

**NOTICE OF 2021 ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD ON MARCH 23, 2021**

To Our Shareholders:

The 2021 Annual Meeting of Shareholders (the "Annual Meeting") of AMTECH SYSTEMS, INC., an Arizona corporation (the "Company"), will be held at The Sheraton Mesa Hotel at Wrigleyville West, 860 N. Riverview, Mesa, Arizona, USA*, on Tuesday, March 23, 2021, at 9:00 a.m., Arizona time, for the following purposes:

1. To elect six (6) directors to serve until the 2022 Annual Meeting of Shareholders and until their successors are duly elected and qualified;
2. To ratify the appointment of Mayer Hoffman McCann P.C. as our independent registered public accountants for the fiscal year ending September 30, 2021;
3. To approve the advisory (non-binding) resolution relating to the named executive officer compensation as disclosed in the accompanying proxy statement; and
4. To transact such other business as may properly come before the meeting or any postponement or adjustment thereof.

The foregoing items of business are more fully described in the proxy statement accompanying this notice. The Company is presently aware of no other business to come before the Annual Meeting.

Important Notice Regarding the Availability of Proxy Materials for the Meeting

The Proxy Statement and annual report to shareholders on Form 10-K for the fiscal year ended September 30, 2020 (the "2020 Annual Report") are also available at <https://www.amtechsystems.com/investors/investor-kit>. The materials available on this website include this notice, the proxy statement, the proxy card and the 2020 Annual Report.

The Board of Directors has fixed the close of business on January 22, 2021 as the record date (the "Record Date") for the determination of shareholders who hold the Company's common stock who are entitled to notice of, and to vote at, the Annual Meeting or any postponement or adjournment thereof. Shareholders are reminded that their shares of the Company's common stock can be voted at the Annual Meeting only if they are present at the Annual Meeting in person or by valid proxy. A copy of the 2020 Annual Report, which includes our audited financial statements, was mailed with this notice and Proxy Statement to all shareholders of record on or about February 7, 2021.

Management of the Company cordially invites you to attend the Annual Meeting. Your attention is directed to the attached Proxy Statement for a discussion of the foregoing proposals and the reasons why the Board of Directors encourages you to vote FOR the approval of such proposals.

By Order of the Board of Directors:



Lisa D. Gibbs, Secretary

Tempe, Arizona
January 28, 2021

IMPORTANT: IT IS IMPORTANT THAT YOUR SHARES BE REPRESENTED AND VOTED AT THIS MEETING. PLEASE VOTE YOUR SHARES PROMPTLY BY COMPLETING AND RETURNING YOUR PROXY CARD OR BY VOTING ON THE INTERNET OR BY TELEPHONE.

* We are actively monitoring the health and safety concerns and government recommendations and restrictions relating to the COVID-19 pandemic. We are planning for the possibility that the Annual Meeting may be held at a different location, or solely by means of remote communication (i.e., a virtual-only Annual Meeting) if we determine it is not possible or advisable to hold an in-person meeting. We will announce any such updates as promptly as practicable, via a press release that will also be filed with the SEC as additional proxy materials. Please check the "Investors" page of our website at www.amtechsystems.com and our Annual Meeting website at www.investorvote.com/ASYS prior to the meeting date. As always, we encourage you to vote your shares prior to the Annual Meeting.

AMTECH SYSTEMS, INC.

PROXY STATEMENT
2021 ANNUAL MEETING OF SHAREHOLDERS

TABLE OF CONTENTS

	<u>Page</u>
Proxy Statement	1
Proposal No. 1 -- Election of Directors	4
Director Compensation	9
Executive Compensation	10
Employment and Change in Control Arrangements	15
Audit Committee Report	19
Security Ownership of Certain Beneficial Owners and Management	22
Securities Authorized for Issuance under Equity Compensation Plans	24
Proposal No. 2 -- To Approve the Ratification of the Independent Registered Public Accountants	25
Proposal No. 3 -- Advisory Vote On Named Executive Officer Compensation	26
Other Matters	27

AMTECH SYSTEMS, INC.
131 SOUTH CLARK DRIVE
TEMPE, ARIZONA 85281

PROXY STATEMENT

The Board of Directors, or “Board,” of Amtech Systems, Inc., an Arizona corporation (the “Company” or “Amtech”), is soliciting proxies to be used at the 2021 Annual Meeting of Shareholders to be held on Tuesday, March 23, 2021, at 9:00 a.m., Arizona time, and any adjournment or postponement thereof (the “Annual Meeting” or “Meeting”). A copy of the Notice of the Meeting accompanies this Proxy Statement. This Proxy Statement and the accompanying form of proxy will be mailed to all shareholders entitled to vote at the Annual Meeting beginning February 7, 2021.

Who Can Vote

Shareholders of record as of the close of business on January 22, 2021 (the “Record Date”), may vote at the Annual Meeting and at any and all adjournments or postponements of the Meeting. On the Record Date, 14,141,122 shares of our common stock, \$0.01 par value (“Common Stock”), were issued and outstanding. A complete list of shareholders entitled to vote at the Annual Meeting shall be open to the examination of any shareholder, for any purpose germane to the Annual Meeting, during ordinary business hours for at least ten days prior to the Annual Meeting at our offices at 131 South Clark Drive, Tempe, Arizona 85281.

What Constitutes a Quorum

The presence, in person or by proxy, of the holders of a majority of the voting power of the issued and outstanding shares of Common Stock as of the Record Date entitled to vote is necessary to constitute a quorum at the Annual Meeting. Abstentions and broker non-votes are included in the number of shares present at the Meeting for purposes of determining a quorum. A broker “non-vote” occurs when a nominee holding shares for a beneficial owner does not vote on a particular proposal because the nominee does not have discretionary voting power for that particular item and has not received instructions from the beneficial owner.

How to Attend the Meeting

If you are a shareholder of record, which means you hold your shares in your name, you may attend the meeting. If you own shares in the name of a bank, broker or other holder of record (“street name”), you will need to ask your broker or bank for a copy of the proxy they received from us. You will need to bring the proxy with you to the Annual Meeting, which will be held at The Sheraton Mesa Hotel at Wrigleyville West, 860 N. Riverview, Mesa, Arizona, USA, on Tuesday, March 23, 2021, at 9:00 a.m., Arizona time.

How to Vote

If your shares are registered directly in your name, you may vote:

Via the Internet. Go to the website www.investorvote.com/ASYS and follow the instructions. You must specify how you want your shares voted or your Internet vote cannot be completed. Votes have to be received no later than 1:00 a.m. Eastern Standard Time the morning of the Meeting.

By Telephone. To vote by phone, call 1-800-652-VOTE (8683) toll free from the U.S. and Canada and follow the instructions. You must specify how you want your shares voted and confirm your vote at the end of the call or your telephone vote cannot be completed. Votes have to be received no later than 1:00 a.m. Eastern Standard Time the morning of the Meeting.

By Mail. Complete and sign the enclosed proxy card and mail it in the enclosed postage prepaid envelope for receipt on or before March 22, 2021. If you execute the proxy but do not specify how you want your shares voted, your shares will be voted in accordance with the recommendations of the Board set forth in the Proxy Statement.

In Person at the Annual Meeting. If you choose to vote in person at the Meeting, you must bring a government-issued proof of identification that includes a photo (such as a driver's license or passport) and either the enclosed proxy card or other verification of your ownership of shares of Common Stock as of the Record Date.

If your shares are held in street name (held for your account by a broker, bank or other nominee):

Your broker, bank or other nominee should give you instructions for voting your shares. You may vote by Internet, telephone or mail as instructed by your broker, bank or other nominee. You may also vote in person if you obtain a legal proxy from your broker, giving you the right to vote your shares at the Meeting and you bring verification of your ownership of shares of Common Stock to the Meeting.

We are not aware of any other matters to be presented at the Annual Meeting, except those described in this Proxy Statement. However, if any other matters not described in this Proxy Statement are properly presented at the Annual Meeting, the proxies will use their own judgment to determine how to vote your shares. If the Annual Meeting is adjourned, your Common Stock may be voted by the proxies on the new Meeting date as well, unless you have revoked your proxy prior to that time.

What are the Voting Rights of Holders of Common Stock

Except as set forth below with respect to the ability to cumulate votes for directors, the holders of Common Stock will be entitled to one vote per share of Common Stock.

What Vote is Required to Approve Each Item

If a quorum is present, the six nominees who receive a plurality of the votes cast at the Annual Meeting will be elected. Broker non-votes and votes that are withheld will have no effect on the results of the vote for the election of directors. If a quorum is present, a majority of votes cast by holders of Common Stock represented and entitled to vote at the Annual Meeting will constitute a ratification of the appointment of Mayer Hoffman McCann P.C. as our independent registered public accountants.

Approval of the advisory vote on the compensation of our named executive officers requires the affirmative vote of a majority of the shares of Common Stock present or represented at the Annual Meeting and entitled to vote. Because the vote is advisory, it will not be binding upon the Board. However, the Compensation and Stock Option Committee will take into account the outcome of the vote when considering future executive compensation arrangements.

Revoking Your Proxy or Changing Your Vote

You may revoke your proxy and/or change your vote at any time before the Meeting.

If your shares are registered directly in your name, you must do one of the following:

Via the Internet or by Telephone. Cast your votes again via the Internet or by telephone by following the directions above. Only the last Internet or telephone vote will be counted.

By Mail. Sign a new proxy card and submit it as instructed above, or send a notice revoking your proxy to the Secretary so that it is received on or before March 22, 2021.

In Person at the Annual Meeting. Attend the Meeting and vote in person. **Presence at the Meeting will not revoke your proxy unless you specifically request that your proxy be revoked.**

If your shares are held through a broker or other nominee and you would like to change your voting instructions, please follow the instructions provided by your broker.

How Votes are Counted

Inspectors of election will be appointed for the Annual Meeting. The inspectors of election will determine whether or not a quorum is present and will tabulate votes cast by proxy or in person at the Annual Meeting. If you have returned valid proxy instructions or attend the Annual Meeting in person, your Common Stock will be counted for the purpose of determining whether there is a quorum. Abstentions and broker non-votes will be included in the determination of the number of shares represented for a quorum. Generally, broker non-votes occur when a beneficial owner does not provide instructions to their broker with respect to a matter on which the broker is not permitted to vote without instructions from the beneficial owner. In tabulating the voting result for any particular proposal, shares that constitute broker non-votes are not considered entitled to vote on that proposal. Accordingly, broker non-votes will not affect the outcome of any matter being voted on at the Meeting, assuming that a quorum is obtained.

Costs of this Proxy Solicitation

We will pay the costs of preparing and mailing the Notice of Annual Meeting and Proxy Statement, including the charges and expenses of brokerage firms, banks and others who forward solicitation material to beneficial owners of the Common Stock. We will solicit proxies by mail. Our officers and directors may also solicit proxies personally, or by telephone or facsimile, without additional compensation. We have not retained any outside party to assist in the solicitation of proxies; however, we have retained Computershare Trust Company, N.A. and Broadridge Financial Solutions, Inc. to provide certain administrative services in connection with the proposals in this Proxy Statement, including coordinating the distribution of proxy materials to beneficial owners of Common Stock, contacting shareholders to ensure they have received this Proxy Statement and overseeing the return of proxy cards.

Annual Report

Our Annual Report to Shareholders for the fiscal year ended September 30, 2020 (the "Annual Report") has been mailed concurrently with the mailing of the Notice of Annual Meeting and Proxy Statement to all shareholders entitled to notice of, and to vote at, the Annual Meeting. The Annual Report is not incorporated into this Proxy Statement and is not considered proxy-soliciting material.

Audit Committee Report

The information contained in the "Audit Committee Report" shall not be deemed "filed" with the Securities and Exchange Commission (the "SEC") or subject to Regulations 14A or 14C or to the liabilities of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended (the "Securities Act"), or the Exchange Act.

PROPOSAL NO. 1 – ELECTION OF DIRECTORS
(Item No. 1 on the Proxy Card)

Number of Directors to be Elected

In May 2020, our Board of Directors approved an increase in the size of the Board from five to seven members and appointed the Company’s Chief Executive Officer, Michael Whang, and its Chief Financial Officer, Lisa D. Gibbs, to the Board, effective May 5, 2020. Mr. Whang and Ms. Gibbs are standing for election at the Annual Meeting. Each director elected will hold office for one year and until his or her qualified successor is duly elected and qualified. One of our directors, Mr. King, is not standing for re-election at our Annual Meeting. Accordingly, the Board intends to fill the vacancy created by Mr. King’s departure in 2021 after a thorough search has been completed by the Nominating and Corporate Governance Committee. If any director resigns, or otherwise is unable to complete his or her term in office, our Board may elect another director for the remainder of the resigning director’s term.

Vote Required

The six nominees receiving the highest number of votes cast at the Annual Meeting will be elected. There is cumulative voting in the election of directors. This means that each holder of Common Stock present at the Annual Meeting, either in person or by proxy, will have an aggregate number of votes in the election of directors equal to six (the number of persons nominated for election as directors) multiplied by the number of shares of Common Stock held by such shareholder on the Record Date. The resulting aggregate number of votes may be cast by the shareholder for the election of any single nominee, or the shareholder may distribute such votes among any number or all of the nominees. In order to exercise cumulative voting, the voting shareholder must complete the proxy card and indicate cumulative voting in accordance with the instructions included on the proxy card.

Nominees for Director

Our Board is responsible for supervision of the overall affairs of the Company. Our current Board has nominated the following individuals to serve on the Board for the following year:

Robert M. Averick
Michael Garnreiter
Lisa D. Gibbs
Sukesh Mohan
Jong S. Whang
Michael Whang

Each of these nominees has agreed to be named in this Proxy Statement and to serve if elected. See below for information regarding each of the nominees.

Mr. J.S. Whang is the father of Mr. Michael Whang, our Chief Executive Officer. There are no other family relationships among any of the director nominees or executive officers. Each nominee was recommended by a non-employee director.

Our Board recommends a vote FOR the election of the six nominees under Proposal No. 1. The persons appointed by the Board as proxies intend to vote for the election of each of the nominees, for a term to expire at the next annual meeting, unless you indicate otherwise on the proxy or voting instruction card. In that regard, our Board solicits authority to cumulate such votes.

If any nominee should become unavailable for any reason, which we do not anticipate, the proxy will be voted “for” any substitute nominee, or nominees, who may be selected by the Board prior to, or at, the Annual Meeting, or, if no substitute is selected by the Board prior to or at the Annual Meeting, for a motion to reduce the present membership of the Board to the number of nominees available. The information concerning the nominees and their shareholdings has been furnished by them to the Company.

Information Concerning Directors and Executive Officers

The following table sets forth information regarding the executive officers and individuals nominated to serve as directors of the Company as of the date of this filing.

<u>Name</u>	<u>Age</u>	<u>Position with the Company</u>
Jong S. Whang	75	Chairman of the Board
Michael Whang	49	President, Chief Executive Officer, Director
Lisa D. Gibbs	46	Vice President, Chief Financial Officer, Secretary and Director
Robert M. Averick	54	Director
Michael Gamreiter	68	Director
Sukesh Mohan	54	Director

Jong S. Whang is the founder and Chairman of Amtech and has held various roles including President, Chief Executive Officer and Executive Chairman since its inception in 1981. Mr. Whang's responsibilities include merger and acquisition activity on behalf of the Company. He has over 40 years of experience in the semiconductor industry, including time spent in both processing and manufacturing of equipment systems. Mr. Whang brings extensive senior management experience and knowledge of our Company and the markets we serve to the Board of Directors. The Board of Directors believes Mr. Whang is also uniquely positioned to provide the Board of Directors with in-depth and timely information about Company operations and with insight as to his strategic vision for the Company. Mr. Whang is the father of Michael Whang, Amtech's Chief Executive Officer.

Michael Whang was promoted to Chief Executive Officer on January 28, 2020 and appointed to the Board on May 5, 2020. Mr. Whang joined the Company in April 2004 as Director of Information Technology and Risk Management. In May 2016, Mr. Whang was promoted to Chief Risk Officer and Chief Information Officer. He was promoted to Vice President of Operations on January 4, 2018 and to Vice President and Chief Operating Officer on March 6, 2019. His responsibilities at Amtech included roles in corporate strategy and operations, compliance, and M&A due diligence and post-acquisition activity, culminating in operational oversight of the USA Operations. Prior to joining Amtech, Michael Whang served in various information technology management roles at several technology companies. Michael Whang is the son of Jong S. Whang, Amtech's founder and Chairman.

Lisa D. Gibbs joined Amtech in September 2016 as Corporate Controller and was promoted to Vice President and Chief Accounting Officer on January 4, 2018. Ms. Gibbs was promoted to Vice President and Chief Financial Officer on March 6, 2019 and appointed to the Board of Directors on May 5, 2020. Prior to joining Amtech, Ms. Gibbs was a partner in a private consulting firm where she assisted clients with a variety of accounting and finance needs. From 2002 to 2014, Ms. Gibbs was the Vice President of Internal Audit for Insight Enterprises, Inc., a Fortune 500 publicly-traded information technology company. Ms. Gibbs began her career in public accounting with Arthur Andersen LLP. She is a Certified Public Accountant in the State of Arizona.

Robert M. Averick has been a Director since January 2016. Mr. Averick has over 20 years of experience as a small-capitalization, value-driven public equity portfolio manager. His previous work experience includes positions of increasing responsibility within structured finance, strategic planning and consulting. Mr. Averick received an undergraduate degree in Economics from The University of Virginia and a Masters in Business Administration in Finance from The University of Pennsylvania, The Wharton School of Business. Mr. Averick has worked as a portfolio manager at Kokino LLC since 2012. Mr. Averick and certain entities to which his employer provides investment management services currently own in excess of 17% of Amtech's outstanding shares. He previously served on our Board during 2005 and 2006. Mr. Averick also serves on the board of directors of Gulf Island Fabrication, Inc., a publicly-traded fabricator of complex steel structures, modules and marine vessels and is a member of its compensation committee and corporate governance and nominating committee. Additionally, Mr. Averick currently serves as a director of PhoneX Holdings, Inc., an OTC bulletin-board company, and he previously served as a director of Key Technology, Inc. until its sale in 2018. Mr. Averick serves as Chairman of our Compensation and Stock Option Committee and as a member of our Audit, Nominating and Governance and Technology Strategy Committees. Mr. Averick's experience in finance and strategy planning allows him to provide valuable advice to the Board of Directors and the Committees on which he serves.

Michael Garnreiter has been a Director since February 2007 and was appointed Lead Independent Director in May 2020. He is the Chairman of our Audit Committee and Interim Chairman of our Nominating and Governance Committee and serves as a member of our Compensation and Stock Option and Technology Strategy Committees. Mr. Garnreiter is our designated financial expert on the Audit Committee. He retired in December 2015 as Vice President of Finance and Treasurer of Shamrock Foods, a privately-held manufacturer and distributor of foods and food-related products. From January 2010 until August 2012, Mr. Garnreiter was a managing director of Fenix Financial Forensics, a Phoenix-based litigation and financial consulting firm. From August 2006 until January 2010, he was a managing member of Rising Sun Restaurant Group LLC, and, from December 2008 until December 2009, he was president of New Era Restaurants, LLC, both of which are privately-held restaurant operating companies. From 2002 to 2006, Mr. Garnreiter was CFO of Main Street Restaurant Group, a publicly-traded restaurant operating company, and from 1976 to 2002, he was a senior audit partner of Arthur Andersen LLP. Mr. Garnreiter serves on the boards of directors of Axon Enterprise, Inc. (as Chairman), a publicly-traded manufacturer of non-lethal protection devices, Knight-Swift Transportation Holdings Inc., a publicly-traded nationwide truckload transportation company, and Banner Health, a multi-state health care delivery system. He graduated from California State University Long Beach with a Bachelor of Science in Accounting and Business Administration. Mr. Garnreiter is a Certified Public Accountant and Certified Fraud Examiner. Mr. Garnreiter's financial background and expertise allows him to provide valuable advice to the Board of Directors.

Sukesh Mohan has been a Director since April 2015. He is currently Vice President and Co-Founder of El Camino Technologies, LLC, a software services company that manages online content for leading internet companies. Prior to this, Mr. Mohan was Director of Product Management, Etch Products Division, of Applied Materials, Inc. ("Applied"), a global leader in semiconductor and solar equipment. He held various product management and marketing positions at Applied from 1995 to 2009. From 1989 to 1995, Mr. Mohan was the International Marketing Manager for Amtech, responsible for market development in Asia and India. He received his MBA from the University of Pittsburgh and graduated from the Indian Institute of Technology with a Bachelor of Technology. Mr. Mohan's experience will allow him to advise the Board of Directors with respect to strategic direction, product roadmaps and business development. Mr. Mohan serves as Chairman of our Technology and Strategy Committee and also serves as a member of our Audit, Compensation and Stock Option, and Nominating and Governance Committees.

Information About Board and Committee Meetings

Information concerning our Board and the five committees maintained by our Board is set forth below. Pursuant to NASDAQ and SEC rules, during fiscal 2020 the majority of our directors were not employees of the Company and were "independent" within the meaning of the NASDAQ Listing Rules and SEC standards. Importantly, all members of the Audit, Compensation and Stock Option, and Nominating and Governance Committees are independent. Currently, our independent directors are Robert M. Averick, Michael Garnreiter, Robert F. King and Sukesh Mohan. Additionally, each member of the Audit Committee is financially literate, and one of the Audit Committee members, Michael Garnreiter, has financial management expertise as required by NASDAQ's rules and meets the SEC's definition of an "audit committee financial expert."

Our Board of Directors held seven (7) meetings during fiscal year 2020. None of our current directors who were directors during 2020 attended less than 75% of the aggregate of Board meetings and relevant committee meetings held during the year. Our Board has the authority under our Amended and Restated Bylaws, as amended, to increase or decrease the size of our Board and to fill vacancies, and the directors chosen to fill such vacancies will hold office until our next annual meeting or until their successors are elected and qualified. We do not have a formal policy with respect to members of the Board attending our annual meetings. All of our Board members attended the 2020 annual meeting.

The Audit Committee, the Compensation and Stock Option Committee, the Nominating and Governance Committee and the Technology Strategy Committee are the standing committees of our Board of Directors. The members of these committees as of January 22, 2021, are as follows:

Audit – Michael Garnreiter (Chairman), Robert M. Averick, Robert F. King, and Sukesh Mohan

Compensation and Stock Option – Robert M. Averick (Chairman), Michael Garnreiter, Robert F. King, and Sukesh Mohan

Executive – Michael Garnreiter (Chairman), Robert M. Averick, Robert F. King, and Sukesh Mohan

Nominating and Governance – Michael Garnreiter (Interim Chairman), Robert M. Averick, and Sukesh Mohan

Technology Strategy – Sukesh Mohan (Chairman), Robert M. Averick, Michael Garnreiter, Robert F. King, and Jong S. Whang

The Audit Committee held four (4) meetings during fiscal year 2020. The Audit Committee assists the Board of Directors in fulfilling its oversight responsibilities with respect to the independent auditors and members of financial management, and our financial affairs, including financial statements and audits, the adequacy and effectiveness of the internal accounting controls and systems, compliance with legal and regulatory requirements, and the retention and termination of the independent registered public accounting firm. The Audit Committee has a written charter, a copy of which is available on our website at www.amtechsystems.com.

The Audit Committee is composed of outside directors who are not officers or employees of the Company or its subsidiaries. In the opinion of our Board, and as “independent” is defined under NASDAQ Listing Rules and SEC standards, these directors are independent of management and free of any relationship that would interfere with their exercise of independent judgment as members of this committee. Additionally, each member of the Audit Committee is financially literate, and one of the Audit Committee members, Michael Garnreiter, has financial management expertise as required by NASDAQ’s rules and meets the SEC’s definition of an “audit committee financial expert.”

The Compensation and Stock Option Committee held one (1) meeting during fiscal year 2020. The Compensation and Stock Option Committee makes recommendations concerning officer compensation, benefit programs and retirement plans. Each member of the Compensation and Stock Option Committee is an “independent director” as defined in the NASDAQ Listing Rules and SEC standards. The Compensation and Stock Option Committee has a written charter, a copy of which is available on our website at www.amtechsystems.com.

The Nominating and Governance Committee held two (2) meetings during fiscal year 2020. The Nominating and Governance Committee identifies and approves individuals qualified to serve as members of our Board and also evaluates the Board’s performance. In evaluating a prospective nominee, the Nominating and Governance Committee takes several factors into consideration, including such individual’s integrity, business skills, experience and judgment. The evaluation of director nominees by the Nominating and Governance Committee also takes into account the diversity of prospective Board members’ background. The Nominating and Governance Committee also reviews whether a prospective nominee will meet our independence standards and any other director or committee membership requirements imposed by law, regulation or stock exchange rules. The Nominating and Governance Committee will consider, but is not required to approve, director nominations made by our shareholders, provided a written recommendation is received by us no later than the date shareholder proposals must be submitted for consideration prior to such annual meeting and all other applicable requirements have been satisfied. The Nominating and Governance Committee also develops and recommends corporate governance guidelines to the Board and provides oversight with respect to ethical conduct. Each member of the Nominating and Governance Committee is an “independent director” as defined in the NASDAQ Listing Rules and SEC standards. The Nominating and Governance Committee has a written charter, a copy of which is available on our website at www.amtechsystems.com.

The Technology Strategy Committee held one (1) meeting during fiscal year 2020. The Technology Strategy Committee assists the Board of Directors in understanding and evaluating our technology strategy and evaluating potential acquisitions of new technology.

The Executive Committee did not meet during fiscal year 2020. The Executive Committee consists solely of non-employee directors and is empowered to exercise the power and authority of the Board as may be necessary during the intervals between meetings of the Board, subject to such limitations as are provided by law or by resolution of the Board. There is no charter for the Executive Committee.

Board Leadership Structure

Mr. Jong S. Whang currently serves as the Chairman of our Board of Directors (“Chairman”). We do not have a policy regarding the combination or separation of the Chairman and CEO roles. Our Nominating and Governance Committee retains flexibility for the Board to determine whether those roles should be combined or separated in light of prevailing circumstances. Historically, the Board had determined that separating the roles of Chairman and CEO

would enable Mr. Jong S. Whang to focus on external growth opportunities while our current CEO, Mr. Michael Whang, focused on our strategic direction and operations to transform and sustain innovation within the Company.

The Board periodically evaluates the need to designate a lead independent director and, effective May 5, 2020, elected the Company's current Board member and Chairman of its Audit Committee, Michael Garnreiter, to serve as the Board's lead independent director. Mr. Garnreiter will not receive any additional compensation for serving as the lead independent director.

Board's Role in Risk Oversight

Our Board of Directors is actively engaged in the oversight of risks that could affect the Company, with key aspects of such oversight being conducted through the committees of the Board. The Audit Committee focuses on financial risks, primarily those that could arise from our accounting and financial reporting processes, and also oversees compliance-related legal and regulatory exposure. The Nominating and Governance Committee focuses on the management of risks associated with corporate governance matters, including board organization, membership and structure; management development; and appropriate approval and oversight mechanisms. The Compensation and Stock Option Committee focuses on the management of risks arising from our compensation policies and programs and, in particular, our executive compensation programs and policies. The Technology Strategy Committee focuses on the management of risks associated with emerging and competing technologies within the markets we serve.

While the committees of our Board are focused on the above specific areas of risk, the full Board of Directors retains responsibility for the general oversight of risk. Committee chairs are expected to, and do, provide periodic reports to the full Board regarding the risk considerations within each committee's area of expertise. Periodic reports are provided to the Board or the appropriate committee by the executive management team on areas of material risk, including operational, financial, legal, regulatory and strategic risks. In addition, the general management and operating leadership of each of our divisions and subsidiaries review, with the full Board, their individual assessment of business risks and their approach to manage those risks. The Board relies upon these reports, and its discussions relating to such reports, to enable it to understand our strategies for the identification, management and mitigation of risks. This enables the Board and its committees to coordinate its risk oversight role. The Board's approach to risk oversight does not directly affect the leadership structure of our Board of Directors, as described above.

DIRECTOR COMPENSATION

The following table shows the total dollar value of all fees earned and paid in cash to all directors in fiscal 2020 and the grant date fair value of stock option awards to directors made in fiscal 2020.

Name	Fees Earned or Paid in Cash (1)	Option Awards (2) (3)	Total
Jong S. Whang	\$ —	\$ —	\$ —
Michael Whang (4)	\$ —	\$ —	\$ —
Lisa D. Gibbs (4)	\$ —	\$ —	\$ —
Robert M. Averick	\$ 36,500	\$ 15,757	\$ 52,257
Michael Garnreiter	\$ 52,750	\$ 15,757	\$ 68,507
Robert F. King	\$ 37,750	\$ 15,757	\$ 53,507
Sukesh Mohan	\$ 33,750	\$ 15,757	\$ 49,507

- (1) Directors who are full-time employees of the Company receive no additional compensation for serving as directors.
- (2) Amounts represent the aggregate grant date fair value computed in accordance with FASB ASC Topic 718. For a description of the assumptions made when calculating such grant date fair value, refer to Note 13 of the consolidated financial statements included in our Annual Report on Form 10-K for the fiscal year ended September 30, 2020 filed with the SEC on November 19, 2020.
- (3) As of September 30, 2020, all stock options held by Messrs. Averick, Garnreiter, King and Mohan were fully vested.
- (4) Mr. Michael Whang and Ms. Gibbs were appointed to the Board effective May 5, 2020. Neither Mr. Michael Whang nor Ms. Gibbs will receive fees in connection with their service as a member of the Board.

Non-employee, independent directors receive the following annual retainers:

	Board	Audit	Compensation and Stock Option	Executive	Nominating and Governance	Technology Strategy
Non-Employee Chairperson		\$ 15,000	\$ 6,000	\$ 6,000	\$ 6,000	\$ 6,000
Non-Employee Member	\$ 18,000					

Non-employee, independent directors receive the following amounts per meeting attended during fiscal 2020:

	Board	Audit	Compensation and Stock Option	Executive	Nominating and Governance	Technology Strategy
In Person	\$ 2,000	\$ 1,250	\$ 750	\$ 1,250	\$ 750	\$ 750
Telephonic	\$ 750	\$ 750	\$ 500	\$ 750	\$ 500	\$ 500

Beginning in fiscal 2021, non-employee, independent directors will be paid on a quarterly basis, rather than on a per-meeting basis.

In addition to meeting fees, members of Board committees receive compensation for time spent on work assigned by the committee. The rate of compensation for the work assignments is \$100 per hour. There were no payments for projects during fiscal 2020.

In addition to the cash payments listed above, under our Non-Employee Directors Stock Option Plan, each non-employee director currently receives a grant of options to purchase 6,000 shares of common stock, or such other number of shares as may be determined by the Board, when first elected or appointed to the Board, and 6,000 shares of common stock, or such other number of shares as may be determined by the Board, upon each re-election to the Board at our annual meeting of shareholders or at such other time as may be determined by the Board. The exercise price of the options is equal to the closing price of our common stock on the previous trading day before the date of

grant. Each option has a term of ten years and becomes exercisable on the six-month anniversary of the date of the grant, or such other date as determined by the Board. In the event of disability (as defined in the plan) or death of an outside director, all options remain exercisable for a period of 30 days following the date such person ceased to be a director, or such other date as may be determined by the Board, but only to the extent such options were exercisable on the date the director ceased to be a director.

Compensation Committee Interlocks and Insider Participation

The Compensation and Stock Option Committee is presently comprised of Messrs. Robert M. Averick (Chairman), Michael Garnreiter, Robert F. King and Sukesh Mohan who are neither current officers, current employees nor former officers of the Company. No interlocking relationship exists, or in the past fiscal year has existed, between any member of the Compensation and Stock Option Committee and any member of any other company's board of directors or compensation committee.

EXECUTIVE COMPENSATION

Compensation Philosophy

Our Compensation and Stock Option Committee is charged with the evaluation of the compensation of our executive officers and to assure that they are compensated effectively in a manner consistent with our compensation strategy and resources, competitive practice, and the requirements of the appropriate regulatory bodies.

Our Compensation and Stock Option Committee establishes our general compensation policies and specific compensation for each of our executive officers and administers our stock incentive program. In addition, our Compensation and Stock Option Committee is responsible for developing, administering and interpreting the compensation program for our named executive officers and other key employees. Our Compensation and Stock Option Committee may delegate some or all of its responsibilities to one or more subcommittees whenever necessary to comply with any statutory or regulatory requirements or otherwise deemed appropriate by our Compensation and Stock Option Committee. Our Compensation and Stock Option Committee has the authority to retain consultants and other advisors to assist with its duties and has sole authority to approve the fees and other retention terms of such consultants and advisors.

Our compensation philosophy has the following basic objectives: align the interests of our executives and shareholders by rewarding executives when shareholder value increases and motivate our executives to manage our business to meet our short-term and long-term corporate goals and business objectives, and reward them for meeting these objectives. We use a mix of short-term compensation in the form of base salaries and cash incentive bonuses and long-term compensation in the form of equity incentive compensation to provide a total compensation structure that is designed to encourage our executives to achieve these objectives. Our performance, including, but not limited to, return on equity, return on invested capital, earnings, revenue growth, cash flow, and continuous improvement initiatives, is a significant part of our evaluation and compensation levels.

Beginning in 2019, the Compensation and Stock Option Committee changed the metrics used in the cash incentive bonus program to a return-on-invested-capital ("ROIC") metric. In prior years, the metrics consisted of revenue, gross margin, operating profit and bookings. The ROIC metric is used to incentivize executives for profitability and balance sheet management. The bonus plan is designed to ensure a level of shareholder return before a bonus is earned. The equity incentive plan is designed to include defined goals and objectives, the achievement of which may result in the issuance of stock options or restricted stock units to executives.

2020 Base Salary and Benefits

In 2020, increases in the base salaries of our Chairman, Chief Executive Officer and our Chief Financial Officer were approved to recognize their work on various strategic projects during 2019. Mr. Michael Whang received an additional raise in his base salary upon his promotion to Chief Executive Officer in January 2020. In January 2020, the terms of Mr. J.S. Whang's employment agreement were amended to reflect the elimination of the unilateral right to restore his base salary to \$400,000 and the elimination of his annual car allowance of \$18,000. Subsequently, in May 2020, Mr. J.S. Whang notified the Company of his decision to voluntarily reduce his annual base salary by 30%.

from \$250,000 to \$175,000, effective immediately. This voluntary reduction will remain in place until such time as Mr J.S. Whang has concluded that the Company's business has recovered from impacts of the COVID-19 pandemic.

During 2020, the Company changed its vacation policy to allow a one-week rollover of vacation time to the next fiscal year. The previous policy allowed for unlimited rollover of vacation time. In connection with this change in policy, the Company made one-time payouts of accrued vacation at the end of fiscal 2020.

2020 Incentive Plans and Discretionary Bonuses

In 2020, no incentive bonuses or equity awards were earned under the 2020 incentive bonus program and 2020 equity incentive plan, respectively. However, the Compensation and Stock Option Committee approved discretionary bonuses for our Chief Executive Officer and our Chief Financial Officer of \$40,000 and \$30,000, respectively, to recognize their performance on and advancement of various strategic projects in 2020.

Our Executive Vice President, Robert T. Hass, retired effective February 17, 2020. In connection with his retirement, the Board approved a one-time cash bonus of \$54,000 to recognize Mr. Hass' 27 years of service. Additionally, the Board approved the acceleration of vesting of Mr. Hass' unvested stock options and extended the post-retirement option exercise period from 90 days to one year.

2021 Compensation Programs

On November 17, 2020, Mr. J.S. Whang, Mr. Michael Whang and Ms. Gibbs were each awarded a stock option grant of 15,000 options. The awards will vest in equal installments on the first through third anniversaries of the November 17, 2020 grant date.

On December 14, 2020, the Compensation Committee of our Board of Directors approved increases in base salary to executive officers as follows: Michael Whang, President and Chief Executive Officer, from \$280,000 to \$350,000, and Lisa D. Gibbs, Vice President and Chief Financial Officer, from \$225,000 to \$260,000. These increases are effective January 1, 2021. There are no additional changes planned for the 2021 compensation programs.

SUMMARY COMPENSATION TABLE

The following table sets forth information regarding compensation for services rendered to Amtech during the fiscal years ended September 30, 2020, 2019 and 2018 by our named executive officers.

Name and Principal Position	Year	Salary (\$)	Bonus (\$) (1)	Option Awards (\$) (2)	Non-Equity Incentive Plan Compensation (\$) (3)	All Other Compensation (\$)	Total (\$)
Jong S. Whang*	2020	221,154	—	—	—	307,092 (4)	528,246
Chairman and Former Chief Executive Officer	2019	200,000	25,000	79,618	—	39,959 (5)	344,577
	2018	200,000	—	—	80,000	46,014 (6)	326,014
Michael Whang **	2020	260,750	40,000	—	—	40,691 (7)	341,441
President, Chief Executive Officer and Director	2019	182,000	26,000	68,730	—	7,931 (8)	284,661
Lisa D. Gibbs ***	2020	225,000	30,000	—	—	15,186 (9)	270,186
Vice President, Chief Financial Officer and Director	2019	175,000	26,000	68,730	—	8,150 (10)	277,880
Robert T. Hass ****	2020	83,804	54,000	47,257	—	3,462 (11)	188,523
Former Executive Vice President and Chief Financial Officer	2019	199,039	17,000	55,732	—	10,550 (12)	282,321
	2018	201,635	—	—	61,875	10,350 (13)	273,860

* Mr. J.S. Whang assumed the position of Chief Executive Officer effective December 6, 2018 until Mr. Michael Whang's appointment to the position, effective January 28, 2020. On November 19, 2020, Mr. J.S. Whang's title was changed from Executive Chairman to Chairman.

** Mr. Michael Whang was appointed Chief Operating Officer effective March 6, 2019 and subsequently appointed Chief Executive Officer effective January 28, 2020.

*** Ms. Gibbs was appointed Chief Financial Officer effective March 6, 2019.

**** Mr. Hass was appointed Chief Financial Officer effective November 10, 2016. Effective March 6, 2019, Mr. Hass was named Executive Vice President. Mr. Hass retired effective February 17, 2020.

- (1) Mr. Michael Whang and Ms. Gibbs were awarded discretionary bonuses on November 17, 2020 related to their contributions in the achievement of strategic objectives during fiscal 2020. Additionally, Mr. Hass was awarded a discretionary bonus upon his retirement in February 2020. Ms. Gibbs and Mr. Michael Whang were each awarded a one-time \$5,000 bonus upon their promotions in February 2019. Additionally, discretionary cash bonuses were awarded on November 19, 2019 in the amounts of \$25,000, \$21,000, \$21,000 and \$17,000 to Mr. J.S. Whang, Ms. Gibbs, Mr. Michael Whang and Mr. Hass, respectively. No discretionary cash bonuses were awarded for fiscal 2018.
- (2) Amounts represent the aggregate grant date fair value calculated in accordance with FASB ASC Topic 718. For a description of the assumptions made when calculating such grant date fair value, refer to Note 13 of the consolidated financial statements included in our Annual Report on Form 10-K for fiscal 2020.
- (3) Non-Equity Incentive Plan Compensation represents bonuses earned by executives under the 2018 cash incentive plans. The cash incentive plan compensation for fiscal 2018 was paid to the named executive officers prior to December 31, 2018. No bonuses were earned under the cash incentive plan in 2019 and 2020.
- (4) Amount represents a one-time vacation payout of \$274,665 due to a change in the Company's vacation policy during 2020, a Company match of \$13,386 under the 401(k) plan, \$10,809 of life insurance premiums paid by the Company for which Mr. Whang's spouse is the beneficiary, a car allowance and a discretionary contribution to his health reimbursement account. We consider the cost of the car allowance, which did not exceed \$10,000, and life insurance premiums to be perquisites. The car allowance was discontinued in 2020.

- (5) Amount represents a car allowance of \$18,000, \$10,809 of life insurance premiums paid by the Company for which Mr. Whang's spouse is the beneficiary, a discretionary contribution to his health reimbursement account and Company match under the 401(k) plan. We consider the cost of the car allowance and life insurance premiums to be perquisites.
- (6) Amount represents a car allowance of \$18,000, \$10,809 of life insurance premiums paid by the Company for which Mr. Whang's spouse is the beneficiary, a Company match of \$15,455 under the 401(k) plan and a discretionary contribution to his health reimbursement account. We consider the cost of the car allowance and life insurance premiums to be perquisites.
- (7) Amount represents a one-time vacation payout of \$28,521 due to a change in the Company's vacation policy during 2020, a Company match of \$11,170 under the 401(k) plan and a discretionary contribution to his health reimbursement account.
- (8) Amount represents a Company match under the 401(k) plan.
- (9) Amount represents a one-time vacation payout due to a change in the Company's vacation policy during 2020 and a Company match under the 401(k) plan.
- (10) Amount represents a Company match under the 401(k) plan and travel incentive payments.
- (11) Amount represents a car allowance and a discretionary contribution to Mr. Hass' health reimbursement account. We consider the cost of the car allowance, which did not exceed \$10,000, to be a perquisite. The car allowance was discontinued in 2020.
- (12) Amount represents a car allowance, discretionary contribution to Mr. Hass' health reimbursement account and travel incentive payments. We consider the cost of the car allowance, which did not exceed \$10,000, to be a perquisite.
- (13) Amount represents a car allowance, discretionary contribution to Mr. Hass' health reimbursement account and travel incentive payments. We consider the cost of the car allowance, which did not exceed \$10,000, to be a perquisite.

OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END

The following table sets forth information regarding grants of plan-based option awards held by our named executive officers as of September 30, 2020:

Name	Option Awards				Stock Awards	
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Options Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock that have Not Vested (#)	Market Value of Shares or Units of Stock that have Not Vested (\$)
Jong S. Whang	36,667	—	\$ 7.98	12/15/2021		
	50,000	—	\$ 7.01	12/12/2023		
	50,000	—	\$ 9.98	11/19/2024		
	50,000	—	\$ 5.25	11/17/2025		
	6,250	18,750 (1)	\$ 5.52	11/27/2028		
Michael Whang	1,000	—	\$ 17.12	11/12/2020		
	5,000	—	\$ 9.98	11/19/2024		
	3,750	—	\$ 4.87	10/4/2026		
	6,667	3,333 (2)	\$ 7.40	5/11/2028		
	2,500	5,000 (1)	\$ 5.52	11/27/2028		
	3,334	6,666 (3)	\$ 4.77	3/6/2029		
Lisa D. Gibbs	10,000	—	\$ 4.85	9/26/2026		
	6,667	3,333 (2)	\$ 7.40	5/11/2028		
	2,500	5,000 (1)	\$ 5.52	11/27/2028		
	3,334	6,666 (3)	\$ 4.77	3/6/2029		

- (1) Unvested option awards will vest in equal installments on the first through fourth anniversaries of the November 27, 2018 grant date for Mr. J.S. Whang and on the first through third anniversaries of the November 27, 2018 grant date for Ms. Gibbs and Mr. Michael Whang.
- (2) Unvested option awards will vest in equal installments on the first through third anniversaries of the May 11, 2018 grant date.
- (3) Unvested option awards will vest in equal installments on the first through third anniversaries of the March 6, 2019 grant date.

OPTION EXERCISES AND STOCK VESTED

The following table sets forth information regarding exercises of plan-based option awards held by our named executive officers during the year ended September 30, 2020:

Name	Option Awards		Stock Awards	
	Number of Shares Acquired On Exercise (#)	Value Realized On Exercise (\$)	Number of Shares Acquired On Vesting (#)	Value Realized On Vesting (\$)
Jong S. Whang	12,500	18,250 (1)	—	—
Michael Whang	—	—	—	—
Lisa D. Gibbs	—	—	—	—
Robert T. Hass	—	—	—	—

- (1) Transaction was an exercise-and-hold. Value realized on exercise represents the difference between the closing price on the date of transaction and the exercise price of the option.

EMPLOYMENT AND CHANGE IN CONTROL ARRANGEMENTS

Employment Agreement with Chairman

On February 9, 2012, we entered into a Second Amended and Restated Employment Agreement with Jong S. Whang, our Chairman of the Board, as amended on July 1, 2012, June 8, 2013, April 9, 2015, November 17, 2015 and January 28, 2020. Below is a summary of the terms and conditions of Mr. Whang's employment agreement.

Term

Mr. Whang's employment agreement provides for an employment period commencing on the date of the employment agreement and continuing for an initial term of six years, expiring on February 9, 2018. Thereafter, the employment period continues for successive one-year terms unless either we or Mr. Whang provides written notice of termination of the employment period at least 120 days prior to the end of any given one-year term. If Mr. Whang remains in the full-time employ of our company beyond the employment period without any written agreement, his employment agreement will be deemed to continue on a month to month basis and either party will have the right to terminate the employment agreement at the end of any ensuing calendar month with written notice of at least 30 days.

Base Salary

On November 17, 2015, the Company and Mr. Whang entered into a Fifth Amendment to Employment Agreement (the "Fifth Amendment") pursuant to which Mr. Whang voluntarily reduced his annual base salary from \$400,000 to \$200,000, effective January 1, 2016. In November 2019, Mr. Whang's base salary was increased to \$250,000. Under the terms of the Fifth Amendment, Mr. Whang's voluntary salary decrease may be restored by him in his sole discretion at any time upon giving written notice to the Company. In January 2020, the terms of Mr. J.S. Whang's employment agreement were amended to reflect the elimination of the unilateral right to restore his base salary to \$400,000 and the elimination of his annual car allowance of \$18,000. Subsequently, in May 2020, Mr. Whang notified the Company of his decision to voluntarily reduce his annual base salary by 30%, from \$250,000 to \$175,000, effective immediately. This voluntary reduction will remain in place until such time as he has concluded that the Company's business has recovered from impacts of the COVID-19 pandemic.

Incentive Compensation

Mr. Whang is also entitled to an annual cash bonus for each fiscal year that is determined in accordance with an annual bonus plan adopted by our Compensation and Stock Option Committee. The annual bonus plan may not be any less favorable to Mr. Whang than the bonus plan for fiscal 2010 that was adopted by our Compensation and Stock Option Committee on December 21, 2009.

Stock Options

Pursuant to Mr. Whang's employment agreement, any currently outstanding options held by Mr. Whang will remain in full force and effect in accordance with our stock option plans and applicable stock option agreements. Mr. Whang may also be issued an annual grant of stock options by our Compensation and Stock Option Committee within 90 days after the end of each fiscal year during his employment period. All of the options granted to Mr. Whang will be incentive stock options within the meaning of the IRC, or if they do not qualify as incentive stock options, they will be non-qualified stock options. The amount and terms of the grants will be determined by our Compensation and Stock Option Committee.

Benefits

Mr. Whang is entitled to receive such employee benefits as are provided to our other executive officers, including family medical, dental, vision, disability and life insurance, and participation in pension and retirement plans, incentive compensation plans, stock option plans, Company-sponsored welfare benefit plans for disability and life insurance and other benefit plans. We provide Mr. Whang with an annual automobile allowance of not less than \$14,000 (annual allowance is currently \$18,000), a life insurance policy in the face amount of \$500,000 (of which Mr. Whang's spouse is the beneficiary) and such other benefits as we may deem appropriate from time to time. The car allowance was discontinued in 2020.

Termination

Mr. Whang's employment is "at will" and either we or Mr. Whang can terminate his employment agreement at any time, with or without "cause" or "good reason" (as those terms are defined in Mr. Whang's employment agreement), upon 30 days written notice. Mr. Whang's employment agreement can also be terminated by us due to the disability of Mr. Whang after at least 30 days' written notice by us of our intention to terminate his employment.

Severance

If we terminate the employment of Mr. Whang against his will and without cause (including by giving notice of termination of his employment agreement as described above), or if Mr. Whang terminates his employment for good reason, Mr. Whang is entitled to receive salary, incentive compensation and vacation accrued through the date of termination, plus (i) an amount equal to Mr. Whang's base salary in effect on the date of termination for two years (which would be \$800,000 if Mr. Whang's employment is terminated in the manner described immediately above); (ii) an amount equal to the maximum amount of incentive compensation he could earn for the fiscal year in which the termination occurs; and (iii) full vesting of all outstanding stock options and restricted stock held by Mr. Whang (see the "Outstanding Equity Awards at Fiscal Year-End" table above). If Mr. Whang voluntarily terminates his employment other than for good reason, if we terminate Mr. Whang's employment for cause, or if Mr. Whang's employment is terminated due to his death or disability, Mr. Whang will be entitled to receive salary and accrued vacation through the date of termination only. However, in the event Mr. Whang's employment is terminated due to his death or disability, he will also be entitled to receive (i) a pro-rata portion of the amount of incentive compensation he would earn for the fiscal year in which the termination occurs if the results of operations of Amtech for such fiscal year were annualized, and (ii) full vesting of all outstanding stock options and restricted stock held by him.

On November 17, 2015, the Board of Directors, following the recommendation of our Compensation and Options Committee of the Board of Directors, agreed to amend the change in control provisions of Mr. Whang's employment agreement to establish the base salary, for purposes of calculating severance payments would, in any event, be not less than \$400,000 per annum.

Post-Employment Consulting

Mr. Whang's employment agreement provides that upon termination of Mr. Whang against his will and without cause (including by giving notice of termination of his employment agreement as described above), or by Mr. Whang for good reason, for a period of two (2) years following the date of such termination, (i) Mr. Whang will make himself available for an average of 20 hours per week in order to consult with the Company in such manner and on such matters as the Company shall reasonably request, (ii) Mr. Whang will make himself available to serve on the Board of Directors of the Company, and (iii) in consideration for Mr. Whang's agreement to perform such services, we will (A) pay Mr. Whang an annual amount equal to 40% of his base salary in effect on the date he was terminated and (B) include Mr. Whang in our family medical, dental and vision insurance plans, or, if Mr. Whang's inclusion in such plans is not permitted, provide substantially the same benefits to Mr. Whang at our expense.

Noncompetition

Mr. Whang agrees that during the term of his employment agreement he will not engage in certain activities in which he would be competing with us or our subsidiaries. He also agrees that for a period of two years after the end of the term of his employment agreement, he will not engage in certain activities in which he would be competing with us or our subsidiaries and he would not own, directly or indirectly, more than a 5% interest in entities which compete with us or our subsidiaries.

Change in Control

In the event that Mr. Whang's employment with us is terminated either (i) by us for any reason other than for cause during a "pending change in control" (as that term is defined in Mr. Whang's employment agreement) of our Company or within one year following the occurrence of a "change in control" (as that term is defined in Mr. Whang's employment agreement), or (ii) by Mr. Whang for good reason within one year following the occurrence of a change in control of our Company, then Mr. Whang will be entitled to receive within 30 days of the date of termination of his

employment (provided, however, if such 30 day period begins in one calendar year and ends in another calendar year, Mr. Whang will not have the right to designate the calendar year of payment), in lieu of the severance payment otherwise payable, (i) an amount equal to three years of his base salary in effect on the date of termination of his employment, (ii) the maximum amount of the incentive compensation which he could earn for the fiscal year in which the termination occurs, and (iii) full vesting of all outstanding stock options and restricted stock he holds (see the “Outstanding Equity Awards at Fiscal Year-End” table above).

Change in Control and Severance Agreements with Chief Executive Officer and Chief Financial Officer

We entered into Change of Control and Severance Agreements with Michael Whang, our President and Chief Executive Officer, and Lisa D. Gibbs, our Vice President and Chief Financial Officer, on May 18, 2018 and May 16, 2018, respectively. Below is a summary of the terms and conditions of these agreements.

Term

These agreements have an initial term of three years. Thereafter, the term continues for successive one-year periods unless either the Company or the Employee provides written notice of termination of the agreement not less than 120 days prior to the end of the initial term or any additional term or unless earlier terminated by the mutual written consent of the Company and the Employee.

Severance

If we terminate the employment of either Mr. Michael Whang or Ms. Gibbs other than as a consequence of death, disability, a change in control, or cause, or if employee terminates their employment for good reason (as such terms are defined in the agreements), such employee is entitled to receive salary, through the date of termination, plus an amount equal to six months of such employee’s base salary in effect on the date of termination and full vesting of all outstanding stock options and restricted stock the employee holds (see the “Outstanding Equity Awards at Fiscal Year-End” table above). If either employee voluntarily terminates their employment other than for good reason, if we terminate such employee’s employment for cause, or if such employee’s employment is terminated due to his or her death or disability, such employee will be entitled to receive salary and accrued vacation through the date of termination only.

Change in Control

In the event that employee’s employment with us is terminated either (i) by us for any reason other than for cause during a “pending change in control” (as that term is defined in the agreement) of our Company or within one year following the occurrence of a “change in control” (as that term is defined in the agreement), or (ii) by employee for good reason within one year following the occurrence of a change in control of our Company, then employee will be entitled to receive within 30 days of the date of termination of his or her employment (provided, however, if such 30 day period begins in one calendar year and ends in another calendar year, employee will not have the right to designate the calendar year of payment), in lieu of the severance payment otherwise payable, (i) an amount equal to six months of employee’s base salary in effect on the date of termination of his or her employment and (iii) full vesting of all outstanding stock options and restricted stock employee holds (see the “Outstanding Equity Awards at Fiscal Year-End” table above).

Compensation Policies and Practices as Related to Risk Management

The Compensation and Stock Option Committee does not believe our compensation policies and practices create risks that are reasonably likely to have a material adverse effect on the Company. The Compensation and Stock Option Committee has determined that our executive compensation program does not encourage unnecessary or excessive risk taking as a result of the following factors:

- As discussed elsewhere in this Proxy Statement, our executive officer compensation includes a balanced mix of cash and equity.
- Base salaries do not encourage risk taking as they are fixed in amount.
- Performance-based cash bonus awards under the non-equity incentive plan focus on achievement of short-term or annual goals. Although this may seem to encourage the taking of short-term risks at the expense of long-term results, these bonuses in actuality represent only a portion of the executive officers’ total

compensation opportunities, and the Compensation and Stock Option Committee believes that the non-equity incentive plan awards appropriately balance risk and the desire to focus executives on specific short-term individual and financial goals important to our success.

- Discretionary cash bonuses are awarded at the discretion of the Compensation and Stock Option Committee, which allows the Compensation and Stock Option Committee to evaluate whether the executives are engaging in activities that create risks prior to awarding any such cash bonuses. This discretion mitigates the likelihood that executives will engage in activities that create risk and allows the Compensation and Stock Option Committee the ability to refrain from rewarding any such risk-taking.
- Compensation provided to the executive officers in the form of long-term equity awards is important to help further align executives' interests with those of our shareholders. The Compensation and Stock Option Committee believes that these awards do not encourage unnecessary or excessive risk taking because the ultimate value of the awards is tied to our stock price over the long-term. In addition, the awards are subject to long-term vesting schedules to help ensure that executives have significant value tied to long-term stock price performance.

AUDIT COMMITTEE REPORT

In accordance with its written charter adopted by our Board of Directors on January 12, 2012, a copy of which is available on the Company's website at www.amtechsystems.com, the Audit Committee is responsible for reviewing and discussing the audited financial statements with management, discussing with the Company's auditors information relating to the auditors' judgments about the quality of the Company's accounting practices, recommending to our Board of Directors that the Company include the audited financial statements in its Annual Report on Form 10-K and overseeing compliance with the requirements of the SEC for disclosure of auditors' services and activities. Moreover, the Audit Committee is directly responsible for the appointment, compensation, retention and oversight of the independent, registered public accounting firm.

The Board of Directors annually reviews the independence of the Audit Committee members in view of FINRA's listing standards' and the SEC's definitions of independence for audit committee members. The Board has determined that each of the members of the Audit Committee meets those definitions and standards. Additionally, each member of the Audit Committee is financially literate, and one of the Audit Committee members, Michael Garnreiter, has financial management expertise as required by NASDAQ's rules and meets the SEC's definition of an "audit committee financial expert."

Management is responsible for the preparation, presentation and integrity of the Company's financial statements, accounting and financial reporting principles, internal controls, and procedures designed to ensure compliance with accounting standards and applicable laws and regulations. The Company's independent auditors are responsible for performing an independent audit of the consolidated financial statements and expressing an opinion on the conformity of those financial statements with the standards of the Public Company Accounting Oversight Board (United States). In performing its oversight function, the Audit Committee necessarily relies on the work and assurances of, and information provided by, management and the independent auditor.

The Audit Committee meets with the external auditors and management to review the Company's financial results before publication of the Company's quarterly earnings press releases and the filing of the Company's quarterly reports on Form 10-Q and annual report on Form 10-K. Additionally, management provides the Audit Committee with periodic updates throughout the year on the Company's compliance with the requirements of Section 404 of the Sarbanes-Oxley Act of 2002. The Committee also monitors the activities and performance of the external auditors, including audit scope, audit fees, auditor independence and performance of non-audit services. All services to be performed by the Company's independent registered public accounting firm are subject to pre-approval by the Audit Committee.

The Audit Committee meets regularly with the independent accountants without management present and also meets in executive session without any others present. The Audit Committee has reviewed the Company's consolidated financial statements for the fiscal year ended September 30, 2020, as audited by its independent auditors, Mayer Hoffman McCann P.C. ("MHM"), and has discussed these financial statements with management. In addition, the Audit Committee has discussed with MHM the matters required to be discussed by Auditing Standard No. 1301 (Communications with Audit Committees), as adopted by the Public Company Accounting Oversight Board. Furthermore, the Audit Committee has received the written disclosures and the letter from MHM required by applicable requirements of the Public Company Accounting Oversight Board regarding MHM's communications with the Audit Committee concerning independence and has discussed with MHM its independence.

Based upon the foregoing review and discussion, the Audit Committee recommended to our Board of Directors that the audited financial statements for the fiscal year ended September 30, 2020 be included in the Company's Annual Report on Form 10-K, as filed with the SEC.

RESPECTFULLY SUBMITTED,

Michael Garnreiter, Chairman
Robert M. Averick
Robert F. King
Sukesh Mohan

PRE-APPROVAL POLICY

In March 2008, the Audit Committee adopted a Pre-Approval Policy (the “Policy”) governing the approval of all audit and non-audit services performed by our independent auditor in order to ensure that the performance of such services does not impair the auditor’s independence.

According to the Policy, the Audit Committee will annually review and pre-approve the types of services and will set a limit on the fees for such services, that may be provided by the independent auditor during the following year. The Policy specifically describes the annual audit services and fees, other services that are audit-related, the preparation of tax returns and tax related compliance services and all other services that have the general pre-approval of the Audit Committee. The term of any general pre-approval is twelve (12) months from the date of pre-approval, unless the Audit Committee specifically provides for a different period.

Any service to be provided by the independent auditor that has not received general pre-approval under the Policy is required to be submitted to the Audit Committee for approval prior to the commencement of a substantial portion of the engagement. Any proposed service exceeding pre-approved cost levels is also required to be submitted to the Audit Committee for specific approval. For the fiscal years ended September 30, 2020 and 2019, all services rendered by our independent auditors were pre-approved by the Audit Committee pursuant to the Policy.

The Audit Committee will revise the list of general pre-approved services from time to time based on subsequent determinations. The Audit Committee does not delegate its responsibilities to pre-approve services performed by the independent auditor to management.

DISCLOSURE OF AUDIT AND NON-AUDIT FEES

The following table sets forth the fees billed to us by our independent auditors, Mayer Hoffman McCann P.C. (“MHM”), for services rendered for the audit of our annual financial statements and the review of our quarterly financial statements for the fiscal years ended September 30, 2020 and 2019, and fees billed during those fiscal years for (i) services by our auditor that are reasonably related to the performance of the audit or review of our financial statements and that are not reported as audit fees, (ii) services rendered in connection with tax compliance, tax advice and tax planning, and (iii) all other fees for services rendered.

Substantially all of MHM’s personnel, who work under the control of MHM shareholders, are employees of wholly-owned subsidiaries of CBIZ, Inc., which provides personnel and various services to MHM in an alternative practice structure.

	Year Ended September 30, 2020	Year Ended September 30, 2019
Audit Fees (1)	\$ 461,000	\$ 577,500
Audit-Related Fees (2)	18,550	18,550
Tax Fees	—	—
All Other Fees	—	—
Total Fees	<u>\$ 479,550</u>	<u>\$ 596,050</u>

(1) Annual audit and review of financial statements included in our reports on Form 10-Q and Form 10-K including an audit of our internal control over financial reporting, and services normally provided by the auditors in connection with statutory and regulatory filings.

(2) Consists of services related to the audit of our defined contribution plan.

Code of Ethics

The Board of Directors has adopted a Code of Ethics for all employees, as recommended by the Nominating and Governance Committee. A copy of this Code of Ethics may be viewed on our website at www.amtechsystems.com, or obtained at no charge by written request to our Corporate Secretary. We intend to disclose any amendment to our Code of Ethics on the above-referenced corporate website.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

We had no transactions during fiscal 2020, nor are any transactions currently proposed, with any director, director nominee, executive officer, security holder known to us to own of record or beneficially more than 5% of our common stock, or any member of the immediate family of any of the foregoing persons, in which the amount involved exceeded \$120,000.

The written policy of the Board is for its Nominating and Governance Committee to review each related person transaction (as defined below) and determine whether it will approve or ratify that transaction. Any Board member who has any interest (actual or perceived) will not be involved in the consideration of Directors.

For purposes of the policy, a “related person transaction” is any transaction, arrangement or relationship in which we are a participant and, the related person (defined below) had, has or will have a direct or indirect material interest and the aggregate amount involved is expected to exceed \$120,000 in any calendar year. “Related person” includes (a) any person who is or was (at any time during the last fiscal year) an officer, director or nominee for election as a director; (b) any person or group who is a beneficial owner of more than 5% of our voting securities; (c) any immediate family member of a person described in provisions (a) or (b) of this sentence; or (d) any entity in which any of the foregoing persons is employed, is a partner or has a greater than 5% beneficial ownership interest.

In determining whether a related person transaction will be approved or ratified, the Board, or committee, will consider a multitude of factors including (a) the extent of the related person’s interest in the transaction; (b) the availability of other sources of comparable products or services; (c) whether the terms are competitive with terms generally available in similar transactions with persons that are not related persons; (d) the benefit to us; and (e) the aggregate value of the transaction.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information concerning the beneficial ownership of our common stock as of January 22, 2021, by (i) each director, director nominee and named executive officer of Amtech and (ii) all executive officers, directors and director nominees of Amtech as a group. The information included in the tables below was determined in accordance with Rule 13d-3 under the Exchange Act and is based upon the information furnished by the persons listed below. Except as otherwise indicated, each shareholder listed possesses sole voting and investment power with respect to the shares indicated as being beneficially owned.

Name and Address (1) (2)	No. of Shares of Common Stock Beneficially Held (3)		Percent of Common Stock Ownership (3)
Jong S. Whang	269,848	(4)	1.9 %
Michael Whang	29,083	(5)	*
Lisa D. Gibbs	30,334	(6)	*
Robert M. Averick	2,530,000	(7)	17.9 %
Michael Garnreiter	54,000	(8)	*
Robert F. King	18,067	(9)	*
Sukesh Mohan	36,000	(10)	*
Director and Officer Total (7 people)	2,967,332	(11)	20.4 %

*Less than 1%.

- (1) The address for each person listed in this table is c/o Amtech Systems, Inc., 131 South Clark Drive, Tempe, Arizona 85281.
- (2) Mr. J.S. Whang is our Chairman and Chairman of the Board of Directors. Mr. Michael Whang is our President, Chief Executive Officer and Director. Ms. Gibbs is our Vice President, Chief Financial Officer, Secretary and Director. Messrs. Averick, Garnreiter, King and Mohan are directors of Amtech.
- (3) Based on 14,141,122 shares of common stock outstanding as of January 22, 2021. The share amounts and percentages shown include shares of common stock actually owned as of January 22, 2021, and shares of common stock with respect to which the person had the right to acquire beneficial ownership within 60 days of such date pursuant to options or warrants. All shares of common stock that the identified person had the right to acquire within 60 days of January 22, 2021, upon the exercise of options or warrants, are deemed to be outstanding when computing the percentage of the securities owned by such person, but are not deemed to be outstanding when computing the percentage of the securities owned by any other person.
- (4) Includes 199,167 shares issuable upon exercise of options exercisable within 60 days of January 22, 2021.
- (5) Includes 27,083 shares issuable upon exercise of options exercisable within 60 days of January 22, 2021.
- (6) Includes 28,334 shares issuable upon exercise of options exercisable within 60 days of January 22, 2021.
- (7) Mr. Averick is a Portfolio Manager at Kokino LLC, which is a family office that provides investment management services to various clients who own shares of the Company's common stock, including (i) Cornice Fiduciary Management LLC, as Trustee under Trust Agreement dated December 23, 1989 FBO the issue of Jonathan D. Sackler (the "Trust"); (ii) M3C Holdings LLC ("M3C"); and (iii) Piton Capital Partners LLC ("Piton"). As a Portfolio Manager at Kokino LLC, Mr. Averick shares the power to vote and dispose (or direct the disposition of) 2,530,000 shares of common stock, which is the sum of the common stock beneficially owned by the following persons: (i) 1,386,312 shares of common stock beneficially owned by the Trust; (ii) 263,688 shares of common stock beneficially owned by M3C; (iii) 600,000 shares of common stock beneficially owned by Piton; and (iv) 250,000 shares of common stock beneficially owned by Mr. Averick and that are held in his personal capacity, along with 30,000 shares that Mr. Averick may acquire by exercising options that are immediately exercisable.
- (8) Includes 54,000 shares issuable upon exercise of options exercisable within 60 days of January 22, 2021.
- (9) Includes 16,067 shares issuable upon exercise of options exercisable within 60 days of January 22, 2021.

- (10) Includes 36,000 shares issuable upon exercise of options exercisable within 60 days of January 22, 2021.
- (11) Includes 390,651 shares issuable upon exercise of options exercisable within 60 days of January 22, 2021.

The following table sets forth certain information concerning the beneficial ownership of our common stock based on information received by the Company as of January 22, 2021, by each person (other than directors or executive officers as disclosed in the chart above) known by us to be the beneficial owner of more than 5% of our common stock based on such filings.

Name and Address	No. of Shares of Common Stock Beneficially Held (1)	Percent of Common Stock Ownership (1)
5% Shareholders		
Cornice Fiduciary Management LLC, as Trustee FBO the issue of Jonathan D. Sackler	1,386,312 (2)	9.8 %
Dimensional Fund Advisors LP	1,141,945 (3)	8.1 %
Vanguard Group, Inc.	907,191 (4)	6.4 %
Harbert Fund Advisors, Inc.	829,994 (5)	5.9 %
Pacific Ridge Capital Partners, LLC	747,246 (6)	5.3 %

- (1) Based on 14,141,122 shares of common stock outstanding as of January 22, 2021. The share amounts and percentages shown include shares of common stock actually owned as of January 22, 2021, and shares of common stock with respect to which the person had the right to acquire beneficial ownership within 60 days of such date pursuant to options or warrants. All shares of common stock that the identified person had the right to acquire within 60 days of January 22, 2021, upon the exercise of options or warrants, are deemed to be outstanding when computing the percentage of the securities owned by such person, but are not deemed to be outstanding when computing the percentage of the securities owned by any other person.
- (2) Mr. Averick shares beneficial ownership of these shares, as described in the foregoing footnotes. Information based on (i) the Schedule 13D/A filed with the SEC on November 27, 2018 on behalf of the Trust, M3C, Mr. Averick, Piton and OIH LLC (the "Joint Filers' Schedule 13D/A") and (ii) the Form 4 filed by Mr. Averick on August 12, 2020 (the "Averick Form 4"). Cornice Fiduciary Management LLC is Trustee under a Trust Agreement dated December 23, 1989 FBO the issue of Jonathan D. Sackler. Amount represents shares held in the Trust, for which Cornice Fiduciary Management LLC serves as sole Trustee and has voting power and dispositive power over such shares. Cornice Fiduciary Management LLC has no pecuniary interest in the shares held by the Trust. The Trust is a member of Piton, along with other clients of Kokino LLC. In the aggregate, clients of and other persons associated with Kokino LLC beneficially own 2,552,917 shares of common stock (i.e. 18.1% of shares of common stock outstanding), as described in the Joint Filers' Schedule 13D/A and the Averick Form 4. The address for Cornice Fiduciary Management LLC is c/o Norton Rose Fulbright (US) LLP, 1301 Avenue of Americas, New York, NY 10019.
- (3) Information based on Schedule 13F filed with the SEC on November 12, 2020. Dimensional Fund Advisors has voting authority over 1,077,639 of the 1,141,945 reported shares owned. The address for Dimensional Fund Advisors is Building One, 6300 Bee Cave Road, Austin, TX 78746.
- (4) Information based on Schedule 13F filed with the SEC on November 16, 2020. Vanguard Group, Inc. has shared voting authority over 2,569 of the 907,191 reported shares owned and no voting authority over the remaining shares reported. The address for The Vanguard Group, Inc. is P.O. Box 2600, V26, Valley Forge, PA 19482-2600.
- (5) Information based on Schedule 13F filed with the SEC on November 13, 2020. The address for Harbert Fund Advisors, Inc. is 2100 Third Avenue North, Suite 600, Birmingham, AL 35203.
- (6) Information based on Schedule 13F filed with the SEC on November 9, 2020. Pacific Ridge Capital Partners, LLC has voting authority over 669,336 of the 747,246 reported shares owned. The address for Pacific Ridge Capital Partners, LLC is 4900 Meadows Road, Suite 320, Lake Oswego, OR 97035.

Delinquent Section 16(a) Reports

Section 16(a) of the Exchange Act requires our directors and executive officers, as well as persons beneficially owning more than 10% of our outstanding Common Stock, to file certain reports of ownership with the SEC within specified time periods. Such officers, directors and shareholders are also required by SEC rules to furnish us with copies of all Section 16(a) forms they file.

Based solely on our review of such forms received by us during the fiscal year ended September 30, 2020, or written representations from certain reporting persons, we believe that during the twelve months ended September 30, 2020, all Section 16(a) filing requirements applicable to its officers, directors and 10% shareholders were complied with.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth certain information, as of September 30, 2020, concerning outstanding options and rights to purchase Common Stock granted to participants in all of our equity compensation plans and the number of shares of Common Stock remaining available for issuance under such equity compensation plans.

<u>Plan Category</u>	<u>Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)</u>	<u>Weighted-average exercise price of outstanding options, warrants and rights (b)</u>	<u>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)</u>
Equity compensation plans approved by security holders (1)	696,665	\$ 7.00	1,167,678
Equity compensation plans not approved by security holders	—		—
Total	<u>696,665</u>		<u>1,167,678</u>

(1) Represents the 2007 Employee Stock Incentive Plan and the Non-Employee Director Stock Option Plan and all respective amendments to each thereto.

**PROPOSAL NO. 2 -- TO APPROVE THE RATIFICATION OF
THE INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS
(Item No. 2 on the Proxy Card)**

The Audit Committee has selected the independent registered public accounting firm Mayer Hoffman McCann P.C. ("MHM") to audit our financial statements for the fiscal year ending September 30, 2021, and is seeking ratification of that choice by our shareholders. Regardless of whether the selection is ratified, the Audit Committee is responsible for the selection and ongoing oversight of the auditors and has the authority to replace MHM as the auditors for the 2021 fiscal year, if it deems it appropriate to do so. Any such change subsequent to the Annual Meeting will not be submitted to the shareholders for ratification.

The Board of Directors anticipates that one or more representatives of MHM will be present at the Annual Meeting. Any such representative will have an opportunity to make a statement if they so desire and will be available to respond to appropriate questions.

VOTE REQUIRED

An affirmative vote from holders of a majority in voting power of the shares present at the Annual Meeting or represented by proxy and entitled to vote on the proposal is required to ratify the selection of Mayer Hoffman McCann P.C. as the Company's independent registered public accounting firm for the fiscal year ending September 30, 2021. Even if the selection is ratified, however, the Audit Committee may in its discretion select a different independent registered public accounting firm at any time during the year if it determines that such a change would be in the best interests of the Company and of our stockholders.

The Board of Directors recommends a vote "FOR" the ratification of Mayer Hoffman McCann P.C. as our independent registered public accounting firm for the fiscal year ending September 30, 2021.

**PROPOSAL NO. 3 -- ADVISORY VOTE ON NAMED
EXECUTIVE OFFICER COMPENSATION
(Item No. 3 on the Proxy Card)**

The Dodd-Frank Act requires that our shareholders have the opportunity to cast a non-binding, advisory vote on the compensation of our named executive officers. This proposal, commonly known as a "Say-on-Pay" proposal, gives our shareholders the opportunity to express their views on the compensation of our named executive officers.

The advisory vote on executive compensation is not a vote on our general, non-named executive officer compensation policies, the compensation of our Board or our compensation policies as they relate to risk management.

Our Compensation and Stock Option Committee establishes our general compensation policies and specific compensation for each of our executive officers and administers our equity incentive compensation program. Our Compensation and Stock Option Committee is responsible for developing, administering and interpreting the compensation program for executive officers and other key employees.

Shareholders are urged to read the Executive Compensation section of this Proxy Statement and the tabular disclosure regarding named executive officer compensation (together with the accompanying narrative disclosure) in this Proxy Statement, which discusses how our compensation policies and procedures implement our compensation philosophy. The Compensation and Stock Option Committee and the Board of Directors believe that these policies and procedures are effective in implementing our compensation philosophy and in achieving its goals.

The vote solicited by this Proposal 3 is advisory, and, therefore, is not binding on the Company, our Board or our Compensation and Stock Option Committee, nor will its outcome require the Company, our Board or our Compensation and Stock Option Committee to take any action. Moreover, the outcome of the vote will not be construed as overruling any decision by the Company or the Board.

Furthermore, because this non-binding, advisory resolution primarily relates to the compensation of our named executive officers that has already been paid or contractually committed, there is generally no opportunity for us to revisit these decisions. However, our Board, including our Compensation and Stock Option Committee, values the opinions of our shareholders and, to the extent there is any significant vote against the executive officer compensation as disclosed in this Proxy Statement, we will consider our shareholders' concerns and evaluate what actions, if any, may be appropriate to address those concerns.

The Board believes that the compensation of our named executive officers is appropriate and recommends a vote FOR the following advisory (non-binding) resolution:

RESOLVED, that the shareholders approve, on an advisory (non-binding) basis, the compensation of the Company's named executive officers, as disclosed pursuant to the compensation disclosure rules of the SEC (which disclosure includes the Compensation Philosophy, the compensation tables and any related material).

The Board of Directors recommends that you indicate your support "FOR" the compensation policies and procedures for our named executive officers, as outlined in the above resolution.

OTHER MATTERS

Annual Report

Our Annual Report for the fiscal year ended September 30, 2020, is enclosed herewith.

Deadline for Shareholder Proposals for Action at our Next Annual Meeting

Shareholders who wish to nominate persons for election to our Board or propose other matters to be considered at our annual meeting of shareholders for the fiscal year ending September 30, 2021 must provide us advance notice of the director nomination or shareholder proposal, as well as the information specified in our Amended and Restated Bylaws, no earlier than November 23, 2021, and no later than December 23, 2021. Shareholders are advised to review our Amended and Restated Bylaws, which contain the requirements for advance notice of director nominations and shareholder proposals. Notice of director nominations and shareholder proposals must be mailed to our Corporate Secretary at 131 South Clark Drive, Tempe, Arizona 85281. The requirements for advance notice of shareholder proposals under our Amended and Restated Bylaws do not apply to proposals properly submitted under Rule 14a-8 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), as those shareholder proposals are governed by Rule 14a-8. We reserve the right to reject, rule out of order or take other appropriate action with respect to any director nomination or shareholder proposal that does not comply with our Amended and Restated Bylaws and other applicable requirements.

We anticipate holding our 2022 Annual Meeting of Shareholders on March 9, 2022. December 14, 2021 is the deadline for any shareholder who wishes to submit proposals to be included in our proxy statement under Rule 14a-8 under the Exchange Act. However, if the date of our annual meeting of shareholders for the fiscal year ending September 30, 2021 is changed by more than 30 days from the anniversary of the date of the previous year's meeting, then the deadline will be a reasonable time before we begin to print and send our proxy statement for our 2022 Annual Meeting of Shareholders for the fiscal year ending September 30, 2021. Proposals by shareholders must comply with all requirements of applicable rules of the SEC, including Rule 14a-8, and be addressed to the Corporate Secretary, Amtech Systems, Inc., 131 South Clark Drive, Tempe, Arizona 85281. If a shareholder proposal is introduced at the 2022 Annual Meeting of Shareholders without any discussion of the proposal in our proxy statement, and the shareholder does not notify us on or before January 23, 2022, as required by SEC Rule 14a-4(c)(1), of the intent to raise such proposal at the Annual Meeting of Shareholders, then proxies received by us for the 2022 Annual Meeting will be voted by the persons named in such proxies in their discretion with respect to such proposal.

Shareholder Communications with Board of Directors

We do not have formal procedures for shareholder communications with the Board of Directors. However, any matter intended for the Board or any Board Committee should be directed to our Corporate Secretary at 131 South Clark Drive, Tempe, Arizona 85281, with a request to forward the same to the intended recipient. All shareholder communications delivered to the Corporate Secretary for forwarding to the Board or specified Board members will be forwarded in accordance with the shareholder's instructions.

No Incorporation by Reference

In our filings with the SEC, information is sometimes "incorporated by reference." This means that we refer you to information previously filed with the SEC that should be considered as part of the particular filing. As provided under SEC regulations, the "Audit Committee Report" contained in this Proxy Statement specifically is not incorporated by reference into any other filings with the SEC and shall not be deemed to be "Soliciting Material." In addition, this Proxy Statement includes several website addresses. These website addresses are intended to provide inactive, textual references only. The information on these websites is not part of this Proxy Statement.

Householding of Proxy Materials

The SEC permits companies and intermediaries (i.e., brokers) to satisfy the delivery requirements for proxy statements with respect to two or more security holders sharing the same address by delivering a single proxy statement

addressed to those security holders. This process, which is commonly referred to as “householding,” potentially means extra convenience for security holders and cost savings for companies.

If you are currently receiving multiple copies of our Proxy Statement and Annual Report at your address and would like to request householding of your communications, please contact your broker. Once you have elected householding of your communications, householding will continue until you are notified otherwise or until you revoke your consent. If, at any time, you no longer wish to participate in householding, and would prefer to receive a separate Proxy Statement and Annual Report, please notify your broker if you own shares in street name, or direct your written request to our Corporate Secretary at Amtech Systems, Inc., 131 South Clark Drive, Tempe, Arizona 85281 if you are a shareholder of record. Shareholders currently participating in householding may request additional copies of the Proxy Statement and Annual Report by contacting us at (480) 967-5146.

Electronic Voting Instructions Available 24 hours a day, 7 days a week!

Instead of mailing your proxy, you may choose one of the voting methods outlined below to vote your proxy.

VALIDATION DETAILS ARE LOCATED BELOW IN THE TITLE BAR. Proxies submitted by the Internet or telephone must be received by 1:00 a.m., Eastern Standard Time, on March 23, 2021.

Vote by Internet

- Go to www.investorvote.com/ASYS
- Or scan the QR code with your smartphone
- Follow the steps outlined on the secure website

Vote by telephone

- Call toll free 1-800-652-VOTE (8683) within the USA, US territories & Canada on a touch tone telephone
- Follow the instructions provided by the recorded message

A. Proposals-The Board of Directors recommends a vote FOR all the nominees listed and FOR Proposals 2 and 3.**1. ELECTION OF DIRECTORS:**

	For	Withhold	
1. Jong S. Whang	<input type="checkbox"/>	<input type="checkbox"/>	votes
2. Michael Whang	<input type="checkbox"/>	<input type="checkbox"/>	votes
3. Lisa D. Gibbs	<input type="checkbox"/>	<input type="checkbox"/>	votes
4. Robert M. Averick	<input type="checkbox"/>	<input type="checkbox"/>	votes
5. Michael Garnreiter	<input type="checkbox"/>	<input type="checkbox"/>	votes
6. Sukesh Mohan	<input type="checkbox"/>	<input type="checkbox"/>	votes

- To specify a method of cumulative voting, mark the box to the left with an "X" and write the number of shares you wish to vote in favor of each nominee on the line next to such nominee's name above.

2. RATIFICATION OF THE APPOINTMENT OF MAYER HOFFMAN MCCANN P.C. AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2021

For	Against	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

3. ADVISORY (NON-BINDING) VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION

For	Against	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

B. Authorized Signatures – This section must be completed for your vote to be counted - Date and Sign below

Please sign exactly as your name appears on the front of this proxy card. When shares are held in common or in joint tenancy, both should sign. When signing as attorney, as executor, administrator, trustee or guardian, please give full title as such. If a corporation, sign in full corporate name by President or other authorized officer. If a partnership, please sign in partnership name by an authorized person. Please return in the enclosed, postage-paid envelope. The undersigned agrees that the proxy holder is authorized to cumulate votes in the election of directors and to vote for less than all of the nominees.

Date (mm/dd/yyyy) [/ /] Signature 1 - Please keep signature within the box [] Signature 2 - Please keep signature within the box []

IF VOTING BY MAIL, YOU MUST COMPLETE SECTIONS A - C ON BOTH SIDES OF THIS CARD

PROXY - AMTECH SYSTEMS, INC.

**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD
OF DIRECTORS OF AMTECH SYSTEMS, INC. FOR THE 2021 ANNUAL MEETING OF SHAREHOLDERS**

The undersigned shareholder of Amtech Systems, Inc., an Arizona corporation (the "Company"), hereby acknowledges receipt of the Notice of Annual Meeting of Shareholders dated January 28, 2021, and hereby appoints Michael Whang and Lisa D. Gibbs, and each of them, proxies and attorneys-in-fact, with full power of substitution, on behalf and in the name of the undersigned, to represent the undersigned at the Annual Meeting of Shareholders of AMTECH SYSTEMS, INC. to be held at The Sheraton Mesa Hotel at Wrigleyville West, 860 N. Riverview, Mesa, Arizona, USA, on Tuesday, March 23, 2021, at 9:00 a.m., Arizona time, and at any adjournment(s) or postponement(s) thereof, and to vote all shares of Common Stock that the undersigned would be entitled to vote if then and there personally present, on the matters set forth on the reverse side.

This form of proxy confers discretionary authority to cumulate votes with respect to the election of directors. Unless you have specified on the proxy card how you want your shares voted with respect to the election of directors, the proxy agents intend to cumulatively vote all of the shares covered by the proxies solicited by this Proxy Statement in favor of the number of nominees named in this Proxy Statement as they may, in their discretion, determine is required to elect the maximum number of nominees named in this Proxy Statement.

THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED IN THE MANNER DIRECTED HEREIN BY THE UNDERSIGNED SHAREHOLDER. IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED FOR THE ELECTION OF THE NOMINEES NAMED ON THE REVERSE SIDE AND AS SAID PROXIES DEEM ADVISABLE ON SUCH MATTERS AS MAY COME BEFORE THE MEETING.

C. Non-Voting Items

Change of Address - Please print your new address below. [] Comments - Please print your comments below. []

IF VOTING BY MAIL, YOU MUST COMPLETE SECTIONS A - C ON BOTH SIDES OF THIS CARD